

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).

- 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.
- 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. Anyone serving on any of the boards listed above is eligible for consideration to be nominated and elected to a consecutive term as defined by the Entity's governing documents.
 - 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.
- C. The rules concerning terms of service do not apply to persons who have served on the boards of the following Entities during the time when those Entities were involved in litigation with the MBC: The Baptist Home; Missouri Baptist University; Missouri Baptist Foundation. Those Trustees that have served the above-mentioned Entities during litigation are allowed to serve new terms following a final judgment in favor of the MBC.

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.

