

1 BYLAWS OF THE
2 **MISSOURI MID-SOUTH CONFERENCE**
3 **UNITED CHURCH OF CHRIST**

4 (Adopted as amended June 8, 2013)

5 (Revised on _____, _____)

6
7 **PREAMBLE**

8 **UNIFYING CALL**

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

12
13 **ARTICLE I**

14 **LEGAL STATUS**

15 The Missouri Mid-South Conference (the Conference) is an association of churches,
16 ministers and three (3) church Associations (the St. Louis, Eastern and Western
17 Associations), organized under the Missouri Non-Profit Corporation Act (Chapter 355
18 of the Revised Statutes of the State of Missouri) and tax exempt under section
19 501(c)(3) of the Internal Revenue Code through our affiliation with the General Synod
20 of the United Church of Christ.

21
22 **ARTICLE II**

23 **MEMBERS**

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

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

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

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

35 Reported membership of more than seven hundred (700) entitles a church to
36 four (4) voting delegates.

37 In addition, every church in covenant with one (1) of the three (3) Associations
38 within the Conference will be entitled to one (1) youth delegate the age of
39 eighteen (18) years or under.

40 (2) The St. Louis, Eastern and Western Associations of the Conference are
41 corporate members, and may each be represented by one (1), but not more than
42 three (3), voting delegates who have been duly elected to their governing
43 councils.

44 In addition, the Conference has the following individual voting members:

45 (3) All persons in good standing with, and authorized for ministry (licensed,
46 commissioned or ordained) by one (1) of the three (3) Associations within the
47 Conference

48 MEETINGS

49 **Annual Gathering.** The Annual Gathering of the Conference will be held at a time
50 and place determined by the Board of Directors. Written notice of Conference Annual
51 Gathering will be given to every member by the Secretary not less than thirty (30) days
52 or more than sixty (60) days prior. Notice given by publication in a Conference
53 newsletter sent electronically and posted on the Conference web site or mailed to each
54 member church and Association officer at their last known address constitutes proper
55 notice of an Annual Gathering.

56 **Special Meetings.** Special meetings of the Conference may be called by the Board of
57 Directors or by petition of one third (1/3) of the member churches under the signature
58 of the moderator or president of such congregation and certified by its Secretary or
59 Clerk as being the decision of the congregation or its governing body or by petition of
60 one third (1/3) of the persons described in ARTICLE II, paragraph (3) above or by the
61 duly adopted resolution of all three (3) Associations of the Conference. Written notice
62 of a special meeting of the Conference stating the business to be transacted will be
63 given by the Secretary to every member and sent electronically or by first class mail
64 not less than fifteen (15) days prior. Notice given by publication in a Conference
65 newsletter sent electronically or mailed to each member at their last known address
66 constitutes proper notice of a special meeting.

67 **Quorum.** One third (1/3) of the member churches of the Conference (as defined in
68 these bylaws) shall constitute a quorum for the transaction of business at an Annual
69 Gathering or Special Meeting of the Conference. Absentee voting and voting by proxy
70 are not permitted.

71

72 ARTICLE III

73 GOVERNANCE

74

74 Board of Directors

75 Between Annual Gatherings of the Conference its affairs will be governed by a Board
76 of Directors composed of eighteen (18) persons all of whom shall be voting members
77 of a church in covenant with one (1) of the three (3) member Associations.

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

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

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

94 Equal representation from the three (3) Associations, divided equally between lay and
95 ordained clergy. Equitable inclusion of individuals who identify as female. Forty
96 percent (40%) of the members of the Board of Directors will represent historically
97 marginalized groups, including but not limited to those officially recognized by the
98 United Church of Christ.¹ Specifically, a minimum of twenty percent (20%) of Board
99 members will self-identify as people of color (African American, Latinx, Asian
100 American, Pacific Islander, Native American, bi-racial, or multi-racial). In addition, a
101 minimum of twenty percent (20%) of Board members will self-identify as members of
102 other historically marginalized groups, including LGBTQIA (Lesbian, Gay, Bisexual,
103 Transgender, Queer, Intersex, Asexual), two-spirit, same-gender loving, non-binary, or
104 gender nonconforming; immigrants; and/or persons living with physical, mental,
105 and/or emotional disabilities. The Board of Directors also will include people of
106 diverse income levels. At least one member will be from Arkansas or Memphis and at
107 least one member will be under the age of thirty (30).

108 In order to hold the Conference accountable for aspiring to the above standards of
109 inclusion and equity the Board of Directors is charged with tracking the demographics
110 of the Board of Directors. In the event that we fall short of these standards for
111 inclusion and equity a report shall be compiled by the Board of Directors to be
112 presented at the next Conference Annual Gathering. The purpose of this report is to
113 generate discussion and interest in fulfilling our standards for inclusion.

114 Members of the Conference Council will be divided into three (3) equal classes with
115 six (6) Council members elected at each Conference annual meeting for a term of three
116 (3) years. Council members may be re-elected for one (1) additional three (3) year
117 term. After serving two (2) consecutive terms, Council members will be ineligible for
118 re-election to the Conference Council for a period of not less than one (1) year.

119 The Board of Directors will meet no less than once in each calendar quarter with
120 notice given by publication in a Conference newsletter sent electronically and posted
121 on the Conference website. Board meetings shall be open to all members of the
122 Conference as defined above.

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

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

125 absent from its duly called meetings without prior notice to an officer. Upon
126 recommendation of the Core Ministry tasked with nominations, Board of Directors
127 will appoint persons to fill vacancies on the Board of Directors and such other
128 representatives denominational and ecumenical communions as may be necessary
129 from time to time. In addition, upon recommendation of the Core Ministry tasked with
130 nominations, and after consultation with each Association, the Board of Directors will
131 recommend for election at the Conference Annual Gathering the Conference's
132 delegates to the General Synod of the United Church of Christ.

133

134

Officers

135 All officers of the Conference will be elected by the Conference to the Board of
136 Directors for a term not exceeding two (2) years. Officers may serve only one (1) two
137 (2)-year term. However, normally the Assistant Treasurer, after serving a two (2)-year
138 term, will become the Treasurer and serve in that office for a single two (2)-year term.
139 Additionally, normally the Vice Chair, after serving a two (2)-year term, will become
140 the Chair and serve in that office for a single two (2)-year term.

141 During their respective terms, officers will undertake, among others, the following
142 duties:

143 **Chair.** The Chair will preside at all meetings of the Conference, the Board of
144 Directors, and the Executive Committee. The Chair, or the Chair's designee, sets the
145 agenda for all meetings of the Board of Directors and convene the Executive
146 Committee as needed. In the absence of a Conference Minister, the Chair will execute
147 all legal documents on behalf of the Conference and will be the spokesperson for the
148 Conference unless the Board of Directors by resolution designates and appoints
149 another person to be its spokesperson for a particular purpose.

150 **Vice Chair.** The Vice Chair will preside at all meetings of the Conference, the Board
151 of Directors, and the Executive Committee in the absence of the Chair, and perform
152 such other duties as may be required by the Board of Directors or Executive
153 Committee from time to time. The Vice Chair will serve as the liaison to the Personnel
154 Committee and will ensure that documents relating to the Conference Minister are
155 retained in the Conference Office.

156 **Secretary.** The Secretary will give notice of all meetings of the Conference, Board of
157 Directors and Executive Committee and will record and maintain for inspection by any
158 member minutes of all meetings of the Conference, Board of Directors and Executive
159 Committee, along with a record of all resolutions, policies and procedures duly
160 adopted. The Secretary, or the Secretary's designee, will execute correspondence and
161 such other documents as instructed by the Board of Directors or Executive Committee,
162 and will ensure that a copy of all such documents is retained in the Conference Office.

163 **Treasurer.** The Treasurer will supervise the receipt and disbursement of Conference
164 funds, and, together with the Conference Minister, maintain the financial records of the
165 Conference. The Treasurer will report the financial condition of the Conference to the
166 Board of Directors as it may direct and to the members at each Annual Gathering. The
167 Treasurer will supervise the preparation of Conference budgets for presentation to the
168 members for their approval at annual or any special meetings.

169 **Assistant Treasurer.** The Assistant Treasurer will assist the Treasurer in maintaining
170 the financial records of the Conference. The Assistant Treasurer will aid in preparation
171 of the budget, assist with fund development and provide oversight of investments.

172

173

Executive Committee

174 The Chair, Vice Chair, Secretary, and Treasurer of the Conference and Conference
175 Minister, who serves ex officio with voice but not vote, will constitute the Executive
176 Committee which may act on behalf of the Conference between meetings of the
177 Board of Directors except in financial expenditure approvals greater than policy
178 limits, and personnel issues related to the Conference Minister or Associate
179 Conference Ministers. The Executive Committee will prepare the agenda for Board
180 meetings and nominate Board members to the Core Ministries for approval by the
181 Board of Directors. The Executive Committee will oversee personnel, budget and
182 finance, fund development, policies, and strategic alignment with goals. The
183 Executive Committee, with the approval of the Board of Directors, will also prepare
184 the agendas for Annual Gatherings and special meetings of the Conference. The
185 Executive Committee will coordinate strategic planning for the Conference in
186 conjunction with Core Ministries and provide for an annual review of the Conference
187 Minister's performance in conjunction with the Personnel Committee. A summary of
188 this review shall be provided to the Board of Directors. The Executive Committee will
189 maintain and enforce all personnel policies for Conference employees.

190

191

Personnel Committee

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

200

201

Finance Committee

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

210

211

Conflicts of Interest

212 A member of the Board of Directors shall disclose to the other members of the Board
213 and abstain from voting on any transaction in which they have a material interest.

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215

Indemnification

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

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229

ARTICLE IV

230

CORE MINISTRIES AND WORKING GROUPS

231

Core Ministries

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

237 From time to time, additional Core Ministries may be presented for approval by the
238 membership of the Conference at the Conference Annual Gathering.

239 Each Core Ministry authorized by the Conference Annual Gathering will include
240 three (3) or four (4) at-large members of the Board of Directors assigned by the
241 Board; and three (3) additional members, one appointed by each Association Council.
242 One of the Board of Director members, designated by the Board of Directors, will
243 serve as chair of the Core Ministry. Each Core Ministry will choose one of its
244 members as a recording secretary.

245 Each of the thirteen (13) at-large Board members will be assigned to a Core Ministry
246 by the Board of Directors upon recommendation of the Executive Committee.

247 Core Ministries will coordinate and provide oversight to Working Groups (see below)
248 that will engage in specific ministries to enact the Core Ministries. It is the
249 responsibility of each Core Ministry to ensure that work being done by the Working
250 Group supports the Unifying Call. Core Ministries will clarify goals of Working
251 Groups; receive reports of ministries undertaken by Working Groups; assist with
252 evaluation of the ministry being done; and coordinate various ministry initiatives.

253 It is the responsibility of the members of the Missouri Mid-South Conference through
254 the Board of Directors, Core Ministries and Working Groups to carry out the
255 ministries of the Conference. Conference staff, in partnership with the Board of
256 Directors, Core Ministries and Working Groups will help interpret the ministries of
257 the Conference to its members.

258

259

Working Groups

260 Working Groups are formed to undertake specific ministries that enact one of the
261 Core Ministries of the Conference. A Working Group will be comprised of members
262 of the Conference congregations with an interest in some specific ministry. The Board
263 of Directors may also appoint Working Groups as it deems necessary to implement
264 and promote the Core Ministries of the Conference.

265 All Working Groups must be authorized by the Board of Directors. In authorizing a
266 Working Group, the Board of Directors will consider whether the proposed ministry
267 has articulated goals that are consistent with the Conference's Unifying Call and are
268 clearly related to one of the Conference's Core Ministries; whether the working group
269 will coordinate its efforts with one of the Core Ministries; whether there are sufficient
270 persons interested to support the proposed ministry; and whether the financial
271 requirements are feasible given the Conference budget.

272 Working Groups will normally come to the Board of Directors for approval in one of
273 two ways: a) a Core Ministry will take initiative to form a Working Group in support
274 of its mandates and bring a recommendation regarding a Working Group to the Board
275 of Directors; b) members of the Conference propose to the Board of Directors
276 formation of a Working Group to engage in a ministry of interest to them.

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

280 A Working Group will keep current goals consistent with the Unifying Call of the
281 Conference and the mandates of the Core Ministry to which it is related. Working
282 Group will meet at least four (4) times a year and after each meeting report to the
283 Core Ministry to which it is related. They will also make an annual report to the Core
284 Ministry articulating the activities and assessing the effectiveness of their ministry
285 relative to their articulated goals.

286 Requested financial support for Working Groups will be submitted by Working
287 Groups to the Core Ministry to which they are related. Working Groups that have
288 anticipated funding needs will work with their Core Ministries to submit requests as
289 part of the budgeting process of the Conference Board of Directors.

290 Members of Working Groups are volunteers; they are not elected and do not have
291 terms. The membership of a Working Group is the responsibility of the Core Ministry
292 to which the Working Group is related. In their oversight of Working Groups, Core
293 Ministries will consider the Conference's commitments to inclusion, diversity, and
294 equity.

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296

ARTICLE V

297

NOMINATIONS AND ELECTIONS

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

303 will be published at least at least twenty (20) days prior to the Conference Annual
304 Gathering.

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

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

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317

ARTICLE VI

318 **CONFERENCE MINISTER and ASSOCIATE CONFERENCE MINISTER(S)**

319 The Conference Minister and each Associate Conference Minister(s) will be called to
320 service by the Conference assembled in an Annual Gathering or special meeting upon
321 such terms and conditions as mutually agreed. The Conference Minister and each
322 Associate Conference Minister may be dismissed with not less than sixty (60) days
323 written notice from the Board of Directors and may voluntarily terminate his or her
324 employment with not less than sixty (60) days written notice to the Chair of the Board
325 of Directors.

326 The Conference may employ as many Associate Conference Ministers as it may
327 determine necessary and financially feasible to accomplish the Unifying Call and
328 Core Ministries of the Conference. The Conference Minister and each Associate
329 Conference Minister(s) will, in addition to such other qualifications as may be
330 required by the Conference, be authorized for ministry in the United Church of Christ.
331 The Conference Minister and each Associate Conference Minister(s) will be an ex
332 officio member, with voice, but not vote, of the Board of Directors, each Conference
333 standing committee, each Conference authorized ministry and all other duly appointed
334 committees. The Associate Conference Minister(s) will be supervised by the
335 Conference Minister and will report directly to the Conference Minister, however the
336 authority to terminate the Associate Conference Minister(s) is held by the Board of
337 Directors.

338 The daily operation of Conference business, including, but not limited to the hiring,
339 supervision and termination of all Conference staff; oversight of all programmatic
340 activity; and the implementation of the policies adopted by the Board of Directors will
341 be entrusted to a Conference Minister. The Conference Minister will represent the
342 Conference in wider denominational, ecumenical, interfaith settings.

343

344

SEARCH COMMITTEES

345 When a vacancy occurs in the office of Conference Minister or of any Associate
346 Conference Minister(s), the Executive Committee, with the approval of the Board of
347 Directors, will engage the services of an interim to fill the vacancy until such time that

348 a new Conference Minister or Associate Conference Minister(s) has been called by
349 the Conference. The Core Ministry tasked with nominations will also, again with the
350 approval of the Board of Directors, appoint a Search Committee of nine (9) persons
351 fairly representative of the Conference and its three (3) Associations. The Search
352 Committee will perform its work in covenant with staff of the National Ministries of
353 the United Church of Christ and periodically report its progress to the Board of
354 Directors until such time as it has selected a candidate for election by the Conference.

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356

ARTICLE VII

357

PROCEDURES

358

Exempt Activities

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

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367

Robert's Rules of Order

368 Meetings of the Conference may be conducted in person or by using virtual
369 technology. In either case, all meetings of the Conference will follow the most
370 recently published edition of Robert's Rules of Order. Meetings of the Board of
371 Directors and other committees may record actions by consensus; however, if at least
372 five (5) members request that Robert's Rules of Order be followed, such committee or
373 the Board of Directors will conduct the meeting accordingly.

374

375

Dissolution

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

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379

Amendments

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

383

384 Adopted as amended this _____ day of _____, _____
385 at the annual meeting of the Conference by a vote of _____ for and _____
386 against.

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388

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390

391

392 *Moderator*

Secretary