

Bylaws of the Baptist General Convention of Missouri

Revised by the Board of Directors on March 4, 2011

Article I - Governing Documents

The Board of Directors of The Baptist General Convention of Missouri (Convention) does hereby adopt the following Bylaws, which along with the Articles of Incorporation, Constitution and Business and Financial Plan of the Convention, shall govern its business and proceedings. Any Bylaw which is in conflict with the Articles of Incorporation, Constitution or Business and Financial Plan shall be inoperative and void.

Article II - Board of Directors

- A. The Board of Directors shall be composed of the officers as set forth in the Constitution and individuals elected at the Annual Session and shall consist of not less than six (6) and not more than twenty (20) individuals, not counting the officers.
- B. Directors shall be elected for terms of three years, approximately one-third of the Directors to be elected each year. All terms shall expire as scheduled. An individual may serve two successive three year terms, but may be eligible for re-election after two years have transpired, provided that one elected to a term expiring within one year may be eligible for two successive three-year terms. No more than two persons from a cooperating church may serve as Director at a given time, provided however, that an officer and two directors from the same cooperating church may serve at the same time.
- C. If a vacancy in the Directors occurs between Annual Sessions of the Convention, the President shall notify the Chairman of the Nominating Committee, as soon as practicable, of the vacancy and the Nominating Committee shall, within forty-five days, submit to the President the name of a person to fill such vacancy until the next Annual Session of the Convention. The Directors shall, as soon as practicable, vote on the person so nominated. If the Directors shall fail to elect the named person to fill the vacancy, the Chairman of the Nominating Committee will be so notified as soon as practicable, and the Nominating Committee shall, within forty-five days, submit to the President the name of another person to be voted on by the Directors to fill such vacancy.
- D. The Directors shall declare vacant any position from which a member has been absent for two consecutive regular meetings of the full Board without an acceptable reason formally submitted to the chairman of the Directors.
- E. No salaried employee of the Convention, and no spouse of such employee shall be eligible to serve as a Director during the period of employment.

Article III - Meetings

A. The Directors shall meet at such times and locations as shall be decided by the Directors. The Directors shall hold a meeting following the Annual Session of the Convention, which meeting shall be designated as the annual meeting of the Convention for corporate purposes. The Directors may also conduct regular or special meetings by telephone or Internet conference, e-mail or other electronic communication, under procedures which may be adopted by the Directors from time to time.

B. Special meetings of the Directors may be called by the chairman or by a petition of a majority of the members of the Directors.

C. A majority of the Directors shall constitute a quorum for the transaction of business.

D. The parliamentary authority shall be Robert's Rules of Order, Newly Revised (Latest Edition), unless such rules conflict with any of the provisions of the Articles of Incorporation, the Constitution, Bylaws, Business and Financial Plan, Standing or Special Rules of the Convention.

E. Except for executive sessions called by the Chairman to handle confidential matters, such as but not limited to, purchase or sale of property, personnel matters, or matters involving potential or pending litigation, all meetings of the Directors shall be open to any member of a Baptist church which is in cooperation with the Convention as defined in Article IV of the Constitution of the Convention or any individual Baptist who is in cooperation with the Convention as defined in Article IV of the Constitution of the Convention. This provision shall also be applicable to meetings of all committees of the Directors and the Convention.

F. The Annual Session shall be a meeting of the Board at which voting members from churches in cooperation with the Convention as defined in Article IV of the Constitution of the Convention and individual Baptists who are in cooperation with the Convention as defined in Article IV of the Constitution of the Convention may register and participate in debate and voting on matters presented by the Board for action in the Annual Session or brought before the Annual Session upon motion by a duly registered voting member. The Directors, Officers and all duly enrolled voting members shall constitute the Annual Session and shall have all rights and privileges granted by the Constitution, Bylaws and parliamentary authority.

Article IV - Officers

A. The officers of the Convention shall serve as the officers of the Board of Directors without compensation as follows: The President as Chairman, the Vice-President as Vice-Chairman and the Secretary as Secretary. The Executive Director shall serve as Treasurer. The Directors shall provide for the bonding of the Treasurer adequately to protect the interest of the Convention. The accounts of the Treasurer shall be audited each

year by an accountant at the expense of the Convention, or by a special committee appointed by the Chairman and approved by the Directors.

B. The Treasurer shall maintain proper financial records and shall have custody of all the funds that may come into the possession of the Convention and shall disburse same only as directed by the Convention and for the purposes for which they were contributed.

C. In the event that the office of President become vacant, the Vice-President shall become President and shall notify the Chairman of the Nominating Committee, as soon as practicable, of the vacancy and the Nominating Committee shall, within forty-five days, submit to the President the name of a person to fill such vacancy until the next Annual Session of the Convention. The Directors shall, as soon as practicable, vote on the person so nominated. If the Directors shall fail to elect the named person to fill the vacancy, the Chairman of the Nominating Committee will be so notified as soon as practicable, and the Nominating Committee shall, within forty-five days, submit to the President the name of another person to be voted on by the Directors to fill such vacancy. This same procedure shall be followed in the event of a vacancy in the office of Vice-President or Secretary.

Article V - Executive Director

The Board of Directors shall elect and determine the compensation of an executive director who shall be the chief executive officer of the Convention and shall have the general oversight of all its staff and business activities. The executive director shall be responsible and accountable at all times for carrying out the policies and the instructions of the Convention. The Directors shall be responsible for adopting a Job Description for the executive director which shall cover the areas of supervision, authority, evaluation, duties, supervisory duties, span of control, evaluation criteria, and such other areas as deemed necessary by the Directors. The executive director shall have the right of debate in meetings of the Directors, but not the right of voting.

In the event that the office of executive director should become vacant for any reason, the directors shall appoint a search committee, establish the guideline for same and for all interim appointments necessary for the ongoing work of the Convention.

Article VI - Committees

A. Standing Committees. There shall be the following committees which may be composed of individuals other than members of the Board of Directors, provided however, that all committee members shall be members of a Baptist church which is in cooperation with the Convention as defined in Article IV of the Constitution, or an individual Baptist who is in cooperation with the Convention as defined in Article IV of the Constitution. Committees shall be composed of not less than five (5), nor more than ten (10) individuals. Members of committees shall serve three (3) year staggered terms so

that one third of the membership (to the extent practicable) will rotate off the committee each year. Members of committees shall be elected by the Directors, and ratified by the voting members at the Annual Session, unless otherwise specified herein. The committees established are:

1. Committee on Convention Committees. The Committee shall have the responsibility of presenting to the Directors nominees for the Registration Committee, Corporate Documents Committee, Nominating Committee and Program Committee, for election by the Directors and ratification by voting members at the Annual Session.

2. Nominating Committee. The Committee shall have the responsibility of presenting nominees at the Annual Session for election to the Board of Directors by the voting members; provided, however, that any messenger may make nominations from the floor, after the report of the Nominating Committee. The Committee shall also have the responsibility of presenting to the Directors nominees for the Committee on Convention Committees, for election by the Directors and ratification by voting members at the Annual Session.

3. Registration Committee. The Committee shall have the responsibility of coordinating registration at the Annual Session. Questions regarding a voting member's eligibility will be referred to the Registration Committee for review and possible recommendation.

4. Corporate Documents Committee. The Committee shall have the responsibility of reviewing and reporting on any proposed amendments to the Constitution, Bylaws or Business and Financial Plan.

5. Program Committee. The Committee shall have the responsibility of preparing the agenda and program for the Annual Session which may include a variety of activities, training, and worship opportunities.

B. Other Committees. Unless otherwise ordered by action of the Directors or the messengers in Annual Session, all other committees established by the Directors or the messengers in Annual Session shall consist of not less than five (5), nor more than ten (10) individuals and shall serve three (3) year staggered terms so that one third of the membership (to the extent practicable) will rotate off the committee each year. Unless otherwise ordered by action of the Directors or the voting members in Annual Session, all such committees shall be elected by the Directors, upon nominations being presented by the Committee on Convention Committees. All committee members shall be members of a Baptist church which is in cooperation with the Convention as defined in Article IV Section 2 of the Constitution, or an individual Baptist who is in cooperation with the Convention as defined in Article IV Section 3 of the Constitution. In the event of a vacancy on any such committee, the Committee on Convention Committees, shall, as soon as practicable, present a nominee to the Directors for their election for the unexpired term.

C. In the event of a vacancy on a standing committee, other than the Committee on Convention Committees, the Committee on Convention Committees shall, as soon as practicable, present a nominee to the Directors for their election for the unexpired term, with ratification at the Annual Session next following the election by the Directors. Such person elected shall commence to serve upon their election by the Directors.

D. In the event of a vacancy on the Committee on Convention Committees, the Nominating Committee shall, as soon as practicable, present a nominee to the Directors for their election for the unexpired term, with ratification at the Annual Session next following the election by the Directors. Such person elected shall commence to serve upon their election by the Directors.

E. No person shall simultaneously serve on the Nominating, Registration, Corporate Document, Program Committees or the Committee on Convention Committees. A person serving a one (1) year term on a committee shall be eligible for reappointment to that committee. Persons serving more than a one (1) year term on a committee shall be eligible for reappointment to that committee after the lapse of one (1) year.

F. No person who has served on the Committee on Convention Committees shall be eligible to serve on the Nominating Committee until a period of two (2) years has expired since their service on the Committee on Convention Committees. No person who has served on the Nominating Committee shall be eligible to serve on the Committee on Convention Committees until a period of two (2) years has expired since their service on the Nominating Committee.

G. In the event that the Annual Session shall fail to ratify the elections made by the Directors for the various committees, the Directors shall, if possible during the Annual Session, submit a new list of individuals they have elected for ratification to any committee which was not initially ratified. If it is not possible during the Annual Session to so submit a new list, the Directors shall consider the positions not ratified to be vacant and shall request that the appropriate committee submit a new list of nominees as soon as practicable for election by the Directors, to be submitted for ratification at the next Annual Session.

H. The President is authorized to appoint a tellers committee of such number as is deemed necessary to assist in the counting of votes and ballots during the course of the Annual Session. The tellers committee shall only be appointed for the term of the Annual Session.

Article VII - Annual Session

A. The Directors shall have general authority relating to the preparation, enrollment of voting members, and conduct of the meetings for the Annual Session under such guidelines and procedures which it may establish from time to time.

B. Consistent with Article II of the Constitution of the Baptist General Convention of Missouri, recognizing the autonomy of each local church and the lack of any authority in this Convention to violate the autonomy and independence of the local church, resolutions will not be in order at any Annual Session of the Convention or at any regular or special called meeting of the Board of Directors; except that, the Convention or Board may by resolution or other means, express appreciation and special recognition to deserving individuals for service, support and ministry to or on behalf of the Convention.

Article VIII - Indemnification

A. This Convention shall and does hereby indemnify any person who is or was a director or officer of the Convention (or any subsidiary) against any and all expenses (including without limitation, attorney's fees), judgments, fines and/or amounts paid in settlement, which are incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including, without limitation, any action by or in the right of the Convention or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this section A on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct.

B. This Convention may, to the extent that the Directors deem appropriate, and as set forth in a Bylaw or resolution, indemnify any person who is or was an employee or agent of this Convention (or any subsidiary) or who is or was serving at the request of the Convention as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) against any and all expenses (including without limitation, attorney's fees), judgments, fines and/or amounts paid in settlement, which are incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including any action by or in the right of the Convention or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this section B on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct.

C. This Convention may, to the extent that the Board deems appropriate, make advances of expenses, including, without limitation, attorney's fees, incurred prior to the final disposition of a civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) to any person to whom indemnification is or may be available under this Article VIII; provided, however, that prior to making advances, the Corporation shall receive a written undertaking by or on behalf of such person to repay such amounts advanced in the event that it shall be ultimately determined that such person is not entitled to such indemnification.

D. The indemnification and other rights provided by this Article VIII shall not be exclusive or any other right(s) to which a person, to whom indemnification is or may be otherwise available, may be entitled under the Convention's Articles of Incorporation, Constitution, By-laws and/or Business and Financial Plan, or pursuant to any agreement, vote of disinterested directors or otherwise. This Convention is authorized to purchase and maintain insurance on behalf of the Convention, or any person to whom indemnification is or may be available, against any liability asserted against such person in, or arising out of, or connected with, such person's status as director, officer, employee or agent of this Convention (or any subsidiary) or of another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) for which such person is serving at the request of the Convention.

E. Each person to whom indemnification is granted under section A of this Article VIII is entitled to rely upon the indemnification and other rights granted in this Article VIII as a contract with this Convention and such person and such person's heirs, executors, administrators and estate shall be entitled to enforce against this Convention all indemnification and other rights granted to such person by Section A and B, and this Section E shall survive amendment, modification or repeal of all or any part of this Article VIII and no such amendment, modification or repeal shall act to reduce, terminate or otherwise adversely affect the rights to indemnification granted hereby, with respect to any expense(s), judgment(s), fine(s) and/or amount(s) paid in settlement, which are incurred by a person to whom indemnification is granted under section A of this Article VIII with respect to any action, suit, proceeding or claim that arises out of any act(s) or omission(s) of such person that occurred prior to the effective date of such amendment, modification or repeal.

Any indemnification granted by the Board of Directors pursuant to section B of this Article VIII shall inure to the person to whom indemnification is granted, and such person's heirs, executor, administrator and estate; provided, however, that such indemnification may be changed, modified or repealed, at any time or from time to time, at the discretion of the Board and the survival of such indemnification shall be in accordance with terms determined by the Board.

F. For the purposes of this Article VIII, the term "subsidiary" shall mean any corporation, partnership, joint venture, trust or other enterprise of which a majority of the voting power, equity or ownership interest is directly or indirectly owned by or for the benefit of this Convention.

Article IX - Exculpation of Directors

The liability of the Convention's Directors or any party asserting a claim by or on behalf of the Convention for monetary damages for breach of fiduciary duty as a Director shall be eliminated to the fullest extent permitted under Missouri law, except in the case of a breach of the duty of loyalty, bad faith, intentional misconduct, a knowing violation of law or self-dealing. Any repeal or modification of this Article IX shall not adversely affect any right of protection of a Director existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

Article X - Amendments

A. These Bylaws may be amended by a simple majority vote of the entire membership of the Board of Directors at any regular or special called meeting thereof, provided a written notice of the proposed changes is given at least thirty (30) days prior to the meeting of the Directors at which the proposed amendment will be considered, and the proposed amendment has been reviewed by the Corporate Documents Committee except amendments necessary to bring the Convention into conformity with legal requirements necessary for the operation of the corporation may be made without previous notice.

B. These Bylaws may be amended by a two-thirds vote of the voting members at any Annual Session, provided that the amendment has been submitted in writing by a duly enrolled voting member to the Secretary of the Convention at the time of or prior to enrolling for the Annual Session. The proposed amendment then stands referred to the Corporate Documents Committee for its review and report before the close of the Annual Session.