



MISSOURI BAPTISTS

**Church Incorporation
Constitution & Bylaws Manual**

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INTRODUCTION

The Executive Board of the Missouri Baptist Convention has prepared this document to help Missouri Baptists as they navigate the process of forming a new corporation under Missouri law, or as they review their existing corporate documents to consider possible revisions. The Executive Board does not intend that the contents of this publication be considered as legal, financial, accounting, tax, or any other kind of professional advice.

Disclaimer: The information contained in this document is for general educational purposes only and is not intended to provide legal, financial or other expert advice, or be a substitute for individual professional advice. If you need advice and counsel about the application of this information to your particular case, the services of a competent professional advisor should be sought.

CHAPTER 1

THE CASE FOR CHURCH INCORPORATION

To better understand why it is important for a church to be incorporated, it may be best to contrast unincorporated churches with incorporated churches.

An unincorporated church is simply a voluntary association of individuals who have joined together for a religious purpose. It is not a legal entity. Since an unincorporated church is not a legal entity, there are three immediate problems that may arise: holding title to property, obtaining a loan or insurance, and possible individual liability for church members for the negligence or debts of the church or its employees.

An unincorporated church cannot own property under Missouri law. Only a legal entity, a person or a corporation, can hold title to property. Title to property of an unincorporated church may be held in the names of certain individuals who are designated as trustees for the church. This is true of real estate or personal property. An incorporated church holds title to any and all property in the name of the corporation.

Banks and insurance companies may require a church to be incorporated before making a loan or issuing an insurance policy. In the case of a loan, individuals who sign the promissory note for an unincorporated church are likely to be personally liable for repayment of the debt. Furthermore, individual members of the unincorporated church could be held personally liable for debts of the church whether or not they signed the note or agreed to the indebtedness. If incorporated, the church corporation is responsible for the debts of the corporation as a legal entity. Individual members are not normally liable personally for the debts of the corporation unless they have signed personal guarantees.

In the unincorporated church setting, an individual member might be sued and held liable for injuries caused by the negligence of other church members or church employees engaged in church activities. An unincorporated church cannot sue or be sued as a legal entity, if, for example, there is a breach of contract; however, the individual church members might be subject to suit. An incorporated church can sue in its own name and likewise be sued. This provides a “corporate shield” from potential liability for individual church members, and, in fact, the entire congregation.

Incorporated churches, since they are a legal entity, can:

- | | |
|----------------------------|-----------------------|
| ___ hold title to property | ___ mortgage property |
| ___ lease property | ___ borrow money |
| ___ issue bonds | ___ sue and be sued |

Members of incorporated churches are protected from personal liability for legal judgments against the church; only the church property can be levied upon in case a court judgment is rendered against the church.

In summary, there are some very good, practical reasons why a church should be incorporated. Although churches have not generally been the subject of litigation in the past, that is changing with each day. More and more churches are being sued and will probably continue to be sued in the future. Taking advantage of the protections of state incorporation laws is common sense for churches and ministry organizations seeking to operate in the American marketplace and legal system.

The procedure for incorporation is a very simple. Forms for organizing a corporation are available on the website of the Missouri Secretary of State. Articles of Incorporation may be filed on line, along with payment of the initial filing fee, currently \$25,00.

Assistance in this process can be obtained from the Executive Board staff of the Missouri Baptist Convention, or from individual legal counsel.

CHAPTER 2

MISSOURI CHAPTER 352 INCORPORATION

Missouri law provides for two separate ways for a church or ministry organization to incorporate, and to have the protection of the “corporate shield” from individual liability of members. Chapter 355 of the Missouri Statutes is the Non-Profit Corporation Act, the most common way that non-profit corporations are formed. However, Chapter 352 of the Missouri Statutes is a second way to incorporate a religious and charitable association, to become what is known as a “Benevolent corporation” or a “pro forma” corporation. At first glance, many might assume that Chapter 355 is faster, cheaper and simpler to form, and thus is always the best method for a church. However, the “pro forma corporation” provides for some unique advantages and flexibility in structure and operation, that sometimes makes it the better fit for churches. At least, you should consider whether the “pro forma corporation” model, used by many Baptist churches, is the best way for your church to incorporate.

Benevolent Corporations are formed by filing a petition with Articles of Agreement in the Circuit Court of the county where the church will operate. This means you probably must consult an attorney with knowledge of Missouri non-profit law, who will draft and file the necessary legal forms. However, because the corporate charter is an important legal foundation for your organization, you should probably seek out individual legal counsel in any event, whether you decide to use Chapter 352 or Chapter 355.

Nonprofit (Chapter 355) groups do not have to obtain court approval to change their charter but must have a registered agent and file annual reports with Missouri’s Secretary of State. Chapter 352 corporations are not required to file annual reports. Chapter 355 corporations must have a board of trustees form of government. Chapter 355 corporations do not. This flexibility of governance structure may be the greatest advantage for churches, who may use various forms of governance that do not fit the General Motors or Red Cross business model.

Both Chapter 352 and Chapter 355 corporations can be recognized as tax exempt by the IRS.

Chapter 355 is the new corporate model in Missouri, but *newer is not always better*. It may be worthwhile to consult with non-profit legal counsel about the pros and cons of the two approaches before you decide how to incorporate.

To determine if a local church has been incorporated under Chapter 352, one can simply check with the Clerk of the Circuit Court. The Clerk keeps a record of such actions. However, if the incorporation took place many years ago, it may take some time to locate the records. If the church does not have a copy of its incorporation documents, it should obtain a copy and keep them with other important church documents. The Secretary of State can also provide copies of some Chapter 352 incorporation documents.

CHAPTER 3

MISSOURI CHAPTER 355 INCORPORATION

Chapter 355 of the Revised Statutes of the State of Missouri is the law most often used by non-profits to incorporate. This chapter contains over 160 different sections of law governing how not-for-profit corporations are formed, how they must be structured, how they operate, what formalities they must follow to remain in good standing as a corporation, and steps they must take if they “dissolve” or go out of business.

The purpose of this chapter is to cover, in a summary style, what is required by Chapter 355. This will not be an attempt to give a full legal discussion of this subject, but merely to acquaint the reader with the basics and to give a general understanding of Chapter 355 incorporation.

There are various purposes for which a not-for-profit corporation may organize. A corporation may be organized for one or more of the general purposes listed in the statute. However, within the articles of incorporation (see Appendix A, page 60) a clear and concise statement of the purpose of the corporation should be stated, not just “for religious purposes.”

Chapter 355 corporations cannot issue shares of stock and cannot pay dividends to members, directors, or officers of the corporation; but compensation and reimbursement of expenses can be made to members, directors, and officers.

The corporation must have a name, which cannot be the same as or deceptively similar to the name of another corporation in Missouri. The Missouri Secretary of State website permits you to search for “name availability” before you file articles of incorporation.

One or more individuals may act as incorporators to sign the articles of incorporation. An incorporator must be a United States citizen and eighteen years of age or older.

The articles of incorporation may be submitted online using the form provided by the Office of the Secretary of State, number Corp 52. Articles drafted by a private attorney may be in a different format than the form Corp 52, so long as they contain the following information:

- (1) A corporate name for the corporation that satisfies the requirements of section 355.146;
- (2) One of the following statements:
 - (a) This corporation is a public benefit corporation; or
 - (b) This corporation is a mutual benefit corporation;
- (3) The street address of the corporation's initial registered office and the name of its initial registered agent at that office;
- (4) The name and address of each incorporator;
- (5) Whether or not the corporation will have members; and

(6) Provisions not inconsistent with law regarding the distribution of assets on dissolution.

Articles of Incorporation may, but are not required to, contain the following:

The articles of incorporation may set forth:

- (1) The purpose or purposes for which the corporation is organized, which may be, either alone or in combination with other purposes, the transaction of any lawful activity;
- (2) The names and addresses of the individuals who are to serve as the initial directors;
- (3) Provisions not inconsistent with law regarding:
 - (a) Managing and regulating the affairs of the corporation;
 - (b) Defining, limiting, and regulating the powers of the corporation, its board of directors, and members, or any class of members; and
 - (c) The characteristics, qualifications, rights, limitations and obligations attaching to each or any class of members;
- (4) Any provision that under this chapter is required or permitted to be set forth in the bylaws.

The address of the registered office should be the address of the church if it has a permanent mailing address. The registered agent may be any individual who will receive official correspondence from the state or the courts about the corporation's business. Refer to the Forms List on the SoS website for the form needed to change the registered agent when a new person or corporation assumes that position.

The articles of incorporation are to be filed on line or by mailing an original signature form to the Missouri Secretary of State. If everything is in order, the Secretary of State will approve the articles, sending you an email notification, along with a file stamped copy of the articles and a certificate of incorporation.

There is a \$25.00 filing fee which must be paid at the time of filing the articles of incorporation. This must be by credit card or check payable online or by mail. When the certificate of incorporation is issued by the Secretary of State, the corporate existence begins.

Amendments to the articles of incorporation can be made at any time. See Forms List, SoS website, to locate the proper form used for amendments to the articles. Most forms may be filed online, together with any filing fee.

Chapter 355 sets forth various powers which not-for-profit corporations may exercise (see www.moga.state.mo.us/statutes). In looking over this listing of powers, one might think that most of this does not concern churches or associations in their day-to-day activities; however, upon close examination, it can be seen that the powers given are necessary for the existence of any corporation. Furthermore, the church or association can specify within its articles of incorporation additional powers which might relate more specifically to a church, so long as such powers are not inconsistent with Missouri laws governing not-for-profit corporations.

Chapter 355.116 requires that the corporation adopt bylaws. The bylaws can contain any provision for the regulation and management of the affairs of the corporation so long as it is not inconsistent with law or the articles of incorporation.

Section 355.111 requires an organizational meeting of members and directors (some churches call them “trustees,” which term is interchangeable) and there should be written minutes recorded of each meeting.

Section 355.231 requires annual meetings, at which certain actions must be taken, and regular meetings, at times and places stated in the bylaws. Failure to hold the annual meeting at the time designated in the bylaws does not result in forfeiture or dissolution of the corporation. It is suggested that in the case of churches the bylaws simply state which regular business meeting shall be considered an annual meeting. Since Baptist associations have an annual meeting, usually specified in the constitution or bylaws, this would take care of the annual meeting requirement. Again, minutes should record actions by the corporation, and minutes should be signed by the church clerk, corporate secretary or other officer, after approval by the governing body.

Section 355.251 requires that notice of meetings be provided to members. The statute provides some detail as to the contents and timing of notices. Notice requirements should also be set out in your bylaws.

A church constitution or bylaws should address admission, removal, termination or expulsion of members. When you no longer have an address for persons who have apparently moved away from the area, the church may want to consider removing such people from the church rolls. If a high percentage of your membership is inactive non-resident, you will have difficulty meeting requirements of written notice of business meetings.

Section 355.316 requires that a corporation must have a board of directors or trustees. “Except as provided in this chapter, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board, who holds all power to govern the corporation.” Some of these powers of the board will not be suited to Baptist policy, and should be addressed in your bylaws or Constitution

Chapter 355 contains requirements relative to distribution of assets of the corporation upon dissolution. Chapter 6 sets forth suggested constitutional language on disposition of property. Every church should consider some such provision.

Under Chapter 355, each corporation is required to file an annual report in order to stay in good standing. The report may be filed online with the digital signature of any officer or trustee. A credit card and an e-mail address are required to complete an online annual report filing. This is a simple procedure which is required so that contact information as to corporate officers and board members can be kept current with the Secretary of State. Failure to file this report by December 31 of each year will result in forfeiture of the corporate charter and may require a process of application for reinstatement. The office of the Secretary of State mails out the form to the registered agent every one or two years in July and it is to be filed by August 31. A biennial registration report option is available for an additional charge. If the annual report is not

filed by November 30, the corporation will not remain in good standing and the corporation may be administratively dissolved.

In summary, the process of incorporation under Chapter 355 is a simple and inexpensive way in which to establish legal existence and protection from personal liability.

CHAPTER 4

BAPTIST ASSOCIATIONS AND INCORPORATION

The case that is made for church incorporation equally applies to the incorporation of local Baptist associations.

The use of Chapter 355 incorporation is suggested for associations. If an association is incorporated under Chapter 352, there would be no need to change that incorporation; however, a review of the incorporation documents would be in order to better understand the legal standing of the corporation. If an association has not been incorporated, it should be considered as soon as possible. The procedure to be followed would be along the following steps.

1. Retain legal counsel knowledgeable about non-profit laws in Missouri and ask for a review of existing governing documents and recommendations for change.
2. Present the matter before the Executive Board/Council for recommendation to the association in annual or semi-annual session.
3. Adopt the recommendation of the Executive Board/Council by association at annual or semi-annual meeting, and approve the documents drafted by legal counsel.
4. File Articles with the Secretary of State or the Circuit Court, as guided by counsel.

Just as incorporation of the local church provides protection and limitation of liability for the individual church member, the incorporation of the association provides a wall of protection and limitation for the individual churches in an association.

CHAPTER 5

THE CASE FOR A CHURCH CONSTITUTION AND BYLAWS

This manual suggests that Missouri Baptist churches have a Constitution and a set of Bylaws.

The church constitution sets out fundamental beliefs and a governance structure that should not change often. A super-majority vote is usually required to amend a constitution. Church bylaws, on the other hand, set out the procedures to conduct business, which may change from time to time, and which may require only a smaller vote than constitutional amendments.

There are many churches in Missouri that have no constitution nor bylaws. The church has conducted business for years and years, but without anyone other than a few people knowing or understanding what the customary procedure was for conducting business.

The constitution and bylaws of a church contain the basic rules of procedure and organization that relate to that particular entity. They are important because they define the rights and duties of the members of the church. Without a constitution or bylaws, any organization, including a Baptist church, simply has nothing to guide it from one meeting to the next, other than the voting power of the majority who happen to be present and conducting business in accordance with whatever rules they may choose. A church operating without a constitution and bylaws is very much like a group of children playing a game at which whoever is the strongest or has the most followers can change or do away with the rules as the game progresses. A constitution and bylaws insures that while the will of the majority is to be carried out, it must be done so in a proper procedure designed to ensure that the rights of individual members are not violated.

Some individuals voice various objections to having a constitution and bylaws. Some of the objections are: need for revision, members don't understand, members use in the wrong way or for the wrong purpose, restriction on how business can be conducted, members fight over what the constitution or bylaws really mean.

There are simple answers for these objections.

Need for Revision: A properly drafted constitution should not need to be revised very often. In Chapter 6 a suggested form with annotations is given for a constitution. While this suggested constitution contains sixteen separate articles, it is designed to be a document that does not require frequent amendment. Some churches may desire to make it even shorter and move some articles to the bylaws. The constitution could contain only the following articles: Title, Preamble, Name, Purpose, Church Government, Denomination Cooperation, Church Covenant, Statement of Faith, Membership, Parliamentary Authority, Disposition of Property, and Amendment of Constitution. These would be essential in the constitution and need not be repeated in the bylaws. A review of these articles and the additional ones listed in Chapter 6 will quickly reveal that there should not be a need for continuing revision of these provisions. Likewise, a properly drafted set of bylaws should not need to be revised

year after year, although it might be good to have a committee review and make recommendations from time to time.

Members Don't Understand: The lack of understanding on the part of members is not the fault of the constitution or bylaws. Drafted in a proper manner, these documents can and should be able to be understood by any church member willing to take the time to read and examine them.

Members Use for the Wrong Purpose: There will always be a problem with church members using rules of procedure or other tactics for the wrong purpose or for a wrong motive or in an un-Christ-like manner, but that does not mean the constitution or bylaws is at fault. The fault lies not in the documents of the organization in such cases, but in the members of the organization who are acting in an improper and maybe un-Christ-like manner.

Makes **Business Burdensome:** This is simply not the case. A constitution, bylaws, and rules of procedure (*Robert's Rules of Order*) are not designed to burden business but to facilitate the smooth and fair flow of business. When properly followed and applied, the constitution and bylaws will insure that business can be conducted in a manner that is consistent and fair to carry out the desires of the organization. The decisions made may prove to be right or wrong, but in neither case is the fault or the praise due to the documents. They simply provide an ordered manner and procedure to conduct the affairs of the church. The church makes the ultimate decision.

Members Fight Over What Constitution and Bylaws Really Mean: As long as Baptist churches continue to exist, some people can find something to fight about. If it is not what the constitution and bylaws say or mean, or are supposed to mean, then it will be the color of the choir robes, the paint for the pastor's office, paving the parking lot, or any number of things that can distract the local church from doing God's business. Generally, the conflict over what the constitution or bylaws says is not really what the fight is about, but there is some other issue that is the point of controversy. Here again, the fault lies not in the documents, but in the attitude of the individuals fighting over the documents.

Simply stated, in the case of a properly-drawn constitution and bylaws, and a fair application of Roberts Rules of Order, none of these objections or others which have been given in the past are valid.

There are some very basic benefits to having a well-drafted church constitution and bylaws:

- The decision-making process and procedure is clearly stated.
- The business can be conducted in a more orderly and efficient fashion.
- The business can be conducted more quickly and fairly.
- The documents clearly state the religious purpose and governance structure of the church, so that government authorities understand how decisions are to

be made, if there is ever a legal question about who can make certain decisions and how.

Any church without a constitution and bylaws would be well served to draft them and begin to operate within their framework. Any church with an outdated, difficult to understand, cumbersome document would be advised to consider a revision to a clearer, simpler form. Legal counsel with expertise in non-profit law can be invaluable in this process.

CHAPTER 6

THE ANNOTATED CHURCH CONSTITUTION

This chapter sets forth a sample constitution. This model form contains the following:

Title	Preamble
Name	Purpose
Church Government	Denominational Cooperation
Church Covenant	Statement of Faith and Message
Members	Officers
Meetings	Board of Directors (Incorporated Churches)
Committees	Parliamentary Authority
Disposition of Property	Amendment of Constitution

The areas covered by these provisions are foundational and should rarely need amendments. The chapter on bylaws provides suggested bylaws to take care of more day-to-day activities.

As an annotated constitution, it is one that has comments following each provision. In some instances, there will be a choice of options for a given provision. The intention is that this form or sample constitution can be taken and be adjusted to fill the needs of a congregation of forty or fifty members and yet it also would be sufficient for a ten-thousand-member congregation.

The constitution should establish a solid foundation relative to the structure and decision-making process of the church.

CONSTITUTION

OF

COMMENT:

The title should simply state the name of the church. If it is incorporated, the letters "Inc." should appear at the end of the church name. The address can also be set out on a line under the church name.

PREAMBLE

We, the members of the _____ Baptist Church, in order to work for the advancement of the Kingdom of Christ, do hereby band ourselves together as a body of baptized believers under the authority of our Savior and Lord Jesus Christ and adopt as our constitution the following articles.

COMMENT:

The "Preamble" should be a short statement as to the reasons for having the constitution. Some may wish to change certain words from the suggested language, but the general thrust of the language should be maintained.

ARTICLE I

NAME

The Name of the Corporation is _____

Baptist Church of _____, Missouri.

COMMENT:

The "Name Article" is simple and direct. It contains the name of the church and may include the town, city, or county of location. To simply say that the organization is going to be the Calvary, Bethel, First Baptist, etc., without identifying the place of location does not properly identify the organization. In all following articles, the organization is referred to by the term "church" and not by the term "organization." However, in the opening article, the better form would dictate the word "organization."

ARTICLE II

PURPOSE

The purpose of this corporation is to do all things necessary to operate a local New Testament Church for the advancement of the Kingdom of Jesus Christ and His Gospel by preaching and teaching the Gospel, Christian education and training, benevolent work, missionary labor, and ministry.

COMMENT:

The "Purpose Article" can be of whatever length the church desires. Again, some of the words or phrases may be different than an individual church may desire. However, the statement should be contained in a single and simple sentence, if possible. A Purpose Article of great length attempting to cover all bases should be avoided, since the Church Covenant and Statement of Faith and Message or Article of Faith will actually give guidance to interpretation of the church.

ARTICLE III

CHURCH GOVERNMENT

This local Baptist church is an autonomous body, not subject to the direction or control of any other ecclesiastical body; therefore, the government of this church is vested in the body of believers who compose it, under the leadership of our Savior and Lord, Jesus Christ.

COMMENT:

This one sentence sets forth sufficient information to identify the type of church government. It is important that, as a congregational form of church government, it be declared that the church is not subject to outside control. The following article on Denominational Cooperation identifies the nature of association with other Baptist bodies and yet maintains local control. The word "autonomous" correctly conveys the concept of the right and power to self-govern.

ARTICLE IV

DENOMINATIONAL COOPERATION

This church shall voluntarily cooperate with the _____ Baptist Association and the Missouri and Southern Baptist Conventions in the Cooperative Program of Education, Evangelization, Missions, and Ministry. This cooperation does not grant to any of the aforementioned entities any authority over this church, nor in any way alter or lessen the autonomy and independence of this church.

COMMENT:

The “Denominational Cooperation Article” clearly states that the church is going to “voluntarily” work with the local association and the state and national conventions without giving up any part of its authority and autonomy. It is important that the constitution have some statement relative to cooperation with other Baptist groups.

ARTICLE V

CHURCH COVENANT

Having been led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Savior, and on profession of our faith having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now in the presence of God, angels, and this assembly, most solemnly and joyfully enter into covenant with one another as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this church, in knowledge, holiness, and comfort; to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline, and doctrines; to contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spread of the gospel through all nations.

We also engage to maintain family and secret devotions; to educate our children religiously; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, and exemplary in our deportment; to avoid all tattling, backbiting, and excessive anger; to abstain from the sale and use of intoxicating drinks as a beverage or other recreational use of controlled substances; and to be zealous in our efforts to advance the Kingdom of our Savior.

We further engage to watch over one another in brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to cultivate Christian sympathy in feeling and courtesy in speech; to be slow to take offense but always ready for reconciliation and, mindful of the rules of our Savior, to secure it without delay.

We, moreover, engage that when we remove from this place, we will as soon as possible unite with some other church, where we can carry out the spirit of this covenant and the principles of God's Word.

COMMENT:

It is good to have the church covenant set forth in the constitution. This helps to further clarify the purpose of the church and also spells out the intended relationship among the church members. The Covenant could be referred to in the article and not set forth in the body of the constitution, but appended, and then incorporated by reference.

ARTICLE VI

STATEMENT OF FAITH AND MESSAGE

We recognize God's word as revealed in the Holy Bible as the sole authority in matters of faith and practice; however, in order to set forth certain principles which persons who are Baptists generally agree on, we do hereby incorporate, by reference, and adopt as the Statement of Faith of the _____ Baptist Church, the Baptist Faith and Message as adopted by the Southern Baptist Convention June 14, 2000, as amended from time to time.

COMMENT:

This Article incorporates by reference the current Baptist Faith and Message. An individual church may wish to use some other Baptist confession or statement of faith or may wish to write its own article of faith. This form can easily be changed by simply making reference to the appropriate confession or statement of faith. In addition, if the Southern Baptist Convention were to adopt a different Statement of Faith and Message, this Article can easily be amended by changing the date, or by simply inserting a reference to a previous statement of faith. The inclusion of a statement of faith by reference avoids the problem of the space for printing it in the constitution; however, copies of the statement of faith should be easily available for church members.

ARTICLE VII

MEMBERS

Section 1: The members of this church reserve the exclusive right to determine who shall be members of this church. A person can become a member of the church upon a majority vote by presenting themselves as a candidate for membership in one of the following ways:

- a. By public profession of faith in Jesus Christ as personal Savior and Lord and baptism under authority of this church.
- b. By letter from another Southern Baptist church.

Or

By letter from another church of the same faith and practice.

Or

By letter from another Baptist church of the same faith and practice.

- c. By statement of a prior public profession of faith in Jesus as personal Savior and baptism under authority of a Southern Baptist church

Or

Baptist church of the same faith and practice

Or

Church of the same faith and practice from which it is not possible to obtain a letter.

- d. By statement of a prior public profession of faith in Jesus as personal Savior Lord in a non-Southern Baptist church

Or

Non-Baptist church

Or

Church of a differing faith and practice followed by baptism under authority of this church.

Section 2: Persons may be removed as members pursuant to provisions set forth in the church bylaws.

Section 3:

Option A: Candidates for membership may be voted on at the worship service or business meeting when they present themselves for church membership.

Option B: Candidates for membership shall be voted on at a regular business meeting after they have presented themselves for church membership, upon recommendation of the membership committee.

COMMENT:

The "Members' Article" sets forth the procedure and conditions for reception of members and authorizes by bylaws to provide for removal of members.

The article on membership should always be drafted in a clear manner to set forth who may properly become a member of the church. Issues relative to reception of members from other Baptist or non-Baptist groups should not be decided when someone from such a church presents themselves for membership but should be established in the constitution. This will provide consistency in who and how members are received.

If a church desires to only accept by letter and statement, without re-baptism, members from another Southern Baptist church, it should use the language under subsection "b" and "c" that specifies "Southern Baptist."

If a church wishes to establish a practice of accepting by letter and statement, without rebaptism, members from another Baptist church of "the same faith and practice," it should use the second option under "b" and "c." The question then arises, what is a "Baptist church of the same faith and practice?" Is that any Baptist church, or which Baptist churches does it include? It may be necessary to define "the same faith and practice" in terms of a statement or confession of faith which the church would recognize as being in agreement with its church covenant and statement of faith. However, that would require some type of searching or inquiry to determine what Baptist groups would be compatible with the church's own faith and practice. Another way to address this is to simply list Baptist entities that the church would recognize as being of the same faith and practice. Clearly, serious thought and consideration should be given to this matter.

The third option under "b" and "c" relative to a "church of the same faith and practice" raises the same problems as the second option, only more so. Is a Disciples of Christ church of the same faith and practice? Is a person who was immersed in a Methodist or Cumberland Presbyterian church from a church "of the same faith and practice"? There is no doubt much room for difference of opinions not only among pastors, but also individual church members on these points. Here again caution should be exercised so that the constitution is drafted in such a way to provide a clear guideline on who can be accepted for membership and under what circumstances.

Subsection "d" is intended to cover persons from different denominations and sets forth the requirement for "re-baptism." However, it may not be "re-baptism" at all if the person was never baptized (i.e. immersed).

Section 3 gives two different options relative to the time for voting on candidates for membership. This may simply be deleted and covered in the bylaws or may be set forth here in one of the two forms or in a variation of one of the two suggestions.

ARTICLE VIII

OFFICERS

Option A:

The officers of the church shall be the moderator, vice-moderator, clerk, and treasurer. The pastor shall be the moderator and the chairman of deacons shall be the vice-moderator unless otherwise provided for in the bylaws. The officers shall have the duties set forth in the bylaws.

Option B:

The officers of the church shall be the president, vice-president, secretary, and treasurer. The officers shall have the duties set forth in the bylaws and shall be elected annually unless otherwise provided for in the bylaws.

COMMENT:

Option A is designed for a non-incorporated church. Option B is designed for an incorporated church. An incorporated church should give consideration to whether they desire to have someone other than the pastor serve as president of the corporation. This is not to say the pastor cannot so serve. However, the annual election of the president would have no effect on the pastor continuing to serve as pastor. In such a case, the church would probably want to make a provision to have the pastor moderate business meetings and serve ex officio on all committees. Such a provision is provided for in the annotated bylaws (Chapter 7, page 34).

ARTICLE IX

MEETINGS

Section 1: The church shall have regular monthly business meetings on the second Wednesday of each month, provided, however, that upon agreement by the pastor and a majority of the deacons, the regular monthly business meeting may be moved to another day of the month for special circumstances.

Section 2: Special called business meetings may be called by the pastor or the chairman of deacons and shall be called upon the written request of ten members of the church delivered to the clerk. Notice of any special called business meeting shall be given during the Sunday morning worship service at least three days prior to the special called business meeting. The purpose of the special called business meeting shall be stated in the notice.

Section 3: The church may have a business session, without prior call, at any worship service for the purpose of receiving members by profession of faith, statement, letter or other form for receiving members provided for in this constitution, but for no other purpose.

Section 4: The annual meeting of the church shall be held on the second Wednesday of the month prior to the beginning of the church year.

COMMENT:

The "Meetings Article" simply sets forth that the church will have regular and special business meetings. The date can, of course, be adjusted for the individual church. Most churches should hold monthly business meetings. Some smaller churches may be able to have only a quarterly business meeting. However, all churches should have regular monthly or quarterly business meetings.

This article also makes provision for a business session to receive members at the close of a worship service. Some churches no longer follow this practice, but have persons presented for membership at the regular business meeting. The individual church can adjust this article to comply with the practice it desires to follow.

The sentence for incorporated churches is to clearly identify the annual meeting required for incorporated churches. This should be the meeting where the budget is adopted and officers for the coming year are elected.

ARTICLE X

BOARD OF DIRECTORS

The Board of Directors of the church shall consist of the officers, three deacons elected annually by the church, and the church council.

The Board of Directors shall have general supervision of the affairs of the church between its business meetings. The Board shall be subject to the orders of the church and shall report all actions taken by the Board to the church for ratification; none of its acts shall conflict with the provisions of this constitution, the bylaws of the church, or any action taken by the church.

The Board of Directors shall meet at such time as they shall agree upon or by call of the president and shall meet upon the written request of three members of the board.

COMMENT:

This provision is only needed by churches that are incorporated. This article provides for a Board of Directors but restricts its authority. There may be times in which the Board would need to act between regular business meetings. Under this article, the Board must report all actions to the church for ratification and cannot act in any way contrary to action of the church. This language provides as much protection as is generally possible for the church.

ARTICLE XI

COMMITTEES

Option A:

The church shall have such standing committees, with duties, as are set forth in the bylaws. Standing committees shall have six members who shall serve a term of three years on a rotating basis, two members rotating off each year. No one who has served on a standing committee may serve again until they have been off of that committee at least one year. For the first committees elected under this provision, two members shall be elected for a one-year term, two members for a two-year term, and two members for a three-year term.

Special committees shall have such duties and number of members as the church shall authorize in the motion establishing the special committee.

Option B:

The church shall have such standing committees, with duties, number of members and terms as are set forth in the bylaws. Special committees shall have such duties and number of members as the church shall authorize in the motion establishing the special committee.

COMMENT:

Option A is designed to provide for rotating membership of committees so as to involve more church members in committee activities. The size and term of committee membership can be adjusted as an individual church might desire.

Option B simply authorizes the duties, size, and term of the committee as provided for in the bylaws.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the church in all cases to which they are applicable and in which they are not inconsistent with this constitution, the bylaws, and any special rules of order the church may adopt.

COMMENT:

This is the standard provision relative to parliamentary authority. A church may wish to use a parliamentary authority other than Robert's. However, whatever parliamentary authority is used, copies of it should be easily available to the entire membership if they desire to purchase a copy, and the presiding officer should always have a copy when presiding.

ARTICLE XIII

DISSOLUTION OF CHURCH AND DISPOSITION OF PROPERTY

Section 1: In the event of the dissolution of the _____ Baptist Church, all property of the _____ Baptist Church, real, personal, and mixed of whatsoever kind and wheresoever located shall be transferred to another non-profit organization of similar kind and purpose as directed by the church members or board of trustees. If no action is taken, then the property shall belong to the Missouri Baptist Convention, for disposition for church purposes.

Section 2: Dissolution of the church shall occur if the church, by official action, votes to dissolve as a church, or upon termination of regular worship services for more than twelve consecutive Sundays. Upon such action the president or other officer of the corporation, if incorporated, is authorized to sign all necessary documents to convey the property as herein provided. If not incorporated, the clerk is authorized, or other person authorized by action of the church, to sign all necessary documents to convey the property as herein provided.

COMMENT:

A dissolution clause stating that property goes to another non-profit organization is required by Missouri law. The corporation can name in its constitution the organization which is to receive the assets. Many churches name the local association or the Missouri Baptist Convention as its successor.

ARTICLE XIV

AMENDMENT OF CONSTITUTION

Section 1: This constitution, except for ARTICLE XIII --DISPOSITION OF PROPERTY and ARTICLE XIV -- AMENDMENT OF CONSTITUTION, can be amended by a two-thirds vote at any regular business meeting or a special business meeting called for the purpose of considering an amendment to the constitution, provided that the proposed amendment has been submitted in writing at the prior regular business meeting, posted on church bulletin boards and announced from the pulpit for two Sundays prior to the business meeting at which the amendment is to be considered.

Section 2: ARTICLE XIII – DISPOSITION OF PROPERTY and ARTICLE XIV – AMENDMENT OF CONSTITUTION can only be amended by a three-fourths vote of the resident membership at a special business meeting called for the purpose of amending ARTICLE XIII or ARTICLE XIV, provided, however, that the proposed amendment must be submitted in writing at a regular business meeting not less than two months prior to the calling of the special business meeting to consider the amendment; and provided further that a written notice, containing a copy of the proposed amendment shall be mailed to all resident members at least thirty days prior to the special business meeting; and provided further that a copy of the proposed amendment shall be posted on church bulletin boards for at least thirty days prior to the special business meeting; and provided further that announcement of the special business meeting shall be made at each worship service for four weeks prior to the special business meeting.

COMMENT:

The purpose of the language used in this article is to ensure that any amendments to the constitution will be fully publicized and that ample opportunity will be had for interested church members to deal with the amendment. The additional requirements, relative to amending the articles dealing with Disposition of Property and Amendment of Constitution, are to build in added protection against the church being taken over by a non-Southern Baptist pastor or group of members. The intent is to ensure that traditional and historic Missouri Southern Baptist churches will remain Missouri Southern Baptist churches.

The constitution is intended to be drafted in such a way that it should not need to be changed except for very important reasons. Although the bylaws may need to be amended or completely rewritten from time to time, the constitution should be more of a concrete and static document, and therefore, have adequate safeguards against changes being made by a small portion of the membership without adequate notice to active members of the congregation.

CHAPTER 7

THE ANNOTATED BYLAWS

This chapter, like Chapter 6, contains a sample document. In this case the sample document is a set of bylaws. Following each sample bylaw will be annotations in the form of comments. Each church may decide where various articles or sections may go, either in constitution or bylaws. However, be careful to keep the constitution simple. It should set forth the basics as to the governance structure and final decision-making authority. The bylaws relate more to carrying out the purpose and putting the identity into practice.

In this chapter bylaws are referred to as sections and not articles. It is suggested that provisions in the constitution be designated articles, even though there are sections within certain articles, and that the provisions in the constitution be designated sections. The order in which they are given has no particular significance. If an individual church feels that a change in the order provides for a clearer and easier-to-understand document, there should not be a problem with moving sections.

The bylaws have generally been drafted to run with the sample annotated constitution in Chapter 6.

BYLAWS

BYLAW 1

VOTING RIGHTS OF MEMBERS

All members shall have full voting rights on all motions, recommendations, resolutions, or other matters that come before the church in regular or special business meeting except:

- a. members placed on the non-resident or inactive list as provided in the bylaws; or
- b. members under the age of twelve years shall not be permitted to vote on the following matters:
 - (1) dismissal of members for un-Christian conduct
 - (2) calling or dismissing of the pastor or other church staff member
 - (3) buying, selling, or mortgaging of church-owned property

COMMENT:

Some churches may wish to have such a provision as this. The intent of exception "a" is to provide that only resident active members will be making decisions relative to church business. Exception "b" is to provide for only individuals who can fully understand the nature of the matters set out to make decisions in these areas. Traditionally children who are members have been permitted to vote in most Baptist congregations. Some churches have, however, placed some restrictions on children voting on certain matters. If a church simply wishes to permit all members, regardless of age, residence, or degree of activity to vote, there is no need to adopt a bylaw on voting rights since all members would, under *Roberts's* be permitted to vote.

However, it is better to address the question with a bylaw prior to having the matter come up than to wait until an issue is before the church and then attempt to decide that certain members do not have voting rights on this matter. For example, it is totally improper for a church operating under *Robert's*, when dealing with the issue of dismissing the pastor, to have the moderator decree that individuals under a certain age cannot vote on the motion. Unless there is provision in the bylaws restricting the right to vote, it is an absolute right for all members, no matter what age or place of residence or lack of activity in the church.

Bylaw 2

TERMINATION OF MEMBERSHIP

A. Persons shall be removed as members of this church in the following cases:

1. death
2. granting of letter to another church
3. granting of letter to member upon written request of the member, or
4. member informs church in writing that they have united with another church and no longer wish to be listed as a member of this church

COMMENT:

This subsection provides for four specific cases in which membership shall be terminated. The condition contained in 3 is not generally provided for in most current church constitutions or bylaws. However, in traditional Baptist practice, a letter could be issued to a person to take with them to another place and present it when they desired to join the church. Churches may want to consider having such a provision in their constitution to provide for such a possibility. Such a provision would help to clear some names from church roles of non-resident members.

B. Persons may be removed as a member of this church by notice given at a regular business meeting and a two-thirds vote of those present and voting at the next regular business meeting in the following cases:

1. Member has moved from the general local area wherein the church ministers and has not attended regular worship, Bible study, or other activities of the church or financially contributed to the support of the church for a period of one year; or
2. Member has moved and no address can be obtained for a period of one year; or
3. Member has not attended the regular worship, Bible study, or other activities of the church for one year and has not financially contributed to the support of the church for a period of one year.

In any of the above cases, when membership is terminated, a letter of dismissal shall be sent to the former member at the last known address, when available.

COMMENT:

This subsection establishes a procedure for termination of certain members-- those generally considered "non-resident" and "inactive." A church may wish to have a different period of time for inactivity and lack of support. This provision is not intended to relate to persons in homebound situations. Note that under this subsection, persons "may," not "shall," be removed. The church ultimately would make the decision; however, this language provides for set standards that can and should be applied in each case. (See Appendix D, page 63, for a suggested letter of dismissal.) It would be suggested that in the case of persons who can be located by mail, phone, or visit, that every effort be made to determine if they wish to maintain their membership or if they would prefer a letter as provided for in Section 2 A-3, page 36. An alternative approach to non-resident and inactive members is given in the following alternative subsection.

ALTERNATIVE SUBSECTION:

- B. Persons may be placed on the non-resident/inactive roll in the following cases:
1. Member has moved from the general local area wherein the church ministers and has not attended regular worship, Bible study, or other activities of the church, or financially contributed to the support of the church for a period of one year; or
 2. Member has moved and no address can be obtained for a period of one year; or
 3. Member has not attended the regular worship, Bible study, or other activities of the church for one year and has not financially contributed to the support of the church for a period of one year.

Persons placed on the non-resident/inactive roll shall not be entitled to vote on any matter coming before the church, unless and until they have begun regular attendance and financial support for a period of at least three months.

The procedure for placing or removing a person from the non-resident/inactive roll shall be as follows: Pastor, Chairman of Deacons, Church Clerk, Treasurer, Sunday School Director, and Chairman of the Nominating Committee shall serve as a Committee to Review the Church Roll, Sunday School records, and contribution records relative to the status of members and make recommendation to the church for placing or removing a person from the non-resident/inactive roll. The church may, by majority vote, place or remove a person from the non-resident/inactive roll.

COMMENT:

This alternative subsection provides a procedure for limiting the voting rights of non-resident and inactive members without termination of membership. It may be necessary to set up a name committee to handle this procedure rather than naming it in this subsection. In such a case, all that would be necessary is to change the language in this subsection to refer to the appropriate committee as listed in the bylaws section on committee.

- C. Membership may be terminated by a majority vote of the church for unchristian conduct by following the procedure set forth in *Robert's Rules* relative to disciplinary procedures of member

COMMENT:

This subsection provides for removal of members by a majority vote. A greater vote can be required by the bylaws. The procedure set forth in *Robert's Rules* also provides for other forms of discipline other than removal and would be applicable even if this provision were not in the bylaws. The basic intent of this provision is to simply set the vote required for termination of membership in this case.

Bylaw 3

DUTIES OF OFFICERS

The officers shall have such general duties for officers as contained in *Robert's Rules of Order* except as otherwise enlarged, limited, modified, or altered by these bylaws.

A. Moderator: The moderator shall preside over all church business meetings, except in such cases when the matter before the church relates directly to the moderator.

B. Vice-Moderator: The vice-moderator shall preside at business meetings in the absence of the moderator or in those cases when the matter before the church relates directly to the moderator.

C. Clerk: The clerk shall keep accurate minutes of the business meetings, keep other necessary records, and conduct all necessary correspondence for the church in connection with this office. All books and records pertaining to this office shall be turned over immediately to the clerk's successor.

D. Treasurer: The treasurer shall be custodian of all funds contributed to the church and all its auxiliaries for general and special purposes. All receipts shall be promptly and regularly deposited in a bank account or accounts approved by the church and all disbursements shall be made by check. The treasurer shall make monthly reports to the church of all receipts and disbursements and the exact balance on hand in the bank. The treasurer's books and records shall be presented for audit at the close of the financial year. All books and records pertaining to this office shall be turned over immediately to the treasurer's successor.

COMMENT:

This section provides basic duties for the four officers. The pastor is not listed as an officer but is dealt with in a later section. Other staff members are also not considered officers. In the case of an incorporated church, the titles of Moderator and Vice-Moderator would be replaced with the titles of President and Vice-President. A church may wish to list other duties; however, a review of *Robert's Rules of Order* will reveal that nearly all pertinent duties are covered there.

Bylaw 4

STAFF

The staff shall be composed of those persons employed by the church. Job descriptions for each position setting forth responsibilities, benefits, terms and conditions of employment, manner of calling or hiring, and termination shall be drafted by the Personnel Committee and approved by the church.

COMMENTS:

This section provides a very general provision relative to all staff. Job descriptions should not be contained in the bylaws but should be in a personnel manual or file. In smaller churches that might not have a personnel committee, another committee could be named to serve in the preparation of the job descriptions. Job descriptions should never be drafted with a certain individual in mind but should always be prepared to cover the duties of the named position.

There is no need to name each position covered by this section within this bylaw since it might be necessary to add or delete positions. By using this general provision, new positions can be created by approval of a job description and positions can simply be eliminated by a vote of the church without amending the bylaws. This general provision would cover all positions from janitor to pastor. The job description would provide which position would be hired and terminated by action of the church as opposed to hiring and terminating through a personnel committee.

BYLAW 5

PASTOR

A. Calling of Pastor

1. Whenever a vacancy shall occur in the position of pastor, a Pastor Search Committee shall be appointed as follows: The Nominating Committee shall nominate persons to serve on the Pastor Search Committee, which shall be elected by the church in regular or special called business meeting, other persons may be nominated from the floor. The Pastor Search Committee shall continue until dismissed by action of the church or a pastor has been called by vote of the church.
2. The committee may only bring one candidate at a time before the church for action.
3. A special business meeting shall be called when the committee has a candidate to recommend to the church. This business meeting may be held at the same time as a regular business meeting. Notice of the special business meeting shall be given as provided in the constitution. Election shall be by ballot. An affirmative vote of seventy-five (75%) percent of those present and voting shall be required to call a pastor.

B. Termination of Pastor

1. The pastor may terminate his position by submitting his resignation, orally or in writing, giving at least a two-week notice before the resignation is to take effect.
2. The church may terminate the pastor by the following procedure:
 - (a) A letter (Appendix C, page 62) requesting a special business meeting to take up the matter of termination of the pastor signed by at least twenty (20%) percent of the resident church members, shall be given to the pastor, church clerk, chairman of deacons, and vice-moderator.
 - (b) Within one (1) week of receiving said letter, the church clerk shall give notice of a special business meeting as required by the constitution. If the pastor, clerk, and vice-moderator cannot agree on a time for the special business meeting, it shall be held on the Sunday evening one week after notice is given as herein required, but in no case shall the meeting be delayed longer than one week from the giving of notice.
 - (c) At the special business meeting the vice-moderator shall preside.
 - (d) The question shall be stated upon calling the meeting to order as follows: "Shall _____ be terminated in his position as pastor of this church?" The question shall then be open for discussion. After discussion has ended or the previous question has

been ordered, the vote shall be taken by ballot. A simple majority of those present and voting shall be required to terminate the pastor's position.

- (e) If the motion carries, additional action may be taken relative to when the termination. Shall become effective, payment of severance pay, and other matters incident to termination.

COMMENT:

This Bylaw sets out the general procedure to be followed in both calling a pastor and in the termination of the pastor. Although each church may wish to make alterations in the exact procedure prescribed in this section, the bylaws should include such provisions. The wording of this Bylaw should not be drafted to fit any specific situation but should be drafted in such a way that the issue of a "forced" termination can be dealt with in an orderly and businesslike fashion.

Often when churches and pastors are faced with the forced termination situation, there are attempts to set out rules and guidelines on procedure to make the process favor one side or the other in the controversy. The intent of the language of the proposed Bylaw attempts to avoid favoring one side or the other, simply allowing the issue of termination to be submitted in special business meeting for action of the church. Of course, all other rules of procedure relative to conducting of the business meeting and dealing with the question before the body would still apply.

It is much better to have the procedure set out in the bylaws in advance than to be faced with a forced termination and have no guidelines at all to direct the procedure. Hopefully, this is a section of the bylaws that will never have to be used; however, given the history of Baptist churches, it will be used in many more cases than may be necessary. If the church bylaws contain no other section, this one should be included.

BYLAW 6

DEACONS

A. Qualifications of Deacons

The qualification of the deacons shall be those set forth in the New Testament in Acts 6:3 and I Timothy 3:8-13.

B. Election of Deacons

A committee shall be appointed by the pastor (or in the case of the church being without a pastor, by the chairman of deacons) to select or receive names from any member of the church to be placed on a deacons' candidate list. The committee shall then interview the persons whose names have been submitted as to their qualifications and willingness to serve. The committee shall then recommend such persons as it determines to the church for their action on electing them as a deacon. Any vacancy in the office of deacon shall be filled by the same procedure.

C. Number of Deacons

The number of deacons shall be in the ration of one deacon for every fifteen families in the church as qualified men are found and willing to serve.

D. Responsibilities of Deacons

In accordance with the meaning of the work and the practice of the New Testament, deacons are to be servants of the church to assist the pastor in performing pastoral responsibilities.

E. Organization of the Deacons

The deacons shall elect their officers annually in June and shall be organized to assist the pastor and to see that the ordinances are carried out and other work and ministry of the church is properly handled in keeping with the spirit of concern and love for needs of others. No officer shall succeed his present position until one year has elapsed.

COMMENT:

This Bylaw sets out general requirements relative to the selection and work of the deacons. Each church may wish to have a different procedure for the selection of deacons and their organization. It may not be desired to limit deacon officers to only one year of service in a given office. Further, the issue of rotating of deacons as active or inactive should be clearly addressed in this Bylaw. No provision is set out for the removal of a deacon or the procedure for accepting a deacon moving his membership from another church. It may be desired to set forth language on these issues. However, provision on election of deacons would permit that procedure to be used in accepting a deacon from another church. The matter of removal could be handled under ordinary rules of procedure contained in *Robert's* on removal of officers.

BYLAW 7

CHURCH COUNCIL

A. Membership

The membership of the Church Council shall consist of the following: Pastor, Chairman of Deacons, Minister of Music, Minister of Education, Sunday School Director, Discipleship Director, Woman's Missionary Union Director, Brotherhood Director, Clerk, Treasurer, Budget Committee Chairman, Missions Development Committee Chairman, and a Youth Representative from grades 7 through 12. The Pastor shall preside at all meetings of the Council.

B. Functions

The Council shall have the general responsibility to recommend to the church objectives and goals; to review and coordinate program plans recommended by the church officers, organizations and committees; to recommend to the church the use of leadership, calendaring of activities and events and other resources according to program priorities and to evaluate program achievements in terms of church goals and objectives.

C. Church Approval

All matters agreed upon by the Council calling for action not already provided for by action of the church shall be referred to the church for approval or disapproval.

COMMENT:

Churches operating with a Church Council may simply wish to use whatever language they currently have relative to the membership, functions, and church approval, or other matters. This Bylaw simply provides a basis or form to be used for the Church Council. An individual congregation may expand on this and go into more detail as it determines it has need.

SECTION 8

COMMITTEES

The church shall have the following standing committees with the responsibilities hereinafter set forth: The Pastor shall be an ex-officio member of all committees.

1.
2.
3.

COMMENT:

Rather than list each committee, the opening language of the Bylaw is simply set forth. Each church will vary as to the number of committees. Depending on which provision is selected in the church constitution, it would be necessary to set forth the number to serve on each committee in the bylaws if the constitutional provision is not used which sets out a number for each committee. It is suggested that a system for rotating of committee members be used. This allows more persons to be used on committees. For example, if a committee is going to have five members, the initial committee should have two persons who serve for three years, two who serve for two, and one who serves for one, and provide that no persons may serve again on that committee after having served two years until one year has passed. When the person appointed for the one-year term completes that term, they could be elected to a full three-year term. Vacancies would only be filled for the remaining of any unexpired term.

By setting forth either in the constitution or the bylaws, the number of persons on each committee, this provides for an orderly process in filling of positions in committees. Some committees will require a larger number. Some churches will function with only a few standing committees which others may have a long list of committees. However, committees should only be named that are going to function and have a purpose to carry out. Simply providing for a long list of committees that have no real responsibility or do not actually function serves no useful purpose and provides for a cluttered set of bylaws.

BYLAW 9

CHURCH PROGRAMS AND MINISTRY

All organizations, programs, and ministries of the church shall be under church control with all officers being elected by the church and reporting regularly to the church. No organization, program, or ministry shall maintain a separate bank account or keep funds for expenses of operation and ministry without approval by the church.

The organizations, programs, and ministries of the church shall be as follows:

1.
2.
3.

COMMENT:

This Bylaw is where the programs and ministries of the church should be listed, such as Sunday School, Discipleship Training, Woman's Missionary Union, etc. Each should be listed by name and then a brief statement of responsibilities can be given. An alternative way would be to simply list by name the organizations, programs, and ministries, and then at the end of the list insert the following sentence: "The responsibilities of each of the above listed organizations, programs, and ministries shall be such as are set forth in the program statement for each entity as has been approved by the church and may be altered by action of the church from time to time." If this option is used, it would require the drafting of a program statement for each entity. These can be brief, a few sentences which set out the general policies relative to the work and responsibility of the entity. The program statements should be made available to persons serving in the various entities, and a master set of such statements should be kept by the church clerk.

Information for responsibilities of the various entities can be obtained from the local director of missions or from the state offices of the various programs and ministries.

BYLAW 10

CHURCH FINANCES AND BUDGETING

The Finance and Budget Committee shall have the responsibility of preparing for church action a proposed budget which shall be presented to the church at the regular monthly business meeting the month prior to the beginning of the church fiscal year. Adjustments may be made by action of the church during the church year to meet needs that may arise due to lack of funds or increase in expenses. It is the policy of this church that the work and ministry of the church is to be supported by the tithes and offerings of the membership or those persons who may not be members but who desire to contribute to the Lord's work by contributions to this local church. It is further the practice and policy of this church to financially support the cause and ministry, education, missions and evangelization by financially contributing to the _____ Baptist Association and through the Cooperative Program of the Missouri and Southern Baptist Conventions. No special offering other than those sponsored by the _____ Baptist Association, Missouri Baptist or Southern Baptist Conventions shall be promoted by the church unless approved by action of the church. The fiscal year of the church shall be from January 1 through December 31.

COMMENT:

The church may wish to detail the budgeting process in a manner different than that set forth in this section. However, a general statement relative to the policy and practice concerning church finances and budget should be contained in the bylaws. This provides some guidance and direction in this area. Additional provisions may be made concerning actual handling and disbursement of funds. The period for the fiscal year is only given by way of illustration. Each church would set its own fiscal year.

BYLAW 11

CHURCH YEAR AND QUORUM

1. The church year for programs and terms of office of directors, officers, committee chairmen, members, and other such positions held for yearly terms shall from October 1 through September 30.
2. The quorum for regular or special business meetings shall be those members in attendance at such meetings.

COMMENT:

The church year should be set forth. It may correspond with the fiscal year or may be different. The quorum provision could also be inserted in the constitutional provision on meetings and thus be deleted from the bylaws, but should be stated in one place or the other

BYLAW 12

AMENDMENT TO BYLAWS

These bylaws can be amended by a majority vote of members present and voting, provided the proposed amendment has been moved and seconded at a prior business meeting.

COMMENT:

This provision provides for only a majority vote to amend the bylaws but does require that the amendment be offered at a prior business meeting. The proposed amendment would, of course, then be subject to complete action at the following business meeting.

CHAPTER 8

PARLIAMENTARY PROCEDURE IN THE LOCAL CHURCH AND ASSOCIATION

This chapter will not attempt to cover all the various points relative to parliamentary procedure and issues that might arise in a local church or association. However, it is important that the reason for having rules of procedure and a basic understanding of the principles upon which rules of procedure are to operate be set forth.

I Corinthians 14:40 instructs us to “Let all things be done decently and in order.” Although one would be hard pressed to say that God inspired Paul to write that verse to give instruction on church business meetings, it does give us a Biblical principle for rules of order or parliamentary procedure.

A church or association when it is conducting the “business affairs” of the body is a deliberative assembly. This means that issues are to be brought up, discussed, and decided by the body. This activity of the church or association, if it is to honor God, should be done in a manner and following a procedure that is “decent” and also one that follows a practice of “order.” Decency in procedure would imply that a sense of Christ-like fairness will prevail. Honesty, truth, love, appreciation of another’s views, practicing of the Golden Rule and other Christ-like characteristics should always be a part of our business meetings. This does not mean that we will always agree on every issue. Not all votes will have a 100% agreement. However, Christian people can disagree on issues in a spirit which brings honor to Christ and His Kingdom. Orderly proceedings help to ensure that decency will at least have a chance to prevail. Doing things in order, according to an established procedure, provides for the protection of basic rights in any deliberative assembly.

Some individuals reject the idea of following *Robert’s Rules of Order* for various reasons. Some claim *Robert’s* is too difficult to understand. Others assert that a church should not be bound by a non-religious guidebook. Some will even claim that the only rule book that is needed is the Holy Bible. While the Bible clearly reveals the rules whereby we should live our lives, one cannot find where God dealt with the vote necessary to carry a motion, how to amend a motion, when a matter can be postponed indefinitely, when a motion can be tabled, etc. These issues are addressed by a rule book of parliamentary procedure.

There are various manuals of parliamentary procedure; however, the National Association of Parliamentarians and the American Institute of Parliamentarians adhere to the principles set forth by *Robert’s*. Virtually all other parliamentary procedure manuals are simply following after or expanding on *Robert’s*.

The basic reasons for having rules of procedure are:

- (a) Protect the deliberative body.
- (b) Protect the rights of the individual members.

(c) Protect the rights of the minority.

(d) Protect rights and carry out the will of the majority.

Without some form of rules these rights cannot and will not be protected.

There are also six basic rules which constitute parliamentary procedure. These basic rules are:

1. Only one question can be considered at a time.
2. No one can make a motion or speak in debate until he has been recognized by the chair.
3. No one can speak unreasonably long.
4. No member can speak a second time on the same issue until everyone else desiring to speak has spoken at least once.
5. A member should not address his remarks to another member but should address remarks to the chair.
6. When a question is before an assembly, it must be disposed of in some manner – adoption, rejection, postponing, or referring.

The moderator of the church or associational business meeting should have a file folder which contains some basic material for conducting business meetings. This folder should be brought to all business meetings. The items recommended to be in this folder are:

1. A copy of the constitution and bylaws of the organization.
2. A copy of *Robert's Rules of Order*. (The book *Parliamentary Procedure at a Glance* by O. Garfield Jones is an excellent quick reference on parliamentary procedure. It is available at most book stores.
3. A list of committees and chairman and members of all committees.
4. A copy of all written reports that are to be given at the business session.
5. A copy of the budget for the year and financial reports for the year.
6. A copy of the agenda.

This folder will, of course, need to be updated from time to time as committee membership changes and as a new budget is adopted. If such a folder is prepared and utilized, it can be of great help to a person in moderating a business session.

The agenda of the local church business meeting will vary from church to church; however, there should be a basic set agenda that will be followed. In smaller churches it would not be necessary to make copies of the agenda available to all persons attending a business meeting. However, in larger churches a copy of the agenda may be provided along with any printed copies of reports. In both large and small churches, it is a good idea to have written reports, such as the treasurer's report, copied so that all persons attending can have a printed copy.

A suggested agenda for a local church business meeting is given below. Each moderator should adjust it as best fits his particular situation; however, it should generally be followed from one business meeting to another. Special called business meetings would follow the agenda provided on the next page for such meetings.

GENERAL BUSINESS MEETING AGENDA

1. Call Meeting to Order
2. Devotional and Prayer Time (Should be a brief devotion, if any, followed by prayer.)
3. Announcements
4. Reading of Minutes of Last Meeting
5. Reports of Officers
 - Clerk's Report - Correspondence
 - Treasurer's Report - Financial Statement
6. Reports of Directors (Sunday School, Music, WMU, etc.)
7. Reports of Standing Committees
8. Reports of Special Committees
9. Unfinished Business (Business from prior meetings)
(This would include special items of business that have been specifically set to be taken up at this meeting.)
10. New Business
11. Adjournment

SPECIAL BUSINESS MEETING AGENDA

1. Call Meeting to Order
2. Reading of Notice of Special Meeting
(Notice states time, date and place, and subject matter to be considered.)
3. Special Business Matter
4. Adjournment

In some cases, a church or association may be facing an issue that gives rise to a divisive spirit. In such cases, consideration might be given to having an outside individual moderate at the meeting. At other times, questions may arise relative to the proper procedural steps to be taken in a given case. In these situations, consideration should be given to contacting an individual knowledgeable in parliamentary law. A warning should be given at this point. Simply because a lawyer is one who had studied the law does not mean he has knowledge of the parliamentary law to be applied in a given case. A person who is at least a member of the National Association of Parliamentarians or a Registered Parliamentarian should be contacted to give advice and assistance.

A basic understanding and application of parliamentary procedure by a church moderator will provide for better run business sessions and less problems in conducting of business sessions.

CHAPTER 9

CHURCHES AND TAX EXEMPTION AND RESPONSIBILITY

Churches are exempt from the payment of income, sales, and property tax as a general rule. There are, however, some exceptions.

For example, the church would not be required to pay property tax on the real estate and the fixtures of the church building and property. However, if the church purchases a house with the intent of using the property in the future for a parking lot, but in the meantime rents out the house, it is generally subject to payment of property tax. In such a case, the church should notify the local assessor and inform him that the property is rental property. Being a good community citizen requires that in this instance property tax be paid even though the rental income is being used for a tax-exempt purpose. There would not be an income tax liability in this case because the "rental income" would account for only a small portion of the receipts of the church. If, however, a church goes into the rental property business and a sizeable portion of total receipts come from such a business venture, it could lose its tax-exempt status.

Generally, a church can be relieved of the obligation to pay sales tax on items purchased for the church work and ministry. However, it is necessary to have a sales tax exemption letter and number from the Missouri Department of Revenue. A sales tax exemption letter is perpetual from the date issued. (Copies of forms can be obtained from the Department of Revenue and are given in the Forms List, page 58.

Exemption from payment of these taxes does not mean that a church does not also have tax responsibility.

The basic tax responsibility that every church has is to provide a form W-2 for income tax purposes to every employee of the church, including the minister. The church also has the responsibility of withholding income tax and social security taxes on non-ministerial employees. Churches which refuse to do this place themselves in a position of having the Internal Revenue Service revoke their tax-exempt status.

Each year **GuideStone Financial Resources of the Southern Baptist Convention** (formerly called the Annuity Board of the Southern Baptist Convention) publishes a "Ministers' Tax Guide." This guide also contains some basic information relative to tax responsibilities and reporting requirements for churches. Copies of this guide are available through the Human Resources Office of the Missouri Baptist Convention.

In the Forms List, page 58, are the federal and state tax reporting forms which should be completed by a church. Copies of these can be obtained from the Internal Revenue Service and the Missouri Department of Revenue.

APPENDIX LIST

Appendix A –

Purpose Statement

Appendix B –

Internal Revenue Service Letter to Missouri Baptist Convention Regarding Group Ruling Issued March 25, 1965, That Affiliated Associations and Churches Are Entitled to Tax Exemption

Appendix C –

Form Requesting Special Business Meeting for Termination of Pastor

Appendix D –

Form for Letter of Dismissal of Members

FORMS LIST

Incorporation of Nonprofit Organizations (Chapter 355 RSMo.) -- Find these forms and instructions on the Missouri Secretary of State's web site at www.sos.mo.gov or phone 573-751-4153.

Domestic Nonprofit Instruction Sheet (Ltr. 5/01/05)

Articles of Incorporation of a Nonprofit Corporation (Corp. Form 52)

Schedule of Corporation Fees and Charges

Statement of Change of Registered Agent and/or Registered Office by a Foreign or Domestic For Profit or Nonprofit Corporation or a Limited Liability Company (Corp. Form 59)

Statement of Change of Business Office Address by a Registered Agent of a Foreign or Domestic For Profit or Nonprofit Corporation or a Limited Liability Company (Corp. Form 59A)

Articles of Amendment for a Nonprofit Corporation (Corp. Form 53A)

Articles of Dissolution by Voluntary Action for a Nonprofit Corporation
(Corp. Form 45)

Articles of Revocation of Voluntary Dissolution for a Nonprofit Corporation
(Corp. Form 45A)

Articles of Termination for a Nonprofit Corporation (Corp. Form 60A)

Tax Exempt Status & Tax Issues -- Find these forms and instructions on the Missouri Department of Revenue web site at www.dor.state.mo.us or phone 573-751-5860 for information and 1-800-877-6881 for forms.

Missouri Sales/Use Tax Exemption Application (Form DOR-1746) &
Instructions for Completing Form 1746

Missouri Sales/Use Tax Exemption Certificate (Form DOR-149)

United States Internal Revenue Service -- Find these forms and instructions on the IRS web site at www.irs.gov or phone 800-829-4933

Employer's Quarterly Federal Tax Return and Payment Voucher with Instructions (IRS Form 941 and 941 V)

Wage and Tax Statement (IRS Form W-2)

Miscellaneous Income (IRS Form 1099-MISC)

Application for Employer Identification Number (EIN) (Also known as a Federal Tax Identification Number) (Form SS -4)

APPENDIX A

The purpose statement to be placed on the Articles of Incorporation should read generally as follows:

The corporation is organized exclusively for religious purposes within the meaning of Section 501 (c) 3 of the Internal Revenue code and for the specific purpose of (here would then be set out the general-purpose statement contained in the constitution of the church.

The Board of Directors shall be elected in the manner, for the terms, and possess such authority as shall be set forth in the Constitution or Bylaws.

APPENDIX B

(RETYPE COPY—IRS LETTER TO MBC RE GROUP RULING ISSUED MARCH 25, 1965)

1114 Market St., St. Louis, MO 63101
Department of the Treasury
District Director
Internal Revenue Service

Date: January 22, 1976

In reply, refer to
EP/EO:802:D. Nelson
314-425-5651

Missouri Baptist Convention
400 East High
Jefferson City, MO 65101

Attn: Roger W. Hall Director

Gentlemen:

This is in reply to your letter of January 15, 1976, regarding your status as an organization exempt from Federal income tax.

A group ruling was issued by our National Office to the Executive Board of the Missouri Baptist Convention, Jefferson City, Missouri, on March 25, 1965. That ruling holds that your affiliated district associations and churches listed in the 1964 Missouri Baptist Convention Annual are entitled to exemption from Federal income tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Under the National Office group ruling, contributions made to you are deductible by the donors in computing their taxable income in the manner and to the extent provided by Section 170 of the Internal Revenue Code. Likewise, bequests, legacies, devises, transfers or gifts to or for your use are deductible for Federal estate and gift tax purposes under the provisions of Sections 2055, 2106, and 2522 of the Code.

If any question arises with respect to your status for Federal income tax purposes, you may use this letter as evidence of your exemption.

This is an advisory letter.

Sincerely yours,

R C Voskinl (signed)

District Director

Stamped Received
Jan 23, 1976
Missouri Baptist Conv
Business Services Div

APPENDIX C

FORM REQUESTING SPECIAL BUSINESS MEETING FOR TERMINATION OF PASTOR

We, the undersigned, in accordance with the provisions of the church bylaws, do hereby request a special business meeting to be called to take up the matter of the termination of the pastor. Pursuant to the bylaws provisions, the undersigned do represent at least twenty (20%) percent of the resident church members. The church clerk is hereby directed to give notice of the special called business meeting as provided for in the constitution.

APPENDIX D

FORM FOR LETTER OF DISMISSAL OF MEMBERS

Dear _____

Pursuant to church bylaws provisions, this letter is being provided to you as a letter of dismissal from the _____ Baptist Church. This dismissal is provided for members who are no longer resident members or who have become inactive. Should you desire to become once again a member of this or another congregation, you should present this letter as evidence of your prior membership in this congregation.

To Whom It May Concern:

Please be advised that _____ was dismissed as a member of the _____ Baptist Church and granted this letter on _____.

This letter is provided to this former member so that if he/she desires to unite with another church that he/she will have this letter as evidence and statement of former church membership. The basis for dismissal was due to the member having become non-resident/inactive.