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BYLAWS OF THE
MISSOURI MID-SOUTH CONFERENCE
UNITED CHURCH OF CHRIST
(Adopted as amended June 8, 2013)
(Revised on ____-____-____)

PREAMBLE
Unifying Call

~~Honoring our past, open to new possibilities for the present, and hopeful for the future of our fellowship and mission, we are a people in covenant with God and with one another and do bind ourselves, in the presence of God, to walk together in all the ways in which God may be revealed to us.~~

We are the United Church of Christ in Arkansas, Memphis and Missouri. United in Christ and led by the Holy Spirit, we support and empower one another in our Unifying Call to embody God’s love and mercy for all.

ARTICLE I

LEGAL STATUS

The Missouri Mid-South Conference (the Conference) is an association of churches, ministers and three (3) church Associations (the St. Louis, Eastern and Western Associations), organized under the Missouri Non Profit Corporation Act (Chapter 355 of the Revised Statutes of the State of Missouri) and tax exempt under section 501(c)(3) of the Internal Revenue Code through our affiliation with the General Synod of the United Church of Christ.

ARTICLE II

MEMBERS

The Conference has the following corporate members represented by their voting delegates as follows:

- (1) A member church in covenant with one (1) of the three (3) Associations of the Conference will be entitled to voting delegates at the Conference Annual Gathering and special meetings based upon its membership as reported in the most recent edition of the United Church of Christ Yearbook and determined as follows:

46 Up to and including reported membership of three hundred (300) entitles a
47 church to two (2) voting delegates ;

48
49 Reported membership of more than three hundred (300) but not more than
50 seven hundred (700) entitles a church to three (3) voting delegates ;

51
52 Reported membership of more than seven hundred (700) entitles a church to
53 four (4) voting delegates.

54
55 In addition, every church in covenant with one (1) of the three (3)
56 Associations within the Conference will be entitled to one (1) youth delegate
57 the age of ~~twenty-five (25)~~ **eighteen (18) years or under.**

58
59 (2) The St. Louis, Eastern and Western Associations of the Conference are
60 corporate members and may each be represented by one, but not more than
61 ~~seven (7)~~, **three (3)**, voting delegates who have been duly elected to their
62 governing councils.

63
64 In addition, the Conference has the following individual voting members:

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66 (3) All persons in good standing with, and authorized for ministry (licensed,
67 commissioned or ordained) by one of the three (3) Associations within the
68 Conference

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70 **Annual Gathering (Meeting).** The Annual **Gathering** (meeting) of the Conference
71 will be held at a time and place determined by the ~~Conference Council~~ **Board of**
72 **Directors**. Written notice of Conference Annual **Gathering** will be given to every
73 member by the Secretary not less than thirty (30) days or more than sixty (60) days
74 prior. Notice given by publication in a Conference newsletter sent electronically and
75 posted on the Conference web site or mailed to each member church and Association
76 officer at their last known address constitutes proper notice of an Annual **Gathering**.

77 **Special Meeting.** Special meetings of the Conference may be called by the
78 ~~Conference Council~~ **Board of Directors** or by petition of one third (1/3) of the member
79 churches under the signature of the moderator or president of such congregation and
80 certified by its Secretary or Clerk as being the decision of the congregation or its
81 governing body or by petition of one third (1/3) of the persons described in
82 ARTICLE II, paragraph (3) above or by the duly adopted resolution of all three (3)
83 Associations of the Conference. Written notice of a special meeting of the
84 Conference stating the business to be transacted will be given by the ~~clerk~~ **Secretary**
85 to every member and sent electronically or by first class mail not less than fifteen (15)
86 days prior. Notice given by publication in a Conference newsletter sent electronically
87 or mailed to each member at their last known address constitutes proper notice of a
88 special meeting.

89 **Quorum.** ~~One fifth (1/5) of the persons entitled to vote and~~ one third (1/3) of the
90 member churches of the Conference (as defined in these bylaws) shall constitute a
91 quorum for the transaction of business at an Annual **Gathering** or Special Meeting of
92 the Conference. Absentee voting and voting by proxy are not permitted.

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ARTICLE III

GOVERNANCE

~~Conference Council~~ **Board of Directors**

Between meetings of the Conference its affairs will be governed by a Board of Directors, ~~herein referred to as the "Conference Council," which shall be composed of twenty four (24) persons, all of whom shall be voting members of a church in covenant with one (1) of the three (3) member Associations. Members of the Conference Council shall represent the interests of the Conference; however, at no time shall the Conference Council be composed of fewer than seven (7) persons from each of the three (3) Associations of the Conference.~~ **composed of eighteen (18) persons all of whom shall be voting members of a church in covenant with one (1) of the three (3) member Associations.**

The Board of Directors will be the custodian of the Unifying Call between Conference Annual Gatherings. The Board of Directors will exercise oversight of Conference ministries to ensure they are enactments of the Unifying Call. The Board of Directors also will allocate the financial resources of the Conference to support the Conference's various ministries. In consultation with the Conference Minister, the Board of Directors will provide resources that support the ministries of the Conference.

The Board of Directors will consist of 18 members: 13 at-large members who will serve on Core Ministries; 5 officers which include the Chair, Vice Chair, Treasurer, Assistant Treasurer, and Secretary.

The Missouri Mid-South Conference of the United Church of Christ is committed to diversity and equity. We understand that when we are led by individuals with varied experiences and identities, we are faithful to the call of God, our entire church is stronger, and we move closer to the Beloved Community. Accordingly, we desire a Board of Directors that is representative of the vastness of God's people. To that end, we will aspire to the following factors in nominating and selecting members of the Board of Directors:

Equal representation from the three Associations, divided equally between lay and ordained clergy. Equitable inclusion of individuals who identify as female. 40 percent of the members of the Board of Directors will represent historically marginalized groups, including but not limited to those officially recognized by the United Church of Christ.¹ Specifically, a minimum of 20 percent of Board members will self-identify as people of color (African American,

¹ Historically Underrepresented Groups recognized by the United Church of Christ: Council for American Indian Ministry; Colectivo de UCC Latinx Ministries; Ministers for Racial, Social and Economic Justice; Pacific Islander and Asian American Ministries; United Black Christians; UCC Disabilities Ministries; Council for Youth and Young Adult Ministries; the United Samoan Ministries; the Open and Affirming Coalition of the United Church of Christ; and the UCC Mental Health Network

138 Latinx, Asian American, Pacific Islander, Native American, bi-racial, or multi-
139 racial). In addition, a minimum of 20 percent of Board members will self-
140 identify as members of other historically marginalized groups, including
141 LGBTQIA (Lesbian, Gay, Bisexual, Transgender, Queer, Intersex, Asexual),
142 two-spirit, same-gender loving, non-binary, or gender nonconforming;
143 immigrants; and/or persons living with physical, mental, and/or emotional
144 disabilities. The Board of Directors also will include people of diverse income
145 levels. At least one member will be from Arkansas or Memphis and at least
146 one member will be under the age of 30.

147
148 In order to hold the Conference accountable for aspiring to the above
149 standards of inclusion and equity the Board of Directors is charged with
150 tracking the demographics of the Board of Directors. In the event that we fall
151 short of these standards for inclusion and equity a report shall be compiled by
152 the Board of Directors to be presented at the next Conference Annual
153 Gathering. The purpose of this report is to generate discussion and interest in
154 fulfilling our standards for inclusion.

155
156 Members of the Conference Council will be divided into three (3) equal
157 classes with ~~eight (8)~~ six (6) Council members elected at each Conference
158 annual meeting for a term of three (3) years. Council members may be re-
159 elected for one (1) additional three (3) year term. After serving two (2)
160 consecutive terms, Council members will be ineligible for re-election to the
161 Conference Council for a period of not less than one (1) year. ~~The Conference
162 Council, by majority vote, may determine as vacant the seat of any member
163 who is twice absent from its duly called meetings without prior notice to an
164 officer. Fifteen (15) voting members of the Conference Council shall
165 constitute a quorum for the transaction of business. The Conference Minister,
166 Associate Conference Ministers and duly elected or appointed representatives
167 to National Covenanted Ministries shall be *ex officio* members of the
168 Conference Council with voice but without vote.~~

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171 The Conference Council **Board of Directors** will meet no less than once in
172 each calendar quarter with notice given by publication in a Conference
173 newsletter sent electronically and posted on the Conference website.
174 Conference Council **Board** meetings shall be open to all members **of the**
175 **Conference** as defined above.

176
177 ~~Upon recommendation of the Leadership Development Committee, the
178 Conference Council will appoint persons to fill vacancies on the Conference
179 Council and such other representatives to the wider church as may be
180 necessary from time to time. In addition, upon recommendation of the
181 Leadership Development Committee, and after consultation with each
182 Association, the Conference Council will appoint the Conference's Delegates
183 to the General Synod of the United Church of Christ.~~

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185
186 The Board of Directors, by majority vote, may determine as vacant the seat of
187 any member **from one Conference Annual Gathering (CAG) to the next who is**

188 twice absent from its duly called meetings without prior notice to an officer.
189 Upon recommendation of the ~~Leadership Development Committee~~ **Core**
190 **Ministry tasked with nominations**, the Conference Council **Board of Directors**
191 will appoint persons to fill vacancies on the ~~Conference Council~~ **Board of**
192 **Directors** and such other representatives to ~~the wider church~~ **denominational**
193 **and ecumenical communions** as may be necessary from time to time. In
194 addition, upon recommendation of the ~~Leadership Development Committee~~
195 **Core Ministry tasked with nominations**, and after consultation with each
196 Association, the ~~Conference Council~~ **Board of Directors** will **appoint**
197 **recommend for election at the Conference Annual Gathering** the Conference's
198 delegates to the General Synod of the United Church of Christ.

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OFFICERS

202 All officers of the Conference will be elected by the Conference ~~from the membership~~
203 ~~of the Conference Council~~ to the **Board of Directors** for a term not exceeding two (2)
204 years. Officers may serve only one (1) two (2)-year term. However, normally the
205 Assistant Treasurer, after serving a two (2)-year term, will become the Treasurer and
206 serve in that office for a single two (2)-year term. **Additionally, normally the Vice**
207 **Chair, after serving a two (2)-year term, will become the Chair and serve in that office**
208 **for a single two (2)-year term.**

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211 During their respective terms, officers will undertake, among others, the following
212 duties:

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214 **Moderator Chair.** The ~~Moderator~~ Chair will preside at all meetings of the
215 Conference, the ~~Conference Council~~ **Board of Directors** and the Executive
216 Committee. The ~~Moderator~~ **Chair**, or the ~~Moderator's~~ **Chair's** designee, will **set the**
217 **agenda for all meetings of the Board of Directors and convene the Executive**
218 **Committee as needed. In the absence of a Conference Minister, the Chair will** execute
219 all legal documents on behalf of the Conference and, ~~together with the Conference~~
220 ~~Minister~~, will be the spokesperson for the Conference unless the ~~Conference Council~~
221 **Board of Directors** by resolution designates and appoints another person to be its
222 spokesperson for a particular purpose.

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224 **Vice Moderator Chair.** The Vice ~~Moderator~~ **Chair** will preside at all meetings of the
225 Conference, the ~~Conference Council~~ **Board of Directors** and the Executive Committee
226 in the absence of the ~~Moderator~~ **Chair** and perform such other duties as may be
227 required by the ~~Conference Council~~ **Board of Directors** or Executive Committee from
228 time to time. The ~~Moderator~~ **Vice Chair will serve as the liaison to the Personnel**
229 **Committee and will ensure that documents relating to the Conference Minister are**
230 **retained in the Conference Office.**

231

232 **Secretary.** The Secretary will give notice of all meetings of the Conference,
233 ~~Conference Council~~ **Board of Directors** and Executive Committee and will record and
234 maintain for inspection by any member minutes of all meetings of the Conference,
235 ~~Conference Council~~ **Board of Directors** and Executive Committee, along with a
236 record of all resolutions, policies and procedures duly adopted. The Secretary, or the
237 Secretary's designee, will execute correspondence and such other documents as

238 instructed by the ~~Conference Council~~ Board of Directors or Executive Committee,
239 and will ensure that a copy of all such documents is retained in the Conference Office.

240

241 **Treasurer.** The Treasurer will supervise the receipt and disbursement of Conference
242 funds, and, together with the Conference Minister, maintain the financial records of
243 the Conference. The Treasurer will report the financial condition of the Conference to
244 the ~~Conference Council~~ Board of Directors as it may direct and to the members at
245 each Annual ~~meeting~~ Gathering. The Treasurer will supervise the preparation of
246 Conference budgets for presentation to the members for their approval at annual or
247 any special meetings.

248

249 **Assistant Treasurer.** The Assistant Treasurer will assist the Treasurer in maintaining
250 the financial records of the Conference. The Assistant Treasurer will aid in
251 preparation of the budget, assist with fund development and provide oversight of
252 investments.

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EXECUTIVE COMMITTEE

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256 **The Chair, Vice Chair, Secretary, and Treasurer** of the Conference and Conference
257 Minister, who serves ex officio with voice but not vote, will constitute the Executive
258 Committee which may act on behalf of the Conference between meetings of the
259 ~~Conference Council~~ Board of Directors except in financial expenditure approvals
260 greater than policy limits, and personnel issues related to the Conference Minister or
261 Associate Conference Ministers. The Executive Committee will prepare the agenda
262 for ~~Conference Council~~ Board meetings and nominate Board members to the standing
263 Core Ministries for approval by the ~~Conference Council~~ Board of Directors. The
264 Executive Committee will oversee personnel, budget and finance, fund development,
265 policies and strategic alignment with goals. The Executive Committee, with the
266 approval of the ~~Conference Council~~ Board of Directors, will also prepare the agendas
267 for Annual Gatherings and special meetings of the Conference. The Executive
268 Committee will coordinate strategic planning for the Conference in conjunction with
269 Core Ministries and provide for an annual review of the Conference Minister's
270 performance in conjunction with the Personnel Committee. A summary of this review
271 shall be provided to the ~~Conference Council~~ Board of Directors. The Executive
272 Committee will maintain and enforce all personnel policies for Conference
273 employees.

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PERSONNEL COMMITTEE

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277 The Personnel Committee will be made up of five (5) persons serving rotating terms:
278 a chair, elected at the Conference Annual Gathering to serve for a term of three years;
279 the Vice Chair of the Board of Directors, who serves as liaison to the Board; and one
280 member from each of the three Associations, elected by the conference to a three (3) -
281 year term. Members will serve staggered terms and may be re-elected for a second
282 term of three (3) years. The Personnel Committee will meet to provide human
283 resource support to the Conference Minister, evaluate the Conference Minister(s)
284 annually and review and update personnel policies as needed by the Conference.

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FINANCE COMMITTEE

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288 The Finance Committee will be made up of five (5) persons serving rotating terms: a
289 chair, elected at the Conference Annual Gathering to serve for a term of three years;
290 the Treasurer of the Board of Directors, who serves as liaison to the Board; and one
291 member from each of the three Associations, elected by the conference to a three (3) -
292 year term. Members will serve staggered terms and may be re-elected for a second
293 term of three (3) years. The Finance Committee will meet to provide financial
294 oversight, including appropriate auditing, budget, investment, and policy
295 recommendations
296

297 **CONFLICTS OF INTEREST**

298 A member of the ~~Conference Council~~ **Board of Directors** shall disclose to the other
299 members of the ~~Council~~ **Board** and abstain from voting on any transaction in which
300 **they have** a material interest.
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302 **ARTICLE IV**

303 **~~STANDING~~ CORE MINISTRIES AND ~~SMALL~~ WORKING GROUPS**

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306 ~~The council will be equally divided into four (4) standing committees as follows: (1)~~
307 ~~Leadership Development (2) Finance and Administration; (3) Local Church~~
308 ~~Ministries ; and (4) Wider Church Ministries. Appointments to each of the standing~~
309 ~~committees will be for the period preceding the next annual meeting of the~~
310 ~~Conference but may be changed ad-interim by the Executive Committee as necessary~~
311 ~~to fill vacancies or in order to more effectively manage the business of the~~
312 ~~Conference. Each standing committee will meet at least four (4) times a year, or~~
313 ~~more frequently as may be necessary to perform its duties. At its first meeting~~
314 ~~following appointment by the Executive Committee, each standing committee will~~
315 ~~choose a recording secretary, who will record and maintain minutes of each standing~~
316 ~~committee meeting. Four (4) committee members will constitute a quorum. Each~~
317 ~~standing committee, with the approval of the Executive Committee, will have the~~
318 ~~power to create and appoint additional sub-committees for such term and purposes as~~
319 ~~may be necessary or appropriate. Working with the Conference Minister, and other~~
320 ~~staff as the Conference Council may designate from time to time, the standing~~
321 ~~committees will deliberate, manage and report to the Conference Council upon their~~
322 ~~respective duties and responsibilities which, by way of illustration and not by way of~~
323 ~~limitation, are as follows:~~
324

325 **CORE MINISTRIES**

326 **The Board of Directors is responsible for assuring that the Conference is engaged in**
327 **on-going strategic planning. Consistent with the Conference's Unifying Call, four (4)**
328 **Core Ministries have been established to facilitate much of this planning. Those Core**
329 **Ministries are: Creating Community, Visioning the Future, Empowering**
330 **Congregations, and Pursuing Justice and Equity.**

331 **From time to time, additional Core Ministries may be presented for approval by the**
332 **membership of the Conference at the Conference Annual Gathering.**
333

334 Each Core Ministry authorized by the Conference Annual Gathering will include
335 three (3) or four (4) at-large members of the Board of Directors assigned by the board;
336 and three (3) additional members, one appointed by each Association Council. One
337 of the Board of Director members, designated by the Board of Directors, will serve as
338 chair of the Core Ministry. Each Core Ministry will choose one of its members as a
339 recording secretary.

340

341 Each of the 13 at-large Board members will be assigned to a Core Ministry by the
342 Board of Directors upon recommendation of the Executive Committee.

343 Core Ministries will coordinate and provide oversight to ~~Small~~ Working Groups (see
344 below) that will engage in specific ministries to enact the Core Ministries. It is the
345 responsibility of each Core Ministry to ensure that work being done by the ~~Small~~
346 Working Group supports the Unifying Call. Core Ministries will clarify goals of
347 ~~Small~~ Working Groups; receive reports of ministries undertaken by ~~Small~~ Working
348 Groups; assist with evaluation of the ministry being done; and coordinate various
349 ministry initiatives.

350

351 It is the responsibility of the members of the Missouri Mid-South Conference through
352 the Board of Directors, Core Ministries and ~~Small~~ Working Groups to carry out the
353 ministries of the Conference. Conference staff, in partnership with the Board of
354 Directors, Core Ministries and ~~Small~~ Working Groups will help interpret the
355 ministries of the Conference to its members.

356

357 ~~SMALL~~ WORKING GROUPS

358 ~~Small~~ Working Groups are formed to undertake specific ministries that enact one of
359 the Core Ministries of the Conference. A ~~Small~~ Working Group will be comprised of
360 members of the Conference congregations with an interest in some specific ministry.
361 The Board of Directors may also appoint ~~Small~~ Working Groups as it deems
362 necessary to implement and promote the Core Ministries of the Conference.

363

364 All ~~Small~~ Working Groups must be authorized by the Board of Directors. In
365 authorizing a ~~Small~~ Working Group, the Board of Directors will consider whether
366 the proposed ministry has articulated goals that are consistent with the
367 Conference's Unifying Call and are clearly related to one of the Conference's
368 Core Ministries; whether the working group will coordinate its efforts with one of
369 the Core Ministries; whether there are sufficient persons interested to support the
370 proposed ministry; and whether the financial requirements are feasible given the
371 Conference budget.

372 ~~Small~~ Working Groups will normally come to the Board of Directors for approval
373 in one of two ways: a) a Core Ministry will take initiative to form a ~~Small~~
374 Working Group in support of its mandates and bring a recommendation regarding
375 a ~~Small~~ Working Group to the Board of Directors; b) members of the Conference
376 propose to the Board of Directors formation of a ~~Small~~ Working Group to engage
377 in a ministry of interest to them.

378 Working Groups will convene for the amount of time that is needed for them to do
379 their work. Because of this, some Working Groups will exist in perpetuity while
380 others may be short term.

381 A ~~Small~~ Working Group will keep current goals consistent with the Unifying Call
382 of the Conference and the mandates of the Core Ministry to which it is related.
383 ~~Small~~ Working Group will meet at least 4 (four) times a year and after each
384 meeting report to the Core Ministry to which it is related. They will also make an
385 annual report to the Core Ministry articulating the activities and assessing the
386 effectiveness of their ministry relative to their articulated goals.

387 Requested financial support for ~~Small~~ Working Groups will be submitted by
388 ~~Small~~ Working Groups to the Core Ministry to which they are related. ~~Small~~
389 Working Groups that have anticipated funding needs will work with their Core
390 Ministries to submit requests as part of the budgeting process of the Conference
391 Board of Directors.

392 Members of ~~Small~~ Working Groups are volunteers; they are not elected and do
393 not have terms. The membership of a ~~Small~~ Working Group is the responsibility
394 of the Core Ministry to which the ~~Small~~ Working Group is related. In their
395 oversight of ~~Small~~ Working Groups, Core Ministries will consider the
396 Conference's commitments to inclusion, diversity, and equity.

397

398 **LEADERSHIP DEVELOPMENT.** The Leadership Development
399 Committee will:

- 400 (1) ~~Ensure that the Conference fulfills its covenantal obligations to the~~
401 ~~Churches, Associations, Council of Conference Ministers, General Synod~~
402 ~~and other wider church ministries as appropriate or as required by the~~
403 ~~Constitution and Bylaws of the United Church of Christ;~~
- 404 (2) ~~Coordinate the Conference's efforts in recruiting, training and supporting~~
405 ~~lay and authorized ministerial leadership;~~
- 406 (3) ~~Promote and develop the Conference's relationship to and among the~~
407 ~~church's historically related Seminaries, Divinity Schools and Schools of~~
408 ~~Theology;~~
- 409 (4) ~~In accordance with Conference Leadership Diversity Policies and with the~~
410 ~~approval of the Conference Council, identify and solicit qualified~~
411 ~~candidates and officers for election to the Conference Council and for~~
412 ~~election as Delegates to General Synod;~~
- 413 (5) ~~Establish and maintain a Conference wide data base of lay leadership~~
414 ~~experience and skills.~~

415 **FINANCE AND ADMINISTRATION.** The Finance and Administration
416 Committee will:

- 417 (1) ~~Prepare an annual budget for the Conference, which budget, upon approval~~
418 ~~by the Conference Council, will be presented to the Conference for~~
419 ~~approval at each annual meeting;~~
- 420 (2) ~~Develop, implement and monitor investment policy for the Conference's~~
421 ~~financial resources and obtain an independent audit or completeness review~~

422 of its financial records annually (the audit to be completed by a certified
423 public accountant and the completeness review accomplished by one or
424 more persons approved by the Conference Council). The type of annual
425 review/audit shall be determined by the Conference Council at its first
426 meeting after the closing of the financial records for the previous year. An
427 independent audit shall be accomplished at least one every five (5) years;

428 (3) Maintain and manage the Conference's real and tangible personal property
429 and recommend policies and procedures for the maintenance and
430 preservation of its files and records;

431 (4) Create and promote programs which encourage stewardship and planned
432 giving to the Conference and facilitate responsible stewardship of
433 Conference assets;

434 (5) Provide, with the approval of the Conference Council and the Conference
435 Minister, personnel policies and procedures for all Conference employees.

436 **LOCAL CHURCH MINISTRIES** The Local Church Ministries Committee
437 will:

438 (1) Coordinate and oversee all Covenanted Local Church Ministries of the
439 Conference and report regularly thereon to the Conference Council;

440 (2) Support the Local Church in making its ministries more faithful and
441 effective;

442 (3) Facilitate among the Conference Council, the churches and all
443 Covenanted Local communication Church Ministries of the Conference;

444 (4) Communicate Conference and Wider Church resources for ministry to the
445 local churches;

446 (5) Implement plans for the establishment of new communities of faith
447 within the Conference.

448 **WIDER CHURCH MINISTRIES** The Wider Church Ministries Committee
449 will:

450 (1) Coordinate and oversee all Covenanted Wider Church Ministries of the
451 Conference and report regularly thereon to the Conference Council;

452 (2) Support the Wider Church in making its ministries more faithful and
453 effective;

454 (3) Facilitate communication among the Conference Council, the churches and
455 all Covenanted Wider Church Ministries of the Conference;

456 (4) Communicate Conference and Wider Church resources for ministry to the
457 Covenanted Wider Church Ministries of the Conference;

458 (5) Interpret and communicate the programs, policies and resources of the
459 Council of Conference Ministers, General Synod and the National Boards
460 and Commissions of the United Church of Christ to the Associations,
461 Conference Covenanted Wider Church Ministries and the Local Churches;

462 **ARTICLE V**

463 **NOMINATIONS AND ELECTIONS**

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The Core Ministry Committee tasked with nominations will recommend to the Board of Directors a slate of candidates for the Board of Directors, Officers, and General Synod delegates at least 30 days prior to the Conference Annual Gathering. The Board of Directors will review the proposed slate of candidates to ensure that it conforms to bylaw provisions. When approved by the Board of Directors, the slate will be published at least at least 20 days prior to the Conference Annual Gathering.

In addition to the slate of candidates approved by the ~~Conference Council~~ Board of Directors for election, additional candidates may be nominated from the floor of the Conference Annual Gathering.

The slate of candidates for election will first be presented to the members for a vote. Such vote may be taken by acclamation when there are no more candidates to elect than positions to be filled. In the event more candidates have been nominated than there are positions to be filled, voting will be by written ballot and the candidates receiving the highest number of votes will be elected. In the event two (2) candidates each receive the same lowest qualifying number of votes, the members will vote again between the remaining candidates and continue voting until one (1) candidate receives a majority.

~~Members of the Conference Council who have served at least one (1) year of their first term will be eligible for election as an officer of the Conference. The slate of officers will be elected by the Conference Council no less than sixty (60) days prior to the Conference Annual Meeting.~~

INDEMNIFICATION

In addition to any other liability insurance, the Conference will purchase Directors and Officers coverage from a reputable carrier in appropriate amounts for all persons serving in an elected or appointed position on behalf of the Conference. The Conference further indemnifies each and every current or former elected member, officer, employee, agent and their legal representatives from all liabilities, expenses, attorney fees and costs reasonably incurred in connection with any suit, claim or proceeding in which **they are** made a party by reason of being, or having been, in such an elected or appointed position on behalf of the Conference. Nothing contained herein shall be deemed to limit any other right of indemnification provided by law; provided, however, such indemnification shall not extend to anyone determined by a court of competent jurisdiction to have acted in willful disregard of the law or to have committed an act of gross negligence.

COVENANTED MINISTRIES

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~~The Conference Council, or any of its standing committees, or any group within the Conference which seeks to carry out or promote a continuous and special program of ministry or other programmatic activity for or on behalf of the Conference, shall submit a statement of intended mission and purpose, a governance and organizational plan, and a projected budget (in a format previously approved by the Conference~~

513 Council), to the Executive Committee of the Conference Council for review. If the
514 Executive Committee determines that the ministry or other programmatic activity is
515 consistent with the mission and purpose of the Conference and that the financial needs
516 of the program can be responsibly met within the Conference budget, it shall
517 recommend to the Conference Council for approval by a majority vote that it
518 recognize such program as a Covenanted Ministry of the Conference, upon such terms
519 and conditions as it deems appropriate.

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ARTICLE VI

521 CONFERENCE MINISTER and ASSOCIATE CONFERENCE MINISTERS

522 The Conference Minister and each Associate Conference Minister will be called to
523 service by the Conference assembled in an Annual **Gathering** or special meeting upon
524 such terms and conditions as mutually agreed. The Conference Minister and each
525 Associate Conference Minister may be dismissed with not less than sixty (60) days
526 written notice from the ~~Conference Council~~ **Board of Directors** and may voluntarily
527 terminate his or her employment with not less than sixty (60) days written notice to
528 the ~~Moderator~~ **Chair** of the ~~Conference Council~~ **Board of Directors**.
529

530 The Conference may employ as many Associate Conference Ministers as it may
531 determine necessary and ~~appropriate to~~ **financially feasible to** accomplish the ~~mission~~
532 ~~and purposes~~ **Unifying Call and Core Ministries** of the Conference. The Conference
533 Minister and each Associate Conference Minister will, in addition to such other
534 qualifications as may be required by the Conference, be authorized for ministry in the
535 United Church of Christ. The Conference Minister and each Associate Conference
536 Minister will be an ex officio member, with voice, but not vote, of the ~~Conference~~
537 ~~Council~~ **Board of Directors**, each Conference standing committee, each Conference
538 authorized ministry and all other duly appointed committees. The Associate
539 Conference Minister(s) will be supervised by the Conference Minister and will report
540 directly to the Conference Minister, however the authority to terminate the Associate
541 Conference Minister(s) is held by the Board of Directors.
542

543 The daily operation of Conference business, including, but not limited to the hiring,
544 supervision and termination of all Conference staff; oversight of all programmatic
545 activity; and the implementation of the policies adopted by the ~~Conference Council~~
546 **Board of Directors** will be entrusted to a Conference Minister. The Conference
547 Minister will represent the Conference in wider denominational, ecumenical,
548 interfaith settings. .

549

SEARCH COMMITTEES

550 When a vacancy occurs in the office of Conference Minister or of any Associate
551 Conference Minister(s), the ~~Leadership Development~~ **Executive** Committee, with the
552 approval of the ~~Conference Council~~ **Board of Directors**, will engage the services of an
553 interim to fill the vacancy until such time that a new Conference Minister or Associate
554 Conference Minister(s) has been called by the Conference. The ~~Leadership~~
555 ~~Development Committee~~ **Core Ministry tasked with nominations** will also, again with
556 the approval of the ~~Conference Council~~ **Board of Directors**, appoint a Search
557 Committee of nine (9) persons fairly representative of the Conference and its three (3)

558 Associations. The Search Committee will perform its work in covenant with staff of
559 the National Ministries of the United Church of Christ and periodically report its
560 progress to the ~~Conference Council~~ **Board of Directors** until such time as it has
561 selected a candidate for election by the Conference.

562 **ARTICLE VII**

563 **EXEMPT ACTIVITIES**

564 Notwithstanding any other provision of these Bylaws, no director, elected officer or
565 representative of the Conference shall take any action or carry on any activity by or
566 on behalf of the Conference which activity is not permitted to be taken or carried on
567 by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and
568 its regulations as they now exist or may hereafter be amended (the "Code"), or by an
569 organization contributions to which are deductible under Section 170(c)(2) of the
570 Code.

571 **ROBERT'S RULES OF ORDER**

572 Meetings of the Conference may be conducted in person or by using virtual
573 technology. In either case, all meetings of the Conference will follow the most
574 recently published edition of Robert's Rules of Order. Meetings of the ~~Conference~~
575 ~~Council~~ **Board of Directors** and other committees may record actions by consensus;
576 however, if at least five (5) members request that Robert's Rules of Order be
577 followed, such committee or the **Board of Directors** will conduct the meeting
578 accordingly.

579 **DISSOLUTION**

580 In the event of the termination and dissolution of the corporation, its remaining assets
581 will be distributed to the General Synod of the United Church of Christ.

582 **AMENDMENTS**

583 Amendments to these bylaws may be made with the approval of two thirds (2/3) of
584 the members assembled in an annual or special meeting. **The bylaws will be reviewed**
585 **by the Board of Directors at least once in a three (3) year period.**

586 **Adopted as amended this --- day of ----- at the annual meeting of the conference**
587 **by a vote of-- for and-- against.**

588

589 _____
Moderator

Secretary

590