

RESTATED AND AMENDED CONSTITUTION
Missouri Baptist Convention
A Chapter 352 RS Mo Corporation

(October 23, 2017)

Article I
FORMATION

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

Article II
COMPOSITION

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

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

Article III
PURPOSE STATEMENT

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

Article IV
STATEMENT OF FAITH

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

Article V
OFFICERS

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

Article VI
ANNUAL MEETING

1. Messengers meet at least annually at such time, place, and manner as the Messengers or the Executive Board may decide.
2. Each affiliated church may name Messengers with authority to attend and participate as Messengers at regular or special meetings of the MBC.
3. Messengers elect the Officers and Executive Board of the MBC.
4. The Executive Director reports on the activities and financial condition of the MBC during the Annual Meeting.
5. The Executive Director's staff records and summarizes the proceedings of the Annual Meeting and publishes them in the *Annual: Reports and Statistics*, after approval by the Executive Board.

Article VII
MBC POWERS AND THE EXECUTIVE BOARD

1. The corporate powers of the MBC are exercised by Messengers at regular or special meetings. The act of the majority of the Messengers voting at a business session is the act of the corporation, unless a greater number is required for a particular act by the Charter, Constitution, or the Bylaws. The MBC may delegate the management of the activities of the MBC to any person, corporation, or committee, provided that the activities and affairs of the MBC are exercised under the ultimate direction of the Messengers.

2. The Executive Board of the Missouri Baptist Convention, a Missouri nonprofit corporation (“Executive Board”), is the fiduciary, the fiscal, and the executive Entity of the MBC in all its affairs not specifically committed to some other Entity. The Executive Board has full power and authority to act for the MBC between Annual Meetings in any and all matters pertaining to the MBC, unless otherwise provided by the MBC. The Executive Board does not have power to contravene any motion to take action adopted by the MBC’s Messengers or to do anything contrary to the MBC’s Charter, Constitution, or Bylaws.
3. The Executive Board Trustees are the MBC's Officers and such other Trustees elected by the Messengers at the Annual Meeting. The number and composition of the Executive Board are determined as set forth in the Bylaws of the Executive Board. Each Executive Board Trustee must be a member of an affiliated church.

Article VIII **ENTITIES**

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

Article IX **COMMITTEES**

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

Article X
RELATION TO BYLAWS

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

Article XI
AMENDMENTS

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

