

BYLAWS
OF
BROADWAY CHRISTIAN CHURCH

Draft as of April 9, 2019

ARTICLE I

Offices

1. The principal office of the Corporation (known hereafter as the Church) shall be at 2601 West Broadway, Columbia, Missouri.
2. The Church shall maintain a registered office and registered agent in Missouri.

ARTICLE II

Nonprofit purposes

This Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE III

Membership

The Membership of this Church shall consist of those who are now identified as members of the Congregation and those who shall unite with it by baptism, by confession of faith, transfer of membership, or those who seek associate membership. An associate membership shall be granted to those individuals who are members of another congregation but who for compelling personal reasons, such as justified desire to retain membership in that church, cannot take full membership in this church. Associate members shall be eligible for all rights and responsibilities of membership, except for the privilege of serving on the Church Board. Membership in this congregation is open to all persons who have committed themselves to Christ through Confession of Faith and or Christian Baptism. The ultimate authority of the Church shall rest with the Congregation.

ARTICLE IV

Church year

The Church year shall begin on July 1.

ARTICLE V Meetings

Section A. Meetings to be held.

The Congregation shall hold:

1. At least one annual business meeting to elect officers, set a budget and receive the treasurer's annual report.
2. Special meetings as required, such meetings to be called by the Chair, Vice-Chair, Senior a Minister, or upon request of the Church Board or written petition of ten (10) or more members of the church.
3. Any other meeting provided for by these Bylaws.

Section B. Notice.

Notice of all meetings of the Congregation shall be given through some general notice to the Congregation at least ten (10) days in advance of the meeting, stating the purpose of the meeting.

Section C. Rules of Order.

All meetings of the Congregation and the Church Board shall be governed by the Holy Spirit and as otherwise necessary by the current edition of Robert's Rules of Order, Newly Revised.

ARTICLE VI Church Officers

Section A. Congregational Officers.

The following officers of the Congregation shall be elected at the Congregational Meeting specified in Article VI. Such officers shall serve for a term as designated for each, or until such time as a successor is elected and assumes office.

1. Chair: for the term of one year. The Chair shall have served, be serving, or be nominated to serve as an Elder or Deacon. The Chair shall fulfill the usual duties of

such an officer, call and preside over all regular or special business meetings of the Executive Committee, the Board, and the Congregation. Except for good cause, the Chair shall succeed to the office of Chair of the Personnel Committee the following year.

2. Vice-Chair: for a term of one year. The Vice-Chair shall have served, be serving, or be nominated to serve as an Elder or Deacon. Except for good cause, the Vice-Chair shall succeed to the office of Chair the following year. The Vice-Chair shall fulfill the usual duties of such an officer, call and preside over all regular or special business meetings of the Executive Committee, the Board, and the Congregation, in the absence of the Chair.

3. Secretary: for a term of one year. The Secretary shall have served, be serving, or be nominated to serve as an Elder or Deacon. The Secretary may be considered for reelection for a second term of one year. The Secretary shall keep minutes of all regular or special business meetings of the Executive Committee, the Board and the Congregation, keep a record of all regular and called meetings, and perform such other duties as may be assigned.

4. Treasurer: for a term of one year. The Treasurer may be considered for reelection as the Church Board and Congregation may deem advisable. The Treasurer shall serve as the chief fiscal officer, disburse all funds of the church according to the authority designated to him by the Church Board, serve as Chair of the Finance Committee, make reports at each regular meeting of the Executive Committee and the Board, and report at the Annual Meeting to the Congregation.

5. Financial Secretary: for a term of one year. The Financial Secretary may be considered for reelection as the Church Board and Congregation may deem advisable. The Financial Secretary shall monitor the receipt and deposit of all funds and shall maintain confidential records of such receipts and deposits. The Financial Secretary shall monitor and ensure the distribution of periodic reports to contributors and to the Treasurer. The Financial Secretary shall be an ex officio member of the Finance Committee.

Section B. Elders and Deacons.

In the same manner, Elders and Deacons shall be elected as officers of the Congregation.

1. Elders: Not fewer than six, one-third of whom shall be elected each year for a term of three years. The Elders shall promote the growth and welfare of the church,

encourage by example and word the world outreach, evangelistic, educational and stewardship responsibilities of the church, serve at the Lord's Table, and perform other duties as may be assigned.

2. Deacons: Not fewer than eighteen, one-third of whom shall be elected each year for a term of three years. The Deacons shall cooperate with the Elders in promoting the growth and welfare of the church, distribute the Lord's Supper and receive the offerings, and take responsibility for preparation and care of the communion service, and perform other duties as may be assigned.

3. The number of Elders and Deacons subject to the foregoing limitations shall be set by the Executive Committee prior to the appointment of the Nominating Committee.

4. Elders and Deacons Emeritus. Those who because of infirmities of advanced age, and whose service and consecration to the church merit this honor may be retired from active responsibility, to be known as Elders Emeritus and Deacons Emeritus.

ARTICLE VII Governance

Section A. The Executive Committee.

1. The Executive Committee shall consist of the Board Chair, Vice-Chair, Secretary and Treasurer, Elder Chair, Deacon Chair, and Chair of a Ministry Area that oversees church resources. The Senior Minister Ministers shall serve as an ex-officio members. The Senior Minister and Ministers or the Chair may invite such others to the Executive Committee meetings as may facilitate the business of the Executive Committee.

2. The Executive Committee shall meet at least monthly. The Executive Committee shall transact business provided there is a quorum present, which shall be at least 50% of the voting membership of the Executive Committee.

3. The Executive Committee shall develop policy for Board consideration, support ministry development, and nurture the current and future vision. Decision items not specifically reserved to the Board or Congregation may be acted upon by the Executive Committee.

Section B. The Church Board.

1. The Church Board shall consist of the members of the Executive Committee, the Chair and Vice-Chair of each Ministry Area, Elder and Deacon Vice-Chairs, Chair of the Personnel Committee, and at-large Representatives, two from each regularly scheduled worship service. The service Representatives shall serve a term of three years and maintain ~~They will initially consist of two members serving three years, then two serving two years, and finally two serving one year to establish~~ a member rotation system resulting in three year standard terms. The Senior Lead Minister and other ordained ~~and~~ or commissioned Associate Ministers serve on the Board ex-officio. As Ministry Areas and regularly scheduled worship services are added, they will be entitled to similarly elected representation until the selected Board members reach a total of not more than 31. Should any position not be filled or become vacant, the Board Chair shall appoint, with Board approval, a person to complete the unexpired term.
2. The Board shall meet at least quarterly, with such meetings being scheduled at the Annual Congregational Meeting. Notice of all Board meetings shall be made to all Board members.
3. The Chair or Vice-Chair of the Board must hold a special meeting of the Board within ten thirty days upon receipt of a written request stating the purpose of the meeting and signed by a minimum of ten members of the Congregation.
4. Notice shall be given to the Congregation of all regular and special Board meetings.
5. Board meetings shall be open to all members of the Congregation.
6. It shall be the duty of the Board:
 - a. To consider and recommend general policies to the Congregation;
 - b. To transact business provided there is a quorum present, which shall be at least 50% of the voting membership of the Board;
 - c. To direct the administration of the programs of the Church through the Ministry Areas;
 - d. To approve the creation and organization of the various Ministry Areas;
 - e. To perform its duties according to the authority granted in these Bylaws or by the Congregation.

7. Regular reports shall be made by the Board to the Congregation.
8. Members of the Board are expected to attend every Board meeting. If a board member cannot attend the Board member must give prior notice to the church office.
9. The Board is authorized to vote on a decision item by email when time constraints require a vote of the Board before a special Board meeting may be called. Unanimous consent by each member of the Board must be given before presenting a decision item for a vote by email. A record of the vote is to be included in the minutes of the next Board meeting.

Section C. Committees.

1. Standing Committees of the Church shall consist of the following:

a. Personnel. The Personnel Chair shall be the outgoing Board Chair for a term of one year. The Personnel Committee shall consist of the Chair and six additional members with human resource experience who are appointed by the Executive Committee. The Senior Ministers shall be an ex officio members of the Personnel Committee.

Committee appointments will initially be made for two members for three years, then two for two years, and finally two for one year to establish a member rotation system resulting in three year standard terms.

- i. The Personnel Committee shall prepare and maintain a policy manual. The policy manual shall be subject to Board approval.

- ii. The policy manual of the Personnel Committee shall minimally include issues of hiring, job orientation, supervision, annual performance review, discipline, counseling, and discharge of staff.

- iii. The Personnel Committee shall execute its responsibilities according to the policy manual, to be maintained by the church administrator.

b. Finance. The Finance Chair shall be the Board Treasurer. The Finance Committee shall consist of the Chair and six additional members with financial experience who are appointed by the Executive Committee. The Financial Secretary and the staff person in charge of finances shall be ex officio members of the Finance Committee. Committee appointments will initially be made for two members for three years, then two for two years, and finally two for one year to establish a member rotation system resulting in three year standard terms. The Chair may invite such others to the Finance Committee meetings as may facilitate the business of the Finance Committee.

- i. The Finance Committee shall prepare and maintain financial policies and procedures for the Congregation, the Treasurer, the Financial Secretary, and the staff, such policies to be maintained by the church administrator.
 - ii. The Finance Committee shall assist the Treasurer and church staff in day to day financial decisions and shall advise the Executive Committee and the Board in the preparation of the church year budget, the administration of the permanent funds, the annual stewardship campaign, and such other fiscal matters as may be necessary and prudent.
 - c. Permanent Fund Trustees. The Permanent Fund Trustees shall be appointed and their duties exercised in accordance with their previously adopted policies and procedures, maintained by the church administrator.
 - d. Bylaws. The Bylaws Committee shall be at least three members and will be appointed by the Board Chair. The Bylaws Committee shall meet at least annually to review the Bylaws and recommend changes to the Board.
 - e. Memorial Garden. The Memorial Garden Committee shall be appointed and their duties exercised in accordance with their previously adopted policies and procedures, maintained by the church administrator.
 - f. Youth Protection. The Youth Protection Committee shall be appointed and their duties exercised in accordance with their previously adopted policies and procedures, maintained by the church administrator.
 - g. Memorial Funds. The Memorial Funds Committee shall be appointed and their duties shall be to oversee and disburse funds given outside the general budget in memory or honor of people or organizations. They shall operate in accordance with previously adopted policies and procedures maintained by the church administrator.
2. Such other committees, standing or special, may be established by the Board as it shall from time to time deem necessary to carry on its work. Their members shall be appointed by the Board Chair unless the Board establishes a different procedure when creating the committee.
 3. All standing committees shall report at least annually to the board.

Section D. The Church Ministry Areas.

1. The programs of the Church will be administered through the Church Board by Ministry Areas. The Ministers shall serve as ex-officio, non-voting members of all Ministry Areas.

2. Except for good cause, the Vice-Chair of each Ministry Area shall succeed to the office of Chair of the Ministry Area the following year. The chair will serve for a term of one year and may be considered for reelection for two additional one year terms as the Church Board and Congregation may deem advisable. The chair may not serve as chair or vice-chair for two years after the term is ended. This provision shall be effective after the currently seated Chairs and Vice-Chairs have completed their current terms.

ARTICLE VIII Elections

1. Nominating Committee. A Nominating Committee will consist of a minimum of seven members and shall be appointed by the Board Chair with board approval. The Nominating Committee shall serve a term of one year.

a. The Nominating Committee shall prepare a slate of officers to bring to the Church Board, after securing the consent of the nominees. The slate shall include those Congregational Officers designated in Article VI and Elders and Deacons. The Nominating Committee shall also nominate the two at-large Board Representatives from each worship service in the years they are to be elected.

b. After approval or modification by the Church Board, the recommendation shall be presented at the annual Congregational meeting specified in Article VA1.

c. The Nominating Committee shall nominate Chairs and Vice-Chairs of the Ministry Areas, Elders and Deacons to bring to the Congregation for its election at the annual congregational meeting.

d. The Nominating Committee shall nominate such other persons as requested by the Board.

2. At a meeting of the Congregation, the Congregation shall vote on the slate presented by the Nominating Committee, and shall elect incoming Elders, Deacons, Officers of the Congregation, and members of the Board, including Chairs and Vice-Chairs of the Ministry Areas and Elders and Deacon Chairs and Vice-Chairs and at-

large Representatives from each worship service. Nominations from the floor will be entertained. Election shall be by majority of the members of the Congregation present at the meeting.

ARTICLE IX Ministers

Section A. Selection of Senior Lead Minister.

1. When for any reason it may become necessary for the Church to select a new Senior Lead Minister, a Search Committee, not to exceed eight members, shall be appointed by the Chair of the Board with the approval of the Board.
2. The Search Committee shall faithfully investigate the candidate regarding his or her moral, mental, physical and spiritual fitness for such office. None other than recognized ministers of the Christian Church (Disciples of Christ) shall be called.
3. The Board shall consider the recommendation of the Search Committee and if approved, shall recommend the prospective Senior Lead Minister to the Congregation. Only one candidate may be recommended to be voted on at a time.
4. The Congregation shall consider the recommendation of the Board at a Congregational meeting. At least two-thirds majority of the members present and voting must accept the recommendation of the Board before a call may be extended. If less than two-thirds accept the recommendation, then the Search Committee shall proceed again in the manner described in this section.
5. The search committee shall provide a written statement setting forth the compensation package and other conditions of the call and submit it to the Personnel Committee for review and approval before the call is made, and then be given to the Board for their approval.

Section B. Term of Ministry.

1. The term of ministry of the Senior Lead Minister shall be for an indefinite period and may be terminated by either the Church or the Minister upon sixty days written notice, or upon a minimum of thirty days by mutual consent.
2. Notice of resignation of a minister shall be first presented to the Board.
3. After due diligence and compliance with the appropriate Personnel Committee policies and procedures, consultation with the Personnel Committee, approval of a

majority of the Board, and approval of a majority of the Congregation, the Senior ~~Lead Minister~~ may be asked to resign.

Section C. Interim Minister.

1. When for any reason it may become necessary for the Church to select an ~~Interim Senior Minister~~ ~~Interim Lead Minister~~, a Search Committee, not to exceed eight members, shall be appointed by the Chair of the Board with the approval of the Board.
2. The Search Committee shall faithfully investigate the candidate regarding his or her moral, mental, physical and spiritual fitness for such office. None other than recognized ministers of the Christian Church (Disciples of Christ) shall be called.
3. The Board shall consider the recommendation of the Search Committee and if approved, shall recommend the prospective ~~Interim Senior Minister~~ ~~Interim Lead Minister~~ to the Congregation. Only one candidate may be recommended to be voted on at a time.
4. The Congregation shall consider the recommendation of the Board at a Congregational meeting. At least two-thirds majority of the members present and voting must accept the recommendation of the Board before a call may be extended. If less than two-thirds accept the recommendation, then the Search Committee shall proceed again in the manner described in this section.
5. A written statement setting forth the compensation package and other conditions of the call shall be submitted to the Personnel Committee for review and approval before the call is made, and then be given to the Board for their approval.

ARTICLE X Employment of Staff

1. Ordained and Commissioned Ministers.

- a. Upon recommendation of the Search Committee, consultation with the Personnel Committee, and the approval of a majority of the Executive Committee, the Senior Board has the authority to call other ordained/commissioned ministers. Ordained/commissioned ministers must be authorized and budgeted by the Board before they can be called.

b. After due diligence and compliance with the appropriate Personnel Committee policies and procedures, consultation with the Personnel Committee, approval of a two-thirds majority of the Executive Committee, the Senior Minister has the authority to dismiss other ordained ministers Board, and approval of a majority of the Congregation, a Minister may be asked to resign.

2. Non-ordained Lay ministers and staff.

a. With the approval of a majority of the Personnel Committee and after consultation with the ordained/commissioned Ministers, the Senior Lead Minister has the authority to hire non-ordained/commissioned lay ministers and staff. Non-ordained/commissioned ministers and staff must be authorized and budgeted by the Board before they can be called.

b. After due diligence and compliance with the appropriate Personnel Committee policies and procedures Committee and after consultation with the ordained/commissioned Ministers, with the approval of a majority of the Personnel Committee, the Senior Lead Minister has the authority to dismiss non-ordained/commissioned lay ministers and staff.

ARTICLE XI
Amendments

These Bylaws may be amended or repealed by a two-thirds vote of members of the Board present in regular or special meetings, provided the proposed amendment has been submitted to the Board at a regular Board meeting at least thirty days prior to the vote. The amended or repealed Bylaw shall thereupon be approved by a majority vote of the Congregation at an annual or special meeting.

Originally approved by the Church Board January 18, 2010 and the Congregation on February 28, 2010 Revision approved by the Church Board June 28, 2011 and the Congregation on July 17, 2011. Revision approved by the Church Board June 26, 2012 and the Congregation on July 15, 2012. Revision approved by the Church Board May 24, 2016 and the Congregation on June 12, 2016.

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