BYLAWS OF THE

MISSOURI MID-SOUTH CONFERENCE
UNITED CHURCH OF CHRIST

(Adopted as amended June 8, 2013)
(Revised on __________, ______)

PREAMBLE

UNIFYING CALL

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 eighteen (18) years or under.
The St. Louis, Eastern and Western Associations of the Conference are corporate members, and may each be represented by one (1), but not more than three (3), voting delegates who have been duly elected to their governing councils.

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

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

MEETINGS

Annual Gathering. The Annual Gathering of the Conference will be held at a time and place determined by the 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 Meetings. Special meetings of the Conference may be called by the 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 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 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

Board of Directors

Between Annual Gatherings of the Conference its affairs will be governed by a Board of Directors 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 eighteen (18) members: thirteen (13) at-large members who will serve on Core Ministries; five (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 (3) Associations, divided equally between lay and ordained clergy. Equitable inclusion of individuals who identify as female. Forty percent (40%) 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 twenty percent (20%) of Board members will self-identify as people of color (African American, Latinx, Asian American, Pacific Islander, Native American, bi-racial, or multi-racial). In addition, a minimum of twenty percent (20%) 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 also will 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 thirty (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 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 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. Board meetings shall be open to all members of the Conference as defined above.

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

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
absent from its duly called meetings without prior notice to an officer. Upon recommendation of the Core Ministry tasked with nominations, Board of Directors will appoint persons to fill vacancies on the Board of Directors and such other representatives denominational and ecumenical communions as may be necessary from time to time. In addition, upon recommendation of the Core Ministry tasked with nominations, and after consultation with each Association, the Board of Directors will 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 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:

**Chair.** The Chair will preside at all meetings of the Conference, the Board of Directors, and the Executive Committee. The Chair, or the Chair’s designee, sets 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 will be the spokesperson for the Conference unless the Board of Directors by resolution designates and appoints another person to be its spokesperson for a particular purpose.

**Vice Chair.** The Vice Chair will preside at all meetings of the Conference, the Board of Directors, and the Executive Committee in the absence of the Chair, and perform such other duties as may be required by the Board of Directors or Executive Committee from time to time. The 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, Board of Directors and Executive Committee and will record and maintain for inspection by any member minutes of all meetings of the Conference, 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 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 Board of Directors as it may direct and to the members at each Annual 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 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 Board meetings and nominate Board members to the Core Ministries for approval by the 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 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 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 (3) years; the Vice Chair of the Board of Directors, who serves as liaison to the Board; and one member from each of the three (3) 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 polices 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 (3) years; the Treasurer of the Board of Directors, who serves as liaison to the Board; and one member from each of the three (3) 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 Board of Directors shall disclose to the other members of the Board and abstain from voting on any transaction in which they have a material interest.
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.

ARTICLE IV

CORE MINISTRIES AND WORKING GROUPS

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 Directors, 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 thirteen (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 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 Working Group supports the Unifying Call. Core Ministries will clarify goals of Working Groups; receive reports of ministries undertaken by 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 Working Groups to carry out the ministries of the Conference. Conference staff, in partnership with the Board of Directors, Core Ministries and Working Groups will help interpret the ministries of the Conference to its members.
Working Groups

Working Groups are formed to undertake specific ministries that enact one of the
Core Ministries of the Conference. A 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 Working Groups as it deems necessary to implement
and promote the Core Ministries of the Conference.

All Working Groups must be authorized by the Board of Directors. In authorizing a
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.

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 Working Group in support
of its mandates and bring a recommendation regarding a Working Group to the Board
of Directors; b) members of the Conference propose to the Board of Directors
formation of a 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 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. Working
Group will meet at least four (4) 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 Working Groups will be submitted by Working
Groups to the Core Ministry to which they are related. 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 Working Groups are volunteers; they are not elected and do not have
terms. The membership of a Working Group is the responsibility of the Core Ministry
to which the Working Group is related. In their oversight of Working Groups, Core
Ministries will consider the Conference’s commitments to inclusion, diversity, and
equity.

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 thirty (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 twenty (20) days prior to the Conference Annual Gathering.

In addition to the slate of candidates approved by the 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.

ARTICLE VI

CONFERENCE MINISTER and ASSOCIATE CONFERENCE MINISTER(S)

The Conference Minister and each Associate Conference Minister(s) 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 Board of Directors and may voluntarily terminate his or her employment with not less than sixty (60) days written notice to the Chair of the Board of Directors.

The Conference may employ as many Associate Conference Ministers as it may determine necessary and financially feasible to accomplish the Unifying Call and Core Ministries of the Conference. The Conference Minister and each Associate Conference Minister(s) 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(s) will be an ex officio member, with voice, but not vote, of the 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 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 Executive Committee, with the approval of the 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 Core Ministry tasked with nominations will also, again with the
approval of the 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 Board of
Directors until such time as it has selected a candidate for election by the Conference.

ARTICLE VII
PROCEDURES
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 Board of
Directors and other committees may record actions by consensus; however, if at leastive (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.
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392  Moderator            Secretary