

COLOSSIANS 1:15-23



2019 MISSOURI BAPTIST CONVENTION ANNUAL MEETING





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Keith and Kristyn Getty, who occupy a unique space in the world of music today as preeminent modern hymn writers, lead worship on Tuesday and host a concert for Missouri Baptists after the close of the Annual Meeting.

"In Christ Alone," penned by Keith Getty and Stuart Townend, holds the No. 1 position of most-frequently-sung songs in United Kingdom churches for the past nine consecutive years. It was voted the No. 2 best-loved hymn of all time in the U.K., according to a BBC Songs of Praise national survey.

The Gettys' hymns are used increasingly both in contemporary and traditional circles, being included in most modern hymnbooks, while more than 60 of their songs are featured on top CCLI (Christian Copyright Licensing International) charts between the U.K. and the U.S.

The Gettys continue to be global ambassadors for modern hymns in the U.S. and throughout the world. They perform an annual Gettys' Irish Christmas show, and tour internationally, visiting venues as diverse as the Ryman Auditorium in Nashville, the Pentagon, and the Royal Albert Hall.

To further expand the modern hymn movement, the Gettys have created the Getty Music record label, built various print publishing partnerships and imprints, and produced unique merchandise containing their hymn lyrics. The label has released two collections of songs and hymns for families, "In Christ Alone" and "For the Cause."

#### A MESSAGE FROM OUR PRESIDENT



Missouri Baptists gather every October from around our great state to worship Christ the Lord and celebrate His gracious work in our churches. I believe the local church is the epicenter of divine activity, but I am convinced the local church is made stronger when we partner with like-minded believers cooperating in gospel endeavors.

I have watched the Missouri Baptist Convention weather many storms in the past 19 years. Those storms are behind us now, and this year we can celebrate God's providential care for our Convention and plan for a future of peaceful cooperation. Friends, let us covenant one with another that we will be men and women of peace. Let us commit to each other here in Branson that we will move forward with grace-filled hearts and minds set on reconciliation. With our absolute commitment to God's Word

and our mutual respect for our Baptist heritage, we have a near limitless capacity to work together for the sake of Christ's Kingdom!

Our theme this year is "Christ is All!" It is my prayer that Missouri Baptists boast in Christ alone. I believe that "all things hold together" (Colossians 1:17) because of Christ, and I want to focus our attention on the One who is "the image of the invisible God, the firstborn of all creation" (Colossians 1:15). If we make much of Christ, we will avoid making much of those things that divide us.

We will be blessed with great preaching, great worship, and great fellowship here in Branson. Please pray for a spirit of peace to prevail in our midst. Pray Missouri Baptists will be a beautiful witness for Christ in Branson. And ultimately, trust that if we lift up Christ as we ought, His glory will fill our souls.

Jeremy Muniz, President, Missouri Baptist Convention Senior Pastor, Ridgecrest Baptist Church, Springfield

#### A MESSAGE FROM OUR EXECUTIVE DIRECTOR



Welcome to the 2019 Annual Meeting of Missouri Baptists. We are grateful to the City of Branson and the Hilton Hotel for such a beautiful venue. If you see a representative of the convention center, share a word of appreciation with him or her.

If you're a messenger, thank you for representing your local church. Your attendance, your voice, and your vote make it possible for the affiliated churches of the MBC to cooperate in ministries that reach across our state, across the nation, and around the world.

If you're visiting, we warmly welcome you and encourage you to join us in worship, fellowship, and business activities.

The Lord is moving among Missouri Baptists, and I sense that He has great things in store for us as we submit to His will, obey His word, and work together for the cause of Christ. As we move into the future, I trust our culture and the people who attend our churches can see with their eyes and hear with their ears a people working together to glorify our Lord Jesus Christ.

Allow me to point out a few special activities at this year's meeting.

First, you'll note a compressed format, with the Annual Meeting beginning at 3:30 p.m. Monday and ending at 4 p.m. Tuesday. This enables us to host a concert featuring The Gettys on Tuesday at 7 p.m. We anticipate churches from all over the state to bring people for a glorious night of celebration.

Next, we have some amazing speakers: Johnny Hunt, the new leader for evangelism and leadership at the North American Mission Board; Carlos Smith, a young, engaging preacher within our own state; and J.D. Greear, SBC president and senior pastor of The Summit Church in North Carolina. MBC president Jeremy Muniz brings his address on Monday evening to set the theme, "Christ is All!" (Col. 1:15-23).

Third, don't miss the times of worship and corporate prayer. The Ridgecrest Baptist Church worship team leads us on Monday. Then, during Tuesday's praise and worship times, The Gettys help us lift our voices in adoration of our Lord.

Fourth, be sure to take part in our business sessions. We are adopting the 2020 MBC budget, hearing amazing reports about our high-impact cooperative ministries, and voting to accept new articles and bylaws for three of our ministry institutions: Hannibal-LaGrange University, Missouri Baptist University, and The Baptist Home. In addition, messengers are receiving resolutions and motions.

Finally, take time to fellowship. There are numerous receptions on Monday night, meals, and, of course, a fantastic exhibit hall where you can network with fellow Missouri Baptists.

May the Lord bless you in the days ahead.

Dr. John L. Yeats, MBC Executive Director-Treasurer



#### GENERAL INFORMATION

#### **Bulletin Program & Book of Reports**

This booklet contains all the information you need to follow the order of events and to conduct business at the Annual Meeting. As a paperless alternative, you may wish to download and use the MBC Annual Meeting app. Just visit your phone's app store and search for "Missouri Baptist Convention."

#### **Concession Stand**

A concession stand is available on the lower level near Exhibit Hall B.

#### **Operating hours:**

10:30 a.m. – 6:30 p.m. Monday, Oct. 28 10:30 a.m. – 2:30 p.m. Tuesday, Oct. 29

#### **Daily Business Update**

The Convention's daily Business Update is available at the MBC administration and registration desks. Business, information, and reports not found in the Bulletin Program & Book of Reports are printed in the daily Business Update. They also are available through the Annual Meeting app. Information for publication should be submitted to the Daily Bulletin office, located in Short Creek 3.

#### **Exhibits**

An exhibit area is located on the lower level in Exhibit Hall B. Exhibit hours are 8 a.m. to 7 p.m. Monday, and Tuesday from 8 a.m. to 2 p.m.

MBC staff and related ministry partners are featured from Missouri Baptist and Southern Baptist life, including our colleges and seminaries.

The exhibit area also features a bookstore and hospitality area.

#### First Aid

There is no first-aid room. In the event of an emergency, dial 911. Minor issues may be reported to the MBC administration office, where a first-aid kit is available.

#### The Gettys in Concert

Keith and Kristyn Getty, who occupy a unique space in the world of music today as preeminent modern hymn writers, are hosting a concert for Missouri Baptists after the close of the Annual Meeting. Admission is free but tickets are required. Check with the administration desk for ticket availability.

#### **Local Restaurants and Fast Food**

A complete list of restaurants for the Branson area is available at the MBC information table, located on the upper level in the pre-conference area near registration.

#### **Messages and Announcements**

Please bring all messages and announcements to the MBC administration office, located on the upper level in the pre-conference area near registration. Only emergency messages are announced from the platform. Other messages are posted on a bulletin board near the MBC administration office.

#### **Messenger Cards**

A voting member of the Missouri Baptist Convention is called a "messenger." Messenger forms were mailed to each Missouri Baptist church in August. Each church received its forms based on Cooperative Program giving and/or statistical information obtained from the Annual Church Profile (ACP).

Each affiliated church may send two (2) messengers to the Annual Meeting, plus the greater of: 1) one additional messenger for every \$6,000 given to the Cooperative Program, or 2) one additional messenger for each full percent of the affiliated church's gifts to CP during the prior fiscal year. No affiliated church may send more than twelve (12) messengers. All messengers must be members of their sending affiliated church. (MBC Bylaws: Bylaw 2, Messengers)

#### **Parenting Room and Childcare**

A parenting room is available in Show Management Office B located on the upper level near the pre-conference area. Parents must not leave children unattended in the parenting room at any time.

Childcare is available on the upper level in Bee Creek and Boston Ferry. It is

available only for children who have been pre-registered.

These rooms are open from 8 a.m. to 9 p.m. Monday, and Tuesday from 8 a.m. to 4 p.m.

#### Registration

Registration begins at 8 a.m. Monday, Oct. 28, at the MBC registration area, located on the upper level in the pre-conference area. The bottom portion of your messenger card or your pre-registration confirmation form should be presented at the MBC registration desk in order to receive ballots.

#### **Trolley Information**

The Downtown Branson Betterment Association is providing two trolleys beginning at 7 a.m. Monday and Tuesday of the convention.

The trolleys will take individuals to and from local businesses open for breakfast. The trolley is named "Sparky," and you may download an app on your phone to see Sparky's current location. Rides are free.



Nearly 185 years ago, Missouri Baptists sensed the urgency of the gospel and the value of working together to carry out the Great Commission. As a result, they formed the

Central Association, a forerunner of the Missouri Baptist Convention, to promote the preaching of the gospel within the state's boundaries.

It was a simple, compelling purpose that still matters today. That's why your MBC missionary staff is committed to our historic roots and pioneer mission.

Dr. John Yeats

Executive Director - Treasurer



## The Vision and Mission of the MBC Staff

#### **Our Vision**

The vision of the MBC missionary staff is ... *Transforming lives and communities with the gospel*.

#### **Our Mission**

The MBC staff's mission is ...

Cooperating with Missouri

Baptists to make disciples, multiply churches, and develop leaders.

Our vision and mission are the reasons Missouri Baptists labor together for this moment in Kingdom history – for our communities, the heartland, and the ends of the earth.

#### **OFFICERS PRESIDING AT ANNUAL MEETING**



**Jeremy Muniz** 



**Jon Nelson** 

#### **President**

Jeremy Muniz is president of the Missouri Baptist Convention and chair of the Executive Board. He addresses the convention Monday evening. He serves as senior pastor of Ridgecrest Baptist Church in Springfield.

(See page 31 for his full biography.)

#### First Vice President

Jon Nelson is first vice president of the Missouri Baptist Convention and first vice chair of the Executive Board. He leads the memorial service Tuesday morning.

Nelson serves as lead pastor of Soma Community Church, an MBC church plant, in Jefferson City. He also serves as an MBC campus missionary to Lincoln University, a historically black university in Jefferson City.

Nelson also has served in churches in Missouri and Kansas as a college, young professionals, and single adults pastor. Additionally, he serves as an executive committee member for both Plant Mid-Missouri and the Long Term Recovery Committee for the recovery efforts following Jefferson City's EF3 tornado in May.

He holds a bachelor's degree in Biblical Studies from Midwestern Baptist College (now Spurgeon College) and is currently working on his master's degree.

Nelson endeavors to be a resource enabling people to effectively reach their communities by leading biblically faithful and culturally relevant lives. His greatest joy outside of Jesus is being married to his wife, Heather, and being a dad to their three children.

#### Second Vice President

Jeff Anderson is second vice president of the Missouri Baptist Convention and second vice chair of the Executive Board.

He serves as senior pastor/elder at Calvary Baptist Church in Hannibal, where he has pastored for the last 19 years. Prior to coming to Calvary, Anderson served in a ministerial staff position for 12 years at Immanuel Baptist in Shawnee, Okla. He also is a certified public accountant and was a partner in an accounting firm for 5 years prior to his call to full-time ministry.

Anderson has led his church to embrace a "hands on" call to missions. As a result, over the years more than 10 families have been called by God to serve in full-time ministry. Calvary has families serving in India, Romania, and the United States.

Anderson holds a Bachelor of Science degree in Accounting from Central State University in Edmond, Okla., and a Master of Arts in Religious Education from Southwestern Baptist Theological Seminary.

He has served the MBC as an Executive Board member, as Nominating Committee chairman, and as president of the Pastors' Conference, and has served the SBC as a Nominating Committee member. He and his wife, Betty, who is vice president for Business & Finance for Hannibal-LaGrange University, have three children and seven grandchildren.

#### Recording Secretary

Chad Hodges is recording secretary of the Missouri Baptist Convention and secretary of the Executive Board.

Hodges served as senior pastor at First Baptist Church in Wright City from 2008 – 2019, when he became director of missions for the Jefferson



**Jeff Anderson** 



**Chad Hodges** 

Baptist Association. He has served in churches and associations in Missouri for the last 27 years.

While serving at FBC Wright City, Hodges helped the Twin Rivers Association coordinate mission partnerships in Canada, Panama, Israel, and Washington, D.C.

Hodges holds a Bachelor of Arts degree from Missouri Baptist University and a Master of Divinity degree from Luther Rice Seminary.

He and his wife, Joanna, have four children.

#### **Executive Director-Treasurer**

John Yeats is executive director-treasurer of the Missouri Baptist Convention. He directs the state's missionary staff; administers Cooperative Program funds given by MBC churches; serves as publisher of The Pathway, the official news journal of the MBC; and sets the state's cooperative strategy for fulfilling the Acts 1:8 mission mandate.

(See page 33 for his full biography.)



**John Yeats** 

#### ANNUAL MEETING OFFICE LOCATIONS

Administration Office: Convention Center, upper level, pre-conference area

Book Store: Convention Center, lower level, Exhibit Hall B

Childcare: Convention Center, upper level, Bee Creek & Boston Ferry

Concession Stand: Convention Center, lower level, behind Exhibit Hall B

Daily Bulletin Office: Convention Center, upper level, Short Creek 3

**Exhibits:** Convention Center, lower level, Exhibit Hall B

First Aid / Emergencies: Dial 911

**Information:** Convention Center, upper level, pre-conference area near

registration

Parenting Room: Convention Center, upper level, near pre-conference area,

Show Manager's Office "B"

**Production Room:** Convention Center, lower level, Exhibit Hall A

Registration: Convention Center, upper level, pre-conference area

**Speakers' Green Room:** Convention Center, lower level, Exhibit Hall A

Ushers / Tellers Room: Convention Center, upper level, Short Creek 4

Website Office: Convention Center, lower level, within production area, Exhibit

Hall A



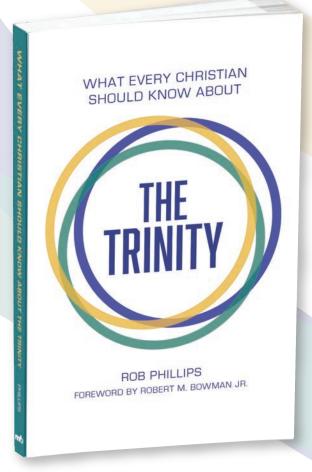
# missions for life

- PRESCHOOL Mission Friends
- CHILDREN Girls in Action, Royal Ambassadors, Children in Action
- **STUDENTS**—Acteens, Challengers, Youth on Mission
- YOUNG WOMEN MyMission
- ADULT Women on Mission, Adults on Mission

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## **NEW FROM THE MBC**



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#### **PROGRAM PERSONALITIES**

- Allen, Anthony President, Hannibal-LaGrange University, Hannibal
- Allen, Jason President, Midwestern Baptist Theological Seminary, Kansas City
- Anderson, Jeff Second Vice President, Missouri Baptist Convention; Pastor, Calvary Baptist, Hannibal
- Austin, Gene Director of Collegiate Ministries, Missouri Baptist Convention
- Bennett, Brad Director of Making Disciples, Missouri Baptist Convention
- **Boto, Augie** Executive Vice President and General Counsel, SBC Executive Committee
- Franks, Neil President, Missouri Baptist Foundation
- **Greear, J.D.** President, Southern Baptist Convention; Pastor, The Summit Church, Raleigh-Durham, NC
- Hedger, Rick Director of Multiplying Churches, Missouri Baptist Convention
- Hinkle, Don Pathway Editor / Public Policy Director, Missouri Baptist Convention
- **Hodges, Chad** Recording Secretary, Missouri Baptist Convention; Director of Missions, Jefferson Association
- **Hunt, Johnny** Senior Vice President of Evangelism and Leadership, North American Mission Board
- Jones, Steven President, The Baptist Home, Ironton
- Kunce, Ryan Chairman, MBC Nominating Committee; Pastor, First Baptist, Bethany
- Martin, Russell President, Missouri Baptist Children's Home, Bridgeton
- Misloski, Jim Director of Developing Leaders, Missouri Baptist Convention
- Muniz, Jeremy President, Missouri Baptist Convention; Pastor, Ridgecrest Baptist, Springfield
- **Nelson, Jon** First Vice President, Missouri Baptist Convention; Pastor, Soma Baptist, Jefferson City

Phillips, Rob – Director of Ministry Support, Missouri Baptist Convention

Phillips, Tony – Chairman, Credentials Committee, Missouri Baptist Convention

Parker, Bob – Chairman, Administrative Committee of the MBC Executive Board

Ross, Keith - President, Missouri Baptist University, St. Louis

Smith, Carlos – Lead Pastor, The Journey Hanley Road, University City

Turner, Eric - President, Southwest Baptist University, Bolivar

**Vernon, John** – Chairman, Committee on Order of Business, Missouri Baptist Convention; Director of Missions, Cape Girardeau Association

Williams, Chris – President, Pastor's Conference; Pastor, Fellowship Church, Greenwood

**Yeats**, **John** – Executive Director-Treasurer, Missouri Baptist Convention



## MISSOURI BAPTIST PASTORS' CONFERENCE SPEAKERS

#### Jason Allen



Elected in 2012, Dr. Jason K. Allen serves as fifth president of Midwestern Baptist Theological Seminary in Kansas City and is one of the youngest presidents in American higher education. Since coming to Midwestern Seminary, he has led the institution to become one of the largest and fastest growing seminaries in North America.

In addition to his role as president, Allen serves the institution in the classroom, as an associate professor for preaching and pastoral ministry. More broadly, he serves the church through his preaching and writing ministries as well. He is the author of two recently released books, *The SBC & the 21st Century* and *Discerning Your Call to Ministry*. Allen regularly posts essays on his website, jasonkallen.com, and hosts a weekly podcast, "Preaching & Preachers," also found at jasonkallen.com.

Before coming to Midwestern, Allen served as a pastor, and as a senior administrator at Southern Seminary in Louisville, Ky. He and his wife, Karen, are both from Mobile, Ala., and have five children.

#### **Cedric Dale Hoard**

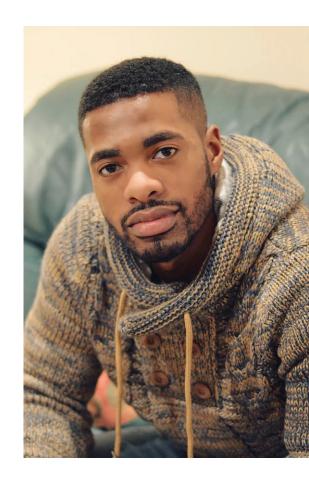
Cedric Dale Hoard's vision is of a world where people have discovered their true and purposeful identity. By doing so, he hopes individuals are able to move from pain to healing and utilize the gifts God has given them.

As a mental health therapist, Hoard uses poetry and speaking to connect with others and to help them fulfill their authentic identity and reach their true potential.

Hoard discovered his God-given gift for poetry while taking a speech class in college. He is thankful for the opportunities God has given him to travel throughout the United States and perform in communities, on college campuses, in churches, youth groups, and schools.

He shared poetry at the 2013 premiere of True Voices – Chicago, and he shared at Rhetoric, the world's largest annual spoken word poetry event, founded by Passion for Christ Movement. He also has performed alongside poets from Def Jam Poetry.

Poetry is his passion, but empowering others and offering individuals the hope he received from Christ is his ultimate goal.





#### **Johnny Hunt**

Johnny Hunt is senior vice president of evangelism and leadership at the North American Mission Board, a role he has played since 2018 after serving for nearly 30 years as "Pastor Johnny" of First Baptist Church in Woodstock, Ga.

(See the rest of Hunt's biography on page 30.)

#### **Jimmy Scroggins**

Jimmy Scroggins is the lead pastor of Family Church, where he has served since 2008. Under his leadership, Family Church has launched 11 campuses – eight in English, two in Spanish, and one in Portuguese. Scroggins is passionate about reaching the millions of South Floridians who have yet to hear and respond to the gospel of Jesus.

Scroggins is the coauthor of *Turning Everyday Conversations into Gospel Conversations* and hosts the "Church for the Rest of Us" podcast at familychurchnetwork.com. He is the Chairman of the Board at LifeWay Christian Resources and a member of the Board of Trustees at Palm Beach Atlantic University.

Scroggins also teaches as a visiting professor at both Southern and Southeastern Baptist Theological Seminaries. He and his wife, Kristin, have eight children.





#### **Chris Williams**

Chris Williams joined the staff of Fellowship Greenwood in 2014. His ministry has tested and tried the restored church paradigm and philosophy. Over the last four years, the church has averaged 20-percent annual growth.

Williams' desire is to pass on what others have done for him in terms of encouraging and equipping. Hence, this year's conference is a culmination of others' investment in him. The pastors' conference is dedicated to encouraging and equipping pastors in building a restored church that lives for the good of its community, the glory of Christ, and the salvation of all.

Williams has a Bachelor of Theology degree from Trinity Bible College; a Master of Science degree in Christian Studies, and a Masters of Divinity degree, both from Calvary Theological Seminary; and is a Doctor of Ministry in Expository Preaching student at Midwestern Baptist Theological Seminary.

He is the husband to Kate, and the father of five boys.

#### MISSOURI BAPTIST PASTORS' CONFERENCE PROGRAM

Monday, October 28, 2019 Branson Convention Center

8:30 a.m.	Video introducti	on, welcome, and prayer	Chris Williams, President
8:45 a.m.	Worship	Fellowship Worship Team	, featuring Cedric Dale Hoard
9:05 a.m.	1st Message		Johnny Hunt
9:45 a.m.	Sponsor's promo	Midwestern S	Seminary & Spurgeon College
9:55 a.m.	Worship		Fellowship Worship Team
10:05 a.m.	2nd Message		Jimmy Scroggins
10:45 a.m.	Sponsor's Promo	)	
	2020 Conference	2	
	Officer Nominat	ions	
11:00 a.m.	Lunch and For the Church Luncheon		
12:30 p.m.	Sponsor's Promo	; Election of Officers	
12:40 p.m.	Worship	Fellowship Worship Team	, featuring Cedric Dale Hoard
1:00 p.m.	3rd Message		Jason Allen
1:45 p.m.	Restored Ministr	y Partners Highlight	
	Announcement of Officers		
	Prayer Time for A	Associations	
2:00 p.m.	Worship	Fellowship Worship Team	, featuring Cedric Dale Hoard
2:15 p.m.	4th Message		Johnny Hunt
2:45 p.m.			Dismiss

#### *Introducing* ...

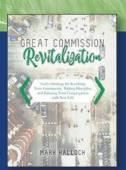


# Because God's not done with your church.

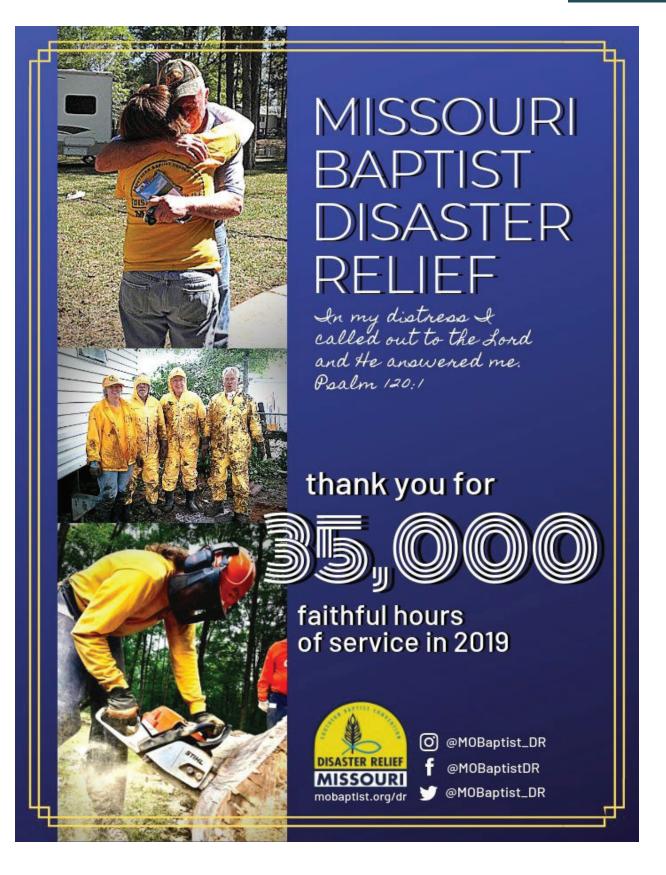
#### Learn more.

Stop by the Developing Leaders booth in the Exhibit Hall and pick up your free copy of these helpful resources.









#### PRE-FILE MOTIONS AND AMENDMENTS

If messengers have motions they plan to submit at the 2019 MBC Annual Meeting, they are welcome to pre-file those motions with the recording secretary at recording secretary@mobaptist.org.

However, messengers must appear at a microphone during time for introduction of miscellaneous business (October 28 at 3:55 p.m. or 6:35 p.m.) and introduce their motions to messengers attending the Annual Meeting.

If messengers want to amend motions, they may also file amendments with the recording secretary, but they must appear at a microphone and present their amendments to messengers at the appropriate time.

Pre-filing allows the president and the recording secretary to more readily see messengers' exact wording for proposed motions or amendments.

#### BENTON AND INGOLD NAMED PARLIAMENTARIANS

Convention president Jeremy Muniz has appointed Judge Duane Benton, U.S. Court of Appeals, Eighth Circuit, Kansas City, and attorney Robert Ingold of Springfield to assist him with parliamentary procedures.

As parliamentarians, they advise and give parliamentary guidelines, but the chair rules during all sessions. The position of parliamentarian is not an elected position. The parliamentarian is appointed by the president of the Convention.

#### **RESOLUTIONS**

The process for submitting resolutions was completed before the Annual Meeting. To be considered, all resolutions had to 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 had to certify that he or she would be a messenger to the Annual Meeting. Resolution authors were given the opportunity to address the Committee on Resolutions during the committee's deliberations. Only resolutions recommended by the Committee on Resolutions may be considered, with one exception: 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.

The Committee on Resolutions drafts and submits to the messengers such resolutions as it determines appropriate and provides a disposition report. Resolutions are approved by messengers during a regular session of the Annual Meeting. The adoption of any resolution is viewed as an expression of the messenger's sentiment and serves as guidance and information, but it does not direct action by MBC entities, churches, associations, or individual Missouri Baptists. The final report of the Committee on Resolutions will be printed in the Tuesday Afternoon Bulletin.

(Bylaws 5B & 6G)





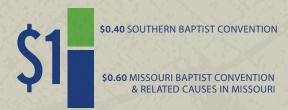
## WHERE YOUR COOPERATIVE PROGRAM DOLLARS GO!

When your church gives through CP, here's how each \$1.00 helps transform lives and communities with the gospel.\*

#### **SOUTHERN BAPTIST CONVENTION**

\$0.20	INTERNATIONAL MISSION BOARD
\$0.09	NORTH AMERICAN MISSION BOARD
\$0.09	THEOLOGICAL EDUCATION (SEMINARIES, HISTORICAL LIBRARY AND ARCHIVES)
\$0.01	ETHICS AND RELIGIOUS LIBERTY COMMISSION
\$0.01	EXECUTIVE COMMITTEE

= \$0.40



#### MISSOURI BAPTIST CONVENTION

\$0.09	MAKING DISCIPLES (EVANGELISM; STUDENT & COLLEGIATE MINISTRIES; COACHING & COHORTS; FAMILY DISCIPLE-MAKING STRATEGIES)	
\$0.05	MULTIPLYING CHURCHES (CHURCH PLANTING STRATEGIES; PARTNERSHIP MISSIONS)	
\$0.03	DEVELOPING LEADERS (DISASTER RELIEF; PASTORAL MINISTRIES; CHURCH REVITALIZATION)	
\$0.15	EXECUTIVE OFFICE (EXECUTIVE OFFICE; LIAISON; THE PATHWAY; BUSINESS SERVICES; PROPERTY MANAGEMENT)	
\$0.07	MINISTRY SUPPORT (CREATIVE SERVICES; MEDIA, TECHNOLOGY & EVENTS)	
\$0.03	GUIDESTONE PASTOR PROTECTION	
\$0.02	THE PATHWAY	
RELATED CAUSES IN MISSOURI		
\$0.03	MISSOURI BAPTIST CHILDREN'S HOME	
\$0.12	CHRISTIAN HIGHER EDUCATION (HANNIBAL-LAGRANGE UNIVERSITY; SOUTHWEST BAPTIST UNIVERSITY)	
\$0.01	MISSOURI BAPTIST FOUNDATION	

= \$0.60

<sup>\*</sup> Based on approved 2019 budget. No funds are designated for agency restoration.

#### **ANNUAL MEETING SPEAKERS**

#### J.D. Greear

J.D. Greear is pastor of The Summit Church in Raleigh-Durham, N.C., and currently is serving as the 62nd president of the Southern Baptist Convention.

The Summit is characterized by its gospel focus and sending culture. Under Greear's leadership, The Summit has grown from a plateaued church of 300 to one of more than 10,000, making it one of Outreach magazine's "top 25 fastest-growing churches in America" for many years running.

Greear has led The Summit in a bold vision to plant 1,000 new churches by the year 2050. In the last 15 years, the church has sent out more than 1,000 people to live on church planting teams – in North Carolina, across the United States, and around the world.

Greear has authored several books, including Not God Enough: Why Your Small God Leads to Big Problems; Gaining by Losing: Why the Future Belongs to Churches That Send; and Stop Asking Jesus into Your Heart: How to Know for Sure You Are Saved.

He holds a Ph.D. in theology from Southeastern Baptist Theological Seminary and has served in Southeast Asia with the International Mission Board with a focus on ministering to Muslims.

Greear and his wife, Veronica, have four children.



#### **Johnny Hunt**



Others. That singular focus summarizes the last 29 years of contagious passion that "Pastor Johnny" has imparted to First Baptist Church, Woodstock, Ga., and the countless lives across the globe his preaching and shepherding have touched. While the church has experienced significant growth under his leadership, it is growth of the person, not the platform, that continues to energize a ministry that sees its best days ahead.

Foremost among the "others" he lives for are his wife of 45 years, Janet Allen Hunt; his two daughters, Deanna Carswell and Hollie Hixson; and his four grandchildren, Katie, Carson, Hope, and Addie.

Before coming to Woodstock, Hunt served at Lavonia Baptist Church in Mooresboro, N.C., Falls Baptist Church in Wake Forest, N.C., and his home church, Longleaf Baptist Church in Wilmington, N.C.

Hunt's educational credits include a B.A. in Religion from Gardner-Webb College, where he was voted "Ministerial Student of the Year" in 1979. He continued on to Southeastern Baptist Theological Seminary, where he earned a Masters of Divinity in 1981.

Southeastern honored Hunt in 1997 by naming The Chair of Biblical Preaching in his honor. He also has received several honorary Doctorates over the years for his work in ministry.

#### **Jeremy Muniz**

Jeremy Muniz is president of the Missouri Baptist Convention and chair of the Executive Board. He serves as senior pastor of Ridgecrest Baptist Church in Springfield. Prior to answering the call to Ridgecrest in January 2019, he served as senior pastor of First Baptist Church of De Soto, Mo., for 18 years.

Muniz has served as a senior pastor in rural Baptist churches in Illinois and Texas. He has also been a chaplain and bereavement coordinator for hospice in the Dallas-Fort Worth metro area.

Muniz has served the Missouri Baptist Convention as the nominating committee chair, recording secretary, and first vice president. He holds a Bachelor of Arts in Biblical Studies from Mid-Continent University, a Master of Divinity from Southwestern Baptist Theological Seminary, and a Doctor of Ministry degree from Covenant Theological Seminary.

He and his wife, Jennifer, have two children.







Carlos Smith serves as lead pastor of The Journey Hanley Road in University City, Mo. He is a passionate expositor of the Word of God, dedicated to equipping believers through biblically faithful preaching.

A native of Detroit, he accepted Christ at age 14 and immediately devoted his life to loving God and sharing the gospel. He has served several congregations as associate pastor, pastor of student and family ministries, and minister of music. His community involvement has included working in the juvenile detention centers of Detroit, mentoring at-risk youth, volunteering as a music and artistic educator, as well as leading multiple churches to form church/public school partnerships.

Smith is a Ph.D. student at Midwestern Baptist Theological Seminary and received his Master of Divinity degree from Covenant Theological Seminary in St. Louis. He is also a graduate of Indiana University-Fort Wayne, earning a Bachelor of Music Education degree.

Smith and his wife, Monique, have three children.

#### **John Yeats**

John Yeats is executive director-treasurer of the Missouri Baptist Convention. He directs the state's missionary staff; administers Cooperative Program funds given by MBC churches; serves as publisher of *The Pathway*, the official news journal of the MBC; and sets the state's cooperative strategy for fulfilling the Acts 1:8 mission mandate.

Prior to his leadership in Missouri, Yeats served as director of communications and public policy for the Louisiana Baptist Convention. He also served as editor of the Oklahoma *Baptist Messenger* and served the State Convention of Baptists in Indiana as director of communications and editor of the *Indiana Baptist*.

Since 1997, he has been the recording secretary of the Southern Baptist Convention. He also served 20 years as pastor of churches in Texas and Kansas and has led several multi-staff churches through effective interim pastorates.

Yeats holds a Bachelor of Arts degree from Dallas Baptist University, a Master of Divinity degree from Southwestern Baptist Theological Seminary, and a Doctor of Ministry degree from Midwestern Baptist Theological Seminary.

He and his wife, Sharon, have three sons and nine grandchildren.



#### **ANNUAL MEETING PROVISIONAL PROGRAM**

185th Annual Session, October 28-29, 2019 **Branson Convention Center** 

#### **OFFICERS**

Jeremy Muniz, President Jon Nelson, First Vice President Jeff Anderson, Second Vice President **Chad Hodges**, Recording Secretary

**THEME:** Christ Is All! (Colossians 1:15-23 ESV)

#### **Monday Afternoon, October 28, 2019**

3:30 p.m.	Music	Ridgecrest Worship Team
3:35 p.m.	Call to Order	Jeremy Muniz
	Welcome and Invocation	Jeremy Thomas
	Report on Enrollment	<b>Chad Hodges</b>
3:45 p.m.	Report of Committee on Order of Business	John Vernon
	Announce Tellers Committee	Jeremy Muniz
	Credentials Committee Report – new church	es <b>Tony Phillips</b>
3:55 p.m.	Introduction of Miscellaneous Business – Firs	st Time
4:10 p.m.	WMU report	
4:15 p.m.	Introduction of church planters/speaker	Rick Hedger
4:25 p.m.	Guest speaker	Johnny Hunt
4:55 p.m.	Benediction	

# **Monday Evening, October 28, 2019**

**Ridgecrest Worship Team** 6:15 p.m. Music Call to Order 6:30 p.m. **Jeremy Muniz** Welcome and Invocation **Chris Williams** Report on Enrollment **Chad Hodges** Miscellaneous Business—Second time 6:35 p.m. **Special Music** 6:45 p.m. Ridgecrest Worship Team Jon Nelson Prayer for President President's Address **Jeremy Muniz** 6:55 p.m. Don Hinkle 7:30 p.m. Pathway and CLC Report Recognition of Past Presidents and New Pastors John Yeats 7:50 p.m. Executive Director's Address **John Yeats** 8:05 p.m. 8:50 p.m. Announcements **Jeremy Muniz** Benediction

## THANKS FOR SERVICE

#### Venue

Megan Jackson, Sales Manager LeAnne Scheele, Senior Event Manager Branson Convention Center

## Headquarters Hotel

Ruth Smith, Associate Director of Sales Shane Heaton, Meeting Services Manager Hilton Branson Convention Center Hotel

## Pipe, Drape, & Signage

Pam Hanlon, Audio Visual Manager Liberty Exposition Services, Inc.

#### **Printing**

Travis Stephens, Account Executive Dawn Banta, Customer Service Consultant of Modern Litho/Brown Printing, Jefferson City

## **ANNUAL MEETING PROVISIONAL PROGRAM**

185th Annual Session, October 28-29, 2019
Branson Convention Center

# **Tuesday Morning, October 29, 2019**

7:45 a.m.	Prayer emphasis	Jeff Anderson
8:00 a.m.	Memorial Service	Jon Nelson
8:10 a.m.	Messages from Institutions of Higher Education: Hannibal-LaGrange University Southwest Baptist University Missouri Baptist University	Anthony Allen Eric Turner Keith Ross
8:55 a.m.	Nominating Committee Report	Ryan Kunce
9:00 a.m.	Presidential Nominations to Nominating Committee	Jeremy Muniz
9:05 a.m.	First Election of Officers	
9:15 a.m.	Executive Board Recommendations	<b>Bob Parker</b>
9:38 a.m.	Report from SBC Ministry Partners: SBC Executive Committee Midwestern Baptist Theological Seminary North American Mission Board International Mission Board	
10:10 a.m.	Second Election of Officers	
10:20 a.m.	Praise and Worship	The Gettys
10:35 a.m.	Offering Prayer Music Offering during Music	
10:45 a.m.	Introduction of Guest Speaker Message	Jon Nelson Carlos Smith
11:30 a.m.	Benediction	

# **Tuesday Afternoon, October 29, 2019**

1:00 p.m.	Pre-session Video	
1:05 p.m.	Call to Order	Jeremy Muniz
	Multiplying Churches and Invocation	Rick Hedger
1:07 p.m.	Third Election of Officers	
1:20 p.m.	Order of Business Committee Report	
1:30 p.m.	Resolutions Committee and Disposition Report	
1:50 p.m.	Fourth Election of Officers	
2:00 p.m.	Reports from MBC Entities:	
	Missouri Baptist Children's Home	Russell Martin
	The Baptist Home Missouri Baptist Foundation	Steven Jones Neil Franks
2:20 p.m.	Historical Commission Video	
2:25 p.m.	Fifth Election of Officers	
2:35 p.m.	Credentials Committee Report – Remainder	<b>Tony Phillips</b>
2:45 p.m.	Recognition of Outgoing Officers & Presentation of New Officers	John Yeats
2:55 p.m.	Worship	The Gettys
3:10 p.m.	Final message	J.D. Greear
3:50 p.m.	Benediction	Jeremy Muniz

# **Tuesday Evening, October 29, 2019**

7:00 p.m. Concert by The Gettys

## **RELATED MEETINGS/EVENTS**

Branson Convention Center, Branson, MO

## **SUNDAY, OCTOBER 27**

TIME(S)	NAME OF EVENT / MEETING	LOCATION
6:30 p.m. – 8:00 p.m.	Pastors' Conference Speakers' Dinner (by invitation)	Short Creek 2
8:00 p.m. – 11:00 p.m.	Officers' Meeting	Short Creek 1
MONDAY, OCT	OBER 28	
8:00 a.m. – 10:00 a.m.	Credentials Committee Meeting	Short Creek 1
8:30 a.m. – 2:45 p.m.	Pastors' Conference	Exhibit Hall A
10:30 a.m. – 12:15 p.m.	Executive Board Meeting	Cooper Creek 1, 2, 3
11:00 a.m. – 12:30 p.m.	Pastors' Conference Box Lunch (provided for attendees)	Exhibit Hall A
11:00 a.m.	Nominating Committee Meeting/Lunch	Short Creek 2
12:15 p.m. – 1:00 p.m.	Executive Board Luncheon (also includes new trustees)	Taneycomo Ballroom B
1:00 p.m. – 3:00 p.m.	New Trustees Orientation	Fall Creek
2:30 p.m. – 3:30 p.m.	Historical Commission Meeting	Short Creek 1
2:30 p.m. – 3:30 p.m.	Christian Life Commission	Short Creek 2
3:30 p.m.	MBC Annual Meeting Begins	Exhibit Hall A
5:00 p.m. – 6:15 p.m.	New Pastors' Dinner (by reservation)	Cooper Creek 1 - 2
9:00 p.m. – 10:00 p.m.	Order of Business Committee Meeting	Short Creek 1
9:00 p.m. – 11:00 p.m.	MBCollegiate Reception (everyone invited)	Cooper Creek 1, 2, 3
9:00 p.m. – 11:00 p.m.	Missouri Baptist Children's Home Reception (everyone invited)	Taneycomo Ballroom B
9:00 p.m. – 11:00 p.m.	Hannibal-LaGrange University Reception (everyone invited)	Taneycomo Ballroom A (split/left side)
9:00 p.m. – 11:00 p.m.	Southwest Baptist University Reception (everyone invited)	Taneycomo Ballroom A

(split/right side)

#### **TUESDAY, OCTOBER 29**

7:00 a.m. – 8:00 a.m.	Missouri Baptist Apologetics Network Meeting	Cooper Creek 3
11:40 a.m. – 12:45 p.m.	Ministry Wives Luncheon (by reservation)	Cooper Creek 1 - 2
11:40 a.m. — 12:45 p.m.	New Orleans Baptist Theological Seminary Alumni Luncheon	Short Creek 2
1:00 p.m. – 4:00 p.m.	International Parent Fellowship Meeting	Short Creek 1
4:30 p.m. – 5:30 p.m.	Directors of Missions Meeting	Fall Creek
5:30 p.m. – 6:30 p.m.	Directors of Missions Dinner (by reservation)	Cooper Creek 1 & 2
7:00 p.m.	Gettys Concert (ticket required)	Exhibit Hall A



## **TOP CP GIVING CHURCHES IN 2018**

## 300 or more in average worship attendance

Rank	Short Name	Pastor	<b>CP Giving</b>
1	Springfield, Crossway	Dr. Eddie Bumpers	\$444,972.80
2	Springfield, Second	Dr. John Birchett, Jr	\$379,824.16
3	Springfield, Ridgecrest	Dr .Jeremy Muniz	\$315,884.17
4	West Plains, First	Rev. John King	\$189,960.16
5	O'Fallon, First	Dr. Michael Atherton	\$173,888.93
6	Jefferson City, Concord	Dr. Monte Shinkle	\$161,219.37
7	Bolivar, First	Billy Russell	\$151,202.25
8	Cape Girardeau, Lynwood	Rev. Mark Anderson	\$149,283.55
9	St Charles, First	Dr. Buddy Perstrope	\$136,397.52
10	St Louis, Parkway	Dr. Dwight Blankenship	\$132,791.50

# 125 to 300 in average worship attendance

Rank	Short Name	Pastor	CP Giving
1	Owensville, First	Kevin Sullivan	\$80,686.66
2	Salem, First	Michael York	\$65,454.12
3	Lake Ozark, Mt Carmel	Charles Kempf	\$62,553.53
4	Richland, First	Pastor Matt Brady	\$58,442.91
5	Mount Vernon, First	Rev. Doug Irvin, Jr	\$53,587.25
6	Eureka, Central	Rev. Dennis Gard	\$52,194.48
7	Ozark, Hopedale	Rev. Mark Arnold	\$51,393.91
8	Poplar Bluff, Temple	Rev. Stephen Patterson	\$49,147.18
9	Cameron, First	Pastor Ken Gazaway	\$48,109.98
10	Desloge, First	Rev. Bradford Laubinger	\$47,264.48

## 125 or less in average worship attendance

Rank	Short Name	Pastor	CP Giving
1	Charleston, First	Rev. George Nite	\$65,157.79
2	Monroe City, First	Mr. Chad McMath	\$33,724.01
3	Portageville, First	Dr. John Compere	\$30,537.88
4	St Louis, First Oakville	Rev. John Hessel	\$28,511.39
5	Elsberry, Star Hope	Dr. Roger Briggs	\$28,486.57
6	Florissant, Parker Road	Pastor Jesse Barnhart	\$26,965.33
7	Grandview, First	Pastor Michael Nelson	\$26,707.96
8	St Louis, First Crestwood	Rev. Lance Long	\$25,500.05
9	Shelbina, First	Pastor Gregory Carr	\$24,382.14
10	Clarksville, Ramsey Creek	Pastor Rod Ohmes	\$24,268.62



## **DECEASED MINISTERS**

Name	Church Membership	City	Association
Bual Bales	First Baptist Church St Charles	Saint Charles	St Louis Metro
Floyd Beasley	New Hope Baptist Church	Centralia	Grand Crossings
Don Beavers	Calvary Baptist Church	Saint Joseph	St Joseph
Keith Boyer	East Carter Grace Baptist Church	Ellsinore	Cane Creek Stoddard
Charles Brock	Pioneer Baptist Church	Neosho	Shoal Creek
Joe Coppedge	First Baptist Church Bolivar	Bolivar	Mid-Lakes
Bill Curp	Faith Baptist Church	Festus	Jefferson
Wendall Estill	Elm Spring Baptist Church	Kingsville	West Central
Craig Fields	Jefferson Avenue Baptist Church	Springfield	Greene
Kendall Ford	Ozark Baptist Church	Houston	Texas
Jason Helmbacher	Church at Affton	Saint Louis	St Louis Metro
Roy Hopkins	Clifton Hill Baptist Church	Clifton Hill	Crossroads
Bill Johnson	First Baptist Church Higginsville	Higginsville	West Central
Kenneth Lockamy	Calvary Baptist Church	Rayville	Heartland
James Mills	Stanfield Missionary Baptist Church	Clarkton	Black River
Dirk Myers	Fellowship Baptist Church	Lesterville	Reynolds
Donald Palmer	First Baptist Church Chillicothe	Chillicothe	Linn-Livingston
Paul Pope	Sonrise Baptist Church	Bonne Terre	Mineral Area
Bob Price	Cantwell Baptist Church	Desloge	Mineral Area
Dale Rickman	First Baptist Church Bragg City	Bragg City	Black River
Leroy Wakefield	Bethlehem Baptist Church	Ellington	Reynolds
Billy Wiggins	Coldwater Missionary Baptist Church	Fredericktown	Wayne
David Winfrey	Whitesville Baptist Church	Rea	St Joseph

## **NEW CHURCHES 2018-2019**

According to the governing documents of the Convention, specifically the Credentials Committee Rules and Procedures, the committee recommends the churches listed below be granted membership in the Missouri Baptist Convention:

<b>Newly Affiliated Churches</b>	City	Pastor	Association
Echo Church	Washington	Rob Rash	Franklin
Liberty	Columbia	Bruce Caldwell	Crossroads
Mercy Hill	Jackson	Rick Biesiadecki (interim)	Cape Girardeau
New City Church Loma Vista	Raytown	Price Wright II	Blue River-Kansas City
New Faith	Sikeston	Rick Ramsey	Charleston
Old Bethel	Sikeston	Steven Vester	Charleston
Susquehanna	Independence	Jim Vest	Blue River-Kansas City
Vertical Church	Joplin	Aaron Dogotch	

Re-Affiliating	City	Pastor	Association
Kingshighway	St. Louis	Ed Horner	St. Louis Metro
Ponce De Leon	Highlandville	Lee Walston	Tri County
Savannah, First	Savannah		St. Joseph

This list is current as of August 21, 2019.

Please notify the MBC administrative office if names have been omitted or entries are incorrect.

## **PAST MBC PRESIDENTS**

MBC President	Year	<b>MBC President</b>	Year	<b>MBC President</b>	Year
Swadley, Paul	1978	Travis, Rodney	1993	Green, Mike	2007
Delozier, Homer	1979	Spicer, T.O.	1994	Davidson, Gerald	2008
Wideman, Donald	1980	Brooks, Paul	1995	McCoy, Bruce	2009
Jeffries, Jim	1981	Sager, Doyle	1996	McCoy, Bruce	2010
Crabtree, T. T.	1982	Mallory, Arthur	1997	Marshall, John	2011
Morris, Max	1983	Page, Wendell	1998	Marshall, John	2012
Garrett, Carl	1984	Taylor, Gary	1999	Hammond, Wesley	2013
Gilbert, John	1985	Scribner, Jay	2000	Hammond, Wesley	2014
Jones, Wallace	1986	Collins, Robert D.	2001	Franks, Neil	2015
Hughes, John	1987	Curtis, Bob	2002	Franks, Neil	2016
Hufft, Charles	1988	Qualls, Kenny	2003	Parker, Ken	2017
Joslin, James	1989	Shinkle, Monte	2003	Parker, Ken	2018
Beaver, W. Lee	1990	Tolliver, David	2004	Muniz, Jeremy	2019
Wakefield, Richard	1991	Jackson, Mitchell	2005		
Davidson, Gerald	1992	Sawyer, Ralph	2006		

## **PAST MBC ANNUAL MEETINGS**

Year	Location	Visitors	Messengers	Total	Theme & Scripture	Annual Sermon Preacher
2003	Millennium Hotel St. Louis, Missouri November 3-5, 2003	524	1,591	2,115	Empowering Kingdom Growth Matthew 6:33a	
2004	First Baptist Church Raytown October 25-27, 2004	396	1,585	1,981 688 churches	Restore All Things Matthew 17:11	
2005	Second Baptist Church Springfield October 24-26, 2005	549	1,560	2,109 695 churches	So Send I You John 20:21	Wayne Isgriggs
2006	Show Me Center Cape Girardeau October 30—November 1, 2006	388	1,162	1,550 469 churches	Renewing Our Passion Romans 1:16	Gerald Davidson

2007	Tan Tar A Osage Beach October 29-31, 2007	321	1,336	1,657 546 churches	Building Kingdom Focused Churches Acts 1:8	Rodney Albert
2008	Millennium Hotel St. Louis, Missouri October 27-29, 2008	355	1,058	1,413	Restoring Fellowship Reaching People John 17:20-23	John Swadley
2009	First Baptist Church Raytown October 26-28, 2009	222	1,200	1,422 505 churches	From Everlasting to Everlasting	Micah Fries
2010	Expo Center Springfield October	336	1251	1,587 489 churches	Do the Work of An Evangelist 2 Timothy 4:5	Randy Johnson
2011	Tan-Tar-A Osage Beach October	364	939	1,301 419 churches	Count All as Loss Philippians 3:1-11	Joshua Hedger
2012	Millennium Hotel St. Louis October 29-31, 2012	225	916	1,141 396 churches	Gratitude Psalm 107:1	Kenny Qualls
2013	Sheraton KC Hotel at Crown Center Kansas City October 28-30, 2013	263	940	1,203 530 churches	The Holy Way Isaiah 35:8	Eddie Bumpers
2014	Tan-Tar-A Osage Beach October 27-29, 2014	269	937	1,206 390 churches	Together Col 2:2	Richie Rhea
2015	Expo Center Springfield October 26-28, 2015	228	1,014	1,242 439 churches	Forward Phil 3:13-14	Robert Shelton
2016	Convention Center St. Charles October 24-26, 2016	195	861	1,056 366 churches	Never Alone Deut. 31:6	Ron Ratliff
2017	Connection Point Church Raytown October 23-25, 2017	234	883	1,117 391 churches	Who Is My Neighbor Luke 10:29 CSB	Kirk Baker
2018	Crossway Church Springfield October 22-23, 2018	184	1,042	1,226 451 churches	Steady Exodus 17:8-16 CSB	Ken Parker







Puebla, Mexico



Wisconsin

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#### **EXECUTIVE BOARD REPORT**

November 2018 – October 2019

#### Dr. Jeremy Muniz, Chairman

#### Dr. John Yeats, Executive Director

- 1. Since the last convention the Board met three times. Actions from these meetings are summarized in this report.
- 2. The following retirements occurred within the Executive Board staff: Gene Foster, Human Resources Director; and Jim Thorne, Graphics Designer.
- 3. The Executive Director reported to the Administrative Committee and Board each meeting.
- 4. The institutions and agencies Missouri Baptist Children's Home, Hannibal-LaGrange University, Southwest Baptist University, and the Missouri Baptist Foundation reported at each meeting to the Entity Relations Committee and to the Board periodically on a rotation basis. The Baptist Home and Missouri Baptist University reported to the Entity Relations Committee at the August meeting and entered the rotation schedule to report to the Executive Board.
- 5. Staff members were recognized and received bonuses at five-year tenure increments as follows: 10 years Rick Hedger, Cathie Kirkweg; 5 years Janice Clay, Tamara Parry, Adam Stoddard.
- 6. The Board received detailed financial reports at each meeting.
- 7. A contribution of \$35,743.25 for the Mission Dignity program was reported to the Board. These monies are to be used for qualified recipients living in Missouri.
- 8. A 2020 Cooperative Program goal and related offering goals and budget recommendations were approved for recommendation to the Convention. (See Recommendations #1 and #2)
- 9. The Board approved for recommendation to the MBC the 2020 Executive Board Budget. (See Recommendation #3)
- 10. The Board approved for recommendation to the MBC a Rheubin L. South Missouri Missions Offering allocations budget to be distributed in 2020 (based on

the 2019 MMO Offering goal of \$715,000). (See Recommendation #4)

- 11. The 2018 audit report, as prepared by CapinCrouse, Certified Public Accountants, was received as presented.
- 12. The Board approved for recommendation to the Convention a special offering on Tuesday, October 29, 2019. The offering is to benefit Tri-County Baptist Association, Reeds Spring ministry project. (See Recommendation #5)
- 13. The Board approved funding for various repairs and restorations to the Baptist Building at 400 East High Street.
- 14. The Board approved invitations for certain exhibitors during the 185th Annual Meeting.
- 15. The Board approved for recommendation to the MBC the location of the 2021 MBC Annual Meeting. (See Recommendation #6)
- 16. The Board approved for recommendation to the MBC the approval of the amended Hannibal-LaGrange University, Missouri Baptist University, and The Baptist Home Articles of Incorporation and receiving their amended Bylaws. (See Recommendations #8, 9, and 10)
- 17. Significant recommendations approved by the Executive Board since the 2018 MBC Annual Meeting:
- approved purchase of a new sound system
- authorized the Executive Director-Treasurer to use funds from general reserves to drill a well and construct restrooms at the Old Bethel church site
- authorized the Executive Director-Treasurer to execute documents to transition to Qualified Plan Advisors as the retirement plan advisors for the MBC staff
- approved changes in the Nominating Committee Rules and Procedures and the Nominating Committee Profile form
- 18. It is understood that any recommendations of the Executive Board on Monday morning, October 28, 2019, will be printed in the daily Business Update as part of the Executive Board Report and Recommendations to the Convention.





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#### RECOMMENDATIONS FROM THE EXECUTIVE BOARD

1. The Executive Board recommends to the MBC that the Convention approve the following goals be set for 2020:

Cooperative Program	\$15,000,000
Missouri Missions Offering	\$725,000
Lottie Moon Offering for International Missions	\$4,000,000
Annie Armstrong Offering for North American Missions	\$2,000,000
World Hunger Funds	\$195,000

2. The Executive Board recommends to the MBC that the Convention approve a 2020 allocation budget goal of \$15,000,000 with 40% Cooperative Program funds allocated to SBC missions and ministries and 60% to MBC missions and ministries, including the allocation to the entities of the MBC. It is also recommended that all Cooperative Program dollars received above the budget goal would receive a 50/50 allocation for the MBC/SBC.

## COOPERATIVE PROGRAM ALLOCATIONS BUDGET Proposed 2020

	Approved 2019 Totals	% Total	Proposed 2020 Totals	% Total
Missouri Baptist Convention Causes:				
Missouri Missions & Ministries	5,887,500	39.25%	5,887,500	39.25%
Guidestone Pastor Protection	420,000	2.80%	420,000	2.80%
Pathway	285,000	1.90%	285,000	1.90%
Entities:				
The Children's Home	510,000	3.40%	510,000	3.40%
Christian Higher Education Operations (SBU, HLGU)	1,785,000	11.90%	1,785,000	11.90%
Missouri Baptist Foundation	112,500	0.75%	112,500	0.75%
Total Missouri Baptist Causes	\$ 9,000,000	60.00%	\$ 9,000,000	60.00%
Southern Baptist Convention Causes	\$ 6,000,000	40.00%	\$ 6,000,000	40.00%
Total Cooperative Program Budget <sup>1</sup>	\$ 15,000,000	100.00%	\$ 15,000,000	100.00%

NOTES: 1 CP receipts above the budget are allocated 50% to the SBC and 50% to Missouri Missions & Ministries

3. The Executive Board recommends to the MBC that the Convention approve the 2020 MBC Missions and Ministry budget.

#### MISSOURI MISSIONS & MINISTRY BUDGET

Proposed 2020

	2019 Approved	Percentage Income/Expense	2020 Proposed	Percentage Income/Expense
Income				
Cooperative Program Income				
Total	\$6,592,500	93.24%	\$6,592,500	93.27%
NAMB Income - Non Personnel				
Total	\$300,000	4.24%	\$300,000	4.24%
Related Income				
Total	\$178,280	2.52%	\$175,780	2.49%
Total Income	\$7,070,780	100.00%	\$7,068,280	100.00%
Expenses				
Operating Expenses				
Total	\$1,117,035	15.80%	\$1,191,815	16.86%
Program Expenses				
Total	\$2,139,680	30.26%	\$2,113,770	29.91%
Personnel and Support Expenses				
Total Personnel & Support Expenses	\$3,739,065	52.88%	\$3,687,695	52.17%
Other Capital Items				
Total	\$75,000	1.06%	\$75,000	1.06%
Total Expenses	\$7,070,780	100.00%	\$7,068,280	100.00%

4. The Executive Board recommends to the MBC that the Convention approve the Rheubin L. South Missouri Mission Offering funds received during 2019 be distributed in 2020 as follows:

#### RHEUBIN L. SOUTH MMO BUDGET

#### Proposed 2020

Ministry Area	2018 Offering for 2019 Ministries		Proposed 2019 Offering for 2020 Ministries	
MAKING DISCIPLES	\$	174,000	\$	177,500
MULTIPLYING CHURCHES	\$	171,500	\$	178,291
DEVELOPING LEADERS	\$	157,251	\$	150,500
STANDING PERCENTAGE ALLOCATIONS	\$	207,249	\$	208,709
TOTAL MMO ALLOCATIONS	\$	710,000	\$	715,000

- 5. The Executive Board recommends to the MBC that the Convention authorize a special offering to be taken on Tuesday, October 29, 2019, to benefit Tri-County Baptist Association to use in partnership with First Baptist, Kimberling City, for the Reeds Spring ministry project.
- 6. The Executive Board recommends to the MBC that the Convention approve the 2021 Annual Meeting of the Missouri Baptist Convention be held October 25-26 at the Branson Convention Center and Hotel, Branson, Missouri.
- 7. The Executive Board recommends to the MBC that the Convention directs the Southwest Baptist University trustees submit amended Articles of Incorporation adopting the MBC requested sole member language on or before March 1, 2020.
- 8. The Executive Board recommends to the MBC that the messengers of MBC 2019 Annual Meeting, Branson, MO, October 28-29, approve the amended Hannibal-LaGrange University Articles and receive the amended Bylaws. (See pages 75-84)
- 9. The Executive Board recommends to the MBC that the messengers of MBC 2019 Annual Meeting, Branson, MO, October 28-29, approve the amended Missouri Baptist University Articles and receive the amended Bylaws. (See pages 85-94)
- 10. The Executive Board recommends to the MBC that the messengers of the MBC 2019 Annual Meeting, Branson, MO, October 28-29, approve the amended Baptist Home and Baptist Home Foundation Articles and receive the amended Bylaws of each. (See pages 95-114)



IMB Report 2019

At the IMB, we believe every church—regardless of size, location, or resources— plays a vital role in taking the gospel to every nation.

That includes yours.

Because of churches like yours and the cooperative work of Southern Baptists, gifts to the IMB through the Lottie Moon Christmas Offering and the Cooperative program are up this year. For maybe the first time in IMB's history, there are more fully-funded open missionary positions than candidates in the pipeline.

When you partner with the IMB, you do more than make it possible to send missionaries. You're part of the team that goes. We provide opportunities for your church to:

#### Pray

Join the critical work of praying for unreached peoples.

#### Give

Empower IMB missionaries to make disciples.

#### Go

Explore opportunities to take the gospel to the nations.



















Let's talk about how your church can *play a role* in reaching the nations.

imb imb.org

## **Executive Board Staff Reports**

## **Developing Leaders**

Jim Misloski, Director

The Developing Leaders Group cooperates with Missouri Baptists to develop joyful, passionate disciples for Jesus who are learning to lead like Jesus through radical trust in His power in order to transform lives and communities with the gospel in every sphere of influence.

In the last year, director Jim Misloski has overseen a reorganization within the group. Tamara Parry and Eric Barb swapped roles between the Making Disciples Group and the Developing Leaders Group. The complementary talent swap these two individuals brought to their new, respective groups has produced exceptional results. Bill Victor was added to the group, bringing a new set of skills to the group's mission. Bob Bickford has been contracted to launch the Missouri Revitalization and Replanting Network.

Misloski has partnered with the MBC's Gene Austin on an initiative to bring Intent Based Leadership principles to MBC church leaders. This training is especially effective in helping leaders grow to be multipliers of other leaders in their organization no matter the context or size. The Developing Leaders Group also has begun work to increase the options of care for MBC church leaders. More information is available at mobaptist.org/helpforleaders.

The following reports cover the major areas engaged by the Developing Leaders Group.

#### Gary Mathes, Church Revitalization

After 5 years of service at the MBC, Gary Mathes accepted a call to serve as the Clay-Platte Baptist Associations director of missions. Mathes left the MBC with several significant contributions. He led a very effective Transitional Pastor Training Network that continues to bless MBC churches with potential transitional pastors.

He also established the Momentum church revitalization process that incorporated the existing Vital Signs Health Assessment Tool. Several state conventions have requested permission to adapt Vital Signs to their context. The

Vital Signs Health Assessment Tool is a free download found at mobaptist.org. With this updated tool, Mathes led churches to undergo a thorough health and needs assessment to discover actionable priorities.

Under Mathes' leadership, the MB125 Pastor's Retreat flourished, and before he left he was working on a significant revision that is scheduled to relaunch in the near future.

#### Bob Bickford, Church Revitalization

Shortly after Gary Mathes' departure, the Developing Leaders Group contracted Bob Bickford to help launch the Missouri Revitalization and Replanting Network, comprised of experienced leaders competent in leading churches toward health and vitality. The network is comprised of associational missionaries/directors of missions (DOMs) and pastors from Missouri who actively support the MBC and SBC.

Each year, nearly 900 SBC churches close their doors and discontinue holding worship services in their communities. Additionally, it is estimated that between 80-90 percent of SBC churches are plateaued, and another 10-15 percent are at risk of closing within the next 3-5 years.

To address the needs of churches statewide, Bickford has recruited pastors and directors of missions from across the state. They have met during several retreats and begun to hammer out a collaborative process that is accessible and effective for all MBC churches.

They are working to establish five zones across the state. Each zone will cover a large metro area as well as suburban and rural cities. This strategic approach is engaging cross-cultural teams of DOMs and leading pastors from the following contexts for each zone: Urban/Suburban, Town/County-Seat, and Rural.

#### Gaylon Moss, Disaster Relief

From July 2018 to June 2019, Missouri Baptist Disaster Relief served people in crisis, offering help, hope, and healing in Jesus' name. Tragedy struck in Branson with the Duck Boat incident where team members were available to prepare food and provide spiritual and emotional first aid. During hurricane season, Missouri Baptist volunteers were invited to help respond to Hurricane Florence in Wallace,

N.C. More than 26,000 volunteer hours of work resulted in six professions of faith, 57,000 hot meals, 137 homes cleaned, 2,500 showers, 2,000 laundry loads, and 3,700 chaplaincy contacts.

Hurricane response activities continued in Bristol, Fla., after Hurricane Michael. Three thousand volunteer days resulted in one profession of faith, 119,000 hot meals, 274 homeowners assisted, 1,800 laundry loads, and 646 chaplaincy contacts. Tornadoes, wind events, and flooding provided ample opportunity to serve others. The 2019 spring flooding season began with responses in Nebraska and northwest Missouri.

In addition, DR leaders held four training events around the state with more than 500 attendees. The Collegiate Disaster Relief Intern Program entered its sixth year, with four students led by coordinator Maddy Atwell, a product of the internship program.

## Joe Ulveling, Family Ministry

Joe Ulveling spoke at several marriage and family events over the last year. The Minister's Juggling Act, a retreat for ministers and wives, has been encouraging those in ministry for 14 years. The event in 2018 was at capacity with 59 couples in attendance. Topics included leadership, marriage, family, and spiritual growth.

Ulveling continues to receive calls from churches that are starting marriage/family ministry, and many leaders are being mentored.

Through the Cooperative Program, all Missouri Baptists have a part in making a difference in marriages and families throughout our state.

#### Bill Victor, Bonhoeffer Project

The Bonhoeffer Project is a year-long leadership development community. The goal is to encourage each participant to become a disciple-making leader. A Bonhoeffer community consists of pastors, ministers, campus missionaries, and lay people learning together and developing personal, intentional disciple-making strategies for their ministries.

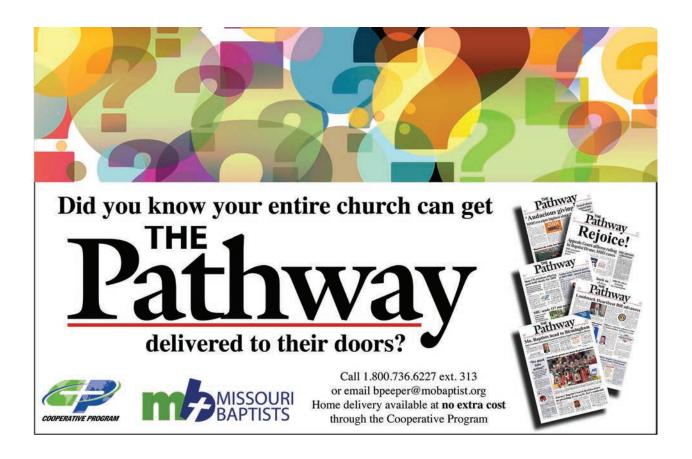
The MBC partnered with Bill Hull since 2015 to bring the Bonhoeffer Project

experience to Missouri. There have been four generations of communities since then, including six Missouri Baptist Convention missionary strategists and all MBC campus missionaries.

Several trained leaders in Missouri are ready to begin new communities, known as cohorts. Details about the Bonhoeffer Project may be found at thebonhoefferproject.com.

As a valued partner with the Bonhoeffer Project, the MBC receives a tuition rate of \$1200, which covers intellectual property, curriculum, and faculty/staff. The MBC covers Bonhoeffer Project faculty travel expenses, as well as all expenses related to cohort meetings.

Those who still find the cost prohibitive should contact Bill Victor for assistance.



### **Executive Office**

Dr. John Yeats, Executive Director-Treasurer

## **The Pathway**

Don Hinkle, Editor

The Pathway set another circulation record this past year, approaching 30,000 subscribers, making it the fourth largest paid circulation newspaper in Missouri. Additionally, more than 40,000 Missourians visited *The Pathway* website over the past year, along with another 10,000-plus coming from other states and nations. Estimated total readership of *The Pathway* is approaching 100,000 per year, with about 60,000 coming from the print edition. The Pathway is read in more than 115 countries.

In April, *The Pathway* website was selected one of the top websites for news by the Evangelical Press Association.

Copies of *The Pathway* are sent to missionaries around the world. In addition, the newspaper is in three state prison libraries, the Missouri State Capitol, and in the hands of every member of the Missouri General Assembly and statewide officeholder.

Don Hinkle completed his 18th year as the only editor *The Pathway* has ever had. It has become a nationally respected publication for espousing a biblical worldview approach to issues and to journalism.

*The Pathway* is made possible at no cost to subscribers through the generous support of Missouri Baptists to the Cooperative Program.

#### The Christian Life Commission

The Christian Life Commission (CLC) of the Missouri Baptist Convention exists to serve the churches of the Missouri Baptist Convention as their public policy advocates.

The CLC authorizes filing amicus briefs in important court cases, such as the Masterpiece Cakeshop, Ltd. v. Colorado Civil Rights Commission Supreme Court case. By God's grace, the court ruled favorably toward Jack Phillips and

Masterpiece Cakeshop, asserting that there were "expressions of hostility to religion" in the Colorado Civil Rights Commission's ruling.

The CLC, which meets four times a year, continues to support key pro-life and religious freedom legislation and to stand for biblical values at the State Capitol and throughout Missouri. The CLC was an important voice leading to the passage of historic pro-life legislation by the Missouri General Assembly in May.

This year, the CLC joined Concord Baptist Church in Jefferson City for its annual Legislative Prayer Service and participated in the National Day of Prayer service at the State Capitol. The CLC hosted two conferences this year, one on religious liberty in Osage Beach and another on bio-ethics in Kansas City.

The Commission also provides resources to churches to conduct voter registration.

## **Business Services and Properties Management**

Joe Ulveling, Group Leader Samantha Spencer, Controller

The Business Services Group is the Cooperative Program's entry portal for the MBC. The group accounts for all church receipts, and allocates the monies to the appropriate ministries and missions. Receipts processed by Business Services for the year ending Dec. 31, 2018, are as follows:

Cooperative Program	\$ 14,839,248
Rheubin L. South Missouri Missions Offering	\$ 791,104
Lottie Moon Offering	\$ 4,241,514
Annie Armstrong Offering	\$ 2,248,577

Auditors issued a clean audit opinion for the year ending December 31, 2018.

Gene Foster, Church Benefits Specialist
Paula Earls, HR/Special Projects Coordinator

Gene Foster retired at the end of April 2019 after 30 years of service with the MBC. He is continuing his service for churches as the Church Benefits Specialist on a contract basis with the Convention.

Foster assists many Missouri Baptists with individual needs such as retirement options, retirement applications, insurance applications, troubleshooting claims requests, coverage questions, etc. He also assists Missouri Baptist church finance, personnel, and pastor search committees with payroll tax questions, retirement plan set up, and church compensation and financial issues.

Paula Earls was promoted to HR/Special Projects Coordinator to handle the internal responsibilities for the MBC associated with HR, insurance, benefits, and policy assistance. She also assists with the Annual Meeting and other special projects.

In addition, this office facilitates the continued participation by the MBC in the Mission Dignity Program.

#### Brooks Crawford, Properties Management Specialist

The Properties Management staff maintains the Jefferson City convention building, the High Point Road Conference Center, the Disaster Relief warehouse, six BSU buildings, and the MBC fleet of vehicles and trailers.

The staff serves by cleaning, setting up for meetings, conducting light construction, and doing repairs and regular maintenance at these locations.

Staff members are working to update/renovate most parts of the Baptist Building, with the 4th and 6th floors completed, along with part of the 5th floor.

#### **Liaison/Strategic Partners**

#### Spencer Hutson, MBC Liaison

The liaison connects Missouri Baptists in MBC churches, associations, and other organizations for the purpose of enhancing effective ministries that lie outside the scope of MBC's vision and mission. In addition, the office of the liaison works with institutions, MBC and SBC entities, and other organizations, striving to raise awareness among Missouri Baptists of available non-MBC financial support for ministry activities.

The office of the liaison works directly with directors of missions and the DOM Fellowship, and assists in planning a DOM conference in the spring. The liaison also works with WMU consultants, who work with the MWMU board.

Stewardship for churches is promoted through the liaison, who works with local churches and associations. The office provides a limited amount of resources available on the MBC website at no charge to churches and provides access to other resources at a reduced cost, all supported by the Cooperative Program.

The liaison continues to assist churches in church-facilities planning by pointing them to available resources, both for plans and capital funding.

Spencer Hutson is working with the Missouri Baptist Foundation to provide information about long-term church facility financing.

#### Bonnie Carter, Missouri WMU Executive Director/Consultant

Unshakeable Pursuit is the focus as Missouri Woman's Missionary Union (MWMU) partners with churches and individuals to reach out with the gospel in their communities, in Missouri, across North America, and around the world. This is accomplished through praying, learning, giving, and living a missional lifestyle.



# **RA CONGRESS 2020**

April 17-18, 2020 Missouri State Fairgrounds, Sedalia

All 1st-6th grade boys are invited to attend.

You do not have to be an RA! Meet a missionary and take part in traditional RA events and activities!





mobaptist.org/racongress

Mission Celebration was held in April at First Baptist Church, Kearney, with 235 in attendance. Rosalie Hunt, an author, former IMB missionary, and past national WMU recording secretary, challenged attendees to pursue God without wavering.

In April, MWMU's Executive Director/Consultant of nine years, Laura Wells, resigned her position as her husband, David, became part of Texans on Missions. In June, Bonnie Carter took over the vacant position, and the MBC added Cheryl Stahlman in a new position as MyMISSION Consultant.

In June, many traveled to Birmingham, Ala., to celebrate National WMU's 131 years. Attendees took part in 131 activities, and heard from great speakers and missionaries.

Thank you to Missouri Baptists for promoting and giving generously to the Missouri Missions Offering, Lottie Moon Christmas Offering, and Annie Armstrong Easter Offering! Your giving takes the gospel around the world.

#### Teri Broeker, Missouri WMU Age Level Consultant

Teri Broeker serves as MWMU Preschool/Children/Student Missions Consultant. Throughout the year, she works with specialists planning age-level events, encouraging existing organizations, helping new starts, and leading in trainings and workshops. The specialists enlist special workers to help with these responsibilities.

Kayla Moore served on the Missouri Acteen Council (April 2018 - April 2019).

First- through sixth-grade girls and leaders attended a GA Retreat, hearing from missionaries participating in activities revolving around the theme, "On Mission: Hit the Road!"

IMB missionaries in Africa shared about their work with boys and leaders at RA Congress 2019. Boys participated in traditional RA Congress sports, racers, campcraft, and project hall events. The traveling trophy went home for the year with Victor Baptist Church in Annut.

Preschoolers, children, and students are being discipled in missions through WMU. They are learning how and why to pray, give, and go!

# **Making Disciples**

#### Brad Bennett, Director

Gene Austin, Director, Collegiate Ministry

God is working through 24 MBC campus missionaries around the state, making an impact on university and college campuses with the gospel. Through their efforts, 1,097 heard the gospel, with 231 receiving Christ. The ministry also was able to add new ministries at Hannibal-LaGrange University and Ozark Technical College in Richwood Valley.

Churches responded with interest in reaching nearby campuses in Sedalia, Marshall, Kansas City metro, and St. Louis metro. This summer, 94 college missionaries were commissioned and discipled by 59 mentors. These missionaries served within area churches, Sports Crusaders, and Collegiate Disaster Relief. Three students were sent overseas as part of the MBC partnership with Italy.

#### Super Summer

In 2019, Making Disciples hosted two weeks of Super Summer on the campuses of Southwest Baptist University and Hannibal-LaGrange University. One thousand and fifty students and leaders were represented. Of those, 41 students gave their lives to Christ, 54 expressed a call on their lives to serve in ministry/missions, and 54 made other decisions.

#### Youth Evangelism Weekend

On October 12-13, 2018, youth evangelism weekend was held at Union Hill Baptist Church in Holts Summit, Mo. One hundred and fourteen students and sponsors attended. The event was held to inspire, instruct, and encourage students to share their faith.

#### **Youth Ministry Luncheons**

In February 2019, we hosted six unique lunches around the state to connect with youth leaders and share with them upcoming events in which they could get involved. Seventy-three attended.

#### Vacation Bible School

Christy Nance continues to serve as state VBS coordinator to oversee VBS training for associational VBS directors and their teams. The MBC held four associational trainings in 2019, with 159 people in attendance.

#### **Transform Sunday School Conference**

First Baptist Church of Troy, Mo., hosted a Sunday School training event in October 2018, led by LifeWay trainers. There were breakouts for all age groups from preschool to adults. Eighty-five were in attendance.

#### Missouri Children's Ministers' Retreat

A ministers' retreat for children's ministry leaders was held November 15-17, 2018. Training sessions were led by a speaker, followed by time to relax and recharge. Thirty leaders attended.

#### **Great Commission Conference**

This year, the Great Commission Conference was hosted February 21-24 at Midwestern Baptist Theological Seminary in Kansas City, with the theme of "Multiply." More than 400 attendees heard from speakers Dan DeWitt, K. Marshall Williams, Rob Bowman, David Runyon, James Choung, Owen Strachan, and Kempton Turner. Jason Yarnell, Joshua Hedger, Jared Wilson, and Chaplain Jose Rondon shared personal experiences highlighting the theme. Ray Jones and his ensemble led worship.



## MO BAPTIST CHILDREN'S MINISTRY

Kids Min Lab are children's ministry gatherings that will meet throughout the school year to provide ongoing training, inspiration, and encouragement to children's ministry leaders. Each gathering will include main sessions with a featured speaker each month, breakout sessions led by children's ministry leaders from around the state, and lunch. The gathering will begin at 9:30am and conclude at 2pm.

# **Ministry Support**

#### Rob Phillips, Director

The Ministry Support Group provides the state missionary staff with creative services, media and technology support, and assistance with the staging and production of MBC events.

The group is continuing a Cooperative Program campaign titled, "I'm4CP," which reveals the value of cooperative ministries through the eyes of Missouri Baptists. In addition, the group has launched promotion of the 2019 Missouri Missions Offering, producing print and electronic resources that show the impact of 16 missions projects across the state.

Creative Services has launched a new app for Missouri Baptist Disaster Relief; expanded the role of video in MBC ministries; kept the Convention's presence on Facebook as one of the most active among the SBC's state conventions; and welcomed new graphic designer Leah England, while honoring the retirement of 30-year veteran Jim Thorne.

Creative Services also released a new apologetics resource on the Trinity.

In Media, Technology & Events (MT&E), the staff continues to improve the speed and reliability of information networks, enhance the Convention's database, simplify the Annual Church Profile, and lower the cost of IT services.

MT&E also provides audio-visual and set design support for all major MBC events.

# **Multiplying Churches**

#### Rick Hedger, Director

The Multiplying Churches Group focuses on transforming lives and communities with the gospel in Missouri, across the U.S., and around the world. Reports through the MBC Kingdom Growth Tracking System for Missouri from May 2018 through April 2019 include 27 currently funded church plants, with more than 3,330 evangelistic encounters, resulting in 117 baptisms.

That indicates that every 28.46 times they share the gospel, they are seeing someone come to faith in Christ and follow through in believer's baptism.

Current church membership for these churches is 923. That indicates that for every 7.8 members, it took a year to see one person come to faith in Christ and follow in baptism. Cooperative Program giving totaled \$93,000.

The Multiplying Churches Group is praying for God to call out and send 100 units to the international mission field from MBC churches. Each MBC church is requested to enter this time of prayer. Twenty-five percent of MBC churches are currently engaging in mission through an Acts 1:8 strategy. The desire is to increase that to 35 percent, or 703 churches.

Current MBC partnerships include Minnesota / Wisconsin; Puebla, Mexico; and Northern Italy.

# **Strategic Partners Reports**

## **Missouri Baptist Children's Home**

Russell Martin, President and Treasurer

The Missouri Baptist Children's Home (MBCH) "Serves God by assisting children, youth, and families to make a lasting difference in their lives." Approximately 93 percent of all ministries were provided in community-based programs rather than on a residential campus.

In 2018, MBCH touched the lives of 4,414 children and families.

MBCH served 67 children in therapeutic group homes.

One hundred seventy-seven children found loving, forever families, and 105 babies were born who may have been aborted if not for the pregnancy services provided by MBCH and The LIGHT House.

One hundred thirty-one children were in treatment foster homes, and 383 children and youth were in family foster homes. MBCH maintained 310 foster/adoptive and/or relative/kinship homes. Forty families were trained and licensed to become foster parents.

Twenty-five young women (18 adults and seven minors) were served through the Freedom 43:19 human trafficking rescue ministry. Transitional living programs in Bridgeton, Springfield, and Mt. Vernon served 58 young people as they prepared to leave foster care and become independent.

Fourteen adults with developmental disabilities received care at Country Haven or The Branches at Brookline.

There were 23 professions of faith and/or baptisms among the children served in residential programs of MBCH and The LIGHT House, or in Treatment Foster Homes.

# **The Baptist Home**

Steven R. Jones, President and CEO

Resident populations on all campuses continue to thrive. Currently, The Baptist Home-Chillicothe campus is home to 64 residents in long-term care and independent living, with 81 at Arcadia Valley (Ironton), and 117 at Ozark.

This summer, construction was completed on the first seven independent living duplexes on the campus at Ashland. Of these new duplexes, three are Patio Homes (three-bedroom duplexes) and four are Bungalows (two-bedroom duplexes). The first residents were welcomed in July.

In 2018, the benevolent care program provided \$1,656,007 in assistance. The Baptist Home has provided \$38,785,046 in benevolent care since January 1, 1997.

The Home continues to partner with churches and community leaders to provide ministries to aging veterans and homebound seniors. We are continuing our efforts to train staff in the techniques of validation therapy to improve resident care and quality of life with those struggling with Alzheimer's or dementia.

We are building partnerships with mission organizations here at home and in 12 countries around the world to provide leadership, consultation, and training opportunities to our brothers and sisters in Christ who seek to "reflect God's love to aging humanity."

## **Missouri Baptist Foundation**

#### Neil Franks, President and Treasurer

The Missouri Baptist Foundation (MBF) staff helps advance the gospel by partnering with churches, entities, families, and associations. With more than 940 accounts and \$138 million under management, the 73-year-old Foundation continues to grow its partnerships. These partnerships strive for the highest financial return on resources to which it has been entrusted today for the benefit of tomorrow and 10,000 tomorrows.

Investment services include FDIC-insured cash management, short-term strategies, and long-term options for endowment. MBF staff members help ministries develop plans for funding God-given ministry dreams.

The MBF can assist individual clients as they consider wills, powers of attorney, and the creation of trusts. By serving as a personal representative or successor trustee, the Foundation helps people plan their giving. This makes sure their generosity receives the greatest tax benefit and the possibility of income over their lifetime.

Seven new scholarships valued at \$14,000 were presented this summer by the MBF board to students wanting a Christian education. As a show of commitment to Christian higher education, the board awarded all applicants \$250.

To learn more about the personalized services of MBF, visit MBFN.org.

#### **Historical Commission**

### Bart McClaughry, Chairman

The Historical Commission held its annual meeting in April, during which the commission awarded the Missouri Baptist Heritage Scholarship to Ethan Bray from First Baptist Church, Macon. He is attending Hannibal-LaGrange University. The Commission encourages pastors to help promote the \$2,000 Missouri Baptist Heritage Scholarship in order to increase applications for students at the MBC's affiliated universities.

The well is in at our historical treasure, "Old Bethel." Plans are underway with the engineer for restrooms, concrete work, etc. When the plans are completed, they will be submitted to the city. Upon approval of the plans and completion of the groundwork, the pre-built Log Structure restroom frame will be taken apart and moved to the site.

At the last annual meeting, the Historical Commission requested that all churches celebrating a milestone anniversary visit baptistparchments.org and register for the MBC historical recognition plaque. Four "Anniversary Plaques" have been sent or delivered, and two more are scheduled to be delivered this fall.

May God bless Missouri Baptists until the Lord returns.

# **Higher Education Institution Reports**

# **Hannibal-LaGrange University**

Dr. Anthony Allen, President

HLGU received a grant to establish a Moorman Professorship. Scott Hall, business department chair, has been named the Moorman Professor and will execute programming to expand HLGU's academic and civic engagement on the importance of free market principles in business and society. Additionally, three professors received their doctorate degrees.

HLGU partnered with Passages Israel again, sending 40 students to the Holy Land for just \$1000 per person. Another trip is planned for December 2019. In addition, students participated in seven mission trips both nationally and internationally.

HLGU's athletics department celebrated its best season in nearly 20 years. The department also received multiple awards during the year, including NAIA Champions of Character Gold Status and AMC Coach of the Year. In addition, nine teams qualified for the NAIA Team Academic Award with an average GPA of 3.0 or higher, and five teams qualified for the NCCAA Team Academic Award with an average GPA of 3.5 or higher.

Campus improvements included the addition of a sand volleyball court, trees, scoreboards, a press box, and covered seating for the soccer program.

HLGU continues to offer a 50 percent tuition scholarship for full-time Southern Baptist students. For more information, visit hlg.edu.

# **Southwest Baptist University**

## Dr. Eric Turner, President

Southwest Baptist University students continue to excel both academically and spiritually through a Christ-centered, caring academic community. Classroom instruction, extra-curricular experiences, mission trips, chapel services, Bible studies and more prepare students to be servant leaders in a global society.

During the 2018-19 academic year, SBU awarded 817 baccalaureate, master's, and doctoral degrees.

SBU has received initial approval from the Missouri State Board of Nursing to begin its first pre-licensure Bachelor of Science in Nursing program. The first cohort of 24 students started this program in January 2019 on the Bolivar campus. SBU now offers nursing degrees on its Bolivar, Salem, and Springfield campuses, totaling about 200 students admitted to nursing programs each year.

In February, the SBU Board of Trustees commissioned Dr. David Dockery to conduct a peer assessment and to make recommendations regarding faith and learning. These recommendations are being implemented in an appropriate manner.

Developing strategies from a comprehensive planning process has been the focus of this past academic year. The formal plan will be submitted to the Board of Trustees in October for final approval.

# **Missouri Baptist University**

#### Dr. Keith Ross, President

Missouri Baptist University made strategic gains in academic fervor and student development throughout the year and received recognition for the progress made throughout the years.

This fall, MBU is expanding MBU online degree offerings to include bachelor's degrees in marketing, business administration, information technology with concentrations in cybersecurity and application development, along with an associate's degree in pre-nursing. Additionally, MBU's School of Education pursued and received accreditation from The Council for the Accreditation of Educator Preparation.

MBU continues a new era of technology and student service with the transformation of MBU's Jung-Kellogg Library. The library includes high-tech spaces including study areas, classrooms, and a collaborative maker space. The university is also expanding the state-of-the-art Spartan Field to include a track and facilities for fans.

The inauguration of MBU's president, Dr. Keith Ross, was held October 19 in Pillsbury Chapel and Dale Williams Fine Arts Center. He served as senior vice president for Institutional Advancement of MBU before being appointed president.

Students combined learning and service when they traveled to work alongside Ghanian nonprofits. Students additionally explored sites of the Christian faith during a trip to Israel led by MBU professor Dr. Matthew Easter.







Learn more at mobaptist.org/cp



At Missouri Baptist University, students are inspired to lead in the careers of their dreams. The faith and knowledge students develop prepare them to bring the good news of Jesus Christ to a fallen world.

We find our light.

We Shine On.

71

Undergraduate, graduate and doctoral programs 11

Locations within the St. Louis Metro including our modern main campus in West County

**27** Online degrees



7th

Most inspirational according to the Wall Street Journal

# SHINE ON

mobap.edu



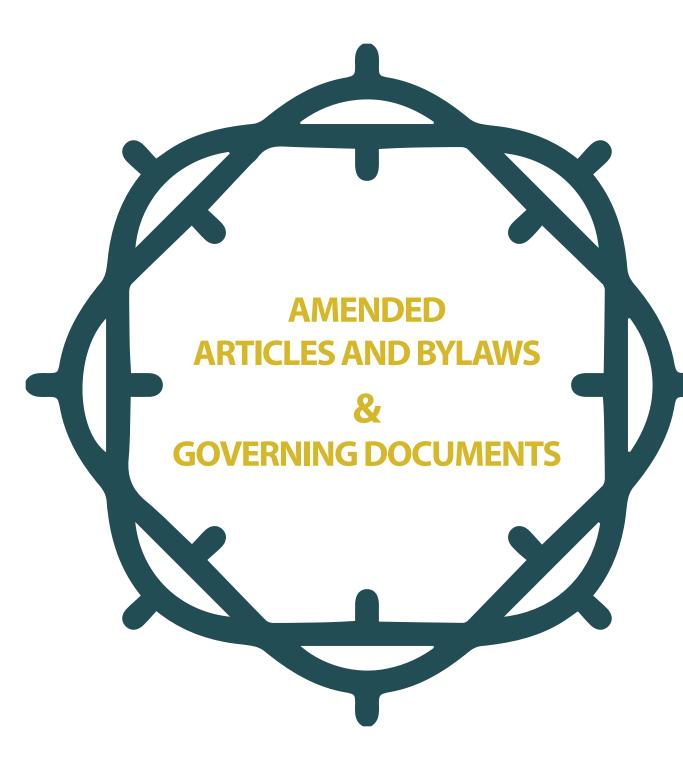
# Kingdom impact.

Southwest Baptist University students receive a quality education through a Biblically based Christian perspective that prepares them to be servant leaders making a global impact for the Kingdom.

As graduates, they are pastors, missionaries, teachers, nurses, communicators, accountants, doctors, computer programmers and more. SBU graduates are the hands and feet of Christ in a broken world.



**Undergraduate • Graduate • On-Campus and Online** 



# AMENDED AND RESTATED ARTICLES OF INCORPORATION — HANNIBAL-LAGRANGE UNIVERSITY

The undersigned corporation, Hannibal-LaGrange University, for the purposes of restating and amending its Articles of Incorporation currently in effect, hereby executes the following Articles of Restatement and certifies that the following Restated Articles of Incorporation replace and restate all the provisions of the Articles of Incorporation previously in effect.

# ARTICLE I NAME OF THE CORPORATION

The name of the corporation is "Hannibal-LaGrange University" (the "University").

#### ARTICLE II PUBLIC BENEFIT CORPORATION/NON-PROFIT STATUS

The corporation is a public benefit corporation and is a nonprofit corporation organized and operated pursuant to Chapter 355 of the Revised Statutes of Missouri.

#### ARTICLE III DURATION

The corporation has perpetual duration.

# ARTICLE IV PURPOSES

The purposes of the University, as a Missouri Baptist Convention ("Convention") educational institution committed to biblical truth and academic excellence, are to glorify God by founding and maintaining a Christian liberal arts university which gladly embraces historic biblical faith, Gospel-centered Baptist traditions and the Christexalting heritage of the founders; to teach with excellence the liberal arts, sciences, and other fields of learning and human endeavor, as well as a biblical world view integrating Baptistic views of salvation, ethics, and morality. It is the University's intent to remain in its historic closely affiliated relationship with the Convention, which elects or appoints the University's governing board and retains authority to approve the University's Articles and all Article amendments.

The University affirms the Baptist Faith and Message 2000, or its current edition, as the University's Statement of Faith. All decisions regarding admission, employment, ministry operations, and all other matters shall be in accordance with Scriptures and the principles expressed in the Statement of Faith. The University employs faculty and administrators who affirm, teach, and live in a manner compatible with and not contrary to The Baptist Faith and Message 2000, the statement of faith of the Southern Baptist Convention, the Convention, and the University.

The corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time ("IRC"), and to engage in any lawful act or activity for which corporation may be organized under R.S. Mo. Chapter 355. Charitable purposes include charitable, educational, religious, literary, and scientific purposes within the meaning of Section 501(c)(3) and 509(a)(1) of the IRC, contributions for which are deductible under Section 170(c)(2) of the IRC. The charitable purposes of the University include, by way of example and not limitation, the educational purpose of instruction or training of persons for the purpose of improving or developing their Christian character and capabilities, and the establishment, maintenance and operation of a Christian university and educational institution with a regularly scheduled curriculum, a regular faculty and a regularly enrolled body of students in attendance.

The University is exempt from federal income taxes and does not carry on any activities prohibited for (a) a corporation exempt from federal income tax under section 501(c)(3) or 509(a)(1) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. The University functions as an integrated auxiliary of the Convention, the State Convention of Southern Baptist churches in Missouri, and receives financial support from the Convention, the churches, and the members of Convention-affiliated churches who also send their students and donations to the

University as a sacred trust.

The University is committed to the doctrines affirmed in the Southern Baptist Convention's Baptist Faith and Message 2000, and the members of its governing body are elected by the Convention, which provides significant financial and non-remunerative support from the Convention and its affiliated churches.

The Articles and Bylaws do not require the University to follow any civil law, rule or ruling that requires any act or omission that violates Christian Scriptures or any religious belief or practice based on Scripture, compatible with the Baptist Faith & Message 2000 or that violates the rights of religious freedom and free exercise which God has granted to all persons and which the Constitution's First Amendment protects.

#### ARTICLE V POWERS

Except as otherwise provided in these Articles of Incorporation, the University has the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives enumerated in these Articles of Incorporation, necessary, or incidental to the protection and benefit of the University and, in general, either alone or in association with other associations, corporations, individuals, or other jural entities, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment, or furtherance of the purposes and objectives of the University.

#### ARTICLE VI NON-INUREMENT

The University is not organized or operated for profit or pecuniary gain. Notwithstanding any other provisions in these Articles of Incorporation, no part of the net earnings of the University inures to the benefit of, or is distributable to, its Trustees, officers, or other private persons, except the University is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. Notwithstanding any other provision of the Articles of Incorporation, the

University does not carry on any activities which would invalidate its status as an organization exempt from federal income tax under Section 501(c)(3) of the IRC, subject to its fundamental rights of freedom of religion and the free exercise thereof.

#### ARTICLE VII MEMBERSHIP

The University has one member as that term is defined in §355.066(21) and (22), R.S. Mo. The Member of the University is The Missouri Baptist Convention, a Missouri Chapter 352 non-profit corporation. The Convention has, in its sole and absolute discretion, the following rights:

- 1. The sole and exclusive right to elect and remove Trustees of the University or any subsidiary;
- 2. The right to recommend to the University's Trustees and the right to approve or reject, in writing, any amendment by the University's Trustees of the University's Articles and/or Bylaws;
- 3. The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of the University or any subsidiary;
- The right to approve or reject the creation, amendment, or dissolution of any subsidiary of University;
- 5. The right to have notice of all meetings of the Board of the University or any subsidiary, to be sent to the Convention's Executive Director;
- 6. The right to have the Convention's President serve as a non-voting ex officio Trustee of the University's Board;
- 7. The right to have the Convention's Executive Director to serve as a non-voting ex officio Trustee of the University's Board and as a non-voting ex officio member of any search committee for University's President;
- 8. The right to have the Convention's President or his designated representative to attend meetings of the Board; and
- 9. The right to approve or reject any material change by the University in the ministry purposes of University or any subsidiary.

The University's trustees must honor their fiduciary duties to the University, while honoring their duties to the Convention as the corporate member in perpetuity.

The Convention has designated the University as an entity of the Convention, with all the rights and duties of an entity as are set forth in the Convention's governing documents, and University is subject to the Convention and its governing documents, as they may be amended from time to time, as fully as if the Board had approved and signed the governing documents.

The Trustees do not have the right or authority to expel, suspend or remove the Member or to admit any additional member without the prior written consent of the Member. No Bylaw or other action of the University alters, restricts, diminishes, or limits the rights to elect, remove, and replace any or all Trustees of the University and to approve any amendment to the Articles of Incorporation originating from the University. The Convention has legal standing to protect and enforce its membership rights, including the right to approve amendments to Articles and bylaws, pursuant to R.S. Mo §355.606, and any action to enforce Convention's rights does not implicate R.S. Mo §355.141 regarding challenges to the University's power to act.

#### ARTICLE VIII BOARD

The business and affairs of the University are managed by, and all corporate powers of the University shall be exercised by or under the authority of its Board of Trustees ("Board"). The number of Trustees serving on the Board shall be set forth in its Bylaws, as amended from time to time. All Trustees, including those elected to fill vacancies, are elected or appointed by the Member in accordance with the Member's Constitution and internal adopted policies and procedures, as may be amended or changed from time to time. The University has the right to recommend or submit prospective board members to the Member for good faith and due process consideration by Member in its sole discretion. The Board has the right to appeal to the Member to remove a board member who is not acting in good faith, failing to fulfill their board responsibilities, violating Biblical standards of conduct for a leader, and/or not serving in the best interests of the University. The University has no legal right to challenge, compel, or prevent the nomination, election, or appointment of any person

as Trustee on any basis. Each Trustee serves a term of five (5) years. Trustees' terms are staggered so that, to the extent reasonably possible, an equal number of terms expire each year. No person serving as a Trustee is eligible for re-election or re-appointment to the Board after serving two (2) consecutive complete terms, but is eligible for re-election or re-appointment after such person has been off the Board for one year. The Board retains sole authority for generating any changes to the Articles and Bylaws, subject to the Convention's right to request and recommend, and the University must garner written approval from the Messengers at the annual Convention meeting before implementing said changes and recording amended articles with the Secretary of the State of Missouri. The Board retains sole right of the decision of dissolution subject to approval by the Member.

# ARTICLE IX REGISTERED OFFICE AND PRINCIPAL OFFICE

The principal place of business, registered office. and registered agent is named on form Corp 59, filed with the Secretary of State, which name may be changed from time to time by the Board, after first giving notice to the Convention's Executive Director.

# ARTICLE X DISSOLUTION

If the Board makes the decision in favor of dissolution, then that dissolution decision must be forwarded to the Member for final written approval or rejection. Upon dissolution of the University, after paying and making provision for the payment of all liabilities of the University, the Board and the Member will seek to agree upon the disposition of all the University's assets to such organization(s) organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. In the event the Board and Member do not agree, then the Member in its annual meeting shall determine the disposition, so long as they are disposed to such organization(s) organized and operated exclusively for charitable and religious purposes as at the time

qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE XI AMENDMENTS

The Articles of Incorporation may only be amended, revised, restated or repealed, in whole or in part, in accordance with the following procedure: (i) twothirds (2/3) of the Trustees present and voting at a duly called meeting must approve a proposed amendment; (ii) such proposed amendment is then presented to the Convention's Executive Board for review and recommendation to the Convention, (iii) such proposed amendment is then presented to the Messengers at the Convention's annual meeting for its written approval for adoption. Convention may condition its approval on any basis or condition or it may refuse to approve any proposed amendment, and (iv) if approved, the University, after receipt of the Convention's approval in writing and satisfaction or compliance with any approval condition precedent, may record the amended articles with the Missouri Secretary of State, with notice to the Member.

## BYLAWS — HANNIBAL-LAGRANGE UNIVERSITY

#### **BYLAW 1 - TRUSTEES**

All corporate powers of Hannibal-LaGrange University ("University") are exercised by or under the authority of and the affairs of the University shall be managed under the direction of the University's Board of Trustees ("Board"). The Board has and is vested with all powers possessed by the University.

The Board consists of not less than fifteen (15) or more than twenty-five (25) persons elected or appointed by the messengers of the Missouri Baptist Convention ("Convention"), not counting ex officio members of the Board. Up to five (5) of the Board's members may reside outside of the State of Missouri so long as each is a member in good standing of a Baptist church in friendly cooperation with the Southern Baptist Convention and sympathetic with its purposes and work as defined by the Southern Baptist Convention and has a faith and practice which closely identifies with the Baptist Faith and Message, 2000 (or current edition).

In emergency situations, for good cause, the Board may by a two-thirds vote suspend a trustee for one regular meeting and report the cause immediately to the Convention's Executive Board chairman with a request for continued suspension or removal. If the trustee does not resign, and if the Convention's Executive Board does not vote to sustain the suspension, the trustee is restored to full service. If the Convention's Executive Board sustains the suspension and recommends that the Convention remove the trustee at its next annual meeting the Convention's Nominating Committee nominates a successor for the remainder of the term of the suspended trustee. Convention's governing documents control the election, suspension, removal and replacement process, notwithstanding other procedures of 355.346 R.S. Mo.

The Board governs primarily by policy making and overseeing sound resource development and management of the University. The Board determines the general, educational, and financial policies, and has the power to carry out all other functions permitted by law. The Board's authority includes but is not limited to the following:

- a. Determine and periodically review the purposes and the mission of the University;
- b. Establish, review and approve changes in the educational programs of the University consistent with its mission;
- c. Establish procedures regarding appointment, promotion, and dismissal of faculty members;
- d. Approve annually the terms and conditions of employment, salary policies and schedules for staff, administrators, and other employees of the University;
- e. Appoint the President, who is the chief executive officer of the University, and any other officers of the Board and administrative officers of the University;
- f. Approve and authorize all earned and honorary degrees upon recommendation of the faculty;
- g. Oversee and approve the budget of the University and establish policy guidelines for the endowment and for all investments and major fund raising efforts:
- h. Authorize the purchase, management, and sale of all land, buildings, or major equipment for use of the University that occurs in the usual and regular course of the University's activities;
- i. Authorize the construction of new buildings and major renovations of existing buildings;
- j. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible, and intangible; k. Authorize any changes in tuition and fees within the University; and
- l. Authorize officers or agents of the University to accept gifts or bequests on behalf of the University.

The Convention's annual meeting constitutes a meeting of the corporate member and the recording of actions by the Convention constitutes written approvals, elections and appointments for purposes of Chapter 355, The action of a majority of Convention's Messengers is deemed to be the act of the corporate member, the same as if enacted by written ballot at a member meeting, or by unanimous consent in lieu of a meeting, or otherwise.

#### **BYLAW 2 – MEETINGS**

SECTION 1. The regular meetings of the Board are held bi-annually in the months of March and October. The March meeting is designated as the annual meeting.

SECTION 2. Notice of all meetings, giving the location, date and hour of the day, are communicated by mail or digital means to each member of the Board at least ten (10) days prior to the date of such regular meetings, or a reasonable time for special meetings, giving the circumstances.

SECTION 3. Special meetings are called at any time upon request of the Chairman of the Trustees, the Executive Committee, or the President of the University. The official method of communication is the Trustee Portal: www.hlg.edu/trustee. In an emergency, alternative methods of communication may be used, provided the method is reasonably calculated to timely inform the Board as to the calling of a special meeting.

SECTION 4. The call for special meetings shall state the general nature of the business to be considered and the action to be recommended, and shall be communicated at least seven (7) days before the day of which the meeting shall be held, except in case of emergencies determined by the Chairman. No business shall be transacted at such meeting other than that specified in the call.

SECTION 5. A majority of members of the full Board of Trustees present at the beginning of any duly called meeting of the Board constitutes a quorum for the transaction of any business.

#### **BYLAW 3 – OFFICERS**

SECTION 1. The Board has a Nominating committee of three (3) trustees, appointed by the President and the Officers of the Board of Trustees and elected in the March meeting, who shall present their recommendations to the Board for officers to be voted on and take office at the close of the regular meeting in October, and to serve for one year or until their successors have been elected and shall have qualified: a Chairman, Vice Chairman, Treasurer, and Secretary.

SECTION 2. The Chairman of the Trustees presides at the meetings of the Board and discharges the duties which ordinarily pertain to that office.

SECTION 3. The Vice-Chairman of the Trustees, in the absence or disability of the Chairman, performs all the duties of the Chairman.

SECTION 4. The Secretary of the Trustees performs the usual duties pertaining to this office. The Secretary keeps full and true minutes of all meetings of the Board and the meetings of all standing committees of the Board, and of such special meetings as shall be requested.

Any of the duties or powers of the Secretary may be performed by the Assistant Secretary who is responsible to and reports to the Secretary in the fulfillment of those duties and the discharge of those powers. The employee designated by the President may serve as Assistant Secretary and that employee will, in all other respects, be supervised by the President. The Secretary or the Assistant Secretary has the authority to authenticate records of the corporation. The Assistant Secretary has custody of the seal of the University and the Secretary or the Assistant Secretary attests to and affixes said seal to such documents as required in the business of the University, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts or resolutions, certificates, minutes and By-Laws issued pursuant to the authority of the University. The Assistant Secretary issues the call for and gives proper notice and reminders of all meetings of the Board of Trustees and keeps a record of the appointment of all committees of the Board of Trustees.

SECTION 5. The Treasurer performs the usual duties pertaining to this office.

#### **BYLAW 4 – COMMITTEES**

SECTION 1. There are five standing committees of the Board, namely:

- (1) Academic Administration Committee
- (2) Business & Finance Committee
- (3) Institutional Advancement Committee
- (4) Student Life Committee
- (5) Enrollment Management & Athletics Committee

SECTION 2. The standing committees and their chairmen shall be appointed by the officers following the annual meeting to serve until their successors are appointed.

SECTION 3. The President of the University and the Chairman of the Trustees are ex-officio members of all committees.

SECTION 4. A majority of the members of any of the foregoing committees at the beginning of any duly called meeting constitutes a quorum. Meetings of any committee may be called by the Chairman of the Committee, by the Chairman of the Trustees, or by the President of the University.

SECTION 5. The Executive Committee is composed of nine (9) members and composed of the officers of the Board and the Chairpersons of the Standing Committees. No more than one-third (1/3) of the Executive Committee members may reside outside of the State of Missouri. The Officers of the Board serve as the Officers of the Executive Committee. The Executive Committee shall meet as needed to conduct the business of the University between regular meetings.

The Executive Committee, when the Board is not in session, arranges for the execution of orders and resolutions not otherwise specifically committed or provided. It may temporarily fill vacancies in the faculty occurring between regular meetings or during a recess of the Board, and in accordance with the general policy of the Board, has the care and direction of matters pertaining to the welfare of the University, and especially shall discharge such duties as the Board may assign to it from time to time. It shall make formal reports of its action to the Board at its next regular meeting. Appointments to fill vacancies are subject to confirmation by the Board. The Executive Committee does not act contrary to prior action or direction by the Board.

#### BYLAW 5 – PRESIDENT OF THE UNIVERSITY

SECTION 1. The President is elected by the Board and is over all departments of the University, exercising such supervision and direction as will promote their efficiency. The President is the chief executive officer of the University and has direct responsibility to ensure implementation and

compliance with the provisions of the Charter, the By-laws, and the general policies and directives of the Board. The President directs the employment of the faculty and fills such vacancies as occur, subject to the final approval of the Board. The President, or his appointed representative, presides at the meetings of the faculty and is the official medium of communication between the students or faculty and the Board.

Subject to approval by the Board, the President has responsibility for the development of rules, regulations, and policies relating to the faculty, including but not necessarily limited to: definitions of faculty positions, qualifications for faculty members, promotions and demotions of faculty members, academic achievements, and conduct.

The President is responsible for the discipline of the University and for carrying out all measures concerning the administration of the University as the Board may authorize or adopt.

SECTION 2. The President reports to the Board of the work and condition of the University, and from time to time gives to the Board reports on the condition of the University, and presents for their consideration such measures as he deems necessary or expedient for its welfare.

SECTION 3. In case of a vacancy in the office of the President of the University, or inability to serve, the Board may appoint an acting President of the University.

#### BYLAW 6 - OTHER OFFICERS AND AGENTS

SECTION 1. Upon the recommendation of the President of the University, or the Executive Committee, the Board appoints such other officers and agents as it deems necessary and proper for the efficient conduct of the affairs of the University and prescribes the duties of such officers or agents or delegates the power to do so.

#### **BYLAW 7 – THE FACULTY**

SECTION 1. The Board in regular, or any special called meeting, gives final approval to all new members of the faculty upon the recommendation of the President.

SECTION 2. Academic Freedom and Responsibility

Hannibal-LaGrange University encourages faculty members, in their quest for knowledge, to interpret their findings according to principles of sound scholarship and the dictates of conscience. However, the University reserves the right to employ and support only those employees whose beliefs, teachings, and conduct, are in harmony with the purposes and policies of the University and are in general accord with the theological and educational position reflected in the resolution adopted by the Missouri Baptist Convention, October 25, 1978, and the Baptist Faith and Message, 2000 (or current edition), in the sole discretion of the Board.

SECTION 3. The faculty meets regularly or at the call of the President, and appoints a secretary to keep a record of the proceedings. They make such rules of procedure and provide for such committees as they deem proper.

SECTION 4. Employment of faculty members is on an annual basis.

# BYLAW 8 – COMPOSITION OF STUDENT BODY

The University is coeducational and open to any qualified student of approved character, with preference given to qualified Baptist students, subject to such conditions as may be prescribed by the President or by the Board from time to time. Students may be required to agree to abide by a policy or code of conduct based on Christian principles, to guide their behavior while they are enrolled as students. Compliance with this policy is determined in the sole discretion of the Board.

#### **BYLAW 9 – STATEMENT OF FAITH**

All full-time faculty members must be actively committed to individual Christian faith and conduct, openly professing Jesus Christ as their Lord and Savior and the Bible as their rule of faith and conduct, and affirm and agree to teach and perform their duties consistent with and not contrary to the Baptist Faith and Message 2000, (or current edition).

#### **BYLAW 10 – AMENDMENTS**

These By-laws may be amended or repealed at any regular meeting of the Board by a vote of two-thirds of all the members present, provided that due notice was given of the meeting together with a general description or the text of the proposed amendment; provided further that a majority of the Board is present, and participating in the meeting; and provided that the Bylaw amendment is approved in writing by the Convention

#### BYLAW 11 – SEAL

The seal of the corporation is circular in form with the words, "Hannibal-LaGrange University" and "Hannibal, Missouri" in the margin. The two crosses, also in the margin, are reminders of the Christian heritage of the university. In the center, the words, "Knowledge for Service" are in Latin (Scientia Ad Serviendum), the language of academia. The founding date, 1858, of LaGrange College shows the long history of the university, while the lighted lamp and open Bible are symbols from the earlier college seal. The archway in the center of the seal ties the past with the present.

#### **BYLAW 12 – PARLIAMENTARY PROCEDURE**

The guide for parliamentary procedure is the latest edition of Robert's Rules of Order.

#### **BYLAW 13 – INDEMNITY**

SECTION 1. The Board of Trustees may authorize the University to pay expenses incurred by, or satisfy a judgment of fine rendered or levied against, a present or former trustee, officer, or employee of the University in an action brought by a third party against such person, whether or not the University is joined as a party defendant, to impose a liability or penalty on such person for an act alleged to have been committed by such person while a trustee, officer, or employee, or by the University, or by both; provided, the Board determines in good faith that such trustee, officer, or employee was acting in good faith within what they reasonably believed Tobe in the best interests of the University. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. The provisions of the Article shall apply to the estate,

Personal Representative, heirs, legatees, or devisee of a trustee, officer, or employee, and the term "person" where used in the forgoing Article shall include the estate, personal representative, heirs, legatees, or devisee of such person.

SECTION 2. University shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the University, by reason of the fact that they are or were a trustee, director, officer, employee or agent of the University, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the University, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interest of the University, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

SECTION 3. University shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the University to procure a judgment in its favor by reason of the fact that they are or were a trustee, director, officer, employee or agent of the University, or is or was serving at the request of the University as a trustee, director, officer, employee or agent of another joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the University; except that no indemnification

shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the University unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 4. To the extent that a trustee, director, officer, employee or agent of the University has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections 2 and 3 of this section, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by them in connection with the action, suit or proceeding.

SECTION 5. Any indemnification under subsections 2 and 3 of this section, unless ordered by a court, shall be made by the University only as authorized in the specific case upon a determination that indemnification of the trustee, director, officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in this section. The determination shall be made by the Board by a majority vote of a quorum consisting of trustees who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable, a quorum if disinterested trustees so directs, by independent legal counsel in a written opinion, or by the Convention.

SECTION 6. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the University in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the University as authorized in this section.

SECTION 7. The indemnification provided by this section shall not be deemed exclusive of any

other rights to which those seeking indemnification may be entitled under any agreement or vote of disinterested trustees or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 8. The University may purchase and maintain insurance on behalf of any person who is or was a trustee, director, officer, employee or agent of the University, or is or was serving at the request of the University as a trustee, director, officer, employee or agent of another college, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their statue as such, whether or not the University would have the power to indemnify them against such liability under the provisions of this section.

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF A NON-PROFIT CORPORATION — MISSOURI BAPTIST UNIVERSITY

Missouri Baptist University, ("University" or "MBU") a non-profit corporation under Chapter 355, RSMo, the Missouri Non-Profit Corporation Code, hereby adopts the following Amended Articles of Incorporation, as approved in writing by the Missouri Baptist Convention ("MBC") and certifies that the following amended and restated Articles of Incorporation replace all the provisions of the Articles of Incorporation previously in effect, in their entirety.

- 1. **Name.** The name of the corporation is **Missouri Baptist University.**
- 2. **Benefit.** The corporation is a **Public Benefit Corporation.**
- 3. **Duration.** The period of duration of the corporation is **perpetual**.
- 4. Address. The principal business address is 1 College Park Drive, St. Louis, Missouri.
- 5. Purposes.
- 5.1. Religious and Educational Purposes. The purpose of the University, as a Missouri Baptist Convention ("MBC") educational institution committed to Biblical truth and academic excellence, is to glorify God by establishing, strengthening, and perpetuating schools, colleges and institutions of learning, offering programs of study in the liberal arts, sciences and other disciplines, from a distinctly Christian and Baptistic perspective and worldview, leading to diplomas, undergraduate and post-graduate degrees, professional degrees and certificates, with a mission to teach, empower and inspire men and women for service and lifelong learning consistent with MBU's Christian commitment.
- 5.1.1. The University is evangelical, gospel-driven, and Christ-centered in faith, mission, values and worldview, and is dedicated to the highest standards of Christian moral character, honesty, integrity, diligence, and service in the various fields of human endeavor and Christian commitment.
- 5.1.2. The final authority for faith and practice in University operations is God and His Word. The University affirms the Southern Baptist Convention Baptist Faith & Message, 2000, ("BFM

2000") (or current edition) as MBU's Statement of Faith.

- 5.2. Non-Profit Exempt Organization. MBU is organized and operated as a non-profit organization under Missouri law to engage in any lawful act or activity for which corporations may be organized under Chapter 355, RSMo. MBU is exempt from federal income taxes and does not carry on any activities prohibited for (a) a corporation exempt from federal income tax under section 501 (c) (3) or 509(a)(1) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. MBU functions as an integrated auxiliary of the MBC, the State Convention of Southern Baptist churches in Missouri, and receives financial support from the Convention, the churches, and the members of MBC-affiliated churches who also send their students to the University as a sacred trust.
- 6. **Governance.** All corporation powers are exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the corporation's Board of directors, which is called the Board of trustees.
- 6.1. The Board of trustees consists of twentyseven (27) persons elected or appointed by the messengers of the MBC, not counting ex officio trustees.
- 6.2. All trustees must be baptized believers and active members of Baptist churches affiliated with the MBC, affirming Baptist Faith & Message 2000 (or current edition) and strongly supporting the Cooperative Program; except that up to 3 of 27 trustees may be active members of churches outside Missouri, so long as each trustee and church affirm BFM 2000 and demonstrate a strong commitment to the Cooperative Program.
- 6.3. Trustees are elected to three-year terms, unless filling an unexpired vacancy with less than three years. A trustee may be elected to three consecutive terms, or parts thereof, after which a trustee must rotate off for one year before being eligible for re-nomination or election.

- 6.4. Vacancies occurring on the Board of trustees are filled by the MBC Nominating Committee until the next annual meeting of the MBC when the vacancy is filled by the MBC for the unexpired term.
- 6.5. The Board adopts Bylaws to govern its proceedings and to direct its work in overseeing the University. Bylaws must not be contrary to law or the provisions of these Articles. The MBC Executive Board and the MBC must approve in writing any amendments to Bylaws, in the manner set forth in the Bylaws.
- 7. **Corporate Member.** The Corporation has one (1) member: the Missouri Baptist Convention, ("MBC") as the term "member" is defined in §§355.066(21) and (22), RSMo. MBC is also the sole member of any corporation created by or subject to MBU, sometimes referred to as a "subsidiary."
- 7.1. MBC has, in its sole and absolute discretion, the following rights:
- 7.1.1. The sole and exclusive right to elect and remove Trustees of the University or any subsidiary;
- 7.1.2. The right to recommend, approve, or reject, in writing, any addition, deletion, or other amendment to the Articles and/or Bylaws of MBU or any subsidiary.
- 7.1.3. The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of MBU or any subsidiary.
- 7.1.4. The right to approve or reject the creation, amendment, or dissolution of any subsidiary of MBU.
- 7.1.5. The right to have notice of all meetings of the Board of trustees of MBU or any subsidiary, to be sent to the MBC Executive Director.
- 7.1.6. The right to have the MBC President serve as a non-voting ex officio Trustee of the MBU board;
- 7.1.7. The right to have the MBC Executive Director to serve as a non-voting ex officio Trustee of the MBU board and as a non-voting member of any search committee for MBU's president.
- 7.1.8. The right to have an MBC officer or representative attend any meeting of the Board, if the MBC president is absent and designates his representative;
- 7.1.9. The right to approve or reject any material change in the ministry purposes or strategies of MBU or any subsidiary.

- 7.2. The University and its trustees have a fiduciary relationship to the Missouri Baptist Convention to honor the rights of the MBC in this Article 7 as the Corporate Member, in perpetuity.
- 7.3. MBC has designated the University as an entity of the MBC, with all the rights and duties of an entity as are set forth in the MBC's governing documents, and MBU is subject to the MBC and its governing documents, as they may be amended from time to time, as fully as if the Board of trustees had approved and signed the MBC governing documents.
- 7.4. MBC, as the Member, is an express thirdparty beneficiary of these Articles of Incorporation, with all rights and standing to bring a derivative proceeding or such other action or proceeding as the Member determines to enforce or give effect to the Member's rights herein.
- 7.5. MBC has legal standing to protect and enforce its membership rights listed above, including the right to approve amendments to MBU articles and bylaws, pursuant to §355.606 RSMo, and any action to enforce these rights does not implicate §355.141 RSMo regarding challenges to the corporation's power to act.
- 8. **No Private Inurement.** The University does not operate for profit or pecuniary gain. No part of the net earnings of the corporation inure to the benefit of, or are distributed to its trustees, officers or other private persons, except that the corporation pays reasonable compensation for services rendered and makes payments and distributions in furtherance of its purposes.
- 9. **Political Activity.** The University does not, as a substantial part of its activities, attempt to influence legislators regarding particular legislation and the University does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for elective public office, including the publishing or distribution of statements.
- 10. **Dissolution.** Dissolution, merger, or the sale, lease, exchange or other disposition of all or substantially all of the corporation's property, other than in the usual and regular course of its activities, must be approved by the MBC. Upon the dissolution of the corporation, assets must be distributed as directed by the MBC for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to organizations that are exempt institutions

within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 11. Amendments. The Board of Trustees may adopt one or more amendments to these articles of incorporation subject to the approval in writing of the MBC upon the recommendation of the MBC Executive Board, pursuant to 355.606 RSMo. The corporation must provide notice of any meeting at which an amendment is to be voted upon, in accordance with the requirements of the Missouri Nonprofit Corporation Act and these articles and the bylaws of the corporation. The notice states that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the articles and the notice contains or accompanies a copy or summary of the amendment, stating the general nature of the amendment. The amendment must be approved by a majority of the trustees in office at the time the amendment is adopted before going to the MBC Executive Board and then to the MBC for approval in writing.
- 12. **Registered Agent.** The Registered Agent and Registered address are named on form Corp. 59, on file with the Secretary of State, which may be changed by direction of the Board from time to time by filing a new Corp. 59 form, after first giving written notice to the MBC Executive Director.
- 13. **Religious Liberty.** The Articles and Bylaws do not require MBU to follow any civil law, rule or ruling that requires any act or omission that violates any religious belief or practice based on Scripture, compatible with the *Baptist Faith & Message*, 2000, (or current edition), or that violates the rights of Religious Freedom and Free Exercise which God has granted to all people and which the Constitution's First Amendment protects.

WHEREFORE, these amended and restated Articles of Incorporation were approved by a vote of a majority of the MBU Board of Trustees then in office at a duly called meeting on May 23, 2019, with vote taken by written ballot thirty days hence. On recommendation by the Executive Board, the Articles were approved in writing by the MBC, by its messengers, at a regular meeting on October 28-29, 2019, pursuant to section 355.606 RSMo. These amended and restated Articles supersede the original articles of incorporation and all amendments thereto.

In affirmation of the facts stated above,

#### MISSOURI BAPTIST UNIVERSITY

By James Plymale, Chairman

## **BYLAWS — MISSOURI BAPTIST UNIVERSITY**

#### 1. Bylaw 1 – Board of Trustees

- 1.1. All corporation powers are exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the corporation's Board of directors, which are called the Board of Trustees. The Board of Trustees consists of twenty-seven persons elected or appointed by the messengers of the Missouri Baptist Convention (MBC), not counting ex officio members of the Board. The Board governs primarily by policy-making and overseeing sound resource management of the corporation (referred to in this and the following bylaws as "University" or "MBU"). The Board determines the general, educational and financial policies, and has the power to carry out any other functions permitted by these By-Laws or by the Articles of Incorporation, except as limited by law. The Board's authority includes but is not limited to the following:
- a. Determine and periodically review the purposes and the mission of the University.
- b. Establish, review and approve changes in the educational programs of the University consistent with its mission.
- c. Establish procedures regarding appointment, promotion, and dismissal of faculty members.
- d. Approve annually the terms and conditions of employment, salary policies and schedules for all staff, administrators and other employees of the University.
- e. Appoint the President, who is the chief executive officer of the University, and any other officers of the Board and administrative officers of the University, in accordance with these By-Laws.
- f. Approve and authorize all earned and honorary degrees upon recommendation of the faculty.
- g. Oversee and approve the budget of the University and establish policy guidelines for the endowment and for all investments and major fund raising efforts.
- h. Authorize the purchase, management and sale of all land, buildings, or major equipment for use of the University that occurs in the usual and regular course of the University's activities.
- i. Authorize the construction of new buildings and major renovations of existing buildings.

- j. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
- k. Authorize any changes in tuition and fees within the University.
- l. Authorize officers or agents of the University to accept gifts or bequests on behalf of the University.
- 1.2. Trustees are elected to three-year terms, unless filling a vacancy with an unexpired term with less than three years. A trustee may be elected to three consecutive terms, or parts thereof, after which a trustee must rotate off for one year before being eligible for re-nomination or election.
- 1.3. Vacancies occurring on the Board of Trustees are filled by the MBC Nominating Committee until the next annual meeting of the MBC when the vacancy is filled by the MBC for the unexpired term.
- 1.4. Trustees are elected by the MBC in its role as the corporate Member and trustees can be removed by the MBC without cause at any meeting of the MBC, with or without advance notice. MBC has the sole and exclusive right to elect, appoint, remove and replace trustees. The Board does not have the right to expel, suspend, remove or replace a trustee. MBC has no duty to elect or appoint persons who are nominated by the University as trustees for new or recurring terms.
- 1.5. The MBC President and MBC Executive Director serve as non-voting ex officio trustees of the MBU board.
- 1.6. MBC Executive Director serves as a non-voting ex officio member of any search committee for MBU's president.
- 1.7. The MBU President is not a member of the Board of Trustees. but relates closely with the Board and has access to most business sessions and committee meetings, except for certain executive sessions.
- 1.8. In emergency situations, for good cause, the MBU Board may by a two-thirds vote suspend a trustee for one regular meeting and report the cause immediately to the MBC Executive Board chairman with a request for continued suspension or removal. If the trustee does not resign, and if the MBC Executive Board does not vote to sustain the suspension, the trustee must be restored to

full service. If the MBC Executive Board sustains the suspension, and recommends that the MBC remove the trustee at the next annual meeting, the MBC Nominating committee nominates a successor for the remainder of the term of the trustee. MBC governing documents control the election, suspension, removal and replacement process, notwithstanding other procedures of 355.346 RSMo.

- 1.9. The MBC annual meeting constitutes a meeting of the corporate member and the recording of actions by the MBC constitutes written approvals, elections and appointments for purposes of Chapter 355, The action of a majority of MBC messengers is deemed to be the act of the corporate Member, the same as if enacted by written ballot at a Member meeting, or by unanimous consent in lieu of a meeting, or otherwise.
- 1.10. The University and its trustees have a fiduciary relationship to the MBC to honor the Bylaw 13 rights of the MBC as the Corporate Member in perpetuity.
- 1.11. The Board may develop and adopt a Board of Trustees Handbook, defining the rights and responsibilities of trustees and detailing other practices and procedures to be followed in board administration.

#### 2. Bylaw 2 - Meetings

- 2.1. The Board of Trustees holds an annual meeting, and, if needed, other regular meetings each year the number, dates and locations of which are fixed by the board at the annual meeting. A reminder of the date, time, and place of each regular meeting and a suggested agenda will be mailed or emailed to each member of the Board at least ten days prior to the date of such meeting.
- 2.2. Other special meetings may be called at any time upon the request of the Chairman, the Executive Committee, nine members of the Board, or the President. Notice for these meetings may be deposited in the United States mail, with postage required for first class delivery affixed, or sent by electronic mail and addressed to each member of the Board at the last mail or email address the member has provided the Secretary; these notices must be mailed or emailed at least five days before the day on which the meeting is held. Only business specified in or included with the notice may be transacted at the special meeting.
  - 2.3. The Board may permit any or all trustees to

- participate in a meeting of the Board or a committee of the Board by, or may conduct the meeting through use of, any means of communication by which all trustees participating may simultaneously hear and speak to each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.
- 2.4. Action required or permitted by the Missouri Nonprofit Corporation Act to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board, pursuant to 355.381, RSMo. The action taken must be evidenced by one or more written consents describing the action taken, signed by each trustee, and included in the minutes filed with the corporate records reflecting the action taken. The action taken is effective when the last trustee signs the consent, unless the consent specifies a different effective date. A consent so signed has the effect of a meeting vote and may be described as such in any document.
- 2.5. A majority of the trustees in office is necessary and sufficient to constitute a quorum for the transaction of business, and the act of a simple majority of the trustees present and voting at a duly called meeting of the Board or any committee is the act of the Board or that committee, except when a larger majority is required by statute, the articles of incorporation, or by these By-Laws for particular business.
- 2.6. If a special circumstance arises whereby the Board is required to vote on a matter but a special meeting cannot reasonably be called, in the opinion of the Chair, then an electronic or mail vote is authorized, provided:
  - 2.6.1. Proxy voting is prohibited.
- 2.6.2. The vote is authorized in advance by the Board or at the request of the President and a majority of the Officers.
- 2.6.3. The quorum for the ballot is the number of all qualified trustees.
- 2.6.4. The Trustees have access to the question to be voted on in writing, either by mail, fax, or electronic means, before the vote is taken.
- 2.6.5. A telephone conference call, or other electronic means, such as "web conferencing," whereby collaborative interaction is possible, is provided to discuss the question.
- 2.6.6. Every Trustee has an opportunity to cast a vote by mail, fax, or electronic means.
  - 2.6.7. The Secretary reviews and certifies

the vote total, and that the quorum requirement has been met.

#### 3. Bylaw 3 - Officers

- 3.1. The officers of the Board are the Chair, Vice Chair, and Secretary of the Board of Trustees. The officers of the University and of the corporation are the President, one or more Senior Vice Presidents, Treasurer, Secretary of the Board of Trustees, and the Assistant Secretary.
- 3.2. The Chair, Vice Chair, and Secretary are selected by the Board at the annual meeting of the Board from among the eligible trustees and may serve for a one-year term, or until their successors are elected and qualified.
- 3.3. The President serves indefinitely at the pleasure of the Board for such terms as are determined by the Board.
- 3.4. The appointment of an officer does not itself create contract rights. An officer's suspension or removal does not itself affect the officer's contract rights, if any, with the corporation. An officer's resignation does not itself affect the corporation's contract rights, if any, with the officer.
- 3.5. The Board may vote to suspend or remove an officer at any time with or without cause. The reminder or notice of the meeting must alert the trustees to the agenda item indicating the proposed suspension or removal.
- 3.6. A vacancy in any office may be filled at any time. In case of a vacancy in the office of President or his inability to serve, the Board or Executive Committee may appoint an acting President.
- 3.7. Upon recommendation of the President or the Executive Committee, the Board may appoint such other officers and agents as it may deem necessary and proper for the efficient conduct of the affairs of the University and may prescribe the duties of such officers or agents or delegate the power to do so.
- 3.8. The Chair of the Board presides at the meetings of the Board and shall see that the Articles of Incorporation and By-Laws are faithfully executed.
- 3.9. The Vice Chair of the Board in the absence of or disability of the Chair shall perform all the duties of the Chair.
- 3.10. The President is the administrative head of the University and directs all departments of the University, exercising such supervision and direction as will promote their efficiency.

- He recommends the employment of the faculty and fills such vacancies as occur, subject to the final approval of the Board. The President or the President's appointed representative presides at the meetings of the faculty and is usually the official medium of communication between the students or faculty and the Board of Trustees.
- 3.11. The President is responsible for the discipline of the administration, faculty and students and for carrying out all measures concerning the administration of the University as the Board of Trustees may authorize or adopt.
- 3.12. The President at least annually reports to the Board about the work and condition of the University, and presents for the Board's consideration such measures as the President deems necessary or expedient for its welfare.
- 3.13. The Senior Vice President(s) performs those duties specified by the Board and acts under the President's supervision. The Senior Vice President(s) are elected by the Board upon recommendation of the President.
- 3.14. The Secretary or the Assistant Secretary has the authority to authenticate records of the corporation. The Assistant Secretary has custody of the seal of the University and the Secretary or the Assistant Secretary attests to and affixes said seal to such documents as required in the business of the University, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts or resolutions, certificates, minutes and By-Laws issued pursuant to the authority of the University. The Assistant Secretary issues the call for and gives proper notice and reminders of all meetings of the Board of Trustees and keeps a record of the appointment of all committees of the Board of Trustees. Furthermore, the Secretary keeps or causes to be kept a record of the minutes of all meetings of the Board of Trustees and each of its committees.
- 3.15. Any of the duties or powers of the Secretary may be performed by the Assistant Secretary who is responsible to and reports to the Secretary in the fulfillment of those duties and the discharge of those powers. The employee designated by the President may serve as Assistant Secretary and that employee will, in all other respects, be supervised by the President.
- 3.16. The Treasurer is an employee designated by the President and approved by the Board to

serve as Chief Financial Officer. The Treasurer is responsible for carrying out the mandates of the Board of Trustees and its Executive Committee in overseeing the financial resources of the University including, but not limited to, cash, securities, stocks, bonds and all other property, personal or real, owned by the University. The Treasurer assures that all books and accounts are accurately kept and furthermore, presents a full and detailed financial statement properly audited by an independent certified accountant, to the Board at its annual meeting and, if requested, at any other meeting of the Board or any meeting of the Executive Committee.

3.17. The Treasurer monitors the investments of the University, including all funds and endowments, as recommended by the Executive Committee and approved by the Board. The Treasurer is required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board or any statute.

#### 4. Bylaw 4 - Committees of the Board

- 4.1. The Board of Trustees may create one or more committees of the Board and appoint members of the Board to serve on them. Each committee, including standing committees, has two or more trustees, who serve at the pleasure of the Board. The creation of a committee and the appointment of members to it and the appointment of members to a standing committee, and the identification of the committee chair (except the nominating committee chair), must be approved by a majority of all the trustees in office when the action is taken. Provisions of these By-Laws that govern meetings, actions without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, also apply to committees of the Board.
- 4.2. To the extent specified by the Board or in the articles or By-Laws, each committee of the Board may exercise the Board's authority except no committee may:
- a. Authorize distributions to trustees, officers, agents, or employees except in exchange for value received;
- b. Approve dissolution, merger, or the sale, pledge or transfer, of all or substantially all of the corporation's assets:
- c. Fill vacancies on the Board or on any of its committees; or
  - d. Adopt, amend or repeal the articles or

By-Laws.

4.3. The Executive Committee consists of the Chair of the Board, who serves as Chair of the Executive Committee, the Vice Chair, the Secretary, and the chairs of the standing committees.. The President is a non-voting ex officio member of the Executive Committee, and is not counted as a member of the committee for the purpose of determining a quorum

#### 5. Bylaw 5 – Fiscal Policies

- 5.1. The fiscal year of the corporation commences July 1 and ends June 30 of each year.
- 5.2. The financial statements and records of the University are audited by an independent certified public accounting firm as of the close of the corporate fiscal year ending June 30 of each year. The Board selects and retains the auditor, on the recommendation of the audit committee. The audit committee receives the management report in executive session, part of which excludes all staff including the president. The audit report is presented to the Board and is made publicly available.
- 5.3. All employees and trustees who handle corporate funds or securities may be required by the Board to be bondable with a fidelity bond in an amount determined by the Board. Said bond will be issued by a responsible surety company selected by the Board with the premium to be paid by the corporation.
- 5.4. The Executive Committee approves the annual budget upon recommendation of the Business and Audit Committee and submits the same to the Board for its consideration and approval. The budget, when approved by the Board, is the authority for incurring expenditures for the departments included therein. It is the duty of the President to monitor and enforce budget compliance.
- 5.5. The Executive Committee, acting in accordance with the general investment policy and under the instructions of the Board, makes or causes to be made, investments of all University funds available for investment, using one or more fund managers approved by the Board.

#### 6. Bylaw 6 – The Faculty

6.1. The Board of Trustees in any meeting may consider for final approval members of the faculty, that are recommended by the President.

Employment contracts for faculty members will terminate at the end of each academic year unless specified otherwise in writing approved by the Board.

6.2. The President will present to the Board of Trustees for approval a Faculty Handbook, which will describe the policies and procedures of the University relating to faculty.

#### 6.3. Uses of Statement of Faith

6.3.1 The University is committed to the teachings of the Holy Bible, God's inerrant Word, as articulated in the "The Baptist Faith and Message, 2000" (BFM 2000) (or current edition), and to providing an environment where those truths are taught and demonstrated by the University's employees.

6.3.2 The University hires and prefers qualified faculty, administrators, and employees who affirm these truths without reservation, express a personal faith in Jesus Christ as Lord and Savior, join with Baptist Convention-affiliated churches that affirm the same statement of faith, and support the Southern Baptist Cooperative Program efforts of such churches. All faculty members, administrators, and employees must annually indicate their on-going commitment to perform their duties and teach consistent with and not contrary to the Baptist Faith and Message.

6.3.3 Where required, the University may utilize faculty, administrators or employees who are not confessionally Baptist, but only where the Board of Trustees has determined, through an approval process with the President, appropriate to the job classification, as set forth in the thencurrent Policy and Procedures Manual, that the individual's testimony of personal faith in Jesus Christ and personal conduct are consistent with the Holy Bible and evangelical faith, and that the individual can perform their duties consistent with the University's expectation that administrators, professors, and employees will perform ministerial functions.

#### 7. Bylaw 7 – Nondiscrimination

In compliance with federal and state law, including provisions of Title IX of the Education Amendments of 1972 and Section 504 of the Rehabilitation Act of 1973, Missouri Baptist University does not invidiously discriminate on the basis of race, sex, color, national or ethnic origin, age, disability, military service, or other statutorily protected

classes in its administration of education policies, programs, or activities: admissions policies; or in employment. As stated in the Articles, the University maintains the fundamental right to Religious Freedom and Free Exercise which God has granted to all people and which the Constitution's First Amendment protects, including certain exemptions to federal and state law which would otherwise interfere with or burden free exercise of religion. MBU reserves the right recognized by various laws and exemptions to consider religious belief and conduct in making employment and other decisions.

#### 8. Bylaw 8 - Indemnification

8.1. Mandatory Indemnification. Pursuant to Section 355.471, RSMo, unless limited by its articles of incorporation or bylaws, the corporation must indemnify a trustee who was successful, on the merits or otherwise, in the defense of any proceeding to which the trustee was a party because the trustee is or was a trustee of the corporation, against reasonable expenses actually incurred by the trustee in connection with the proceeding, including reasonable attorney's fees.

8.2. Permissive Indemnification. Pursuant to Section 355.476. RSMo, at the discretion of the Board, the corporation also may indemnify any person against liability and expenses incurred in defending against a claim, including settlement and adverse judgment, who acted in good faith and reasonably believed that his or her conduct was in the corporation's best interest and not unlawful, as provided in the Bylaws.

8.3. Additional Indemnification. The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 8 are not to be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's Articles of Incorporation, By-Laws, as now in effect or as hereafter amended, any agreement, any vote of the member or Trustees, any applicable law, or otherwise.

8.4. The University may purchase and maintain a policy of insurance on behalf of any agent of the University (including a trustee, officer, employee or other agent of the University) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

8.5. The University may, to the extent legally

permissible, indemnify each person who serves or served as an officer or trustee of the University, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, interest, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed claim or legal action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any matter as to which he or she has been finally adjudicated in any proceeding to have committed acts or omissions in bad faith, in breach of fiduciary duties, or in the absence of a reasonable belief that such action was in the best interests of the University; and further provided that any compromise or settlement payment must be approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding. This permissive indemnity will not exceed the amount of the University's available liability insurance coverage.

8.6. All indemnification provided by the Corporation, unless ordered by a Court, must first be approved by the Corporation in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this section. The determination must be made by the Board of Trustees by a majority vote of a quorum consisting of disinterested trustees who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or a quorum of disinterested trustees so direct, then by independent legal counsel in a written opinion, all pursuant to 355.476.4 RSMo

#### 9. Bylaw 9 – Amendments

An amendment to these By-Laws may be initiated by motion at any regular meeting of the Board affirmed by two thirds of the votes cast, provided that at least thirty days prior to the meeting notice of the substance of the proposed amendment was sent to the trustees. A proposed amendment is not valid until it is approved in writing by the corporate Member MBC upon the recommendation of the MBC Executive Board, pursuant to MBC governing documents and 355.606 RSMo. The amendment process and notice requirements in these Articles and Bylaws satisfy the requirements of 355.561 and .596, RSMo.

#### 10. Bylaw 10 - Parliamentary Authority

The parliamentary authority of the University and its Board is Robert's Rules of Order Newly Revised (latest edition). It guides the Board in all matters to which the Rules apply, in a manner not inconsistent with the Articles and the Bylaws.

#### 11. Bylaw 11 – Cooperative Program Ministry

11.1. The Cooperative Program is the financial channel of cooperation between local churches, State conventions and the Southern Baptist Convention.

11.2. The MBC has designated the University as an entity of the MBC, with all the rights and duties of a cooperating entity as are set forth in the MBC's governing documents; and MBU is subject to the MBC and its governing documents, as they may be amended from time to time, as fully as if the Board of Trustees had approved and signed the governing documents. The Business and Financial Plan is an MBC governing document.

11.3. The University and the Board of Trustees are committed to the Cooperative Program as the best vehicle for us to channel resources to help fulfill the Great Commission. The University was birthed and nurtured by the MBC, and we are dedicated and convictionally committed to maintaining in perpetuity our historic relationship with the MBC, Missouri Baptists, and our sister entities and ministries within the MBC family. The University is committed to the flourishing of the MBC family and to the flourishing of each of our Cooperative Program Ministry partners.

11.4. As part of its cooperation, the Board is committed to placing a substantial portion of the University investment and endowment funds under the management of the Missouri Baptist Foundation, so long as it is reasonble under prudent investment principles.

#### 12. Bylaw 12 – Corporate Membership

12.1. Missouri Baptist Convention ("MBC") is designated as the "Corporate Member" in the MBU Amended Articles, and MBC must be the sole corporate member of any corporation created, controlled or affiliated with MBU, sometimes referred to as a "subsidiary."

12.2. MBC has, in its sole and absolute discretion, the following rights:

12.2.1. The sole and exclusive right to elect and remove Trustees of MBU or any subsidiary;

- 12.2.2. The right to recommend, approve, or reject, in writing, any addition, deletion, or other amendment to the Articles and/or Bylaws of MBU or any subsidiary.
- 12.2.3. The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of MBU or any subsidiary.
- 12.2.4. The right to approve or reject the creation, amendment, or dissolution of any subsidiary of MBU.
- 12.2.5. The right to have notice of all meetings of the Board of Trustees of MBU or any subsidiary, to be sent to the MBC executive director.
- 12.2.6. The right to have the MBC President serve as a non-voting ex officio Trustee of the MBU board.
- 12.2.7. The right to have the MBC Executive Director to serve as a non-voting ex officio Trustee of the MBU board and as a non-voting member of any search committee for MBU's president.
- 12.2.8. The right to have an MBC officer or representative attend any meeting of the Board, if the MBC president is absent and designates his representative.
- 12.2.9. The right to approve or reject any material change in the ministry purposes or strategies of MBU or any subsidiary.
- 12.3. MBC as Member is an express third-party beneficiary of the Articles of Incorporation and Bylaws with all rights and standing to bring a derivative proceeding or such other action or proceeding as MBC determines to enforce or give effect to the Member's rights. The Trustees do not have the right to expel, exclude, suspend or remove the MBC as Member or to admit any other member without the prior written consent of the MBC to an amendment of the Articles of Incorporation and Bylaws.
- 12.4. No Bylaw or other action of MBU will alter, restrict, diminish or limit the rights, powers, authority, benefits or privileges of the Member, including, but not limited to, the right of MBC to elect, remove and replace all Trustees of the University without cause and the right to approve or disapprove any proposed amendment to the Articles of Incorporation or Bylaws.
- 12.5. The MBC has legal standing to protect and enforce its membership rights listed above, including the right to approve amendments to articles and bylaws, pursuant to RSMo §355.606,

and any action to enforce these rights does not implicate RSMo §355.141 regarding challenges to the corporation's power to act.

#### 13. Bylaw 13 – Corporate Name.

The original name of the corporation was Missouri Baptist College. In 2004, the Board adopted the name Missouri Baptist University, but this change was not approved by MBC. By approving the articles and receiving these Bylaws in 2019, the Board and MBC are ratifying and approving the name Missouri Baptist University adopted in 2004.

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF A NON-PROFIT CORPORATION — THE BAPTIST HOME

The Baptist Home, a non-profit corporation under Chapter 355, RSMo, the Missouri Non-Profit Corporation Code, for the purpose of amending its articles of incorporation, hereby executes the following Amended and Restated Articles of Incorporation and certifies that the following amend, replace and restate all the provisions of the Articles of Incorporation previously in effect, in their entirety.

- 1. **Name.** The name of the corporation is **The Baptist Home**.
- 2. **Benefit.** The corporation is a **Public Benefit Corporation**.
- 3. **Duration.** The period of duration of the corporation is **perpetual**.
- 4. **Address.** The principal business address is P.O. Box 87, Ironton, Missouri. 63650.

#### 5. Purposes.

- 5.1. Religious and Benevolent Purposes. The purpose of The Baptist Home ("TBH" or the "Home"), as a Missouri Baptist Convention ("MBC") benevolent institution, is to glorify God by establishing, strengthening, and perpetuating ministries to senior adults by providing affordable continuum of care retirement communities, including retirement homes and apartments and skilled nursing facilities, and to establish and operate all related facilities and services to facilitate excellent care as the trustees deem appropriate. TBH seeks to serve members of MBC churches who by reason of age, infirmity or poverty have difficulty caring for themselves; and as an incident thereto the corporation has the right to acquire and hold, by gift, devise or purchase, real and personal property and has the right to sell and convey the same to provide funds for the maintenance of the Home.
- 5.2. The Home is Christ-centered in faith, mission, values and worldview, and purposes to demonstrate God's love to aging humanity with the highest standards of Christian moral character, integrity and diligence in serving senior adults.
- 5.3. The final authority for faith and practice in Home operations is God and His Word. TBH and its Board affirm the Southern Baptist Convention Baptist Faith & Message, 2000, ("BFM 2000") (or

current edition) as the Home's Statement of Faith.

5.4. Non-Profit Exempt Organization. The Home is organized and operated as a non-profit organization under Missouri law to engage in any lawful act or activity for which corporations may be organized under Chapter 355, RSMo. The Home is exempt from federal income taxes and does not carry on any activities prohibited for (a) a corporation exempt from federal income tax under section 501 (c) (3) or 509(a)(1) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. The Home functions as an integrated auxiliary of the MBC, the State Convention of Southern Baptist churches in Missouri, and receives financial support from the Convention, the churches, and the members of MBC-affiliated churches who entrust the Home with the care of beloved family members.

#### 6. Governance.

- 6.1. All corporation powers are exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the corporation's Board of directors, which may also be called the Board of Trustees.
- 6.2. The Board of Trustees consists of a minimum of nine (9) and a maximum of twenty-one (21) individuals, not counting ex officio trustees, elected or appointed by the MBC as provided herein. The exact number is an uneven number fixed by bylaws or resolution.
- 6.3. All trustees must be baptized believers, Missouri residents, and active members of Baptist churches affiliated with the MBC, affirming Baptist Faith & Message 2000 (or current edition) and strongly supporting the Cooperative Program.
- 6.4. Trustees are elected to three-year staggered terms, unless filling an unexpired vacancy with less than three years. After serving two consecutive full terms, a trustee must rotate off for one year before being eligible for re-nomination or election.
- 6.5. Vacancies occurring on the Board of trustees are temporarily filled by the MBC Nominating Committee until the next annual meeting of the MBC when the vacancy is filled by the MBC for the unexpired term.

- 6.6. The Board of Trustees is authorized to elect an executive committee of up to 7 trustees, including the Board officers elected pursuant to bylaws. The Exec—utive Committee has the authority to act for the Board of Trustees ad interim between the meetings but cannot amend or reverse any direction of the Board. Four members of said Executive Committee constitute a quorum for the conduct of business.
- 6.7. The Board adopts Bylaws to govern its proceedings and to direct its work in overseeing the Home. Bylaws must not be contrary to law or the provisions of these Articles. The MBC Executive Board and the MBC must approve in writing any amendments to Bylaws, in the manner set forth in the Bylaws.
- 7. Corporate Member. The Corporation has one (1) member having voting rights with respect to amendments: the Missouri Baptist Convention, as the term "member" is defined in §§355.066(21) and (22), RSMo. MBC is also the sole member of any corporation created by or subject to TBH, sometimes referred to as a "subsidiary."
- 7.1. MBC has, in its sole and absolute discretion, the following rights:
- 7.1.1. The sole and exclusive right to elect and remove Trustees of the Home or any subsidiary;
- 7.1.2. The right to recommend, approve, or reject, in writing, any addition, deletion, or other amendment to the Articles and/or Bylaws of TBH or any subsidiary.
- 7.1.3. The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of TBH or any subsidiary.
- 7.1.4. The right to approve or reject the creation, amendment, or dissolution of any subsidiary of TBH.
- 7.1.5. The right to have notice of all meetings of the Board of trustees of TBH or any subsidiary, to be sent to the MBC Executive Director.
- 7.1.6. The right to have the MBC President serve as an non-voting ex officio Trustee of the TBH board;
- 7.1.7. The right to have the MBC Executive Director to serve as a non-voting ex officio Trustee of the TBH board and as a non-voting member of any search committee for TBH's president.
- 7.1.8. The right to have an MBC officer or representative attend any meeting of the Board, if the MBC president is absent and designates his

representative;

- 7.1.9. The right to approve or reject any material change in the ministry purposes or strategies of TBH or any subsidiary.
- 7.2. The Home and its trustees have a fiduciary relationship to the Missouri Baptist Convention to honor the rights of the MBC as the Corporate Member in perpetuity, as listed in Article 7.
- 7.3. The MBC has designated the Home as an entity of the MBC, with all the rights and duties of an entity as are set forth in the MBC's governing documents, and TBH is subject to the MBC and its governing documents, as they may be amended from time to time, as fully as if the TBH Board of trustees had approved and signed the MBC governing documents.
- 7.4. The Member (MBC) is an express thirdparty beneficiary of these Articles of Incorporation, with all rights and standing to bring a derivative proceeding or such other action or proceeding as the Member determines to enforce or give effect to the Member's rights or otherwise to these Articles of Incorporation.
- 7.5. The MBC has legal standing to protect and enforce its membership rights listed above, including the right to approve amendments to TBH articles and bylaws, pursuant to §355.606 RSMo, and any action to enforce these rights does not implicate §355.141 RSMo regarding challenges to the corporation's power to act.
- 8. **No Private Inurement.** The Home does not operate for profit or pecuniary gain. No part of the net earnings of the corporation inure to the benefit of, or are distributed to its trustees, officers or other private persons, except that the corporation pays reasonable compensation for services rendered and makes payments and distributions in furtherance of its purposes.
- 9. **Political Activity.** The Home does not, as a substantial part of its activities, attempt to influence legislators regarding particular legislation and the Home does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for elective public office, including the publishing or distribution of statements.
- 10. **Dissolution.** Dissolution, merger, or the sale, lease, exchange or other disposition of all or substantially all of the corporation's property, other than in the usual and regular course of its activities must be approved by the MBC. Upon the dissolution of the corporation, assets must

be distributed as directed by the MBC for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to organizations which are exempt institutions within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. All pertinent records relating to ministries of The Baptist Home or related matters shall be transferred to the custody and control of the Executive Board of the Missouri Baptist Convention, to be held by it or its designee in accordance with all applicable rules and regulations of the Department of Social Services and the State of Missouri, so long as may be required thereby.

- 11. **Registered Agent.** The Registered Agent and Registered address are named on form Corp. 59, on file with the Secretary of State, which may be changed by the Board from time to time by filing a new Corp. 59 form, after first giving written notice to the MBC Executive Director.
- 12. **Religious Liberty.** The Articles and Bylaws do not require the Home to follow any civil law, rule or ruling that requires any act or omission that violates any religious belief or practice based on Scripture, compatible with the BFM, 2000, (or current edition), or that violates the rights of Religious Freedom and Free Exercise which God has granted to all persons and which the Constitution's First Amendment protects.
- 13. **Amendments.** The Board of Trustees may adopt one or more amendments to these articles of incorporation subject to the approval in writing of the MBC upon the recommendation of the MBC Executive Board, pursuant to 355.606 RSMo. The corporation provides notice of any meeting at which an amendment is to be voted upon, in accordance with the requirements of the Missouri Nonprofit Corporation Act and these articles and the bylaws of the corporation. The notice states that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the articles and the notice contains or accompanies a copy or summary of the amendment, stating the general nature of the amendment. The amendment must be approved by two thirds of the votes cast at a duly called meeting before going to the MBC Executive Board and then to the MBC as Member for approval in writing.

WHEREFORE, these amended and restated Articles of Incorporation were adopted by a sufficient vote of the Board of Trustees at a duly called meeting on August 2, 2019. On recommendation by the MBC Executive Board, the amended and restated Articles were approved in writing by the MBC, by its messengers, at a regular meeting on October 28-29, 2019, pursuant to section 355.606 RSMo. and the rights of MBC as Member. These amended and restated Articles supersede the original articles of incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned officers of The Baptist Home hereby affix their duly authorized signatures to the foregoing Amended and Restated Articles of Incorporation, on the date written below.

#### THE BAPTIST HOME

By
Ken Parker, Chairman
Dated: October, 2019.
Attest:
Ву
Randy Ewart, Secretary
Dated: October, 2019.

## **BYLAWS** — THE BAPTIST HOME

#### 1. Bylaw 1 – Board of Trustees

- 1.1. The Baptist Home ("TBH") corporation powers are exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the corporation's board of directors, which is called the Board of Trustees. The Board of Trustees ("the Board") consists of from nine (9) to twenty-one (21) individuals elected or appointed by the Missouri Baptist Convention (MBC), not counting ex officio members of the Board. The exact number will be twenty-one, unless changed to a lesser uneven number by resolution adopted by the Board and approved in writing by the MBC Executive Board.
- 1.2. The trustees are the fiduciaries accountable to the Corporation and to the MBC for the upholding and advancing the corporate purposes set forth in the Charter. The Board is directed by the Charter as it gives direction to the organization towards a sustainable future by adopting sound, spiritual, and legal governance and financial management policies, as well as by making sure the corporation has adequate resources to advance its purposes, all consistent with the Christian character of the ministry.
- 1.3. The trustees employ and evaluate the President and other executive staff, and hold them accountable for goals, objectives and strategies that advance corporate purposes. The trustees govern primarily by adopting policies and actions that provide foresight, oversight and insight to ensure that staff recommendations regarding the mission, vision and strategic operations align with the Charter purposes, and then by holding staff accountable for their efficiency and effectiveness in advancing the purposes.
- 1.4. The Board has the authority to carry out any other functions permitted by the Articles or Bylaws, except as limited by law.
- 1.5. Trustees are elected to staggered three-year terms, unless filling an unexpired vacancy with less than three years. A trustee may be elected to two consecutive full terms, after which a trustee must rotate off for one year before being eligible for renomination or election.
- 1.6. Vacancies occurring on the Board of Trustees are filled by the MBC Nominating Committee until the next annual meeting of the MBC when the

vacancy is filled by the MBC for the unexpired term.

- 1.7. Trustees are elected by the MBC in its role as the corporate Member and trustees can be removed by the MBC without cause at any meeting of the MBC, with or without advance notice. MBC has the sole and exclusive right to elect, appoint, remove and replace trustees. The Board does not have the right to expel, exclude, remove or replace a trustee. MBC has no duty to elect or appoint persons who are nominated by TBH as trustees for initial or successive terms.
- 1.8. The MBC President and MBC Executive Director serve as non-voting ex officio trustees of the TBH board.
- 1.9. MBC Executive Director serves as a nonvoting ex officio member of any search committee for TBH's president.
- 1.10. The TBH President is not a member of the Board of Trustees but relates closely with the Board and has access to most business sessions and committee meetings, except for certain executive sessions.
- 1.11. In emergency situations, for good cause, the TBH Board may by a two-thirds vote suspend a trustee for one regular meeting and report the cause immediately to the MBC Executive Board chairman with a request for continued suspension or removal. If the trustee does not resign, and if the MBC Executive Board does not vote to sustain the suspension, the trustee must be restored to full service. If the MBC Executive Board sustains the suspension, and recommends that the MBC remove the trustee at the next annual meeting, the MBC Nominating committee nominates a successor for the remainder of the term of the trustee. MBC governing documents control the election, suspension, removal and replacement process, notwithstanding other procedures of 355.346 RSMo.
- 1.12. Trustees are expected to attend all meetings. If circumstances prevent a trustee from attending a regular meeting, the trustee must provide advance notice of the absence and the reason. If a trustee is absent without notice from three regular board meetings, the Board may request that the trustee resign, or may refer the name to the Nominating Committee and the Entity Relations Committee

with a request for removal and replacement.

1.13. The Board may develop and adopt a Board of Trustees Handbook, defining the rights and responsibilities of trustees and detailing other practices and procedures to be followed in board administration.

#### 2. Bylaw 2 – Meetings

- 2.1. The Board of Trustees holds an annual meeting, and, if needed, other regular meetings each year the number, dates and locations of which are fixed by the board at the annual meeting. A reminder of the date, time, and place of each regular meeting and a suggested agenda will be mailed or emailed to each member of the Board at least ten days prior to the date of such meeting.
- 2.2. Other special meetings may be called at any time upon the request of the Chairman, the Executive Committee, nine members of the Board, or the President. Notice for these meetings may be deposited in the United States mail, with postage required for first class delivery affixed, or sent by electronic mail and addressed to each member of the Board at the last mail or email address the member has provided the Secretary; these notices must be mailed or emailed at least five days before the day on which the meeting is held. Only business specified in or included with the notice may be transacted at the special meeting.
- 2.3. The Board may permit any or all trustees to participate in a meeting of the Board or a committee of the Board by, or may conduct the meeting through use of, any means of communication by which all trustees participating may simultaneously hear and speak to each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.
- 2.4. Action required or permitted by the Missouri Nonprofit Corporation Act to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board, pursuant to 355.381, RSMo. The action taken must be evidenced by one or more written consents describing the action taken, signed by each trustee, and included in the minutes filed with the corporate records reflecting the action taken. The action taken is effective when the last trustee signs the consent, unless the consent specifies a different effective date. A consent so signed has the effect of a meeting vote and may be described as such in any document.

- 2.5. A majority of the trustees in office is necessary and sufficient to constitute a quorum for the transaction of business, and the act of a simple majority of the trustees present and voting at a duly called meeting of the Board or any committee is the act of the Board or that committee, except when a larger majority is required by statute, the articles of incorporation, or by these bylaws for particular business.
- 2.6. Any question related to the purchase, sale or encumbrance of real property, requires a two-thirds majority vote.
- 2.7. If a special circumstance arises whereby the Board is required to vote on a matter but a special meeting cannot reasonably be called, in the opinion of the Chair, then an electronic or mail vote is authorized, provided:
  - (a) Proxy voting is prohibited.
- (b) The vote is authorized in advance by the Board or at the request of the President and a majority of the Officers.
- (c) The quorum for the ballot is the number of all qualified trustees.
- (d) The Trustees have access to the question to be voted on in writing, either by mail, fax, or electronic means, before the vote is taken.
- (e) A telephone conference call, or other electronic means, such as "web conferencing," whereby collaborative interaction is possible, is provided to discuss the question.
- (f) Every Trustee has an opportunity to cast a vote by mail, fax, or electronic means.
- (g) The Secretary reviews and certifies the vote total, and that the quorum requirement has been met.
- 2.8. All meetings open with a brief devotional time. The proposed agenda and order of business at all regular meetings is developed by the President and the Chairman of the Board in advance of the meeting.

#### 3. Bylaw 3 – Officers

3.1. The officers of the Corporation are: President / Executive Director, Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, and one or more Vice Presidents as determined by the Board. The President serves indefinitely at the pleasure of the Board for such terms as are determined by the Board. Each officer holds office until a successor is appointed unless the officer shall sooner resign or be removed. One person may

hold more than one office, except that the President cannot also serve as Secretary.

- 3.2. The Board elects the Chairman, Vice Chairman, and Secretary at the annual meeting of the Board from among the eligible trustees, after considering the report of the Nominating Committee. The term of office is one year, but the officer serves until a successor is elected and qualified.
- 3.3. The Board may vote to suspend or remove an officer at any time, with or without cause. The reminder or notice of the meeting must alert the trustees to the agenda item indicating the proposed suspension or removal.
- 3.4. The Board may fill a vacancy of any officer at any time. In case of a vacancy in the office of President or his inability to serve, the Board or Executive Committee may appoint an acting President.
- 3.5. Upon recommendation of the President or the Executive Committee, the Board may appoint such other officers and agents as it may deem necessary and proper for the efficient conduct of the affairs of TBH and may prescribe the duties of such officers or agents or delegate the power to do so.
- 3.6. The Chairman of the Board presides at the meetings of the Board and insures that the Articles of Incorporation and Bylaws are faithfully executed.
- 3.7. The Vice Chairman of the Board in the absence of or disability of the Chairman performs all the duties of the Chairman.
- 3.8. The President / Executive Director is the Chief Executive Officer and administrative head of TBH and directs all departments of TBH, exercising such supervision and direction as will promote their efficiency. He recommends the employment of the administrative staff and fills such vacancies as occur, subject to the final approval of the Board. The President or his designee presides at the meetings of the staff and is usually the official medium of communication between the staff and the Board of Trustees.
- 3.9. The President is responsible for the discipline of the administration, staff and for the care and morale of residents and for carrying out all measures concerning the administration of TBH as the Board of Trustees may authorize or adopt.
- 3.10. The President at least annually reports to the Board about the work and condition of TBH,

and presents for the Board's consideration such measures as the President deems necessary or expedient for its welfare.

3.11. The Secretary or the Assistant Secretary keeps or causes to be kept a record of the minutes of all meetings of the Board of Trustees and each of its committees. The Secretary or the Assistant Secretary has the authority to authenticate records of the corporation. The Assistant Secretary has custody of the seal of TBH and the Secretary or the Assistant Secretary attests to and affixes said seal to such documents as required in the business of TBH, including but not limited to deeds, bonds, agreements, contracts, diplomas, mortgages, evidences of the award of degrees, transcripts, abstracts or resolutions, certificates, minutes and By-Laws issued pursuant to the authority of TBH. The Assistant Secretary issues the call for and gives proper notice and reminders of all meetings of the Board of Trustees and keeps a record of the appointment of all committees of the Board of Trustees. Any of the duties or powers of the Secretary may be performed by the Assistant Secretary who is responsible to and reports to the Secretary in the fulfillment of those duties and the discharge of those powers. The employee designated by the President may serve as Assistant Secretary and that employee will, in all other respects, be supervised by the President.

3.12. The Treasurer is an employee designated by the President and approved by the Board to serve as Chief Financial Officer. The Treasurer is responsible for carrying out the mandates of the Board of Trustees and its Executive Committee in overseeing the financial resources of TBH including, but not limited to, cash, securities, stocks, bonds and all other property, personal or real, owned by TBH. The Treasurer assures that all books and accounts are accurately kept and furthermore, presents a full and detailed financial statement properly audited by an independent certified accountant, to the Board at its annual meeting and, if requested, at any other meeting of the Board or any meeting of the Executive Committee. The Treasurer monitors the investments of TBH, including all funds and endowments, as recommended by the Executive Committee and approved by the Board. The Treasurer is required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board or any statute.

#### 4. Bylaw 4 – Committees of the Board

4.1. The Board has the following standing committees: the Executive Committee, the Finance Committee, and the Nominating Committee. The Board may also designate by resolution one or more ad hoc committees as needed or required to conduct and transact the business of the Corporation. Each committee has at least three voting members. The Chairman of the Board selects the chairperson for each committee unless otherwise determined by the Board.

4.2. The Executive Committee consists of the general officers of the Board of Trustees (the Chairman of the Board, who chairs the Executive Committee, the Vice Chair, and Secretary) and two at-large members of the Board. The President is a non-voting ex officio member of the Executive Committee, and is not counted as a member of the committee for the purpose of determining a quorum. This committee meets on call of the President or the Chairman to receive necessary reports and to consider matters important to the welfare of the Home and which require action between regular meetings of the Board. The Executive Committee shall have the authority to act on behalf of the Board of Trustees between meetings of the full Board, but the Committee does not have the authority to reverse or amend any action or directive of the Board. The Executive Committee functions as the Personnel Committee and deals with all matters relating to personnel issues and policies of the corporation.

4.3. The Finance Committee is responsible for recommending a budget to the Board of Trustees and ensuring an audit is completed annually by an independent certified public accountant. Committee members need working knowledge of financial statements and audits. The Finance Committee reports regularly to the Board.

4.4. The Nominating Committee nominates candidates for general officers and for committees (except ex officio members) in consultation with the Chairman of the Board and the President at the annual meeting of the Board. Board members may make other nominations from the floor. The Board then elects general officers and members for each committee, as needed.

4.5. Committee members serve at the pleasure of the Board. Provisions of these By-Laws that govern meetings, actions without meetings, notice and waiver of notice, and quorum and voting

requirements of the Board, also apply to committees of the Board.

#### 5. Bylaw 5 – Fiscal Policies

5.1. The fiscal year of the corporation commences January 1 and ends December 31.

5.2. The financial statements and records of TBH are audited by an independent certified public accounting firm as of the close of the corporate fiscal year. The Board selects and retains the auditor, on the recommendation of the audit committee. The audit committee receives the management report in executive session, part of which excludes all staff including the president. The audit report is presented to the Board and is made publicly available.

5.3. All employees and trustees who handle corporate funds or securities may be required by the Board to be bondable with a fidelity bond in an amount determined by the Board. Said bond will be issued by a responsible surety company selected by the Board with the premium to be paid by the corporation.

5.4. The Executive Committee reviews the annual budget upon recommendation of the Finance Committee and submits a proposed budget to the Board for its consideration and approval. The budget, when approved by the Board, is the authority for incurring expenditures for the departments included therein. It is the duty of the President to monitor and enforce budget compliance.

5.5. The Treasurer monitors and reports on the investments of TBH, including all funds and endowments. The Board adopts and monitors a general investment policy, and retains and manages one or more fund managers.

#### 6. Bylaw 6 – Cooperative Program Ministry

6.1. The Cooperative Program is the financial channel of cooperation between local churches, State conventions and the Southern Baptist Convention.

6.2. The MBC has designated TBH as an entity of the MBC, with all the rights and duties of a cooperating entity as are set forth in the MBC's governing documents; and TBH is subject to the MBC and its governing documents, as they may be amended from time to time, as fully as if the Board of Trustees had approved and signed the governing documents. The Business and Financial Plan is an

MBC governing document.

6.3. TBH and the Board of Trustees are committed to the Cooperative Program as the best vehicle for us to channel resources to help fulfill the Great Commission. TBH was birthed and nurtured by the MBC, and we are dedicated and convictionally committed to maintaining in perpetuity our historic relationship with the MBC, Missouri Baptists, and our sister entities and ministries within the MBC family. TBH is committed to the flourishing of the MBC family and to the flourishing of each of our Cooperative Program Ministry partners.

6.4. As part of its cooperation, the Board is committed to placing a substantial portion of TBH investment and endowment funds under the management of the Missouri Baptist Foundation, so long as it is reasonble under prudent investment principles.

#### 7. Bylaw 7 – Administrators and Staff

7.1. The President presents to the Board of Trustees for approval an Employee Handbook, which describes the policies and procedures of TBH relating to administrators and staff.

7.2. The Board of Trustees may oversee the hiring and firing of certain administrative staff, as set forth in the Personnel Handbook. All employees are "at will" employees, unless specified otherwise in writing approved by the Board.

7.3. All administrators are committed to a personal testimony of personal faith in Jesus Christ, and personal conduct openly acknowledging Jesus Christ as Lord and Savior, as revealed in Scripture. TBH is committed to the teachings of the Holy Bible, God's inerrant Word, as articulated in the "The Baptist Faith and Message, 2000" (BFM 2000) (or current edition); all members of the administration are required to indicate in writing their commitment to speak and teach, and to perform their duties consistent with and not contrary to BFM 2000. For the full text of the Statement, see the following Web site. http://www.sbc.net/bfm2000/bfm2000.asp The Board may require that certain staff positions be held by persons who are members in good standing of MBC-affiliated churches, who affirm the BFM 2000 and strongly support the Cooperative

7.4. TBH hires and prefers qualified employees who affirm these truths without reservation, express a personal faith in Jesus Christ as Lord and Savior, join with Baptist Convention-affiliated churches

that affirm the same statement of faith, and support the Southern Baptist Cooperative Program efforts of such churches. All administrators, and employees must annually indicate their on-going commitment to perform their duties and speak consistent with and not contrary to the BFM 2000.

7.5. Where required, the TBH may utilize employees who are not confessionally Baptist, but only where the Board of Trustees has determined, in an approval process with the President set out in a policy and procedures manual, that the individual's testimony of personal faith in Jesus Christ and personal conduct are consistent with the Holy Bible and evangelical faith, and that the individual can perform their duties consistent with the TBH's expectation that employees will perform ministerial functions.

#### 8. Bylaw 8 - Nondiscrimination

Subject to any available exemptions or affirmative defenses allowed under federal, state or local antidiscrimination laws, TBH does not invidiously discriminate on the basis of race, sex, color, national or ethnic origin, age, disability, military service, or other statutorily protected classes in employment, admissions or other covered activities. As stated in the Articles, TBH maintains the fundamental right to Religious Freedom and Free Exercise which God has granted to all people and which the Constitution's First Amendment protects, including certain exemptions to non-discrimination laws which would otherwise interfere with or burden the free exercise of religion of the corporation or its agents. TBH reserves the rights and defenses recognized by various laws and exemptions, and may consider religious belief and conduct in making employment and other decisions, consistent with its statement of faith.

#### 9. Bylaw 9 – Indemnification

9.1. **Mandatory Indemnification.** Pursuant to Section 355.471, RSMo, unless limited by its articles of incorporation or bylaws, the corporation must indemnify a trustee who was successful, on the merits or otherwise, in the defense of any proceeding to which the trustee was a party because the trustee is or was a trustee of the corporation, against reasonable expenses actually incurred by the trustee in connection with the proceeding, including reasonable attorney's fees.

9.2. Permissive Indemnification. Pursuant

to Section 355.476. RSMo, at the discretion of the Board, the corporation also may indemnify any person against liability and expenses incurred in defending against a claim, including settlement and adverse judgment, who acted in good faith and reasonably believed that his or her conduct was in the corporation's best interest and not unlawful, as provided in the Bylaws.

- 9.3. Additional Indemnification. The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 8 are not to be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's Articles of Incorporation, By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Trustees, any applicable law, or otherwise.
- 9.4. D&O Insurance. TBH may purchase and maintain a policy of insurance on behalf of any agent of TBH (including a trustee, officer, employee or other agent of TBH) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.
- 9.5. No coverage of bad faith judgments. TBH may, to the extent legally permissible, indemnify each person who serves or served as an officer or trustee of TBH, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, interest, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed claim or legal action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any matter as to which he or she has been finally adjudicated in any proceeding to have committed acts or omissions in bad faith, in breach of fiduciary duties, or in the absence of a reasonable belief that such action was in the best interests of TBH; and further provided that any compromise or settlement payment must be approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding. This permissive indemnity will not exceed the amount of TBH's available liability insurance coverage.
- 9.6. All indemnification provided by the Corporation, unless ordered by a Court, must first be approved by the Corporation in the specific case

upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of disinterested trustees who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or a quorum of disinterested trustees so direct, then by independent legal counsel in a written opinion, all pursuant to 355.476.4 RSMo.

#### 10. Bylaw 10 – Corporate Membership

- 10.1. Missouri Baptist Convention ("MBC") is designated as the "Corporate Member" in the TBH Amended Articles, and MBC must be the sole Corporate Member of any corporation created, controlled or affiliated with TBH, sometimes referred to as a "subsidiary."
- 10.2. MBC has, in its sole and absolute discretion, the following rights:
- (a) The sole and exclusive right to elect and remove Trustees of TBH or any subsidiary;
- (b) The right to recommend, approve, or reject, in writing, any addition, deletion, or other amendment to the Articles and/or Bylaws of TBH or any subsidiary.
- (c) The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of TBH or any subsidiary.
- (d) The right to approve or reject the creation, amendment, or dissolution of any subsidiary of TBH.
- (e) The right to have notice of all meetings of the Board of Trustees of TBH or any subsidiary, to be sent to the MBC executive director.
- (f) The right to have the MBC President serve as a non-voting ex officio Trustee of the TBH board.
- (g) The right to have the MBC Executive Director to serve as a non-voting ex officio Trustee of the TBH board and as a non-voting member of any search committee for TBH's president.
- (h) The right to have an MBC officer or representative attend any meeting of the Board, if the MBC president is absent and designates his representative.
- (i) The right to approve or reject any material change in the ministry purposes or strategies of TBH or any subsidiary.

10.3. TBH and its trustees have a fiduciary relationship to the MBC to honor the Bylaw 10 rights of the MBC as the Corporate Member, in perpetuity.

10.4. The Member MBC is an express third-party beneficiary of the Articles of Incorporation and Bylaws with all rights and standing to bring a derivative proceeding or such other action or proceeding as the Member MBC determines to enforce or give effect to the Member's rights or otherwise to the Articles of Incorporation and Bylaws. The Trustees do not have the right to expel, suspend or remove the MBC as Member or to admit any additional member without the prior written consent of the MBC as Member and without amendment of the Articles of Incorporation and Bylaws.

10.5. No Bylaw or other action of TBH will alter, restrict, diminish or limit the rights, powers, authority, benefits or privileges of the Member, including, but not limited to, the right of Member to elect, remove and replace all Trustees of TBH without cause and the right to approve or disapprove any proposed amendment to the Articles of Incorporation or Bylaws.

10.6. The MBC has legal standing to protect and enforce its membership rights listed above, including the right to approve amendments to articles and bylaws, pursuant to RSMo §355.606, and any action to enforce these rights does not implicate RSMo §355.141 regarding challenges to the corporation's power to act.

10.7. The MBC annual meeting constitutes a meeting of the corporate member and the recording of actions by the MBC constitutes written approvals, elections and appointments for purposes of Chapter 355, The action of a majority of MBC messengers is deemed to be the act of the corporate Member, the same as if enacted by written ballot at a Member meeting, or by unanimous consent in lieu of a meeting, or otherwise.

#### 11. Bylaw 11 – Amendments

An amendment to these By-Laws may be initiated by motion at any regular meeting of the Board affirmed by two thirds of the votes cast, provided that at least ten days prior to the meeting notice of the substance or summary of the proposed amendment was sent to the trustees. A proposed amendment is not valid until it is approved in writing by the MBC as corporate member, upon the recommendation of the MBC Executive Board, pursuant to MBC governing documents and 355.606 RSMo. The amendment process and notice requirements in these Articles and Bylaws satisfy the requirements of 355.561 and .596, RSMo.

IN WITNESS WHEREOF, the undersigned officers of The Baptist Home hereby affix their duly authorized signatures to the foregoing Bylaws which were duly adopted by a sufficient number of trustees, and then approved by the Messengers of the Missouri Baptist Convention, meeting in Branson, Missouri, on October 28-29, 2019.

#### THE BAPTIST HOME

By
Ken Parker, Chairman
Dated: October, 2019.
Attest:
By
Randy Ewart, Secretary
Dated: October, 2019.

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF A NON-PROFIT CORPORATION — THE BAPTIST HOME FOUNDATION

The Baptist Home Foundation (TBHF), a non-profit corporation under Chapter 355, RSMo, the Missouri Non-Profit Corporation Code, for the purpose of amending its articles of incorporation, hereby executes the following Amended and Restated Articles of Incorporation and certifies that the following amend, replace and restate all the provisions of the Articles of Incorporation previously in effect, in their entirety.

- 1. **Name.** The name of the corporation is **The Baptist Home Foundation.**
- 2. **Benefit.** The corporation is a **Public Benefit Corporation.**
- 3. **Duration.** The period of duration of the corporation is **perpetual**.
- 4. **Address.** The principal business address is P.O. Box 87, Ironton, Missouri. 63650.

#### 5. Purposes.

- 5.1. Religious and Benevolent Purposes. The purpose of The Baptist Home Foundation ("TBHF" or the "Home Foundation"), as a Missouri Baptist Convention ("MBC") benevolent institution, is to glorify God by developing, investing, managing and spending funds to help support The Baptist Home, (TBH) a Missouri non-profit corporation, and its ministries to senior adults. TBHF seeks to serve members of MBC churches and others who desire to help support the ministries of TBH, financially and otherwise; and as an incident thereto the corporation has the right to acquire and hold, by gift, devise or purchase, real and personal property and has the right to sell and convey the same to provide funds for the support and maintenance of TBH.
- 5.2. TBHF is Christ-centered in faith, mission, values and worldview, and purposes to demonstrate God's love to aging humanity with the highest standards of Christian moral character, integrity and diligence in serving senior adults at TBH.
- 5.3. The final authority for faith and practice in TBHF operations is God and His Word. TBHF and its Board affirm the Southern Baptist Convention Baptist Faith & Message, 2000, ("BFM 2000") (or

current edition) as the TBHF's Statement of Faith.

- 5.4. Non-Profit Exempt Organization. TBHF is organized and operated as a non-profit organization under Missouri law to engage in any lawful act or activity for which corporations may be organized under Chapter 355, RSMo. TBHF is exempt from federal income taxes and does not carry on any activities prohibited for (a) a corporation exempt from federal income tax under section 501 (c) (3) or 509(a)(1) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. TBHF functions as an integrated auxiliary of the MBC, the State Convention of Southern Baptist churches in Missouri, and may receive financial support from the Convention, the churches, and the members of MBC-affiliated churches who entrust resources to TBHF to help TBH provide the care of beloved family members and friends.
- 6. **Governance.** All corporation powers are exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the corporation's Board of directors, which may also be called the Board of Trustees.
- 6.1. The Board of Trustees consists of a minimum of nine (9) and a maximum of twenty-one (21) individuals, not counting ex officio trustees, elected or appointed by the MBC as provided herein. The exact number is an uneven number fixed by bylaws or resolution adopted by the TBHF board. Trustees elected by the MBC to serve on TBH board are also elected to serve on the TBHF board for the same terms. An officer elected by the TBH board is also be elected to the same office on the TBHF board and for the same term.
- 6.2. All trustees must be baptized believers, Missouri residents, and active members of Baptist churches affiliated with the MBC, affirming Baptist Faith & Message 2000 (or current edition) and strongly supporting the Cooperative Program.
- 6.3. Trustees are elected to three-year staggered terms, unless filling an unexpired vacancy with less

than three years. After serving two consecutive full terms, a trustee must rotate off for one year before being eligible for re-nomination or election.

- 6.4. Vacancies occurring on the Board of trustees are temporarily filled by the MBC Nominating Committee until the next annual meeting of the MBC when the vacancy is filled by the MBC for the unexpired term.
- 6.5. The Board of Trustees is authorized to elect an executive committee of up to 7 trustees, including the Board officers elected pursuant to bylaws. The Exec—utive Committee has the authority to act for the Board of Trustees ad interim between the meetings but cannot amend or reverse any direction of the Board. Four members of said Executive Committee constitute a quorum for the conduct of business.
- 6.6. The Board adopts Bylaws to govern its proceedings and to direct its work in overseeing TBHF. Bylaws must not be contrary to law or the provisions of these Articles. The MBC Executive Board and the MBC must approve in writing any amendments to Bylaws, in the manner set forth in the Bylaws.
- 7. **Corporate Member.** The Corporation has one (1) member having voting rights with respect to amendments: the Missouri Baptist Convention, as the term "member" is defined in §§355.066(21) and (22), RSMo. MBC is also the sole member of any corporation created by or subject to TBHF, sometimes referred to as a "subsidiary."
- 7.1. MBC has, in its sole and absolute discretion, the following rights:
- 7.1.1. The sole and exclusive right to elect and remove Trustees of TBHF or any subsidiary;
- 7.1.2. The right to recommend, approve, or reject, in writing, any addition, deletion, or other amendment to the Articles and/or Bylaws of TBHF or any subsidiary.
- 7.1.3. The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of TBHF or any subsidiary.
- 7.1.4. The right to approve or reject the creation, amendment, or dissolution of any subsidiary of TBHF.
- 7.1.5. The right to have notice of all meetings of the Board of trustees of TBHF or any subsidiary, to be sent to the MBC Executive Director.
- 7.1.6. The right to have the MBC President serve as an non-voting ex officio Trustee of the

TBHF board;

- 7.1.7. The right to have the MBC Executive Director to serve as a non-voting ex officio Trustee of the TBHF board and as a non-voting member of any search committee for TBHF's president.
- 7.1.8. The right to have an MBC officer or representative attend any meeting of the Board, if the MBC president is absent and designates his representative;
- 7.1.9. The right to approve or reject any material change in the ministry purposes or strategies of TBHF or any subsidiary.
- 7.2. TBHF and its trustees have a fiduciary relationship to the Missouri Baptist Convention to honor the Article 7 rights of the MBC as the Corporate Member in perpetuity.
- 7.3. The MBC may designate TBHF as an entity of the MBC, with all the rights and duties of an entity as are set forth in the MBC's governing documents, and TBHF is subject to the MBC and its governing documents, as they may be amended from time to time, as fully as if the TBHF Board of trustees had approved and signed the MBC governing documents.
- 7.4. The Member (MBC) is an express thirdparty beneficiary of these Articles of Incorporation, with all rights and standing to bring a derivative proceeding or such other action or proceeding as the Member determines to enforce or give effect to the Member's rights or otherwise to these Articles of Incorporation.
- 7.5. The MBC has legal standing to protect and enforce its membership rights listed above, including the right to approve amendments to TBHF articles and bylaws, pursuant to §355.606 RSMo, and any action to enforce these rights does not implicate §355.141 RSMo regarding challenges to the corporation's power to act.
- 8. **No Private Inurement.** TBHF does not operate for profit or pecuniary gain. No part of the net earnings of the corporation inure to the benefit of, or are distributed to its trustees, officers or other private persons, except that the corporation pays reasonable compensation for services rendered and makes payments and distributions in furtherance of its purposes.
- 9. **Political Activity.** TBHF does not, as a substantial part of its activities, attempt to influence legislators regarding particular legislation and TBHF does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for

elective public office, including the publishing or distribution of statements.

- 10. **Dissolution.** Dissolution, merger, or the sale, lease, exchange or other disposition of all or substantially all of the corporation's property, other than in the usual and regular course of its activities must be approved by the MBC. Upon the dissolution of the corporation, assets must be distributed as directed by the MBC for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to organizations which are exempt institutions within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. All pertinent records relating to ministries of The Baptist Home or related matters shall be transferred to the custody and control of the Executive Board of the Missouri Baptist Convention, to be held by it or its designee in accordance with all applicable rules and regulations of the Department of Social Services and the State of Missouri, so long as may be required thereby.
- 11. **Registered Agent.** The Registered Agent and Registered address are named on form Corp. 59, on file with the Secretary of State, which may be changed by the Board from time to time by filing a new Corp. 59 form, after first giving written notice to the MBC Executive Director.
- 12. **Religious Liberty.** The Articles and Bylaws do not require TBHF to follow any civil law, rule or ruling that requires any act or omission that violates any religious belief or practice based on Scripture, compatible with the BFM, 2000, (or current edition), or that violates the rights of Religious Freedom and Free Exercise which God has granted to all persons and which the Constitution's First Amendment protects.
- 13. Amendments. The Board of Trustees may adopt one or more amendments to these articles of incorporation subject to the approval in writing of the MBC upon the recommendation of the MBC Executive Board, pursuant to 355.606 RSMo. The corporation provides notice of any meeting at which an amendment is to be voted upon, in accordance with the requirements of the Missouri Nonprofit Corporation Act and these articles and the bylaws of the corporation. The notice states that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the articles

and the notice contains or accompanies a copy or summary of the amendment, stating the general nature of the amendment. The amendment must be adopted by a two thirds of the votes cast by the trustees before going to the MBC Executive Board and then to the MBC as Member for approval in writing.

WHEREFORE, these amended and restated Articles of Incorporation were approved by a sufficient vote of the Board of Trustees of the corporation at a duly called meeting on August 2, 2019. On recommendation by the MBC Executive Board, the Articles were approved in writing by the MBC, by its messengers, at a regular meeting on October 28-29, 2019, pursuant to section 355.606 RSMo. and the rights of MBC as Member. These amended and restated Articles supersede the original articles of incorporation and all amendments thereto.

**IN WITNESS WHEREOF**, the undersigned officers of The Baptist Home Foundation hereby affix their duly authorized signatures to the foregoing Amended and Restated Articles of Incorporation, on the date written below.

#### THE BAPTIST HOME FOUNDATION

By
Ken Parker, Chairman
Dated: October, 2019.
Attest:
Ву
Randy Ewart, Secretary
Dated: October 2019

#### BYLAWS — THE BAPTIST HOME FOUNDATION

#### 1. Bylaw 1 – Board of Trustees

- 1.1. The Baptist Home Foundation ("TBHF") corporation powers are exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the corporation's board of directors, which is called the Board of Trustees. The Board of Trustees ("the Board") consists of from nine (9) to twenty-one (21) individuals elected or appointed by the Missouri Baptist Convention (MBC), not counting ex officio members of the Board. The exact number will be twenty-one (21), unless changed to a lesser uneven number by resolution adopted by the board and approved in writing by the MBC Executive Board.
- 1.2. The trustees are the fiduciaries accountable to the Corporation and to the MBC for the upholding and advancing the corporate purposes set forth in the Charter. The Board is directed by the Charter as it gives direction to the organization towards a sustainable future by adopting sound, spiritual, and legal governance and financial management policies, as well as by making sure the corporation has adequate resources to advance its purposes, all consistent with the Christian character of the ministry.
- 1.3. The trustees employ and evaluate the President and other executive staff, and hold them accountable for goals, objectives and strategies that advance corporate purposes. The trustees govern primarily by adopting policies and actions that provide foresight, oversight and insight to ensure that staff recommendations regarding the mission, vision and strategic operations align with the Charter purposes, and then by holding staff accountable for their efficiency and effectiveness in advancing the purposes.
- 1.4. The Board has the authority to carry out any other functions permitted by the Articles or Bylaws, except as limited by law.
- 1.5. Trustees are elected to staggered three-year terms, unless filling an unexpired vacancy with less than three years. A trustee may be elected to two consecutive full terms, after which a trustee must rotate off for one year before being eligible for renomination or election.
- 1.6. Vacancies occurring on the Board of Trustees are filled by the MBC Nominating Committee until the next annual meeting of the

MBC when the vacancy is filled by the MBC for the unexpired term.

- 1.7. Trustees are elected by the MBC in its role as the corporate Member and trustees can be removed by the MBC without cause at any meeting of the MBC, with or without advance notice. MBC has the sole and exclusive right to elect, appoint, remove and replace trustees. The Board does not have the right to expel, exclude, remove or replace a trustee. MBC has no duty to elect or appoint persons who are nominated by TBHF as trustees for initial or successive terms.
- 1.8. The MBC President and MBC Executive Director serve as non-voting ex officio trustees of the TBHF board.
- 1.9. MBC Executive Director serves as a non-voting ex officio member of any search committee for TBHF's president.
- 1.10. The TBHF President is not a member of the Board of Trustees (unless the Chairman is acting as President). but relates closely with the Board and has access to most business sessions and committee meetings, except for certain executive sessions.
- 1.11. In emergency situations, for good cause, the TBHF Board may by a two-thirds vote suspend a trustee for one regular meeting and report the cause immediately to the MBC Executive Board chairman with a request for continued suspension or removal. If the trustee does not resign, and if the MBC Executive Board does not vote to sustain the suspension, the trustee must be restored to full service. If the MBC Executive Board sustains the suspension, and recommends that the MBC remove the trustee at the next annual meeting, the MBC Nominating committee nominates a successor for the remainder of the term of the trustee. MBC governing documents control the election, suspension, removal and replacement process, notwithstanding other procedures of §355.346 RSMo.
- 1.12. Trustees are expected to attend all meetings. If circumstances prevent a trustee from attending a regular meeting, the trustee must provide advance notice of the absence and the reason. If a trustee is absent without notice from three regular board meetings, the Board may request that the trustee resign, or may refer the name to the Nominating Committee and the Entity Relations Committee

with a request for removal and replacement.

1.13. The Board may develop and adopt a Board of Trustees Handbook, defining the rights and responsibilities of trustees and detailing other practices and procedures to be followed in board administration.

#### 2. Bylaw 2 – Meetings

- 2.1. The Board of Trustees holds an annual meeting, and, if needed, other regular meetings each year the number, dates and locations of which are fixed by the board at the annual meeting. A reminder of the date, time, and place of each regular meeting and a suggested agenda will be mailed or emailed to each member of the Board at least ten days prior to the date of such meeting.
- 2.2. Other special meetings may be called at any time upon the request of the Chairman, the Executive Committee, nine members of the Board, or the President. Notice for these meetings may be deposited in the United States mail, with postage required for first class delivery affixed, or sent by electronic mail and addressed to each member of the Board at the last mail or email address the member has provided the Secretary; these notices must be mailed or emailed at least five days before the day on which the meeting is held. Only business specified in or included with the notice may be transacted at the special meeting.
- 2.3. The Board may permit any or all trustees to participate in a meeting of the Board or a committee of the Board by, or may conduct the meeting through use of, any means of communication by which all trustees participating may simultaneously hear and speak to each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.
- 2.4. Action required or permitted by the Missouri Nonprofit Corporation Act to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board, pursuant to §355.381, RSMo. The action taken must be evidenced by one or more written consents describing the action taken, signed by each trustee, and included in the minutes filed with the corporate records reflecting the action taken. The action taken is effective when the last trustee signs the consent, unless the consent specifies a different effective date. A consent so signed has the effect of a meeting vote and may be described as such in any document.

- 2.5. A majority of the trustees in office is necessary and sufficient to constitute a quorum for the transaction of business, and the act of a simple majority of the trustees present and voting at a duly called meeting of the Board or any committee is the act of the Board or that committee, except when a larger majority is required by statute, the articles of incorporation, or by these bylaws for particular business.
- 2.6. Any question related to the purchase, sale or encumbrance of real property, requires a two-thirds majority vote.
- 2.7. If a special circumstance arises whereby the Board is required to vote on a matter but a special meeting cannot reasonably be called, in the opinion of the Chair, then an electronic or mail vote is authorized, provided:
  - (a) Proxy voting is prohibited.
- (b) The vote is authorized in advance by the Board or at the request of the President and a majority of the Officers.
- (c) The quorum for the ballot is the number of all qualified trustees.
- (d) The Trustees have access to the question to be voted on in writing, either by mail, fax, or electronic means, before the vote is taken.
- (e) A telephone conference call, or other electronic means, such as "web conferencing," whereby collaborative interaction is possible, is provided to discuss the question.
- (f) Every Trustee has an opportunity to cast a vote by mail, fax, or electronic means.
- (g) The Secretary reviews and certifies the vote total, and that the quorum requirement has been met.
- 2.8. All meetings open with a brief devotional time. The proposed agenda and order of business at all regular meetings is developed by the President and the Chairman of the Board in advance of the meeting.

#### 3. Bylaw 3 – Officers

3.1. The officers of the Corporation are: President / Executive Director, Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, and one or more Vice Presidents as determined by the Board. The President serves indefinitely at the pleasure of the Board for such terms as are determined by the Board. Each officer holds office until a successor is appointed unless the officer shall sooner resign or be removed. One person may

hold more than one office, except that the President cannot also serve as Secretary.

- 3.2. The Board elects the Chairman, Vice Chairman, and Secretary at the annual meeting of the Board from among the eligible trustees, after considering the report of the Nominating Committee. The term of office is one year, but the officer serves until a successor is elected and qualified.
- 3.3. The Board may vote to suspend or remove an officer at any time, with or without cause. The reminder or notice of the meeting must alert the trustees to the agenda item indicating the proposed suspension or removal.
- 3.4. The Board may fill a vacancy of any officer at any time. In case of a vacancy in the office of President or his inability to serve, the Board or Executive Committee may appoint an acting President.
- 3.5. Upon recommendation of the President or the Executive Committee, the Board may appoint such other officers and agents as it may deem necessary and proper for the efficient conduct of the affairs of TBHF and may prescribe the duties of such officers or agents or delegate the power to do so.
- 3.6. The Chairman of the Board presides at the meetings of the Board and insures that the Articles of Incorporation and Bylaws are faithfully executed.
- 3.7. The Vice Chairman of the Board in the absence of or disability of the Chairman performs all the duties of the Chairman.
- 3.8. The President / Executive Director is the Chief Executive Officer and administrative head of TBHF and directs all staff employed by TBH or TGHF. He recommends the employment of the administrative staff and fills such vacancies as occur, subject to the final approval of the Board. The President or his designee presides at the meetings of the staff and is usually the official medium of communication between the staff and the Board of Trustees.
- 3.9. The President is responsible for the discipline of the staff and for carrying out all measures concerning the administration of TBHF as the Board of Trustees may authorize or adopt.
- 3.10. The President at least annually reports to the Board about the work and condition of TBHF, and presents for the Board's consideration such measures as the President deems necessary or expedient for its welfare.

3.11. The Secretary or the Assistant Secretary keeps or causes to be kept a record of the minutes of all meetings of the Board of Trustees and each of its committees. The Secretary or the Assistant Secretary has the authority to authenticate records of the corporation. The Assistant Secretary has custody of the seal of TBHF and the Secretary or the Assistant Secretary attests to and affixes said seal to such documents as required in the business of TBHF, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts or resolutions, certificates, minutes and By-Laws issued pursuant to the authority of TBHF. The Assistant Secretary issues the call for and gives proper notice and reminders of all meetings of the Board of Trustees and keeps a record of the appointment of all committees of the Board of Trustees. Any of the duties or powers of the Secretary may be performed by the Assistant Secretary who is responsible to and reports to the Secretary in the fulfillment of those duties and the discharge of those powers. The employee designated by the President may serve as Assistant Secretary and that employee will, in all other respects, be supervised by the President.

3.12. The Treasurer may be a member of the TBHF Board, and employee of TBH assigned to assist TBHF, or an agent of the corporation approved by the Board. The Treasurer is responsible for carrying out the mandates of the Board of Trustees and its Executive Committee in overseeing the financial resources of TBHF including, but not limited to, cash, securities, stocks, bonds and all other property, personal or real, owned by TBHF. The Treasurer assures that all books and accounts are accurately kept and furthermore, presents a full and detailed financial statement properly audited by an independent certified accountant, to the Board at its annual meeting and, if requested, at any other meeting of the Board or any meeting of the Executive Committee. The Treasurer monitors the investments of TBHF, including all funds and endowments, as recommended by the Executive Committee and approved by the Board. The Treasurer, if given access to fund transfers, may be required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board or any statute.

#### 4. Bylaw 4 – Committees of the Board

- 4.1. The Board has the following standing committees: the Executive Committee, the Finance Committee, and the Nominating Committee. The Board may also designate by resolution one or more ad hoc committees as needed or required to conduct and transact the business of the Corporation. Each committee has at least three voting members. The Chairman of the Board selects the chairperson for each committee unless otherwise determined by the Board.
- 4.2. The Executive Committee consists of the general officers of the Board of Trustees (the Chairman of the Board, who chairs the Executive Committee, the Vice Chair, and Secretary) and two at-large members of the Board. The President is a non-voting ex officio member of the Executive Committee, and is not counted as a member of the committee for the purpose of determining a quorum. This committee meets on call of the President or the Chairman to receive necessary reports and to consider matters important to the welfare of the Home and which require action between regular meetings of the Board. The Executive Committee shall have the authority to act on behalf of the Board of Trustees between meetings of the full Board, but the Committee does not have the authority to reverse or amend any action or directive of the Board. The Executive Committee functions as the Personnel Committee and deals with all matters relating to personnel issues and policies of the corporation.
- 4.3. The Finance Committee is responsible for recommending a budget to the Board of Trustees and ensuring an audit is completed annually by an independent certified public accountant. Committee members need working knowledge of financial statements and audits. The Finance Committee reports regularly to the Board.
- 4.4. The Nominating Committee nominates candidates for general officers and for committees (except ex officio members) in consultation with the Chairman of the Board and the President at the annual meeting of the Board. Board members may make other nominations from the floor. The Board then elects general officers and members for each committee, as needed.
- 4.5. Committee members serve at the pleasure of the Board. Provisions of these By-Laws that govern meetings, actions without meetings, notice and waiver of notice, and quorum and

voting requirements of the Board, also apply to committees of the Board.

#### 5. Bylaw 5 – Fiscal Policies

- 5.1. The fiscal year of the corporation generally coincides with the fiscal year of TBH, unless fixed or changed by resolution by the TBHF board.
- 5.2. The financial statements and records of TBHF are audited by an independent certified public accounting firm as of the close of the corporate fiscal year. The Board selects and retains the auditor, on the recommendation of the audit committee. The audit committee receives the management report in executive session, part of which excludes all staff including the president. The audit report is presented to the Board and is made publicly available.
- 5.3. All employees and trustees who handle corporate funds or securities may be required by the Board to be bondable with a fidelity bond in an amount determined by the Board. Said bond will be issued by a responsible surety company selected by the Board with the premium to be paid by the corporation.
- 5.4. The Executive Committee reviews the annual budget upon recommendation of the Finance Committee and submits a proposed budget to the Board for its consideration and approval. The budget, when approved by the Board, is the authority for incurring expenditures for the departments included therein. It is the duty of the President to monitor and enforce budget compliance.
- 5.5. The Treasurer monitors and reports on the investments of TBHF, including all funds and endowments. The Board adopts and monitors a general investment policy, and retains and manages one or more fund managers.

#### 6. Bylaw 6 – Cooperative Program Ministry

- 6.1. The Cooperative Program is the financial channel of cooperation between local churches, State conventions and the Southern Baptist Convention.
- 6.2. The MBC has designated TBH as an entity of the MBC, with all the rights and duties of a cooperating entity as are set forth in the MBC's governing documents; and TBHF is subject to the MBC and its governing documents, as they may be amended from time to time, as fully as if the Board of Trustees had approved and signed the governing

documents. The Business and Financial Plan is an MBC governing document.

6.3. TBHF and the Board of Trustees are committed to the Cooperative Program as the best vehicle for us to channel resources to help fulfill the Great Commission. TBHF was birthed and nurtured by the MBC, and we are dedicated and convictionally committed to maintaining in perpetuity our historic relationship with the MBC, Missouri Baptists, and our sister entities and ministries within the MBC family. TBHF is committed to the flourishing of the MBC family and to the flourishing of each of our Cooperative Program Ministry partners.

6.4. As part of its cooperation, the Board is committed to placing a substantial portion of TBHF investment and endowment funds under the management of the Missouri Baptist Foundation, so long as it is reasonble under prudent investment principles.

#### 7. Bylaw 7 – Administrators and Staff

7.1. The Board of Trustees oversees the hiring and firing of administrative staff. The employment policies of TBHF are substantially similar to the policies of TBH. All employees are "at will" employees, unless specified otherwise in writing approved by the Board.

7.2. TBHF is committed to the teachings of the Holy Bible, God's inerrant Word, as articulated in the "The Baptist Faith and Message, 2000" (BFM 2000) (or current edition), and to providing an environment where those truths are taught and demonstrated by the TBHF's employees.

7.3. TBHF hires and prefers qualified employees who affirm these truths without reservation, express a personal faith in Jesus Christ as Lord and Savior, join with Baptist Convention-affiliated churches that affirm the same statement of faith, and support the Southern Baptist Cooperative Program efforts of such churches. All administrators and employees must annually indicate their on-going commitment to perform their duties and speak consistent with and not contrary to the Baptist Faith and Message

7.4. Where required, the TBHF may utilize employees who are not confessionally Baptist, but only where the Board of Trustees has determined, in an approval process with the President set out in a policy and procedures manual, that the individual's testimony of personal faith in Jesus Christ and personal conduct are consistent with

the Holy Bible and evangelical faith, and that the individual can perform their duties consistent with the TBHF's expectation that employees will perform ministerial functions.

#### 8. Bylaw 8 – Nondiscrimination

Subject to any available exemptions or affirmative defenses allowed under federal, state or local antidiscrimination laws, TBHF does not invidiously discriminate on the basis of race, sex, color, national or ethnic origin, age, disability, military service, or other statutorily protected classes in employment, admissions or other covered activities. As stated in the Articles, TBHF maintains the fundamental right to Religious Freedom and Free Exercise which God has granted to all people and which the Constitution's First Amendment protects, including certain exemptions to non-discrimination laws which would otherwise interfere with or burden the free exercise of religion of the corporation or its agents. TBHF reserves the rights and defenses recognized by various laws and exemptions, and may consider religious belief and conduct in making employment and other decisions, consistent with its statement of faith.

#### 9. Bylaw 9 – Indemnification

9.1. Mandatory Indemnification. Pursuant to § 355.471, RSMo, unless limited by its articles of incorporation or bylaws, the corporation must indemnify a trustee who was successful, on the merits or otherwise, in the defense of any proceeding to which the trustee was a party because the trustee is or was a trustee of the corporation, against reasonable expenses actually incurred by the trustee in connection with the proceeding, including reasonable attorney's fees.

9.2. Permissive Indemnification. Pursuant to § 355.476. RSMo, at the discretion of the Board, the corporation also may indemnify any person against liability and expenses incurred in defending against a claim, including settlement and adverse judgment, who acted in good faith and reasonably believed that his or her conduct was in the corporation's best interest and not unlawful, as provided in the Bylaws.

9.3. Additional Indemnification. The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 8 are not to be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now

or hereafter be entitled under the Corporation's Articles of Incorporation, By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Trustees, any applicable law, or otherwise.

- 9.4. D&O Insurance. TBHF may purchase and maintain a policy of insurance on behalf of any agent of TBHF (including a trustee, officer, employee or other agent of TBHF) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.
- 9.5. No coverage of bad faith judgments. TBHF may, to the extent legally permissible, indemnify each person who serves or served as an officer or trustee of TBHF, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, interest, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed claim or legal action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any matter as to which he or she has been finally adjudicated in any proceeding to have committed acts or omissions in bad faith, in breach of fiduciary duties, or in the absence of a reasonable belief that such action was in the best interests of TBHF; and further provided that any compromise or settlement payment must be approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding. This permissive indemnity will not exceed the amount of TBHF's available liability insurance coverage.
- 9.6. All indemnification provided by the Corporation, unless ordered by a Court, must first be approved by the Corporation in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of disinterested trustees who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or a quorum of disinterested trustees so direct, then by independent legal counsel in a written opinion, all pursuant to §355.476.4 RSMo.

#### 10. Bylaw 10 – Corporate Membership

- 10.1. Missouri Baptist Convention ("MBC") is designated as the "Corporate Member" in the TBHF Amended Articles, and MBC must be the sole Corporate Member of any corporation created, controlled or affiliated with TBHF, sometimes referred to as a "subsidiary."
- 10.2. MBC has, in its sole and absolute discretion, the following rights:
- (a) The sole and exclusive right to elect and remove Trustees of TBHF or any subsidiary;
- (b) The right to recommend, approve, or reject, in writing, any addition, deletion, or other amendment to the Articles and / or Bylaws of TBHF or any subsidiary.
- (c) The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of TBHF or any subsidiary.
- (d) The right to approve or reject the creation, amendment, or dissolution of any subsidiary of TBHF.
- (e) The right to have notice of all meetings of the Board of Trustees of TBHF or any subsidiary, to be sent to the MBC executive director.
- (f) The right to have the MBC President serve as a non-voting ex officio Trustee of the TBHF board.
- (g) The right to have the MBC Executive Director to serve as a non-voting ex officio Trustee of the TBHF board and as a non-voting member of any search committee for TBHF's president.
- (h) The right to have an MBC officer or representative attend any meeting of the Board, if the MBC president is absent and designates his representative.
- (i) The right to approve or reject any material change in the ministry purposes or strategies of TBHF or any subsidiary.
- 10.3. TBHF and its trustees have a fiduciary relationship to the MBC to honor the Bylaw 10 rights of the MBC as the Corporate Member, in perpetuity.
- 10.4. The Member MBC is an express thirdparty beneficiary of the Articles of Incorporation and Bylaws with all rights and standing to bring a derivative proceeding or such other action or proceeding as the Member MBC determines to enforce or give effect to the Member's rights or otherwise to the Articles of Incorporation and Bylaws. The Trustees do not have the right to

expel, suspend or remove the MBC as Member or to admit any additional member without the prior written consent of the MBC as Member and without amendment of the Articles of Incorporation and Bylaws.

10.5. No Bylaw or other action of TBHF will alter, restrict, diminish or limit the rights, powers, authority, benefits or privileges of the Member, including, but not limited to, the right of Member to elect, remove and replace all Trustees of TBHF without cause and the right to approve or disapprove any proposed amendment to the Articles of Incorporation or Bylaws.

10.6. The MBC has legal standing to protect and enforce its membership rights listed above, including the right to approve amendments to articles and bylaws, pursuant to RSMo §355.606, and any action to enforce these rights does not implicate RSMo §355.141 regarding challenges to the corporation's power to act.

10.7. The MBC annual meeting constitutes a meeting of the corporate member and the recording of actions by the MBC constitutes written approvals, elections and appointments for purposes of Chapter 355, The action of a majority of MBC messengers is deemed to be the act of the corporate Member, the same as if enacted by written ballot at a Member meeting, or by unanimous consent in lieu of a meeting, or otherwise.

#### 11. Bylaw 11 – Amendments

An amendment to these By-Laws may be initiated by motion at any regular meeting of the Board affirmed by two thirds of the votes cast, provided that at least ten days prior to the meeting, notice of the substance or summary of the proposed amendment was sent to the trustees. A proposed amendment is not valid until it is approved in writing by the MBC as corporate member, upon the recommendation of the MBC Executive Board, pursuant to MBC governing documents and \$355.606 RSMo. The amendment process and notice requirements in these Articles and Bylaws satisfy the requirements of §§ 355.561 and .596, RSMo.

IN WITNESS WHEREOF, the undersigned officers of the The Baptist Home Foundation hereby affix their duly authorized signatures to the foregoing revised Bylaws which were duly adopted by a sufficient number of trustees and then approved by the Messengers of the Missouri Baptist Convention,

meeting in Branson, Missouri, on October 28-29, 2019

#### THE BAPTIST HOME FOUNDATION

By					
Ken Parker, Chairman and President					
Dated: October, 2019.					
Attest:					
By					
Randy Ewart, Secretary					
Dated: October , 2019.					

#### CHARTER OF THE MISSOURI BAPTIST CONVENTION

The Messengers and the undersigned Officers of the Missouri Baptist Convention, who are natural persons of the age of eighteen years or more, adopt the following Articles of Agreement, which are hereby declared to be the Charter of the Missouri Baptist Convention:

#### Article I NAME & DURATION

The name of the corporation is: Missouri Baptist Convention. The period of duration of the corporation is perpetual.

### Article II COMPOSITION & MEETINGS

The Missouri Baptist Convention ("MBC") is composed of Messengers who are members of affiliated Baptist churches in cooperation with the MBC and the Southern Baptist Convention ("SBC"), as provided in the MBC Constitution and Bylaws. The MBC holds a meeting of Messengers at least annually to conduct MBC business. The time, place, and manner of such meeting is determined by the Messengers, or otherwise provided in the MBC's Constitution and Bylaws. Messengers do not vote by proxy.

#### Article III PURPOSE STATEMENT

A. It is the purpose of the MBC to provide a general organization for Baptists, primarily in the State of Missouri, who cooperate with the SBC, and such other associations and affiliations as the MBC deems appropriate; for the promotion of Christian missions at home and abroad; to serve Great Commission churches for the glory of God; and such other religious, missionary, benevolent, charitable, or educational purposes as the Messengers determine. It adopts all necessary regulations for the conduct of its business not inconsistent with this Charter, including, without limitation, a Constitution and Bylaws.

B. The Corporation is organized and operates exclusively for religious purposes as a convention of churches appointing Messengers, and not for the

private benefit of any person. No part of the net earnings of the MBC shall inure to the benefit of or be distributable to any private person, including officers, employees, or agents of the MBC, except that the MBC is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the religious purposes set forth in this Charter, the Constitution, or the Bylaws.

C. Nothing in the Charter, Constitution, Bylaws, and other governing documents of the MBC requires the MBC, its officers, agents, or affiliated churches to follow any civil law, rule, or ruling that requires any act or omission that violates Scripture or any religious belief or practice based on Scripture, according to their religious conscience, or that violates the right of Religious Freedom and Free Exercise which God has granted to all people and which the First Amendment to the U.S. Constitution was intended to protect.

#### Article IV OFFICERS

The Officers of the MBC are defined in its Constitution and Bylaws. Except as provided in the Constitution and Bylaws, such Officers must be elected by the Messengers.

#### Article V AMENDMENTS

This Charter 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 by a Messenger, upon introduction and being seconded, 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. Amendments are then filed with government agencies as required by Chapter 352, RS Mo, as amended.

#### Article VI DISSOLUTION

In the event of dissolution, the net assets of the corporation will be distributed to the Southern Baptist Convention, or as otherwise directed by the MBC Messengers by a two-thirds (2/3) vote, to one or more Southern Baptist associations, churches, or religious organizations of the same or similar religious purpose.

# 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.

# 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.

#### NOMINATING COMMITTEE RULES AND PROCEDURES

In order to do its work in an orderly and fair manner, the Nominating Committee:

- 1. Obtains from the Executive Director's office a list of vacancies on each governing board and commission on which the Committee is to make a nomination.
- 2. At the first meeting called by the Chairman of the Nominating Committee, orientation of the Committee's work is given, along with a list of known vacancies on all boards, committees, and commissions that will need to be filled at the next Annual Meeting. Those members not present at said meeting are to be sent the same list.
- 3. Obtains from the chief administrator of each Entity, and in coordination with the Executive Director, confirmation of each vacancy and requests communication about any changes that may occur during the time of the Committee's work.
- 4. Consults with the chief administrator of each Entity and/or Chairman of each governing board concerning the particular needs that the Committee should seek to meet as it recommends individuals to fill each vacancy.

As a courtesy, if any person recommended by the Entity is not submitted by the Committee's Report to the Annual Meeting for election or re-election to the Entity's Board, the Committee Chair will provide the Entity's chief administrator the Chair's understanding of the Committee's rationale(s) for the Committee's Report concerning that Entity.

5. Informs Missouri Baptists, through the official news journal of the Missouri Baptist Convention (MBC), about the procedure they may follow in recommending person(s) for the Committee's consideration and asks anyone making a suggestion to provide information which the Committee needs (name of person recommended, address, church membership, CP giving of the church, activity in the church and/or association, occupational or professional credentials, board or commission for which suggested, reason for thinking that the recommended person would serve well in this

capacity, etc.). The publication of known vacancies that need to be filled is printed or posted online in January.

- 6. Ensures a biographical profile form (as approved by the Executive Board) is completed by each person nominated and, upon this person's election by the Messengers, is delivered to the Executive Director for filing in MBC records. A previous profile may suffice provided the data is static and the Nominating Committee verifies the information.
- 7. Ensures, in a timely fashion, that all members of the MBC Nominating Committee receive the names and biographical data of all nominees as they are received by the Chairman of the Nominating Committee and MBC staff responsible for said information.
- 8. Ensures that at least one copy of all Committee minutes is archived by the Executive Director's Office.
- 9. Gives due consideration to all recommendations made to the Nominating Committee. Persons nominated are Christians of good reputation with a record of strong church involvement and support, and from churches that show strong and ongoing support, including financial support for the work of the MBC (or Southern Baptist Convention in the case of out-of-the-state Trustees). Cooperative Program support should be an important consideration (see item 17). The expectation is that persons nominated have special experience or expertise that he or she can bring to the respective board or commission.
- 10. Nominates persons giving due regard to age, gender, race, and geographical location to insure proper balance on all boards, so as to adequately meet the needs of the Entity or commission.
- 11. Contacts all nominees to determine their willingness to serve and to validate their references.
- 12. Maintains a file of all persons recommended to the Nominating Committee for the future work of the Committee should a vacancy occur between Annual Meetings.

- 13. Honors the MBC Charter, Constitution, and Bylaws for major procedures for the Committee's actions.
- 14. Follows the policy that no person is eligible to serve on more than one (1) of the MBC Entity boards or commissions at a time unless elected as an Officer of the MBC.
- 15. Follows the policy that no immediate family members (spouse, child, parent) of a current Nominating Committee member is eligible for nomination on any Entity or commission of the MBC.
- 16. Follows the policy that each MBC church is limited concerning the number of persons serving on the boards of the MBC. Churches with a total membership of 1,000 or less may be represented by a maximum of two (2) persons serving on MBC boards and commissions simultaneously. Churches with a total membership of more than 1,000 may be represented by a maximum of three (3) persons serving on MBC boards and commissions. However, in the case of the larger congregation, no more than two (2) on the same board or commission.
- 17. Follows the policy that Missouri Baptists serving on the various boards and commissions of the Convention be supportive of both the Missouri Baptist Convention and the Southern Baptist Convention and an advocate for the Cooperative Program.

As a minimum standard, a trustee's local church should give through the Cooperative Program at least the national average. Local church context may be a factor that temporarily impedes giving through the Cooperative Program at or above that level. However, for trustee consideration, the minimum should always be at least one half (1/2) of the CP national average.

- 18. Completes the work of the Nominating Committee provided for in paragraphs 1-8 not later than 30 days prior to the Annual Meeting.
- 19. Identifies persons eligible for a successive term not later than April 1 of each year; and determines if such persons continue to be willing and otherwise eligible to serve.



# MBC Nominating Committee PROFILE SHEET

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(For a copy of the Baptist Faith and Message, go	o to mobaptist.	org/about-us/wl	hat-we-believe.)	
Please give two references familiar with your lo a decorum of holiness consistent with New Tes use of controlled substances (including alcoho	stament charac	ter, including th	our lifestyle that der e abstention from r	nonstrates ecreational
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Name	Address			
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I pledge to complete the MBC new trustee original please I may be eleted to serve.	yes n	0		
Once elected to your position, would you, if re Convention or the Entity you are nominated to	guested, agree o serve? yes n		a check by the Miss	эип вария
Subject to election by the MBC at the Annual M  MBC Executive Board  Missouri Baptist Children's Home  Missouri Baptist Historical Commission  Christian Life Commission  Baptist Home		d like to serve of Hannibal/LaGra Missouri Baptis Southwest Bap Missouri Baptis	ange University t University tist University	oply):
Return form to: MBC Nominating Committee, I MO 65101.	Missouri Baptist	t Convention, 40	00 E. High Street, Jef	ferson City,
For C	Committee Use	Only		
Geographic Region	Δ	ssociation		

#### CREDENTIALS COMMITTEE RULES AND PROCEDURES

- 1. The Credentials Committee is made up of six (6) individuals. Members serve terms of three (3) years and are nominated by the Nominating Committee and submitted for vote on the final day of the Annual Meeting. Two (2) are nominated and elected each year.
- 2. Members elected to fill an unexpired term serve the remainder of the unexpired term.
- 3. The Credentials Committee is a standing committee of the Missouri Baptist Convention (MBC).
- 4. The Committee has the right and responsibility to review and make recommendations regarding affiliation of churches with the MBC or enrollment concerning the credentials of Messengers. This includes churches that are petitioning the MBC for affiliation and affiliated churches or Messengers challenged on the basis of faith, polity, origin, character, doctrine, or practice.
- 5. The Committee is guided by such rules and procedures as the MBC may adopt from time to time. In addition, the Messengers may give direction and guidance to the Committee by its resolutions and votes while in session. The duly elected Credentials Committee is the interpreter of each qualification.
- 6. To be eligible for affiliation, a church must complete the following steps:
- a. Any Baptist church desiring affiliation with MBC completes an affiliation application, affirming the Baptist Faith and Message (current edition), or a doctrinal statement that is compatible with it. The church must also make an initial contribution to the Cooperative Program through the MBC.
- b. The application form and contribution must be received at the MBC office during the fiscal year prior to the Annual Meeting to which the church sends Messengers for the first time.
- c. All churches submitting an affiliation application form are examined by the Credentials Committee as to their qualifications. If the Credentials Committee recommends affiliation status, and if the MBC approves by majority vote,

the churches are welcomed to affiliation and the Committee issues credentials to their Messengers.

- 7. To remain an affiliated church, singly aligned with MBC, the church must meet the following qualifications:
- a. Has contributed to the work of the MBC through the Cooperative Program on at least an annual basis, and
- b. Has not contributed to the work of any other national convention of churches or organization that acts as a national convention, and has not sent representative(s) or Messenger(s) to such a convention (Any organization that independently sends and ordains ministers to the United States military services is considered a national convention), and
- c. Has not contributed financially to the work of any other state convention or organization that acts as a state convention in Missouri.
- 8. The Committee investigates the qualifications of a church to continue affiliation with the MBC or the qualifications of any person to serve as Messenger at the Annual Meeting upon a challenge from a credentialed Messenger or upon receipt or discovery of any information that, if true, causes the Committee to believe that the Messenger or church is disqualified, on personal grounds, or by reason of the character or attitude of the church.
- 9. Where the Committee is required to give notice to Messenger(s), a church, or others regarding the Committee's recommendation, such notice may be given orally or in writing, including telephonic or electronic, by the means deemed most appropriate by the Committee chair or his designee.
- 10. Nothing herein is construed to prohibit affiliation with the MBC by those Baptist churches with racial, ethnic, cultural, or organizational relations, so long as no part of those relations is contrary to the MBC Charter, Constitution, Bylaws, Business and Financial Plan, or Statement of Faith.

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE EXECUTIVE BOARD OF THE MISSOURI BAPTIST CONVENTION

#### Article I NAME

The name of the corporation is: The Executive Board of the Missouri Baptist Convention.

#### Article II DURATION

The period of duration of the corporation is perpetual.

#### Article III REGISTERED OFFICE AND AGENT

The address of the Registered Office in the State of Missouri is: 400 E. High Street, Jefferson City, Missouri, and the name of its Registered Agent at said address is John Yeats.

#### Article IV PRINCIPAL OFFICE

The principal office of the corporation is located in Jefferson City, Missouri, until otherwise ordered or directed by the Missouri Baptist Convention ("MBC").

#### Article V PURPOSE

The purposes of the corporation are exclusively religious, missionary, benevolent, charitable, and educational.

- 1. The 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.
- 2. The theological basis for practice of the Executive Board is the Baptist Faith and Message (current edition).
- 3. 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.

4. The Executive Board does not have power to countermand any action of the MBC adopted by the MBC's Messengers, or to do anything contrary to the MBC's Charter, Constitution, or Bylaws.

#### Article VI TRUSTEES

The Directors of the Executive Board are called Trustees and elected by the Messengers at the Annual Meeting. Each Executive Board Trustee must be an active member of an affiliated church.

The corporation consists of Trustees, the number to be provided in the corporation's Bylaws, in which is vested the management of the affairs of the corporation, hereinafter referred to as "the Board."

#### Article VII OFFICERS

The Officers of the Board consist of a Chairman, First Vice-Chairman, Second Vice-Chairman, and Secretary, all of whom serve without compensation. The Executive Director serves as Treasurer.

#### Article VIII POWERS

The corporation has the power to receive and expend funds; employ persons; guarantee any securities and evidence of indebtedness created by any corporation of this State or any other State, consistent with the purposes of this corporation, and the Charter, Constitution, and Bylaws of the MBC; perform such duties in religious, missionary, educational, charitable, and benevolent work and activities of the MBC as may be consistent with the directions of the MBC; and to exercise any, all, and every power which a non-profit corporation organized under the General Not For Profit Corporation Act of Missouri may exercise.

#### Article IX BYLAWS

The Board may adopt, repeal, or amend Bylaws and may adopt new or additional Bylaws for the conduct of its business not inconsistent with the Charter, Constitution, and Bylaws of the MBC.

# Article X DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be distributed to the Southern Baptist Convention, or, if otherwise directed by the MBC Messengers at a meeting of the MBC by a two-thirds (2/3) majority of votes cast, to one or more Southern Baptist associations, churches, or religious organizations of similar mission, vision, and purpose. No person associated with this corporation may derive benefit or gain from such an assignment of residual assets.

#### Article XI AMENDMENTS

The Executive Board may amend these Articles by: (a) a two-thirds (2/3) vote of the entire membership of the Board at any regular meeting thereof, provided a written notice of the proposed changes is given at the previous meeting of the Board; and (b) approval of proposed amendments by the MBC as required by the MBC Charter, Constitution, and Bylaws.

#### Article XII SOLE MEMBER

The MBC is the sole member of the Executive Board corporation, and its Trustees have a fiduciary relationship to the MBC and the Executive Board corporation. The Annual Meeting of the MBC is the Annual Meeting of the Member. The Board gives the MBC, in the MBC's sole and absolute discretion, the following rights:

- 1. the sole and exclusive right to elect and remove Trustees of the Board;
- 2. the right to notice of all meetings of the Board;
- 3. the right to direct, approve, or reject, in writing, any addition, deletion, or other amendment to the articles of incorporation and/or Bylaws of the Board or its subsidiary corporations, if any;

- 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 or similar incorporated Entity of the Board;
- 6. the right for the MBC, by its Officers or Agents, to be present at all meetings of the Board;
- 7. the right for the MBC President to serve as an ex officio voting Trustee of the Board, and Chairman of the Board;
- 8. the right for the MBC Executive Director to serve as a non-voting ex officio member of the Board.

#### Article XIII ELECTRONIC VOTING

If a special circumstance arises whereby the Board is required to vote on a matter

but unable to call a special meeting, an electronic or mail vote may be authorized provided:

- 1. Proxy voting is prohibited.
- 2. The vote is authorized in advance by the Board or at the request of the Executive Director and a majority of the Officers.
- 3. The quorum for the ballot is the number of all qualified trustees.
- 4. The Board Trustees have access to the question to be voted on in writing, either by mail, fax, or electronic means.
- 5. A telephone conference call, or other electronic means, such as "web conferencing," whereby collaborative interaction is possible, is provided to discuss the question.
- 6. Every Board Trustee has opportunity to cast a vote by mail, fax, or electronic means.
- 7. The Secretary reviews and certifies the vote total, and that the quorum requirement has been met.

#### Article XIV THIRD PARTY APPROVAL RIGHTS

If the foregoing member rights are rescinded, repealed for any reason, or declared void or unenforceable for any reason by a court, then MBC shall have the rights to approve charter amendments as a third party pursuant to Chapter 355.606. RS Mo.

# 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.

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 reelection 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 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 third 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.

#### 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 ninemember (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.

# BUSINESS AND FINANCIAL PLAN OF THE MISSOURI BAPTIST CONVENTION

#### 1. Cooperative Program and Special Offerings

A. The Cooperative Program ("CP") is Southern Baptists' unified plan of giving, through which cooperating Southern Baptist churches give a percentage of their undesignated receipts in support of their respective state convention and the Southern Baptist Convention's ("SBC") missions and ministries. The Missouri Baptist Convention ("MBC") is committed to the CP as the primary method for supporting missions and ministry through the MBC and its Entities, and the SBC and its Entities.

B. The MBC also promotes four Special Offerings: (1) the Lottie Moon Christmas Offering for International Missions, (2) the Annie Armstrong Easter Offering for North American Missions, (3) the Rheubin L. South Missouri Missions Offering, and (4) the SBC World Hunger Offering.

#### 2. Budgets

A. Each Entity of the MBC submits to the Executive Board a copy of its annual budget as adopted by its board showing an itemized estimate of receipts and expenditures for the next fiscal year.

- B. The Executive Board develops and submits for MBC approval the goal and the budgets as follows:
- 1. A CP Budget Goal showing the total amount of funds expected to be received through the MBC for the Cooperative Program in the fiscal year.
  - 2. An MBC CP Allocations Budget showing:
- (a) Percent of available funds allocated to the SBC causes;
- (b) Percent of available funds allocated to MBC Entities;
- (c) Percent of available funds allocated to the ministries of the MBC and its ministry partners.
  - 3. An Executive Board Budget displaying
- (a) Expected receipts from all sources for the MBC and the Executive Board.
- (b) Proposed disbursements for the MBC and Executive Board ministries.
- C. The CP Budget Goal and the proposed CP Budget Goal, the MBC CP Allocations Budget,

and the Executive Board Budget are printed and distributed to the Messengers via the Book of Reports.

D. At its Annual Meeting, the MBC approves the CP Budget Goal, the MBC CP Allocations Budget, and the Executive Board Budget.

#### 3. Distribution of Funds

A. The Executive Board is the disbursing Entity of the MBC.

B. The SBC portion of the CP Budget Goal received is remitted monthly within ten (10) workdays after close of each month.

C. The MBC CP Allocations Budget receipts are distributed according to the allocations approved by the MBC. Distribution is made monthly on a percentage basis proportionate to the amounts allocated until the approved budgets are met. All designated funds received for SBC causes are distributed monthly.

#### 4. Handling of Funds

A. All persons who transfer or safeguard funds or securities of the MBC or any Entity of the MBC must be bonded in the amount sufficient to protect against the loss of the funds or securities involved. Such bonds may be reviewed and approved by the Executive Board.

B. The financial records of the MBC or any Entity of the MBC are open for inspection by MBC Officers, Trustees, and members of any affiliated Baptist church upon reasonable written request. A written request may be directed to the appropriate board or Entity. A reply may be expected within ninety (90) days.

#### 5. Contracts

A. Construction contracts in excess of \$25,000 are only negotiated with contractors that are adequately bonded.

#### 6. Reporting

A. The Executive Director reports to the Executive Board and to the Officers of the Entities of the MBC at each regularly scheduled Executive Board meeting concerning the following: (1) receipts

of all monies, including the CP and designated and other Executive Board and general MBC incomes, and (2) disbursement of funds.

- B. The Executive Board reports to the churches at least annually the receipts from the churches and the distribution of these funds in accordance with the budgets approved by the MBC.
- C. Each Entity of the MBC reports to the Executive Board at least annually relative to its financial condition and operations.

#### 7. Direct Solicitations

A. No appeals are to be made directly to churches by any Entity of the MBC or the SBC for financial needs without the approval of the MBC or the Executive Board.

#### 8. Indebtedness

- A. No MBC Entity or any of its Officers, departments, or committees, subsidiary corporations may create any indebtedness exceeding \$100,000 or 2% of the MBC Entity's annual operating budget, whichever is greater, except such as can be repaid out of anticipated receipts and/or other sources within a period of three (3) years without the formal approval in writing of the Executive Board. If the creation of indebtedness involves the erection of building(s) or the purchase of real estate, the Entity shall furnish the Executive Board, in writing, information relative to the source(s) of such receipts.
- B. Neither the Executive Board nor any of its Officers or subsidiary corporations may create any indebtedness, either directly or indirectly, exceeding \$100,000 or 2% of the Executive Board's annual operating budget, whichever is greater, except such as can be repaid out of anticipated receipts from the MBC (and other sources) within a period of three (3) years without the consent of the Messengers.

#### 9. Trust Funds

A. Each Entity of the MBC must keep all trust funds and donor-designated funds separate and sacred to the trust or the cause for which they are designated. Commingling of trust funds with general funds is prohibited.

#### 10. Investment of Funds

A. Each MBC Entity is encouraged, when appropriate, to use the Missouri Baptist Foundation

or another qualified Baptist Foundation for investment of funds, permanent or temporary, functioning as endowment or escrow. Neither the MBC, nor its Entities, may use its funds in any way to purchase securities issued by the MBC or any other MBC Entity.

#### 11. Cash Control

- A. Each Entity of the MBC maintains appropriate internal control procedures in keeping with generally accepted accounting principles and sound fiscal accounting practices.
- B. On behalf of the MBC or the Executive Board, prior written approval of the Executive Director/Treasurer of the MBC is required for the establishment or modification of any depository bank account.
- C. The list of authorized signatures must include the Executive Director-Treasurer.
- D. Two (2) authorized signatures must be required for withdrawal of funds from any account.
- E. The bank must be instructed to send monthly statements to the office of Financial Services.

### 12. Executive Board Designated Funds (Net Assets)

- A. Executive Board Designated Net Assets are in the form of cash or investments (liquid assets). In order to maintain control of these assets, all non-budgeted use of funds is evaluated as follows:
- 1. The initial request for non-budgeted use of funds is submitted to the Executive Director/Treasurer.
- 2. The Executive Director/Treasurer and the Financial Services staff analyze possible sources of available funds and the impact on net assets.
- 3. The Executive Director or his designate presents the recommendation to the Administrative Committee of the Executive Board that may recommend the proposal to the Executive Board for action.
- 4. A permanent file of Executive Board actions approving non-budgeted use of funds is maintained in the Financial Services office.
- 5. Designated funds are maintained in separate accounts.

# 13. New Enterprises and Expansions involving MBC Contingent Liability

A. As used in this section, the following terms have the meanings set forth:

- 1. "Contingent liability" or "contingently liable" means any new debt of an Entity for which the MBC must sign as a debtor or guarantor; or any debt of an Entity for a plan of expansion which will not be fully collateralized according to customary banking practices; or any plan of expansion which would impair the ability of the Entity to pay its current or future debts.
- 2. "Plan of expansion" includes but is not limited to construction of new plant facilities, remodeling of existing plant facilities, additional degree programs at educational Entities, or additional care facilities at benevolent Entities.
- B. No new Entity involving the expenditure of funds of the MBC or the contingent liability of the MBC is authorized except upon favorable action by the Messengers at an MBC meeting.
- C. Any plan for expansion by any Entity beyond any commitment previously approved by the Messengers for which the MBC is contingently liable must be submitted to the Entity Relations Committee for review, report, and recommendation as to approval or disapproval by the Executive Board. The Executive Board responds to the report and recommendation of the Entity Relations Committee. If the Executive Board approves the plan for expansion by a vote of three-fourths (3/4)of those Trustees present and voting, the plan may then be implemented. No such plan may be implemented without the prior approval of the Executive Board as herein set forth; provided, however, that any plan of expansion disapproved by the Executive Board may be implemented upon the approval of the Messengers at the next Annual Meeting following disapproval by the Executive Board.
- D. Written notice of intention to submit a plan for expansion as provided for in paragraph (C) of this section is given to the Chairman of the Entity Relations Committee, the President of the MBC, and the Executive Director within thirty (30) days after an Entity has submitted such a plan for expansion to its board of Trustees and received authorization to proceed with work regarding research and preparation of a formal proposal. The notice of intention to submit a plan for expansion contains all information available at the time of submission as to the nature of the project, total approximate cost, and extent of MBC liability or financial participation.
  - E. The Executive Board may from its own funds

employ personnel to study and review proposed plans of expansion.

#### 14. Purchasing

A. The Executive Board establishes purchasing protocols for the Executive Board staff, which should recognize appropriate internal control procedures.

#### 15. Charters

A. The Charter of the MBC or 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. This provision also applies to subsidiary or auxiliary corporations of all Entities. Copies of all charters and amendments to charters are delivered to the Executive Director within thirty (30) days of filing with the state.

#### 16. Contingent Reserve Fund

A. It is desired that the Executive Board raise and maintain a Contingent Reserve Fund equal to at least three (3) months of its operational budget. This fund is maintained by applying unused funds at the year's end and/or by budgeting an annual amount. The Executive Board determines and provides for the adequacy of such fund.

B. Each Entity of the MBC has a protocol for holding a reserve for contingencies.

#### 17. Audits

A. The Executive Board, upon recommendation from its Audit Committee, employs an independent certified public accounting firm to conduct an annual audit of the financial condition and operations of the MBC. The accounting firm submits a report of the audit through the Audit Committee. The Executive Board submits a report of the audit to the MBC.

B. Each Entity employs an independent certified public accounting firm to conduct an annual audit of its financial condition and operations. The accounting firm submits a report of the audit to the board of the Entity.

C. Copies of all audit reports of the financial condition and operations of the MBC and of its Entities are filed in the office of the Executive Director.

D. A copy of any audit report of the MBC or any Entity of the MBC is open for inspection by MBC Officers, Trustees, and members of any affiliated Baptist church upon reasonable written request. A written request may be directed to the appropriate board or Entity. A response is expected within ninety (90) days.

E. A general statement relative to the financial condition and operations of each Entity is printed in the Book of Reports and the MBC Annual: Reports & Statistics.

#### 18. Legal Counsel

A. The Executive Board is responsible to retain legal counsel for the MBC. The relationship is reviewed at least every three (3) years.

#### 19. Limitation on Activities

A. Subject to the declaration of religious liberty contained in MBC's charter, the MBC and Executive Board do not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution or windingup of the corporation, assets shall be distributed for one or more exempt purposes as provided in the corporate articles, and within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### 20. Amendments

A. The Business and Financial Plan is published in the Book of Reports following the MBC Charter, Constitution and Bylaws. All motions related to amending the Business and Financial Plan are referred to the Executive Board. The Executive Board may make recommendations for amendment to the MBC Business and Financial Plan at the Annual Meeting. Amendments require a two-thirds (2/3) majority vote by Messengers. Before MBC action, the proposed amendment(s) are published, or posted on the official website of the MBC, at least thirty (30) days prior to the Annual Meeting.

# BYLAWS OF THE CHRISTIAN LIFE COMMISSION OF THE MISSOURI BAPTIST CONVENTION

#### BYLAW 1 STATEMENT OF PURPOSE AND RESPONSIBILITY

Section 1. The Christian Life Commission ("CLC") of the Missouri Baptist Convention ("MBC") assists Missouri Baptists in the propagation of the Gospel by challenging them to be Salt & Light in accordance with Mathew 5:13-16.

Section 2. The purpose and the responsibility of the CLC is to educate and encourage the churches of the MBC to challenge their memberships to the ideal of biblical living as outlined in the Baptist Faith and Message (current edition).

Section 3. The CLC assumes responsibility for the study and the promotion of materials and information regarding, but not limited to, the following issues: (1) Family Life, (2) Human Rights, (3) Economics, (4) Moral Concepts, (5) Citizenship, and (6) Religious Liberty. The CLC cooperates with the Ethics and Religious Liberty Commission of the Southern Baptist Convention in areas of mutual agreement.

Section 4. In accordance with the Constitution and the Bylaws of the MBC, the CLC proposes resolutions, and/or other statements related to the Commission's scope of responsibilities, to the Annual Meeting Resolutions Committee or to other public square venues.

#### BYLAW 2 MEMBERSHIP

Section 1. The twelve (12) Commissioners of the CLC are elected by the MBC in accordance with the Charter, Constitution, and Bylaws of the MBC. Section 2. All Commissioners of the CLC are active members of affiliated MBC churches. Each Commissioner is chosen with particular reference to his/her qualifications for the special work of the CLC, in accordance with the manner and the qualifications required by the MBC.

Section 3. Attendance at all meetings is expected of all Commissioners. Commissioners who miss should notify the Chairman at the earliest possible time, in advance of the meeting. Commissioners who miss four (4) regular meetings in one (1) year should tender their resignation from the CLC for the remainder of their term, unless they are able to show good cause for such absence and can demonstrate a reasonable expectation for further participation.

Section 4. The MBC President and the Executive Director of the MBC or his designate are ex officio members of the CLC.

#### BYLAW 3 MEETINGS

Section 1. The CLC has at least four (4) regular meetings each year.

Section 2. Called meetings are held upon the call of the Chairman, the Executive Director of the MBC, or upon the request of any seven (7) Commissioners of the CLC made to the Chairman or the Executive Director. Ten (10) days' notice of time and place of each meeting is required.

Section 3. A quorum of the CLC consists of at least a majority of Commissioners.

### BYLAW 4 OFFICERS AND THEIR DUTIES

Section 1. Officers of the CLC are elected annually by the CLC at its first regular business meeting following the Annual Meeting of the MBC and shall consist of a Chairman, a Vice-Chairman, and a Secretary. Other offices or positions may be established by the CLC, as such offices are deemed beneficial to the furtherance of the CLC endeavors. Any additional Officers not herein named are elected by the CLC.

Section 2. The Chairman of the CLC presides at all meetings of the CLC and performs all other duties

as ordinarily pertain to that office.

Section 3. The Vice-Chairman is to act for the Chairman in his absence; and in case of the resignation or death of the Chairman, he assumes all of the duties of the Chairman until the vacancy is filled by the CLC.

Section 4. The duty of the Secretary is to keep full and accurate minutes of each meeting of the CLC, to preserve all records of the CLC, and to perform such other duties as are usually related to the office of Secretary.

#### BYLAW 5 COMMITTEES

At the discretion of the CLC, the Chairman of the CLC appoints such committees from among the members of the CLC as may be necessary and proper to carry out the policies, programs, and business of the CLC. The Chairman of the CLC is an ex officio member of all committees. The CLC may authorize the appointment of special committees, as needs may arise, which may include Missouri Baptists other than Commissioners.

### BYLAW 6 GOVERNING INSTRUMENTS

The Charter, Constitution, and Bylaws of the MBC are considered the governing instruments of the CLC; and all procedures, policies, and programs of the CLC are in harmony with and subject to the Constitution and the Bylaws of the MBC and its policies and programs. In accordance with Bylaw 1, the CLC is not a self-perpetuating board.

#### BYLAW 7 AMENDMENTS

These Bylaws may be amended at any regular meeting of the CLC or at a called meeting after ten (10) days' notice has been given in writing, with the purpose of the meeting stated in the notice, by a two-thirds (2/3) vote of the Commissioners present. All Bylaw amendments must be approved by the MBC Executive Board.

# BYLAWS OF THE MISSOURI BAPTIST HISTORICAL COMMISSION

#### BYLAW 1 COMMISSIONERS

Section 1. The Historical Commission of the Missouri Baptist Convention (MBC), herein designated as the Commission, has nine (9) Commissioners, each of whom is elected by the MBC in the manner it chooses members of its boards and commissions. Three (3) of these are elected each year, serving for three (3) years each. A 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 year has transpired.

Section 2. Should a vacancy of a Commissioner occur during his/her term, the same is reported to the MBC to be filled in accordance with the rules and practice thereof.

#### BYLAW 2 MEETINGS

Section 1. The Commission meets semi-annually upon the call of the Chairman.

Section 2. The Chairman or any three (3) Commissioners may call a special meeting by sending written notification twenty (20) days prior to the meeting.

Section 3. A quorum of the Commission consists of at least fifty percent (50%) of the Commissioners.

Section 4. The meetings of the Commission are conducted according to the principles of the latest version of Robert's Rules of Order.

### BYLAW 3 OFFICERS AND THEIR DUTIES

The Officers of the Commission and their duties are as follows:

Section 1. The Chairman of the Commission presides at all meetings and performs such other duties as are ordinarily pertinent to the office.

Section 2. The Vice-Chairman acts for the Chairman in his absence or incapacity, and in case of the resignation or death of the Chairman, assumes all the duties of the Chairman until the vacancy is duly filled by the Commission.

Section 3. The Secretary keeps full and accurate minutes of each meeting of the Commissioners, to preserve all records and to perform such other duties as are usual to the office of the Secretary.

Section 4. The Chairman, Vice-Chairman, and Secretary of the Commission are elected by the Commissioners at their regular spring meeting and begin their terms at the close of that meeting and serve for a term of one (1) year or until their successors are duly elected.

#### BYLAW 4 COMMITTEES

Section 1. The Commissioners may appoint from their own number such committees as they deem necessary and then delegate to them such authority as the Commissioners deem advisable so long as they function in behalf of and subject to the Commissioners.

Section 2. The Bylaws Committee is a standing committee which consists of at least two (2) Commissioners. The committee is responsible for reviewing the Bylaws on a periodic basis and presenting such information as is pertinent to the Commission.

Section 3. The Budget Committee has the responsibility of reviewing the past recommendations and activities and presents to the whole Commission their recommendation for the budget in a timely manner.

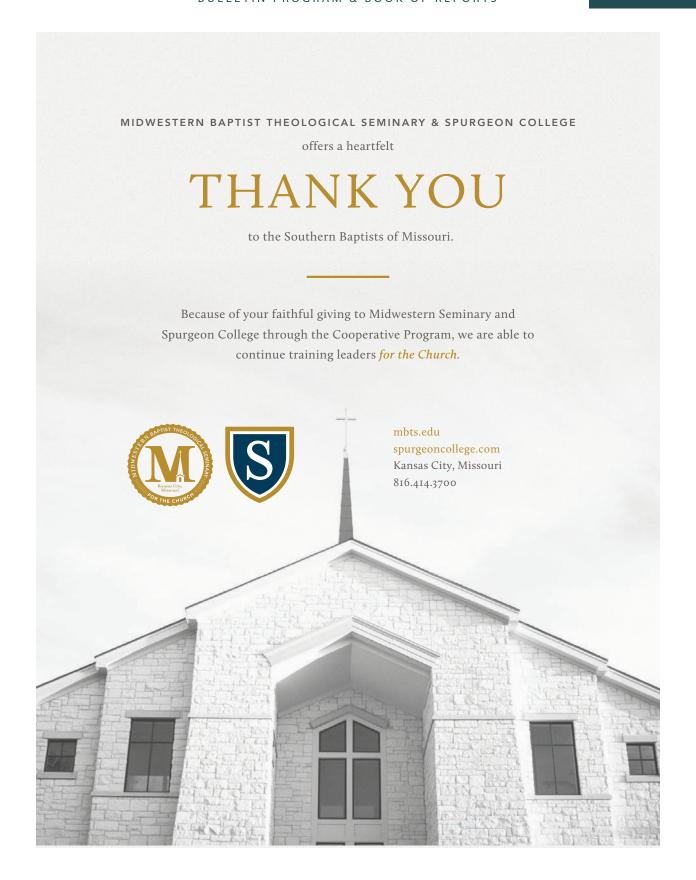
## BYLAW 5 GOVERNING INSTRUMENTS

The Charter, Constitution, and Bylaws of the MBC are considered the governing instruments of this Commission; and all procedures, policies, and programs of the Commission are in harmony with and subject to the Charter, Constitution, and Bylaws of the MBC and its policies and programs. In accordance with Bylaw 1, the Historical Commission of the MBC is not a self-perpetuating board.

#### BYLAW 6 AMENDMENTS

The Bylaws may be amended by a majority vote of the Commissioners at any regular meeting of the Commission or a called meeting. In either case, written notice must be given stating the purpose of amending the Bylaws. All Bylaws amendments must be approved by the MBC Executive Board.





# Join US On Mission!

#### MULTIPLYING CHURCHES



**Northeast Italy** has fewer than five evangelical believers for every 10,000 citizens. The region has only one evangelical church for every 34,000 people.

The need is great! Is God calling your church to partner in this region to advance the Kingdom of God?



**Puebla** and **Tlaxcala** are located just east of Mexico City, Mexico. These two states are primed and ready for MBC churches to partner with their churches for evangelism, discipleship, and starting churches.





**Minnesota** and **Wisconsin** have a total population of just under 11 million, with 14 percent claiming to be evangelicals. Only two of every 1,000 evangelicals are in Southern Baptist churches.

The need is great! Please prayerfully consider whether God is calling your church or association to partner in these two great states to advance the Kingdom of God.



# When you give to the Missouri Missions Offering ...

You help me escape human trafficking.

You give me food.

You introduce me to Jesus.

You give me foster parents.

You send me to the mission field.



The Rheubin L. South
Missouri Missions Offering
supports 16 ministries across our state.

When you give to MMO, someone takes it personally.

Learn more.

Give through your church, or online.

mobaptist.org/mmo



# We're CP

"Our training through the Missouri Baptist Children's Home equipped us to foster 65 children over the past 22 years. That's why we're for the Cooperative Program."

— Ron and Terri Robinson with adopted children Jesse & Johari

See their story at mobaptist.org/4cp

Your church's voluntary support of the Cooperative Program makes Christian foster care possible through the Missouri Baptist Children's Home.







