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

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

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

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

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

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

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

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

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

Quorum. One fifth (1/5) of the persons entitled to vote and one third (1/3) of the member churches of the Conference (as defined in these bylaws) shall constitute a quorum for the transaction of business at an Annual Gathering or Special Meeting of the Conference. Absentee voting and voting by proxy are not permitted.
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. Specifically, a minimum of 20 percent of Board members will self-identify as people of color (African American,

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

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

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

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

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

The Board of Directors, by majority vote, may determine as vacant the seat of
any member from one Conference Annual Gathering (CAG) to the next who is
twice absent from its duly called meetings without prior notice to an officer.

Upon recommendation of the Leadership Development Committee Core Ministry tasked with nominations, the Conference Council Board of Directors will appoint persons to fill vacancies on the Conference Council Board of Directors and such other representatives to the wider church denominational and ecumenical communions as may be necessary from time to time. In addition, upon recommendation of the Leadership Development Committee Core Ministry tasked with nominations, and after consultation with each Association, the Conference Council Board of Directors will appoint recommend for election at the Conference Annual Gathering the Conference's delegates to the General Synod of the United Church of Christ.

OFFICERS

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

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

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

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

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

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

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

EXECUTIVE COMMITTEE

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

PERSONNEL COMMITTEE

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

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

CONFLICTS OF INTEREST

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

ARTICLE IV
STANDING CORE MINISTRIES AND SMALL WORKING GROUPS

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

CORE MINISTRIES

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

From time to time, additional Core Ministries may be presented for approval by the membership of the Conference at the Conference Annual Gathering.
Each Core Ministry authorized by the Conference Annual Gathering will include three (3) or four (4) at-large members of the Board of Directors assigned by the board; and three (3) additional members, one appointed by each Association Council. One of the Board of Director members, designated by the Board of Directors, will serve as chair of the Core Ministry. Each Core Ministry will choose one of its members as a recording secretary.

Each of the 13 at-large Board members will be assigned to a Core Ministry by the Board of Directors upon recommendation of the Executive Committee. Core Ministries will coordinate and provide oversight to Small Working Groups (see below) that will engage in specific ministries to enact the Core Ministries. It is the responsibility of each Core Ministry to ensure that work being done by the Small Working Group supports the Unifying Call. Core Ministries will clarify goals of Small Working Groups; receive reports of ministries undertaken by Small Working Groups; assist with evaluation of the ministry being done; and coordinate various ministry initiatives.

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

**SMALL WORKING GROUPS**

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

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

Small Working Groups will normally come to the Board of Directors for approval in one of two ways: a) a Core Ministry will take initiative to form a Small Working Group in support of its mandates and bring a recommendation regarding a Small Working Group to the Board of Directors; b) members of the Conference propose to the Board of Directors formation of a Small Working Group to engage in a ministry of interest to them.
Working Groups will convene for the amount of time that is needed for them to do their work. Because of this, some Working Groups will exist in perpetuity while others may be short term.

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

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

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

LEADERSHIP DEVELOPMENT. The Leadership Development Committee will:

1. Ensure that the Conference fulfills its covenantal obligations to the Churches, Associations, Council of Conference Ministers, General Synod and other wider church ministries as appropriate or as required by the Constitution and Bylaws of the United Church of Christ;

2. Coordinate the Conference’s efforts in recruiting, training and supporting lay and authorized ministerial leadership;

3. Promote and develop the Conference’s relationship to and among the church’s historically related Seminaries, Divinity Schools and Schools of Theology;

4. In accordance with Conference Leadership Diversity Policies and with the approval of the Conference Council, identify and solicit qualified candidates and officers for election to the Conference Council and for election as Delegates to General Synod;

5. Establish and maintain a Conference-wide data base of lay leadership experience and skills.

FINANCE AND ADMINISTRATION. The Finance and Administration Committee will:

1. Prepare an annual budget for the Conference, which budget, upon approval by the Conference Council, will be presented to the Conference for approval at each annual meeting;

2. Develop, implement and monitor investment policy for the Conference’s financial resources and obtain an independent audit or completeness review.
of its financial records—annually (the audit to be completed by a certified public accountant and the completeness review accomplished by one or more persons approved by the Conference Council). The type of annual review/audit shall be determined by the Conference Council at its first meeting after the closing of the financial records for the previous year. An independent audit shall be accomplished at least once every five (5) years.

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

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

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

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

1. Coordinate and oversee all Covenanted Local Church Ministries of the Conference and report regularly thereon to the Conference Council;

2. Support the Local Church in making its ministries more faithful and effective;

3. Facilitate among the Conference Council, the churches and all Covenanted Local communication Church Ministries of the Conference;

4. Communicate Conference and Wider Church resources for ministry to the local churches;

5. Implement plans for the establishment of new communities of faith within the Conference.

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

1. Coordinate and oversee all Covenanted Wider Church Ministries of the Conference and report regularly thereon to the Conference Council;

2. Support the Wider Church in making its ministries more faithful and effective;

3. Facilitate communication among the Conference Council, the churches and all Covenanted Wider Church Ministries of the Conference;

4. Communicate Conference and Wider Church resources for ministry to the Covenanted Wider Church Ministries of the Conference;

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

**ARTICLE V**

**NOMINATIONS AND ELECTIONS**
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

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

ARTICLE VI

CONFERENCE MINISTER and ASSOCIATE CONFERENCE MINISTERS

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

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

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

SEARCH COMMITTEES

When a vacancy occurs in the office of Conference Minister or of any Associate
Conference Minister(s), the Leadership Development Executive Committee, with the
approval of the Conference Council Board of Directors, will engage the services of an
interim to fill the vacancy until such time that a new Conference Minister or Associate
Conference Minister(s) has been called by the Conference. The Leadership
Development Committee Core Ministry tasked with nominations will also, again with
the approval of the Conference Council Board of Directors, appoint a Search
Committee of nine (9) persons fairly representative of the Conference and its three (3)
Associations. The Search Committee will perform its work in covenant with staff of the National Ministries of the United Church of Christ and periodically report its progress to the Conference Council Board of Directors until such time as it has selected a candidate for election by the Conference.

ARTICLE VII

EXEMPT ACTIVITIES

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

ROBERT’S RULES OF ORDER

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

DISSOLUTION

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

AMENDMENTS

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

Adopted as amended this ___ day of ______ at the annual meeting of the conference by a vote of ___ for and ___ against.

______________________________                  ______________________________
Moderator                                                             Secretary

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