

Ratified – July 19, 2014

BYLAWS OF MISSOURI WOMAN’S MISSIONARY UNION

Article I - Name

The name of this corporation shall be Missouri Woman’s Missionary Union, hereinafter referred to as MWMU.

Article II - Purpose

The purpose of this corporation is to assist, educate, train, encourage and support individuals to grow in a Christian mission's lifestyle and to promote involvement in Christian missions through Woman's Missionary Union organizations and ministries.

Article III - Relationships

Section 1. MWMU shall cooperate with church, associational and national WMU organizations to accomplish the purpose of MWMU through the development and execution of plans, policies and programs of MWMU.

Section 2. MWMU shall have such staff as shall be determined by the Board of Directors. Such staff may consist of or include staff assigned by the Missouri Baptist Convention Executive Board to the MWMU. The staff shall be responsible for the development and execution of established plans, policies and programs of MWMU under the directions of the Board of Directors.

Section 3. MWMU shall cooperate with such state and national entities as determined by the Board of Directors, with focus on Missouri/Southern Baptist Convention missions.

Section 4. MWMU shall promote missions giving and offerings and cooperate with state and national entities in the promotion of missions giving and offerings, as determined by the Board of Directors, with focus on the Cooperative Program, the Lottie Moon Christmas Offering for International Missions, the Annie Armstrong Easter Offering for North American Missions, and the Rheubin L. South Missouri Missions Offering in Missouri Baptist churches. (*The terms Lottie Moon Christmas Offering and Annie Armstrong Easter Offering are registered trademark names of the Woman’s Missionary Union - Auxiliary to the Southern Baptist Convention.*)

Section 5. MWMU shall minister to missionaries through the Madge N. Truex Fund and other related activities as shall be determined by the Board of Directors.

Article IV - Membership

The term members used herein shall refer not to persons who enjoy membership rights in this corporation, this corporation having no members, but to those members of local church WMUs recognized and affiliated with MWMU. Adults at least 18 years of age who are members of local WMU organizations in Missouri Baptist churches and register for the annual meeting of the MWMU shall have debate and voting privileges on such matters as shall be presented by the Board of Directors for action at the annual meeting.

Article V - Nominations and Elections

Nominations for Officers and Board of Directors shall be made by a nominating committee of the Board. Nominations may be made from the floor of the annual meeting, provided the consent of the nominee has been obtained and eligibility requirements have been verified by the nominating committee. Elections shall be by ballot unless there is only one nominee, in which case the election may be by voice, show of hands or rising vote. In the event of more than two nominees for any

position, if no one person receives a majority vote, the run-off election will be held between the two individuals receiving the highest number of ballots.

Article VI - Officers

Section 1. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. The officers shall be elected to serve for a one-year term or until their successors are elected. Their term shall begin at the close of the annual meeting at which they are elected. The President and Vice-President may not serve in the same office for more than five consecutive terms. The President shall have served on the Board of Directors. In the event of a vacancy in any office, the Board may elect someone to fill such vacancy until the next annual meeting, except when a vacancy occurs as outlined in Article VI, Section 3 B 2. No member shall hold more than one office at a time. Qualifications for officers shall be according to the policy and procedures adopted by the Board.

Section 3. The duties of the officers shall be:

A. The President shall:

- 1) By virtue of her office serve as a vice-president of the Woman's Missionary Union, Auxiliary to the Southern Baptist Convention.
- 2) Preside at the annual meeting and at meetings of the Board and of the MWMU Council.
- 3) Appoint committees not otherwise provided for.
- 4) Be ex-officio member of all committees except the nominating committee.
- 5) Appoint a parliamentarian.
- 6) Perform other duties as provided for in the policy and procedures adopted by the Board.

B. The Vice-President shall:

- 1) Preside in the absence of the President at the annual meeting, meetings of the Board and of the MWMU Council.
- 2) Succeed to the office of President upon the death, resignation, removal or inability of the President to perform her duties.
- 3) Perform other duties as provided for in the policy and procedures adopted by the Board.

C. The Secretary shall:

- 1) Perform the duties set out in *Robert's*, as applicable to this organization.
- 2) Perform other duties as provided for in the policy and procedures adopted by the Board.

D. The Treasurer shall:

- 1) Perform the duties set out in *Robert's*, as applicable to this organization.
- 2) Perform other duties as provided for in the policy and procedures adopted by the Board.

Article VII - Board of Directors

Section 1. The officers, eight regional consultants, communications consultant, prayer advocate, missionary advocate, language consultant and African American consultant shall constitute the Board of Directors (Board). The staff shall be ex-officio members without voting privileges. The staff shall select an adult specialist, student specialist, children's specialist and preschool specialist to serve as ex-officio members without voting privileges.

Section 2. One-Third Rotation Option. The Board shall be elected at the annual meeting. The board (excluding officers, see Article VI, Section 2) shall hold office for three year staggered terms or until their successors are elected. A Board member shall not serve more than two consecutive terms, provided however, that service as an officer shall not constitute Board service for purposes of this term limitation. An individual who has served two consecutive terms shall be eligible for election to two more consecutive terms upon the expiration of one year after last serving on the Board. The Board term shall begin at the close of the annual meeting at which the Board members are elected. In the event of a vacancy on the Board, the Board shall elect someone to fill the remaining uncompleted term. Election to an uncompleted term of one year or less shall not count as having served a full term and such person may be elected to serve two full three year terms. Qualifications for the Board shall be according to the policy and procedures adopted by the Board.

Section 3. The duties of the Board members identified as consultants and advocates shall be as provided for in the policy and procedures adopted by the Board.

Section 4. The Board shall develop and adopt policies and procedures as necessary to carry out the business and work of the MWMU.

Section 5. Regular meetings of the Board shall be held semi-annually, at a time and place to be fixed by the Board. Special meetings shall be called by the president or at the request of at least one-third of the voting Board members.

Section 6. The Board shall set a date and place at least two years in advance for an annual statewide MWMU meeting, for the election of officers and board members and for action on such other business matters as may be submitted to the annual MWMU meeting. One hundred women registered at any session of the MWMU annual meeting shall constitute a quorum for the election of officers and board members and to act on such other business matters as may be submitted by the Board.

Section 7. The Board shall have the following committees:

A. Advisory Committee. The committee shall be composed of five members appointed by the President. The committee shall meet at the call of the president to perform such duties as shall demand immediate attention between meetings of the Board. The minutes of the meeting shall be read at the next meeting of the Board.

B. Madge N. Truex Committee. The committee shall be composed of the missionary advocate as chairman and three other members appointed by the president. The committee shall meet as needed to recommend the Madge N. Truex fund budget and promotion and to administer said funds. The committee shall perform such other duties as defined in the policy and procedures adopted by the Board.

C. Nominating Committee. The committee shall be composed of eleven members. Eight members shall be the eight regional consultants representing the eight regions as designated by the Missouri Baptist Convention Bylaws or such regions as may be determined by the Board for purpose of the organization's work. The remaining three at-

large members shall be a past officer or board member of MWMU, who shall serve as chairman and two adults at least 18 years of age who are members of local WMU organizations in Missouri Baptist churches. No members of the nominating committee shall be from the same church. The committee shall present names for officers and board members and the three at-large members of the nominating committee. The committee shall meet for the purpose of organization during the annual meeting of the MWMU and shall meet at the call of the chairman as needed for the selection of the nominees. Notice of meetings of the committee shall be at least 30 days in advance, designating the time and place of such meetings. The committee shall obtain consent to serve of all nominees who are to be presented for election.

D. Policy and Procedures Committee: The committee shall be composed of the Secretary, who shall serve as chairman, and two other members, appointed by the president. The committee shall submit any recommendations affecting changes of the policy and procedures to the Board. Recommendations for amendments to the Bylaws shall be submitted to the committee for its review, report and recommendations to the Board. The committee shall perform other duties defined in the policy and procedures adopted by the Board.

E. Finance Committee. The committee shall be composed of the Vice-President, who shall serve as chairman, and three other members, appointed by the president. The committee shall meet as needed to recommend the Alberta Gilpin Fund budget and promotion and to administer said funds. The committee shall perform other duties defined in the policy and procedures adopted by the Board.

F. Let's Grow WMU Committee. The committee shall be composed of four members appointed by the president. The committee will elect a chairperson. The committee shall communicate with regional consultants and specialists to encourage new starts and strengthen the organization. The committee shall perform such other duties as defined in the policy and procedures adopted by the Board.

Article VIII - Council

The MWMU Council shall be composed of all associational WMU directors, the MWMU Board, past presidents of MWMU and current MWMU professional staff. Associational WMU directors shall serve by virtue of their election within the associations. It shall be the duty of the Council members to attend meetings of the Council and serve on state committees when requested. The members shall communicate priority needs in WMU work and assist in the promotion of the total WMU program. Any vacancy occurring in the associational WMU director's office will be filled according to the associational plan.

Article IX - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

Article X - Amendment of Bylaws

These Bylaws may be amended by a two-thirds vote of the Board of Directors at any regular meeting or special called meeting provided thirty days previous notice, in writing with a copy of the proposed amendment, has been given to the Board of Directors.

The foregoing amendments to the Bylaws were adopted by a two-thirds vote of the Board, a quorum being present, at a duly called meeting of the Board, in accordance with Article X of the Bylaws on July 19, 2014.

Missouri Woman's Missionary Union

President

Attested:

Secretary