

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 voting~~ members represented by their
33 | voting delegates as follows:
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35 | (1) A member church in covenant with one (1) of the three (3) Associations
36 | within of the Conference will be entitled to voting delegates members at
37 | Conference annual and special meetings based upon its membership as
38 | reported in the most recent edition of the United Church of Christ Yearbook
39 | and determined as follows:

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41 | Up to and including reported membership of Three Hundred (300) entitles a
42 | church to two (2) voting delegates members;

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44 | Reported membership of more than Three Hundred (300), but not more than
45 | Seven Hundred (700) entitles a church to three (3) voting delegates members;

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Reported membership of more than Seven Hundred (700) entitles a church to four (4) voting ~~delegates~~ members.

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:

~~(2)~~(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.

~~(3)~~ The St. Louis, Eastern and Western Associations of the United Church of Christ are members corporately and may be represented by one or more of their duly elected representatives.

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 half~~ (1/~~32~~) of the persons described in ARTICLE II, paragraph (3) above or by the duly adopted resolution of all three (3) Associations of the Conference. member clergy, or by petition of all Association members. 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 ~~who are present in person at an annual or special meeting will~~ constitute a quorum for the

94 | transaction of business at an Annual or Special Meeting of the Conference. Absentee
95 | voting and Voting by proxy are not permitted.

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100 | **ARTICLE III**

101 | **CONFERENCE COUNCIL**

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104 | Between meetings of the Conference its affairs will be governed by a Board of
105 | Directors, herein referred to as the "Conference Council," which shall be
106 | composed of twenty four (24) persons, ~~alleach~~ of whom ~~shall~~must be a-voting
107 | members of a church in covenant with one (1) of the three (3) member
108 | Associations. Members of the Conference Council shall represent the interests
109 | of the Conference; however, at no time shall the Conference Council be
110 | composed of fewer than seven (7) persons from each of the three (3)
111 | Associations of the Conference.

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113 | Members of the Conference Council will be divided into three (3) equal
114 | classes with eight (8) Council members elected at each Conference annual
115 | meeting for a term of three (3) years. Council members may be re-elected for
116 | one (1) additional three (3) year term. After serving two (2) consecutive
117 | terms, Council members will be ineligible for re-election to the Conference
118 | Council for a period of not less than one (1) year. The Conference Council, by
119 | majority vote, may determine as vacant the seat of any member who is twice
120 | absent from its duly called meetings without prior notice to an officer. ~~At no~~
121 | ~~time shall the Conference Council be composed of fewer than seven (7)~~
122 | ~~Council members holding their church membership in churches in covenant~~
123 | ~~with each of the three (3) member Associations.~~ Fifteen (15) voting members
124 | of the Conference Council shall constitute a quorum for the transaction of
125 | business. The Conference Minister, Associate Conference Ministers and duly
126 | elected or appointed representatives to National Covenanted Ministries shall
127 | be *ex officio* members of the Conference Council with voice but without vote.

128 |
129 | The Conference Council will meet no less than once in each calendar quarter
130 | with notice given by publication in a Conference newsletter sent electronically
131 | and posted on the Conference website. Conference Council meetings shall be
132 | open to all members as defined above.

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

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142 | **OFFICERS**

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

149
150 **Moderator.** The Moderator will preside at all meetings of the Conference, the
151 Conference Council, and the Executive Committee. The Moderator, or the
152 Moderator's designee, will execute all legal documents on behalf of the Conference
153 and, together with the Conference Minister, will be the spokesperson for the
154 Conference, unless the Conference Council by resolution designates and appoints
155 another person to be its spokesperson for a particular purpose. The Moderator will
156 retain custody of all personnel documents relating to the Conference Minister.

157
158 **Vice Moderator.** The Vice Moderator will preside at all meetings of the Conference,
159 the Conference Council, and the Executive Committee in the absence of the
160 Moderator and perform such other duties as may be required by the Conference
161 Council or Executive Committee from time to time.

162
163 **Secretary.** The Secretary will give notice of all meetings of the Conference,
164 Conference Council and Executive Committee, and will record and maintain for
165 inspection by any member minutes of all meetings of the Conference, Conference
166 Council and Executive Committee, along with a record of all resolutions, policies and
167 procedures duly adopted. The Secretary, or the Secretary's designee, will execute
168 correspondence and such other documents as instructed by the Conference Council or
169 Executive Committee.

170
171 **Treasurer.** The Treasurer will supervise the receipt and disbursement of Conference
172 funds, and, together with the Conference Minister, maintain the financial records of
173 the Conference. The treasurer will report the financial condition of the Conference to
174 the Conference Council as it may direct and to the members at each annual meeting.
175 The Treasurer will supervise the preparation of Conference budgets for presentation
176 to the members for their approval at annual or any specially called meetings.

177 178 179 180 EXECUTIVE COMMITTEE

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182 The officers of the Conference and the Conference Minister, who serves ex officio
183 with voice, but not vote, will constitute the Executive Committee which may act on
184 behalf of the Conference between meetings of the Conference Council. The
185 Executive Committee will prepare the agenda for Conference Council meetings and
186 nominate Council members to appoint the standing committees for approval by the
187 Conference Council. The Executive Committee, with the approval of the Conference
188 Council, will also prepare the agendas for annual and special meetings of the
189 Conference. ~~Upon the recommendation of the Leadership Development Committee,~~
190 ~~and with the approval of the Conference Council, the Executive Committee will~~
191 ~~appoint persons to fill vacancies on the Conference Council and, other than General~~
192 ~~Synod Delegates, which will be chosen by each Association, such other~~
193 ~~representatives of the Conference as may be necessary from time to time.~~ The

194 Executive Committee will coordinate strategic planning for the Conference, [and](#)
195 [provide for an](#) annually review [of](#) the performance of the Conference Minister, [a](#)
196 [summary of which review shall be provided to the Conference Council.](#) [The](#)
197 [Executive Committee will](#) maintain and enforce all personnel policies for Conference
198 employees, and make such other decisions and perform such other tasks as may be
199 assigned to it by the Conference Council from time to time.

200 201 **STANDING COMMITTEES**

202
203 The council will be equally divided into four (4) standing committees as follows: (1)
204 Leadership Development; (2) Finance and Administration; (3) Local Church
205 Ministries; and (4) Wider Church Ministries. Appointments to each of the standing
206 committees will be for the period preceding the next annual meeting of the
207 Conference but may be changed ad interim by the Executive Committee as necessary
208 to fill vacancies or in order to more effectively manage the business of the
209 Conference. Each standing committee will meet at least four (4) times a year, or more
210 frequently as may be necessary to perform its duties. At its first meeting following
211 appointment by the Executive Committee, each standing committee will choose a
212 recording secretary, who will record and maintain minutes of each standing
213 committee meeting. Four (4) committee members will constitute a quorum. Each
214 standing committee, with the approval of the Executive Committee, will have the
215 power to create and appoint additional sub-committees for such term and purposes as
216 may be necessary or appropriate. Working with the Conference Minister, and other
217 staff as the Conference Council may designate from time to time, the standing
218 committees will deliberate, manage and report to the Conference Council upon their
219 respective duties and responsibilities which, by way of illustration and not by way of
220 limitation, are as follows:

221 **LEADERSHIP DEVELOPMENT.** The Leadership Development
222 Committee will:

- 223 (1) Ensure that the Conference fulfills its covenantal obligations to the
224 Churches, Associations, Council of Conference Ministers, General Synod
225 and other wider church ministries as appropriate or as required by the
226 Constitution and Bylaws of the United Church of Christ;
- 227 (2) Coordinate the Conference's efforts in recruiting, training and supporting
228 lay [and authorized ministerial](#) leadership;
- 229 (3) Promote and develop the Conference's relationship to and among the
230 church's historically related Seminaries, Divinity Schools and Schools of
231 Theology;
- 232 (4) In accordance with Conference Leadership Diversity Policies and with the
233 approval of the Conference Council, identify and solicit qualified
234 candidates and officers for election to the Conference Council and for
235 election as Delegates to General Synod;
- 236 (5) Establish and maintain a Conference-wide data base of lay leadership
237 experience and skills.

238 **FINANCE AND ADMINISTRATION.** The Finance and Administration
239 Committee will:

- 240 (1) Prepare an annual budget for the Conference, which budget, upon approval
 241 by the Conference Council, will be presented to the Conference for
 242 approval at each annual meeting;
- 243 (2) Develop, implement and monitor investment policy for the Conference's
 244 financial resources and obtain an ~~annual~~ independent audit or completeness
 245 review of its financial records annually (the audit to be completed ~~and~~
 246 ~~polieies~~ by a certified public accountant and the completeness review
 247 accomplished by one or more persons approved by the Conference
 248 Council).; The type of annual review/audit shall be determined by the
 249 Conference Council at its first meeting after the closing of the financial
 250 records for the previous year. An independent audit shall be accomplished
 251 at least one every five (5) years;
- 252 (3) Maintain and manage the Conference's real and tangible personal property
 253 and recommend policies and procedures for the maintenance and
 254 preservation of its files and records;
- 255 (4) Create and promote programs which encourage stewardship and planned
 256 giving to the Conference and facilitate responsible stewardship of
 257 Conference assets;
- 258 (5) Provide, with the approval of the Conference Council and the Conference
 259 Minister, personnel policies and procedures for all Conference employees.

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

- 262 (1) Coordinate and oversee all Covenanted Local Church Ministries of the
 263 Conference and report regularly thereon to the Conference Council;
- 264 (2) Support the Local Church in making its ministries more faithful and
 265 effective;
- 266 (3) Facilitate communication amongbetween the Conference Council, the
 267 churches and all Covenanted Local Church Ministries of the Conference
 268 and its Authorized Local Church Ministries, and communication within
 269 and among all Authorized Local Church Ministries;
- 270 (4) Communicate Conference and Wider Church resources for ministry to the
 271 local churches;
- 272 (5) Implement plans for the establishment of new communities of faith
 273 within the Conference.

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

- 276 (1) Coordinate and oversee all Covenanted Wider Church Ministries of the
 277 Conference and report regularly thereon to the Conference Council;
- 278 (2) Support the Wider Church in making its ministries more faithful and
 279 effective;
- 280 (3) Facilitate communication amongbetween the Conference Council, the
 281 churches and its Authorized Wider Church Ministries, and communication
 282 within and among all CovenantedAuthorized Wider Church Ministries of
 283 the Conference;

- 284 (4) Communicate Conference and Wider Church resources for ministry to the
285 Covenanted~~Authorized~~ Wider Church Ministries of the Conference;
- 286 (5) Interpret and communicate the programs, policies and resources of the
287 Council of Conference Ministers, General Synod and the National Boards
288 and Commissions of the United Church of Christ to the Associations,
289 Conference Covenanted~~Authorized~~ Wider Church Ministries and the Local
290 Churches;

291 292 **NOMINATIONS AND ELECTIONS**

293
294 In addition to the slate of candidates approved by the Conference Council for
295 election, additional candidates for election to the Conference Council and as General
296 Synod Delegates may be nominated by two (2) or more voting members of, or
297 delegates to, the Conference Annual Meeting from the floor of such meeting -the
298 ~~Conference~~ prior to the election.
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300 The slate of candidates for election will first be presented to the members for a vote.
301 Such vote may be taken by acclamation when there are no more candidates to elect
302 than positions to be filled. In the event more candidates have been nominated than
303 there are positions to be filled, voting will be by written ballot and the candidates
304 receiving the highest number of votes will be elected. In the event two (2) candidates
305 each receive the same lowest qualifying number of votes, the members will vote again
306 between the remaining candidates, and continue voting until one (1) candidate
307 receives a majority.
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309 Members of the Conference Council who have served at least one (1) year of their
310 first term will be eligible for election as an officer of the Conference. The slate of
311 officers will be elected by the Conference Council no less than sixty (60) days prior to
312 the Conference Annual Meeting.
313

314 ~~After the slate of candidates has been elected to the Conference Council, the members~~
315 ~~will vote for the officers. Candidates for election as a Conference Officer may also~~
316 ~~be nominated by two (2) or more voting members of the Conference prior to the~~
317 ~~election. Such vote may be taken by acclamation when there are no more candidates~~
318 ~~to elect than positions to be filled. In the event more candidates have been nominated~~
319 ~~than there are positions to be filled, voting will be by written ballot and the candidate~~
320 ~~receiving the highest number of votes will be elected. In the event two (2) candidates~~
321 ~~each receive the same highest number of votes, the members shall continue voting~~
322 ~~between such candidates until one (1) candidate receives a majority.~~
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325 326 **CONFLICTS OF INTEREST**

327 A member of the Conference Council shall disclose to the other members of the
328 Council, and abstain from voting on, any transaction in which he or she has a material
329 interest.

330 331 **INDEMNIFICATION**

332 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

333 Conference further indemnifies each and every current or former elected member,
334 officer, employee, agent and their legal representatives from all liabilities, expenses,
335 attorney fees and costs reasonably incurred in connection with any suit, claim or
336 proceeding in which he or she is made a party by reason of being, or having been, in
337 such an elected or appointed position on behalf of the Conference. Nothing contained
338 herein shall be deemed to limit any other right of indemnification provided by law;
339 provided, however, such indemnification shall not extend to anyone determined by a
340 court of competent jurisdiction to have acted in willful disregard of the law or to have
341 committed an act of gross negligence.

342 343 344 **ARTICLE IV**

345 **COVENANTED MINISTRIES**

346 The Conference Council, or any of its standing committees, or any group within the
347 Conference which seeks to carry out or promote a continuous and special program of
348 ministry or other programmatic activity for or on behalf of the Conference, shall
349 submit a statement of intended mission and purpose, a governance and organizational
350 plan, and a projected budget ([in a format previously approved by the Conference](#)
351 [Council](#)), to the Executive Committee of the Conference Council for review. If the
352 Executive Committee determines that the ministry or other programmatic activity is
353 consistent with the mission and purpose of the Conference and that the financial needs
354 of the program can be responsibly met within the Conference budget, it shall
355 recommend to the Conference Council [for approval by a majority vote](#) that it
356 recognize such program as a Covenanted- Ministry of the Conference, upon such
357 terms and conditions as it deems appropriate.

358 359 **ARTICLE V**

360 **CONFERENCE MINISTER**

361 The daily operation of Conference business, including, but not limited to the hiring,
362 supervision and termination of all Conference staff (including Associate Conference
363 Ministers), the management of all Conference programmatic activity, and the
364 implementation of the policies adopted by the Conference Council, will be entrusted
365 to a Conference Minister who will, in addition to such other qualifications as may be
366 required by the Conference, be authorized for ministry in the United Church of Christ;
367 [provided however, that the Conference Minister will neither hire nor terminate any](#)
368 [Conference employee before conferring with the Executive Committee](#). The
369 Conference Minister will be an ex officio member, with voice, but not vote, of the
370 Conference Council, [the Executive Committee](#), each Conference standing committee,
371 each Conference Authorized Ministry and all other duly appointed Conference
372 committees.

373 The Conference Minister will be called to service by the Conference assembled in
374 annual or special meeting upon such terms and conditions as mutually agreed;
375 provided, however, that the Conference Minister may be dismissed with not less than
376 [sixtyninety \(6090\)](#) days written notice from the Conference Council and may
377 voluntarily terminate his or her employment with not less than [sixtyninety \(6090\)](#)
378 days written notice to the Moderator of the Conference Council; [unless otherwise](#)
379 [provided in the Conference Minister's Call Agreement](#).

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SEARCH COMMITTEE

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When a vacancy occurs in the office of Conference Minister, the Leadership Development Committee, with the approval of the Conference Council, will engage the services of an interim Conference Minister and 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 until such time as it has selected a candidate for election by the Conference.

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ARTICLE VI

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DISSOLUTION

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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.

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EXEMPT ACTIVITIES

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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.

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ROBERT'S RULES OF ORDER

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All meetings of the Conference will follow the most recently published edition of Robert's Rules of Order. Meetings of the Conference Council 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 Conference Council will conduct the meeting accordingly.

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AMENDMENTS

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

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

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Moderator

Secretary

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