

BYLAWS OF SCHWEITZER CHURCH

A Missouri Nonprofit Corporation

ARTICLE I. PURPOSE

Schweitzer Church, (the "Church"), a Missouri Nonprofit Corporation, is dedicated exclusively to charitable, religious, and educational purposes. The Church's primary purpose is to transform lives by making disciples of Jesus Christ. The Church will accomplish this purpose through the means outlined in the Constitution of Schweitzer Church.

Notwithstanding any other provisions of these Bylaws, The Church shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding or successor provision of any United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any corresponding or successor provision of any United States Internal Revenue Law).

ARTICLE II. OFFICES

Section 2.01. Physical Address, Registered Office and Agent: The physical address of 2747 E Sunshine St, Springfield, MO and the Registered Agent is Cameron Cassad of Ellis, Ellis, Hammons and Johnson Law Firm.

Section 2.02. Other Offices: The Church may have offices at such place or places within or without the State of Missouri as the Board of Directors may from time to time appoint or as the business of the Church may require or make desirable.

Section 2.03. Ownership of Property. The ownership of all property, moveable, or immovable, now owned or hereafter by the Church shall be held by the Church in its corporate name. The term "ownership," within this Article contemplates both legal and beneficial interest in the land and does not concede a trust in favor of any party. The Board of Directors ("Board") shall have the supervision, oversight and care of all property.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 Statement of Faith: The Board of Directors (the "Board") shall uphold the statement of faith as stated in the Constitution of Schweitzer Church.

Section 3.02 General and Specific Powers and Duties:

1. Mission and Strategic Direction – *Overseeing the mission, vision, and long-term strategy of the church.*
 - a. Protect the mission and vision of the church.
 - b. Provide strategic planning and approve long-term goals in collaboration with the Pastor in Charge "Pastor".
 - c. Monitor ministry effectiveness and ensure progress toward strategic objectives.
 - d. Model spiritual leadership and serve as examples of faith and stewardship.

2. Financial Stewardship and Oversight – *Managing the church’s financial resources responsibly and ethically.*
 - a. Approve the annual budget and major expenditures.
 - b. Ensure financial transparency by reviewing financial reports and statements.
 - c. Oversee the purchase, sale, and management of church property and assets.
 - d. Implement financial controls and authorize external audits as needed.
3. Policy, Governance, and Legal Compliance – *Ensuring proper governance, policy adherence, and legal accountability.*
 - a. Establish and maintain church governing policies.
 - b. Ensure compliance with bylaws, Missouri state law, Federal law, and relevant regulations.
 - c. Maintain risk management protocols, including legal, financial, and operational safeguards.
 - d. Appoint and remove Board Directors and Officers as necessary.
4. Pastoral Leadership and Accountability – *Providing support, supervision, and evaluation of the Pastor.*
 - a. Hire, evaluate, and, if necessary, make employment decisions regarding the Pastor.
 - b. Conduct annual performance evaluations for the Pastor.
 - c. Provide encouragement, spiritual support, and accountability to the Pastor.
 - d. Collaborate on high-level staffing decisions while ensuring adherence to policies.
5. Congregational Representation and Ministerial Oversight – *Serving as a bridge between leadership and the congregation while overseeing ministerial roles.*
 - a. Communicate major decisions, financial health, and strategic initiatives to the congregation.
 - b. Ensure transparency and accountability by addressing member concerns and fostering unity.
 - c. Provide ordination and licensing for ministers within the church.
 - d. Ensure the proper supervision of all employees and volunteers of the church.

Section 3.03 Supervision of Subsidiaries of the Church: The Board shall have supervision of all subsidiaries of the Church as they exist, or will exist in the future, including Flourish Community Development Corporation, Schweitzer Church Foundation, and Grow to Know Preschool. These powers include:

1. approving members of the boards;
2. receiving and reviewing reports of the subsidiaries when requested, but no less than annually;
3. all other powers and duties delegated to the Board by the bylaws of the respective subsidiaries.

Section 3.04 Number: The Board shall consist of no less than nine (9) voting Directors and shall have a maximum of 15 members.

Section 3.05. Appointment of Directors: Nominees for the Board will be made by existing Board members and the Pastor. Nominees will be evaluated based on gifts, character, and spiritual maturity. The nominees are to be affirmed by both the Board and the Pastors, with ratification by the membership of the Church at an annual meeting. If ratification is not achieved at the annual meeting, the nominating process will begin again as outlined in this

section. Board members may not be staff members of the Church nor related by blood or marriage to staff members of the Church. Board members must be members of the Church. No Board member will serve concurrently as a voting member on the Schweitzer Foundation. The Pastor will serve as an ex officio member with voice but no vote. Directors currently serving on the Board will continue their service in accordance with these Bylaws.

Section 3.06. Term of Office, Removal of Directors, and Vacancies: Each Board member term will begin the first day of the month following the annual meeting of The Church. Each Director shall hold office for three (3) years. After a three-year term, the Director may be replaced or reappointed in accord with Article 3, Section 3.05. Directors shall be limited to two consecutive three year terms, but may be reelected after one year has elapsed. A Board member may resign at any time by giving written notification to the president of the Board. A Board member may be removed from his/her position if it is deemed best for the future of the Church. This action requires a called meeting and a two-thirds (2/3) vote by the Board. In case of a vacancy for any reason the Board, with the approval of the Pastor, may appoint a Director, for the remainder of the term or until another nominee can be appointed in accord with Article 3, Section 3.05. Directors will be appointed in classes so that there is an equal number of terms ending each year.

Section 3.07. Conflict of Interest: Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of an impropriety of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall make known such appearance of an impropriety and shall offer to the Board to voluntarily recuse him/herself and refrain from discussion and voting on said item. In the absence of the Director, the remainder of the Board will by majority decide whether such conflict or appearance of conflict should preclude the Board member from the decision-making process. On an annual basis, each Director will sign the Conflict of Interest Policy of The Church, and failure to do so in a timely manner will be considered grounds for removal.

Section 3.08. Compensation: None of the officers or Directors shall receive any salary or compensation for services rendered to the Church.

Section 3.09. Committees: The Board shall have the authority to delegate its authority to an executive committee of the Board, which executive committee may in turn delegate authority to the Church's officers in accordance with these bylaws. The Pastor or his/her designee will be an ex officio member of each committee unless prohibited by the Board.

Section 3.10. The Pastor: The Pastor, or his/her designee, shall be a non-voting ex officio member of the Board and provide spiritual guidance and direction to the Board.

ARTICLE IV. MEETINGS

Section 4.01. Regular Meetings: Regular meetings of the Board shall be held at least quarterly with notice as to such times and place as the Board shall from time to time designate. Any member of the Church can observe a Board meeting unless the Board enters into an executive session.

Section 4.02. Calling Meetings: Meetings of the Board may be called by the President of the Board or by a majority of the Directors.

Section 4.03. Special or Called Meetings: Special or called meetings may be held with at least forty-eight (48) hours notice by electronic communication, telephone, or personal delivery of the time and place of the meeting to each Director.

Section 4.04. Notice: Notice of the annual, regular or any special meeting of the Board shall be communicated with each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4.05. Quorum: At all meetings of the Board of Directors, the presence of one-half (1/2) plus one of the authorized number of Directors, but in any event not less than four Directors, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum is obtained.

Section 4.06. Voting: The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by these Bylaws. A Director who is present at a meeting of the Board is presumed to have assented to any action on any matter before the Board unless his/her vote is recorded to the contrary in the minutes of the meeting.

Section 4.07. Conduct of Meetings: The President, or in his/her absence the Vice President, shall preside at meetings of the Board. The Secretary of the Board, or in the Secretary's absence any person appointed by the presiding officer, shall act as Secretary for meetings of the Board, whose minutes shall be signed of record by such Secretary as well as by the presiding officer and placed in the minute book of the Church for such. Meetings shall be governed in the spirit of discernment, consensus, and Robert's Rules of Order.

Section 4.08. Virtual Participation: Directors may participate in meetings of the Board through use of conference telephone, video-conference, or similar communications equipment, so long as all Directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote.

Section 4.09. Written Consent: Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent including email or other written form, setting forth the action so taken is signed by a quorum of members of the Board or of such committee, as the case may be. Such written consent shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.10. Adjournment: A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the

adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors, with at least forty-eight (48) hour notice by telephone or email of the time and place of the meeting.

Section 4.11 Annual Meeting. An annual meeting of the members of the Church shall be held within three months after the close of the Church's yearly accounting period. The membership of the Church will be notified of the time, place and business of the annual meeting at least 10 days prior to the meeting. The same notification period will be observed for any called membership meetings that may be called by the Pastor or the Board outside of the annual meeting. The annual meeting will present a "state of the church" including financial position, ministry impact, and appropriate future plans. New Board members will be ratified by majority vote of the membership present at the annual meeting per Section 3.05. No other items will be voted on by the membership, unless specified by the Board. The quorum of the annual meeting will be all members present.

ARTICLE V. CORPORATE OFFICERS

Section 5.01. Officers: The officers of the Church shall be (listed in order of rank): President, Vice-president, Treasurer, Secretary, and such other officers as may be elected in accordance with the provisions of this Article. Each officer will serve on a two-year basis. No person shall be elected as President unless he/she has first served one year as a Director.

Section 5.02 Election and Term of Office: The officers of the Church shall be elected annually by the Board at the regular meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his/her successor has been duly elected and qualified.

Section 5.03. Removal: Any officer elected or appointed by the Board may be removed by the Board, by two-thirds (2/3) vote, whenever in its judgment the best interests of the Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.04. Vacancies: A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be recommended by the Pastor for the unexpired portion of the term. The recommendation is to be approved by two-thirds (2/3) vote of the Board.

Section 5.05 Responsibilities of Officers:

- a. President. The president is the Chair of the Board and with the assistance of the Pastor will lead the Board in managing the business affairs of the Church in order to help carry out the purpose of the Church as expressed in Article I and the Constitution of the Church. The president will perform all duties incident to the office of the president and any other duties that may be required by these bylaws or prescribed by the Board.
- b. Vice-President. The vice-president will perform all duties and exercise all powers of the president when the president is absent or is otherwise unable to act. The vice-president will perform any other duties that may be prescribed by the Board.

- c. **Treasurer:** The treasurer will oversee the financial condition of the Church. The Treasurer may delegate financial duties to the appropriate level staff. Delegation of duties shall take into consideration best practices related to internal controls.
- d. **Secretary:** The Secretary will prepare the minutes of all meetings of the Board and be responsible for authenticating corporate records of the Church.

Any future officers may be created and appointed by two-thirds (2/3) vote of the Board upon recommendation of the president and will report to the president in performing all duties and responsibilities.

ARTICLE VI: THE PASTOR

Section 6.01. Authority of the Pastor. The Pastor provides both spiritual guidance and operates as the Chief Executive Officer of the Church. The Pastor shall be responsible for the day-to-day management and direction of the affairs and operation of the Church in accordance with the Constitution of the Church, these Bylaws, and the policies and guidance of the Board. The Pastor is authorized to make decisions regarding the employment of staff, operational policies, and spending within the parameters of the operating budget or designated fund. The Pastor's performance shall be evaluated annually by the Board.

Section 6.02 Employment of Pastor. The Pastor shall serve at the appointment and discretion of the Board. The Foundry Network shall be consulted in matters related to the employment of the Pastor in the following areas:

1. **Recruitment and Confirmation.** In the event the Pastor shall resign or be removed, a special committee shall be appointed by the Board to recruit and present a candidate for the role of Pastor. This process shall be spiritually directed and accomplished as timely as possible. The Executive Committee of The Foundry Network shall be consulted on the necessary qualifications and abilities required for this position.
2. **Presentation and Approval.** Upon recommendation of the special committee, the pastoral candidate shall be presented to the Board for their approval. The Pastor is to be approved by the Board by a two-thirds (2/3) vote.
3. **Removal.** In the event the Pastor shall have serious charges (such as immorality, financial impropriety, or toxic leadership) brought against him/her or his/her ministry has ceased to be effective, the matter shall be brought to the Board and the Executive Committee of the Foundry Network. The Executive Committee of the Foundry Network may offer guidance for the discipline required for the Pastor. In the event the matter cannot be resolved, the Pastor may be removed from office by a two-third ($\frac{2}{3}$) vote of the Board.

In the event the matter cannot be resolved at this meeting, power is then vested in the Board to come together with the Pastor to consider his/her removal. After prayerful consideration, the Board may remove the Pastor by a two-thirds (2/3) vote.

ARTICLE VII: ORDINATION AND LICENSING OF MINISTERS

Section 7.01 The Pastor. The Pastor, upon appointment by the Board, shall be recognized as an ordained minister under the authority of the Board.

Section 7.02 Other Ministers. The Board, in conjunction with the Pastor, may ordain and/or license a person as a minister of the Gospel after first examining the applicant's background, moral and spiritual character, ministry experience, and any previous theological training the applicant has received. Final determination for ordination or licensing shall be within the absolute discretion of the Board. The Board shall affirm ministers that have been ordained prior to appointment at The Church, who affirm the Constitution of Schweitzer Church. The Church shall recognize the following classes of ministers of the gospel: elders, deacons, and ministerial candidates. All ministers of the Gospel are authorized to perform all religious functions of the church including administering the sacraments and performing weddings.

Section 7.03 Application for Ordination or Licensing: Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the Board. An applicant's application shall be either approved or denied based on the completion of the investigation of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.

Section 7.04. Requirements and Limitations.

- a. All ministers will teach and adhere to a lifestyle that is supportive of the doctrine of the Church as outlined in the Constitution of Schweitzer Church.
- b. A minister may be limited in their authority to a specialized ministry such as music, youth, Christian education, mission, etc.
- c. A minister is subject to discipline by the Pastor, or the Pastor's designee. Discipline may occur in cases of outward, severe, and unrepentant sin, including but not limited to sexual misconduct, racial discrimination, divisiveness, abuse, dishonesty, illegal activity, or teaching false doctrine. Discipline may involve suspension, termination from employment, or removal from the ministerial office.

ARTICLE VIII. CHURCH MEMBERSHIP

Section 8.01. Membership: Members of the Church shall be made up of those persons who have accepted Christ as their Savior, are in accord with the Constitution of Schweitzer Church, and have taken the vow of membership. No corporate rights or privileges are afforded to the members of the Church that are not expressly stated in these Bylaws.

Section 8.02 Associate Membership. A member of another denomination or church body may be enrolled as an associate member. The associate member will retain their membership in their previous denomination or church and have all the responsibilities of a church member of the Church.

Section 8.03. Member Responsibility and Duties: Members of the Church shall have the responsibility and vow to support the Church through their prayers, presence, gifts, service, and witness.

Section 8.04. Removal of Membership: The Board may remove a member from the Church for any reason that they deem appropriate by a vote of two-thirds vote of the Board.

ARTICLE IX: AFFILIATION

Section 9.01. Affiliation: For the purposes of this Constitution, affiliation refers to any relationship with an external organization or denomination that places the Church under its governance or authority (e.g., requiring delegation of the Church's real or personal property or acceptance of external governing documents). Any such proposed affiliation—or disaffiliation—must be approved by a two-thirds ($\frac{2}{3}$) majority of The Board and ratified by a majority vote of members in attendance at the annual meeting or a duly called special meeting. Other relationships with external organizations, networks, or denominations for spiritual enrichment or shared ministry do not require Board approval.

ARTICLE X. MISCELLANEOUS

Section 10.01. Ownership of Property. The ownership of all property, moveable, or immovable, now owned or hereafter by the Church shall be held by the Church in its corporate name. The term "ownership," within these Bylaws contemplates both legal and beneficial interest in the land and does not concede a trust in favor of any party. The Board shall have the supervision, oversight, and care for all property.

Section 10.02 Contracts and Loans: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the Church and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 10.03. Amendment of Bylaws: Subject to the provision of Missouri Law, these Bylaws or any provision of them may be presented to be altered, amended, or repealed, or new Bylaws adopted by the Board. Acceptance of the recommendation for adoption will require an affirmative vote of two-thirds ($\frac{2}{3}$) of the Board at any special or regular meeting at which a quorum is present.

Section 10.04. Amendment of Constitution: The Schweitzer Church Constitution may be presented to be altered or amended by the Board. Acceptance of the recommendation for adoption will require an affirmative vote of two-thirds ($\frac{2}{3}$) of the Board at any special or regular meeting at which a quorum is present.

Section 10.05. Records: The Church is responsible to maintain the following accurate and contemporaneous records and reports:

- a. Financial Records of the Church
- b. Minutes of the proceeding of the meetings of the Board, meetings related to corporate ecclesiastical governance, and church member meetings as related to corporate or ecclesiastical governance
- c. Church membership records
- d. Charitable contributions

Section 10.06. Dissolution: The Church may be dissolved through a vote of two-thirds of the Board, and ratified by a majority vote of members in attendance. Upon dissolution of the Church, the Board, after all of its liabilities and obligations have been discharged or adequate provision made therefore, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious purposes as shall qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future US Revenue Law) as the Board of Servant Director shall determine.

Section 10.07. Inurement: No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its officers, directors, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from the Federal Income Tax, under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

Section 10.08. Fiscal Year: The fiscal year of the Church shall be the calendar year.

Section 10.09. Other: Any other functions, responsibilities, and /or duties for the Church outside these Bylaws will fall under the authority of the pastoral leadership and governance of the Church.

Section 910.10. Legal Provision: The organization and function of the Church is under the authority of the Bylaws as outlined subject to the laws of the state of Missouri and any applicable federal laws.

Section 10.11. Severability: Each provision of these Bylaws is intended to be severable. If any term or provision hereof is determined by a Court of competent jurisdiction to be invalid or illegal for any reason whatsoever, such invalid or illegal term or provision shall not affect the validity or legality of the remainder of the other sections and or provisions of these Bylaws.

Section 10.12. Indemnification: The Church shall indemnify, hold harmless and defend its Directors, Employees, and Officers against any liability or other expense arising in connection with their service to the Church, to the extent afforded by the Missouri Nonprofit Corporation law, as currently in effect and as hereafter amended.

Adopted: September 30, 2021

Amended: March 25, 2025