

BYLAWS OF THE MISSOURI BAPTIST CONVENTION

I. Preparation for Annual Meeting

1. The time, the place (city), and the site of a particular annual meeting shall be set by the Convention four years in advance, on recommendation of the Executive Board after due consideration of available facilities and other factors.
2. In the event that unforeseen circumstances make it impossible or impractical to hold an annual meeting as scheduled, the Executive Board and the Convention officers, after consultation with the Committee on Local Arrangements, shall have power to determine its time and place, provided that an official notice of any change, signed by the Convention president, shall be mailed to each cooperating church at least thirty days prior to the first day of the rescheduled annual meeting. The notice shall be promptly and prominently carried in the Convention's paper.
3. The Committee on Order of Business and officers of the Convention, assisted by the Executive Board staff, shall be responsible for the program of the Convention's annual meeting.
4. The Convention staff, assisted by the Committee on Local Arrangements, shall be responsible for the physical arrangements for the Convention's annual meeting.
5. The Executive Board shall cause to be published in the official news journal of the Missouri Baptist Convention at least thirty days prior to a regularly scheduled annual meeting the text of each of its recommendations, provided, however, that it may cause to be published in a Convention bulletin, not later than the day of the Executive Board's report, any recommendation necessitated by any emergency.
6. The Executive Board, assisted by its administrative personnel, shall make available to messengers at the time they register, at nominal cost, a copy of Book of Reports containing the annual report of each Convention board, commission, agency, standing or special committee, or area of responsibility required to have its report in printed form prior to the Convention's opening session.
7. Supervision of exhibits and displays incident to the annual meeting shall be the responsibility of the Executive Board, assisted by the executive director and staff.

II. Enrollment of Messengers

1. The Committee on Enrollment, assisted by the Executive Board staff, shall arrange for enrolling messengers before and during the annual meeting. Each messenger shall present approved credentials before being enrolled as a messenger. If a question about a messenger's credentials arises, it shall be referred to the Credentials Committee for study and report or recommendation to the Convention for action. All duly enrolled messengers shall constitute the Convention. Each messenger shall have all rights and privileges granted by the Convention Constitution, Bylaws, and parliamentary authority.

III. Conduct of Annual Meeting

1. Each session shall be opened with a devotional exercise and a prayer.
2. The Committee on Order of Business shall present at the first session an agenda for the annual meeting. The agenda shall provide ample time for the promotion of the Convention's objects. The agenda shall also provide time for miscellaneous business introduced by messengers. The Committee on Order of Business shall set the time for

special orders. A list of ministers deceased since the last annual meeting shall be prepared from the Annual Church Profile and printed in the Convention's Daily Bulletin, and a memorial prayer shall be scheduled during a convention session. The Committee on Order of Business shall also set aside a time for a memorial service to respectfully honor deceased Missouri Baptist ministers who have passed away the previous associational/church year as compiled from the Annual Church Profile. This service shall include reading the list of compiled names of such ministers.

3. The presidential address shall be scheduled for the first session and the annual sermon for the second session.
4. The names of persons appointed to the Committee on Convention Committees and the Tellers Committee shall be announced at the first session. At the second session the Committee on Convention Committees shall nominate persons to serve on the Committee on Convention Preacher. This committee shall make recommendations at a scheduled time during the annual meeting. On the final day the Committee on Convention Committees shall nominate persons to serve on committees that report at the next annual meeting: Committee on Continuing Review, Committee on Enrollment, Committee on Order of Business and Committee on Resolutions. Messengers shall have liberty to nominate persons after the Committee on Convention Committees nominations. The Committee on Convention Committees also nominates the Committee on Local Arrangements to serve for two years to prepare for the annual meeting two years hence. If there are no nominations from the floor, the Convention shall act on the Committee's nominees by motion; there shall be a ballot on any contested position.
5.
 - a. Any motion introduced as miscellaneous business shall be presented to the Convention in writing not later than the day before the final session. Each original motion presented as miscellaneous business shall be duplicated or visually projected as information to messengers before it can be debated.
 - b. Proposed resolutions should be sent to the Committee on Resolutions thirty (30) days before the annual meeting of the Convention in order to make possible more thorough consideration and to expedite the Committee's work. All proposed resolutions including those previously sent to the Committee on Resolutions, shall be submitted to the Convention Secretary by registered messengers not later than the adjourning of the evening session on the first day of the Convention. Titles of proposed resolutions shall be read into the Convention record during the first time for introduction of miscellaneous business on the second day of the Convention by an individual appointed by the President. Only registered messengers are eligible to submit resolutions. Resolutions should be typewritten, if practicable; titled; dated; containing the names and addresses of the messengers submitting the resolution; and the church from which persons are messengers. Each resolution shall be referred to the Committee on Resolutions for review and revision, and this committee shall make a report on each properly introduced resolution not later than the last day of the annual meeting.
 - c. The text of a constitutional amendment proposed for action at the following annual meeting may be presented at any miscellaneous business session.
 - d. The Committee on Continuing Review may publicize a proposed amendment to Convention Bylaws or the Business and Financial Plan at least thirty days prior to the annual meeting and such amendment shall be printed in the Book of Reports or in the

first day bulletin of the Convention, but any amendment to these Bylaws or the Business and Financial Plan proposed by a messenger shall be introduced as miscellaneous business not later than the day preceding the final day of the annual meeting.

6. The Convention shall elect Executive Board members not later than the day preceding the final day of the annual meeting in order to facilitate the organization of the new Board.
7. Election of officers shall be by ballot; provided, however, that, if there is only one nomination to a particular office, the Convention may designate the recording secretary or someone else to cast the Convention's unanimous ballot. There may be only one nominating speech, not to exceed three minutes, for each nominee. The president shall be elected not later than the first full day of the annual meeting, provided, however, that a runoff may be held the following day. The first vice-president, the second vice-president, and the recording secretary, shall be elected on the final day of the meeting. Officers shall serve from the end of one annual meeting through the next annual meeting.
8. No personal appeal for funds shall be made at any session. No collection shall be taken for any cause at any session except by a special order approved by an affirmative vote of two thirds of all messengers voting.
9. No material may be distributed on the floor of the Convention, except material that pertains to business to come before the Convention, and that is identified by the name of the messenger, or agency or Executive Board program personnel distributing said material, or such materials that have been approved by the Executive Board.
10. The quorum for conducting business during the annual meeting of the Convention shall be a minimum of twenty percent (20%) of those duly registered and seated messengers.

IV . Parliamentary Authority

1. The parliamentary authority of the Convention shall be Roberts Rules of Order (latest edition), but this authority shall not supersede any provision of the Convention Constitution, the Bylaws, and the Business and Financial Plan.

V. Follow-up of the Convention

1. Within thirty days following the annual meeting, the recording secretary responsible for recording the minutes of the meeting shall, by mail, notify each person whom the Convention elected to a board, a commission, or a committee; and he shall also mail to any board, agency, or commission a copy of any motion affecting it, adopted or referred by the Convention with or without instruction. The executive director shall provide such assistance as the recording secretary may request.

VI. Standing and Special Committees

1. The Convention shall elect standing committees as follows:
 - a. Reporting at the annual meeting at which elected: Committee on Convention Preacher, consisting of three members elected at the second session; it shall recommend the preacher of the annual sermon at the next annual meeting and an alternate.
 - b. Reporting at the annual meeting following election with one-year terms for members.
 - (1) Committee on Enrollment, consisting of three members elected on the final day; it shall arrange for the enrolling of messengers before and during the annual meeting, assisted by the Executive Board staff.

- (2) Committee on Resolutions, consisting of five members elected on the final day; it shall draft and submit to the messengers such resolutions as it determines appropriate and shall also report, with or without recommendation, on all resolutions introduced by messengers and referred to it.
- c. Serving prior to and during the annual meeting two years following election:
 Committee on Local Arrangements, consisting of eight members elected on the final day; it shall assist the staff in making all necessary local arrangements for conducting the annual meeting two years hence.
- d. Reporting at the annual meeting following election with three-year terms for members:
- (1) Committee on Continuing Review, consisting of six members, two of whom shall be elected each year on the final day; it shall review Convention operations and shall recommend for Convention action such revisions of the Constitution, Bylaws, or Business and Financial Plan as it determines necessary. Any amendment to the Missouri Baptist Convention Constitution proposed during the annual sessions shall upon introduction and being seconded, stand referred to this committee for examination and hearing on such amendment and a report and recommendation to the Convention at its next annual meeting. Any proposed amendments to the Bylaws or Business and Financial Plan upon being seconded shall stand referred to this committee for report on the final day of the annual meeting.
 - (2) Committee on Order of Business, consisting of six members, two of whom are elected each year on the final day; and the officers of the Convention; it shall prepare the program for the annual meeting; present for adoption; at the first session an agenda for the annual meeting; and set time for special orders.
 - (3) Credentials Committee, consisting of six persons, at least two of whom shall be elected each year on the final day of the annual meeting.
 - A. The Credentials Committee shall be a standing committee. Initially, two members shall serve a term of one year, two shall serve a term of two years and two members shall serve a term of three years. Thereafter, members shall serve three year terms.
 - B. This committee shall review and make recommendation upon all questions which may arise regarding membership of churches or enrollment concerning the credentials of messengers.
 - C. The committee shall be guided by such rules and procedures as the convention may adopt from time to time.
 - D. Should the cooperation of any church in the convention be challenged or questioned the committee shall notify the church and seek the church's reply. Upon completing such investigation as the committee deems appropriate the committee shall issue its recommendation and promptly notify the challenged or questioned church. Such recommendation shall be presented to the messengers at the next business session of the annual meeting.
 - E. Should the enrollment of any messenger at the annual meeting of the convention be challenged or questioned the committee shall notify the messenger(s) and, if reasonable, notify their church and seek their respective replies. Upon completing such investigation as the committee deems appropriate the committee shall issue its recommendation and promptly notify the challenged or questioned messenger(s) and, if reasonable, their

- church. Such recommendation shall be presented to the messengers at the next business session of the annual meeting.
2. The Convention may create such special committees as it considers necessary, fix the number of members and the duration of each special committee's life, and define its assignments.
 3. Should a vacancy occur between annual meetings, the president, in consultation with the other Convention officers, shall appoint a person to fill the vacancy. If the vacancy is for a term extending beyond the next annual meeting, the appointment shall be temporary and the Committee on Convention Committees shall nominate a person to complete the term.

VII. Boards and Agencies of the Convention

1. The Convention unit with ad interim powers between annual meetings is the Executive Board, consisting of persons as provided in the Constitution.
2. The agencies and the commissions of the Convention are:
 - a. Education Agencies: Hannibal-LaGrange College, Hannibal; Missouri Baptist College, Creve Coeur in St. Louis County; and Southwest Baptist University, Bolivar.
 - b. Benevolent Agencies: The Baptist Home, Ironton; and Missouri Baptist Children's Home, Bridgeton in St. Louis County.
 - c. Commissions: Christian Life Commission and Missouri Baptist Historical Commission.
 - d. Other: Missouri Baptist Foundation, Jefferson City; Windermere Baptist Conference Center, Roach; and *Word&Way*, Jefferson City.
3.
 - a. Anyone serving on any of the boards of agencies listed above shall be eligible for nomination to a second term. An unexpired term shall be considered a whole term unless otherwise defined by the Constitution or a board's charter. After serving two consecutive terms on an agency's board, one shall be ineligible for reelection to the same board for twelve months unless the agency's charter permits more than two consecutive terms.
 - b. If a vacancy occurs on any Convention board, the board chairman shall advise the chairman of the Convention Nominating Committee. This committee may fill the vacancy unless prevented by the board charter. If the board charter provides for election by the Executive Board, then the Nominating Committee shall nominate a person for election by the Executive Board. The Convention shall fill the position in accordance with the Constitution if any unexpired term extends beyond the next annual meeting.
4. No one may serve simultaneously on two or more of the boards of agencies listed in Article VII, subparagraph 2, under the same classification, and membership on no agency board listed above, except the Missouri Baptist Foundation or *Word&Way* shall cause a person to be ineligible for simultaneous service on the Convention Executive Board. No person who serves on the board of an entity listed under Article VII, subparagraph 2 shall serve on the Inter-Agency Relations Committee of the Executive Board. Nothing contained herein shall prohibit the executive director or chairman of the Executive Board from serving on the Windermere Board of Trustees.
5. No person shall serve on the governing board of any Convention agency if he is an employee, full time or part time, of any agency listed in Article VII, subparagraph 2. When a member of any governing board becomes such an employee, the member shall resign from the board and inform the chairman of the Convention Nominating Committee; and the vacancy shall be filled in accordance with established Convention procedure.

6. Each agency may adopt its own bylaws, provided that the bylaws are consistent with the Convention Constitution, Bylaws, and Business and Financial Plan and with all applicable federal and state laws. An agency shall deposit with the executive director of the Executive Board a copy of its bylaws or each amendment thereto, and all bylaws shall be open to any affiliated Missouri Baptist upon reasonable request.

VIII. Representation on Convention Committees, Boards, and Commissions

1. Each Convention committee, governing board of any agency, and commission shall include ministers and lay persons as members. Not more than two thirds of any group's members shall be from either category. The term minister is defined to mean ordained ministers or other church-related employees (pastors, directors of missions and ministerial staff members of churches and associations).
2. No person who has resigned from one agency's board before the expiration of the term to which elected shall be eligible for nomination or election to the same or any other board in the same classification until the term has expired.
3. For purposes of terms of service on Convention committees, boards, and commissions, a Convention year is defined as being from the close of one annual meeting to the close of the next annual meeting.
4. The rules concerning terms of service shall not apply to persons who have served on the boards of the following entities during the time when those agencies were involved in litigation with the Convention: The Baptist Home; Missouri Baptist (College) University; Word&Way; Missouri Baptist Foundation; Windermere. Those trustees that have served the above-mentioned agencies during litigation will be allowed to serve new terms following a verdict in favor of the Convention.

IX. Executive Board

In keeping with the Missouri Baptist Convention Constitution Article VIII on the Executive Board, the Board shall organize itself and conduct its work along the following lines.

1. Committee Structure

- a. The Executive Board shall organize itself into standing committees of approximately equal size including an Administrative Committee, Inter Agency Relations Committee, and other committees deemed necessary by the executive board.
- b. The Administrative Committee shall have as full members the chairmen of the other standing committees.
- c. There shall be two special committees of the Executive Board: an Audit Committee composed of four members and a Committee on Executive Board Committees composed of six members. The Executive Board officers shall select and appoint the six members of the Committee on Executive Board Committees in the same proportion of laymen and ministers as constitute the Executive Board and designate its chairman. The members of this committee shall not be eligible to be elected as chairman of any standing Board committee or Audit committee while holding said office.
- d. The chairman of the Executive Board and the executive director shall be members without vote of all standing committees.

2. Committee Duties

- a. The Executive Board shall incorporate into its bylaws a description of all of its committees and their responsibilities.
- b. The duties of the Committee on Executive Board Committees shall be to nominate members of the standing committees, the Audit Committee and other committees and work groups as requested by the Board.
- c. The duties of the Audit Committee shall be as follows:
 - (1) Recommend to the Board the employment of an auditor for the auditing of the books kept by the Board in keeping with the terms prescribed by the Business and Financial Plan.
 - (2) Receive the audit from the auditor.
 - (3) Report on the audit to the Administrative Committee and the Executive Board.

3. Staff Structure and Organization

- a. The Executive Board shall elect an executive director who shall also serve as treasurer for the Board. He shall be the chief executive officer of the Board and shall have the general oversight of all its staff and business activities. He shall be responsible and accountable at all times for carrying out the policies and the instructions of the Board.
- b. The Executive Board staff shall organize as specified in the Executive Board Bylaws.

4. Staff Administration

- a. Administration of Executive Board staff shall be specified in the Executive Board Bylaws.
- b. The Board shall provide job descriptions for all of its employees professional, clerical, and manual.
- c. The job description of the executive director shall be made part of the Executive Board Bylaws.

5. General Policies

- a. The Executive Board shall meet not fewer than four times each year, but as often as need requires.
- b. A majority shall constitute the quorum for the Executive Board and for each committee thereof.
- c. The Board president, the secretary and the administrative officer of each agency shall be provided with a copy of Executive Board minutes or minutes of any Board committee that may be informative to the particular agency.
- d. Except for executive sessions called by the chairman to handle sensitive matters, such as but not limited to purchase or sale of property or personnel matters, all meetings of the Board and its committees shall be open to all Missouri Baptists; and the editor or the reporter of the official news journal of the Missouri Baptist Convention shall be free to attend open meetings and to report on proceedings. The Board or a committee may submit a report to Missouri Baptists through the official news journal of the Missouri Baptist Convention, but such a report shall not prevent news reporting or editorial comment by personnel of the official news journal of the Missouri Baptist Convention.

X. Adoption of Reports, Motions, Recommendations and Resolutions

1. The adoption by the Convention of a report of any agency shall not bind the Convention; but the adoption of any motion or recommendation, as amended, shall be regarded as an expression of the Convention's will and therefore binding on any party or parties specified or implied therein until further action by the Convention. The adoption of any resolution shall be viewed as an expression of the Convention's sentiment and may serve as guidance, but not instruction, to Convention agencies and as information to churches, associations, and individual Missouri Baptists until such time as the Convention, in a subsequent annual meeting, adopts another resolution on the subject.

XI. Areas

1. The areas of the state mentioned in Articles VIII and X of the Constitution are as set forth on the map attached hereto and hereby constitute a part of these Bylaws. (Area map is located at the end of Missouri Baptist Convention Bylaws)

XII. Amending Bylaws

1. These bylaws may be amended by two thirds of the messengers voting at any annual meeting, provided that any amendment to these bylaws shall be made by motion no later than the end of the business session on the day preceding the final day of the annual meeting, and upon receiving a second shall stand referred to the Committee on Continuing Review for report on the final day of the annual meeting.