

**BYLAWS OF THE EXECUTIVE BOARD
OF THE MISSOURI BAPTIST CONVENTION**

**BYLAW 1
GOVERNING DOCUMENTS**

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

**BYLAW 2
TRUSTEES OF THE EXECUTIVE BOARD**

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

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

Officer of the MBC being an area Trustee of the Executive Board, or within ninety (90) days prior to the next Annual Meeting, the vacancy is filled at the Annual Meeting by vote of Messengers.

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

BYLAW 3 **MEETINGS**

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

BYLAW 4 **OFFICERS**

- A. The Officers of the MBC serve as the Officers of the Executive Board without compensation as follows: The President as Chairman, the First Vice-President as First Vice-Chairman, the Second Vice-President as Second Vice-Chairman, and the Secretary as Secretary. The MBC Executive Director serves as Treasurer.
- B. The Treasurer maintains proper financial records and has custody of all the funds that may come into the possession of the MBC, and disburses as directed by the MBC and/or the Executive Board, and for the purposes for which they were

contributed. The Executive Board provides for the bonding of the Treasurer adequately to protect the interests of the MBC and the Executive Board. The accounts of the Treasurer are audited by a certified public accountant each year at the expense of the Executive Board.

BYLAW 5 EXECUTIVE DIRECTOR-TREASURER

- A. The Executive Board elects, determines the compensation, and evaluates the Executive Director. The functions of the Executive Director, the annual performance evaluation procedures, and all other personnel-related issues for the Executive Director are located in the *Operations Manual*.
- B. The Executive Director is the Chief Executive Officer of the MBC and the Executive Board and is the one who communicates the story of how God is working through the cooperative efforts of Missouri Baptists and who represents and carries out the policies of the MBC and the Executive Board.
- C. With the exceptions of the Nominating Committee or where there is a conflict of interest, the Executive Director serves as a non-voting member of all boards, committees, and commissions of the MBC. The Executive Director delivers an address at the Annual Meeting. When authorized by the Executive Board, he may function as the legal representative of its interests.
- D. The Executive Director is a fiduciary of the MBC and the Executive Board, and is accountable at all times for carrying out the policies and instructions of the MBC and Executive Board.
- E. The Executive Director assigns staff to assist the Executive Board Trustees in fulfillment of their functions.
- F. The Executive Director reports to the Executive Board at each regular meeting and has the opportunity to promote any items of MBC business.
- G. The Executive Board employs personnel ("Executive Board Staff") and determines the compensation necessary for performing the Executive Board's work. The Executive Director may be classified as an employee of the MBC and the Executive Board while compensation and benefits are furnished by the Executive Board.
- H. The Executive Board has authority to suspend, terminate, and remove the Executive Director.
- I. Search Committee for the MBC Executive Director
 - In the event of the loss of an Executive Director,
 - 1. The MBC Executive Board selects a nine-member (9) Search Committee from

nominees determined by the Administrative Committee. The sitting President of the convention serves as one member of the Search Committee and the Administrative Committee selects four (4) additional members from the Executive Board and four (4) members at large who may or may not be Trustees of the Executive Board. In addition, the MBC Entity Presidents cooperatively select one of themselves to serve without vote.

2. The Search Committee elects its Chair, Vice-Chair, and Secretary who serve for the duration of the process.
3. The Search Committee may solicit a professional consultant firm to assist in the process of selecting a candidate. The funds for a consultant are to be taken from general funds or if necessary, from reserve accounts.
4. Once a candidate is selected, the Committee must prepare a salary package and covenant that is agreeable to the Committee and the candidate.
5. The Search Committee presents the candidate and the covenant agreement to the Administrative Committee for interview and salary approval.
6. The Search Committee and the Administrative Committee make a combined recommendation to the Executive Board for approval.
7. Twenty-four (24) months after the selection of the Executive Director, the Search Committee members receive a one-time invitation to participate in the Executive Director evaluation process.

BYLAW 6

EXECUTIVE BOARD STAFF

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

BYLAW 7

COMMITTEES OF THE EXECUTIVE BOARD

- A. The Executive Board can form itself into committees.
- B. The Officers of the Executive Board are assigned to the committees of the Board by the Chairman unless an Officer is a duly elected area Trustee.
- C. A person may serve as Chairman of an Executive Board committee a maximum of

three (3) consecutive years.

- D. The Executive Board can authorize the Chairman to form a committee or task force for a specific purpose and term.
- E. All committees of the Executive Board may meet as necessary.
- F. Chairpersons prepare agendas in collaboration with the staff liaison, and the Executive Director communicates the agendas at least ten (10) days prior to convening.

BYLAW 8

ADMINISTRATIVE COMMITTEE – STANDING COMMITTEE

- A. Purpose: Serves with the Executive Director in the implementation of Executive Board policies, programs, and ministries assigned to its general care.
- B. Scope: The Administrative Committee is concerned with the following areas affecting the life and work of the MBC, but not limited to them: personnel management, public relations, and MBC operations.
- C. Membership: The Administrative Committee consists of four (4) at-large Trustees of the Executive Board, the Chairman of the Executive Board, the Executive Director, the Chair of the Entity Relations Committee, and the Chair of each ministry committee. The First Vice-Chairman of the Executive Board attends the meetings of the Administrative Committee without vote.
- D. Responsibilities:
 - 1. Monitor the effectiveness of the services and programs assigned to its general oversight.
 - 2. Study and propose changes in the MBC and Executive Board governing documents as appropriate.
 - 3. Recommend to the Executive Board the procedures to govern the Executive Board's operation.
 - 4. Review and organize the MBC into regions as needed.
 - 5. Recommend to the Executive Board all personnel policies.
 - 6. Oversee the permanent keeping of all MBC and Executive Board minutes and other official documents.
 - 7. Provide for the oversight of the business and administrative affairs of the Executive Board and for the monitoring of the MBC Business and Financial Plan.
 - 8. Receive a report from and serve as the liaison for the official news journal of the MBC.
 - 9. Recommend to the Executive Board the Cooperative Program Allocations Budget and the Operations Budget.
 - 10. Maintain oversight of the *Operations Manual* that includes a uniform grievance policy and annual review policy.

11. Oversee the evaluation of the Executive Director following the criteria in the *Operations Manual*. The Chairman of the Administrative Committee appoints an Executive Director Evaluation Subcommittee.

BYLAW 9

ENTITY RELATIONS COMMITTEE – STANDING COMMITTEE

- A. Purpose: To advocate for and respond to all Entities of the MBC, other than the Executive Board.
- B. Scope: The Entity Relations Committee is concerned with the dual roles of advocacy and support for Entities while ensuring the interests of Missouri Baptists are served and protected. The Committee recognizes the basic responsibility of each Entity to direct, manage, and administer its own internal and operational affairs.
- C. Membership: The Entity Relations Committee consists of six (6) Trustees of the Executive Board. The Executive Director's designee serves as staff liaison to the Committee.
- D. Meetings: The Entity Relations Committee meets at least two (2) times each year in conjunction with the regular meetings of the Executive Board. Entity Presidents, or their designee, are encouraged to attend and give a report at each regularly scheduled meeting.
- E. Responsibilities:
 1. Develop and implement effective procedures for Entities to liaise with the Executive Board.
 2. Review the allocation of funds available for distribution to the various Entities and advise the Executive Director.
 3. Receive and make recommendation in relation to:
 - a. Removal of any MBC elected or appointed Trustee from an Entity's board;
 - b. An amendment to articles of incorporation and bylaws of an Entity or the governing documents of its subsidiaries;
 - c. The sale, mortgage, lease, pledge, or transfer of all, or substantially all, of an Entity's assets;
 - d. The acquisition, formation, or dissolution by the Entity of any subsidiary, affiliate, or other jural body operated by or for the benefit of the Entity; and
 - e. Any material change of the ministry of an Entity.

4. Annually receive, review, and report to the Executive Board regarding Entity audits.
5. Report to the Administrative Committee and Executive Board in their regular meetings.

BYLAW 10

AUDIT COMMITTEE – STANDING COMMITTEE

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

BYLAW 11

COMMITTEE ON EXECUTIVE BOARD COMMITTEES – SPECIAL COMMITTEE

- A. Purpose: The purpose of the Committee on Executive Board Committees is to nominate the members and the chair of each committee of the Executive Board.
- B. Membership: The Committee on Executive Board Committees consists of six (6) Trustees of the Executive Board. The Executive Director serves as an *ex officio* member. The Executive Board Chairman, in consultation with the Officers, selects and appoints the members of the Committee on Executive Board Committees in the same proportion of laymen and ministers as constitute the Executive Board, and designates the Committee's Chair. These appointments are made and reported to

the Executive Board at the close of the meeting held in the spring. Each member of this Committee is appointed for a term of two (2) years. Terms of three (3) members of this Committee expire each year. The Chair's position is for one (1) year. If a vacancy occurs, the position is filled by the Executive Board Chairman in consultation with the Officers. The members of this Committee are not eligible to serve on the Administrative Committee.

- C. Meetings: Meets as necessary. They submit their report to the Executive Board prior to the Annual Meeting for adoption, subject to the MBC adoption of the Nominating Committee Report.
- D. Responsibilities: Annually nominates each Trustee of the Executive Board to one (1) of the Executive Board Committees, and nominates a Chair for each Committee. Studies biographical material concerning Trustees of the Executive Board and attempts to make nominations on the basis of expertise, interest, and tenure. Efforts should be made to avoid conflicts of interests, e.g., persons serving on other boards with related interests, etc. Attention should be given to expiration of terms and balance of skills in each Committee so as to avoid depletion of experience and skills within a given Committee in future years. Communicates with the Chairman of the MBC Nominating Committee and requests biographical material on nominees for election to the Executive Board.

BYLAW 12

MINISTRY COMMITTEES

- A. Purpose: Each Ministry Committee addresses one of the vital functions of the MBC to assist the Executive Director.
- B. Membership: The membership of each Ministry Committee consists of an equal distribution of the Executive Board. The Executive Director's designee serves as staff liaison to the Committee.
- C. Meetings: The Ministry Committees meet at the regular times of the Executive Board and as necessary.
- D. Responsibilities: Each Ministry Committee approves for recommendation to the Executive Board all matters within its scope:
 - 1. Monitors the effectiveness of the initiatives and services under its general oversight.
 - 2. Recommends to the Administrative Committee items that change the Executive Board's policies and procedures, and/or approval of use of non-budgeted funds.
 - 3. Provides support and counsel to the staff liaison assigned to the Ministry Committee.
 - 4. Brings recommendations to the Administrative Committee as necessary.
 - 5. Brings a report to the Executive Board in its regular meetings.

BYLAW 13

GENERAL PROCEDURES FOR THE EXECUTIVE BOARD

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

BYLAW 14

AMENDMENTS

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