

1 **BYLAWS OF THE**
2 **MISSOURI MID-SOUTH CONFERENCE**
3
4 **UNITED CHURCH OF CHRIST**
5
6 **(Adopted _____)**
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9 **PREAMBLE**

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

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19 **LEGAL STATUS**

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21 The Missouri Mid-South Conference (the “Conference”) is an association of
22 Churches, ministers and three (3) church Associations (the St. Louis, Eastern and
23 Western Associations), organized under the Missouri Non Profit Corporation Act
24 (Chapter 355 of the Revised Statutes of the State of Missouri) and tax exempt under
25 section 501(c)(3) of the Internal Revenue Code through our affiliation with the
26 General Synod of the United Church of Christ.
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29 **ARTICLE II**

30 **MEMBERS**

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32 The Conference has the following corporate members represented by their voting
33 delegates as follows:
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- 35 (1) A member church in covenant with one (1) of the three (3) Associations of
36 the Conference will be entitled to voting delegates at Conference annual and
37 special meetings based upon its membership as reported in the most recent
38 edition of the United Church of Christ Yearbook and determined as follows:
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40 Up to and including reported membership of Three Hundred (300) entitles a
41 church to two (2) voting delegates ;
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43 Reported membership of more than Three Hundred (300), but not more than
44 Seven Hundred (700) entitles a church to three (3) voting delegates ;
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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 (under the age of twenty five (25) years); provided, however, that if such Youth Delegate is under the age of eighteen (18) years, they shall be entitled to voice but not vote on any matter which would bind the Conference contractually.

- (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), 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 Meeting. The annual meeting of the Conference will be held at a time and place determined by the Conference Council. Written notice of Conference annual meetings 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 as requested to each member church and Association Officer at their last known address constitutes proper notice of an annual meeting.

Special Meeting. Special meetings of the Conference may be called by the Conference Council 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 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 or Special Meeting of the Conference. Absentee voting and voting by proxy are not permitted.

ARTICLE III

CONFERENCE COUNCIL

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.

Members of the Conference Council will be divided into three (3) equal classes with eight (8) 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 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 meetings shall be open to all members 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.

OFFICERS

All officers of the Conference will be elected by the Conference from the membership of the Conference Council for a term not exceeding two (2) years. Officers except the Treasurer may serve only one 2 year term. The Treasurer will be eligible to serve two consecutive two (2) year terms. During their respective terms, officers will undertake, among others, the following duties:

Moderator. The Moderator will preside at all meetings of the Conference, the Conference Council, and the Executive Committee. The Moderator, or the

Moderator's designee, 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 by resolution designates and appoints another person to be its spokesperson for a particular purpose. The Moderator will retain custody of all personnel documents relating to the Conference Minister.

Vice Moderator. The Vice Moderator will preside at all meetings of the Conference, the Conference Council, and the Executive Committee in the absence of the Moderator and perform such other duties as may be required by the Conference Council or Executive Committee from time to time.

Secretary. The Secretary will give notice of all meetings of the Conference, Conference Council and Executive Committee, and will record and maintain for inspection by any member minutes of all meetings of the Conference, Conference Council 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 or Executive Committee.

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 as it may direct and to the members at each annual meeting. The Treasurer will supervise the preparation of Conference budgets for presentation to the members for their approval at annual or any specially called meetings.

EXECUTIVE COMMITTEE

The officers of the Conference and the 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. The Executive Committee will prepare the agenda for Conference Council meetings and nominate Council members to the standing committees for approval by the Conference Council. The Executive Committee, with the approval of the Conference Council, will also prepare the agendas for annual and special meetings of the Conference. The Executive Committee will coordinate strategic planning for the Conference, and provide for an annual review of the performance of the Conference Minister, a summary of which review shall be provided to the Conference Council. The Executive Committee will maintain and enforce all personnel policies for Conference employees, and make such other decisions and perform such other tasks as may be assigned to it by the Conference Council from time to time.

STANDING COMMITTEES

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:

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 one 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 communication among the Conference Council, the churches and all Covenanted Local 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;

NOMINATIONS AND ELECTIONS

In addition to the slate of candidates approved by the Conference Council for election, additional candidates for election to the Conference Council and as General Synod Delegates may be nominated by two (2) or more voting members of, or delegates to, the Conference Annual Meeting from the floor of such meeting prior to the election.

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.

CONFLICTS OF INTEREST

A member of the Conference Council shall disclose to the other members of the Council, and abstain from voting on, any transaction in which he or she has 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 he or she is 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

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.

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ARTICLE V

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CONFERENCE MINISTER

332 The daily operation of Conference business, including, but not limited to the hiring,
333 supervision and termination of all Conference staff (including Associate Conference
334 Ministers), the management of all Conference programmatic activity, and the
335 implementation of the policies adopted by the Conference Council, will be entrusted
336 to a Conference Minister who will, in addition to such other qualifications as may be
337 required by the Conference, be authorized for ministry in the United Church of Christ;
338 provided however, that the Conference Minister will neither hire nor terminate any
339 Conference employee before conferring with the Executive Committee. The
340 Conference Minister will be an ex officio member, with voice, but not vote, of the
341 Conference Council, the Executive Committee, each Conference standing committee,
342 each Conference Authorized Ministry and all other duly appointed Conference
343 committees.

344 The Conference Minister will be called to service by the Conference assembled in
345 annual or special meeting upon such terms and conditions as mutually agreed;
346 provided, however, that the Conference Minister may be dismissed with not less than
347 sixty (60) days written notice from the Conference Council and may voluntarily
348 terminate his or her employment with not less than sixty (60) days written notice to
349 the Moderator of the Conference Council; unless otherwise provided in the
350 Conference Minister's Call Agreement.

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SEARCH COMMITTEE

353 When a vacancy occurs in the office of Conference Minister, the Leadership
354 Development Committee, with the approval of the Conference Council, will engage
355 the services of an interim Conference Minister and appoint a Search Committee of
356 nine (9) persons fairly representative of the Conference and its three (3) Associations.
357 The Search Committee will perform its work in covenant with staff of the National
358 Ministries of the United Church of Christ and periodically report its progress to the
359 Conference Council until such time as it has selected a candidate for election by the
360 Conference.

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ARTICLE VI

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DISSOLUTION

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

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EXEMPT ACTIVITIES

367 Notwithstanding any other provision of these Bylaws, no Director, Elected Officer, or
368 representative of the Conference shall take any action or carry on any activity by or
369 on behalf of the Conference which activity is not permitted to be taken or carried on
370 by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and
371 its Regulations as they now exist or may hereafter be amended (the "Code"), or by an

372 organization contributions to which are deductible under Section 170(c)(2) of the
373 Code.

374 **ROBERT’S RULES OF ORDER**

375 All meetings of the Conference will follow the most recently published edition of
376 Robert’s Rules of Order. Meetings of the Conference Council and other committees
377 may record actions by consensus; however, if at least five (5) members request that
378 Robert’s Rules of Order be followed, such committee or the Conference Council will
379 conduct the meeting accordingly.

380 **AMENDMENTS**

381 Amendments to these bylaws may be made with the approval of two thirds (2/3) of
382 the members assembled in annual or special meeting.

383 Adopted this ____ day of _____, 20__ at the annual meeting of the
384 Conference by a vote of _____ for and _____ against.

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387 Moderator

Secretary

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