

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

4 (Adopted as amended November 6, 2021)

5 (Revised October 2021)

6 **PREAMBLE**

7 **UNIFYING CALL**

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

11 **ARTICLE I**

12 **LEGAL STATUS**

13
14 The Missouri Mid-South Conference (the Conference) is an association of churches,
15 ministers and three (3) church Associations (the St. Louis, Eastern and Western
16 Associations), organized under the Missouri Non-Profit Corporation Act (Chapter 355 of the
17 Revised Statutes of the State of Missouri) and tax exempt under section 501(c)(3) of the
18 Internal Revenue Code through our affiliation with the General Synod of the United Church
19 of Christ.

20 **ARTICLE II**

21 **MEMBERS**

22
23 The Conference has the following corporate members represented by their voting delegates
24 as follows:

- 25
26 (1) A member church in covenant with one (1) of the three (3) Associations of the
27 Conference will be entitled to voting delegates at the Conference Annual Gathering
28 and special meetings based upon its membership as reported in the most recent
29 edition of the United Church of Christ Yearbook and determined as follows:

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

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

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

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

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

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

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

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

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

63 **Quorum.** One fifth (1/5) of the persons entitled to vote and one third (1/3) of the member
64 churches of the Conference (as defined in these bylaws) shall constitute a quorum for the
65 transaction of business at an Annual Gathering or Special Meeting of the Conference.
66 Absentee voting and voting by proxy are not permitted.

67

68

ARTICLE III

69

GOVERNANCE

70

Board of Directors

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

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

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

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

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

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

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

111 The Board of Directors, by majority vote, may determine as vacant the seat of any member
112 from one Conference Annual Gathering (CAG) to the next who is twice absent from its duly
113 called meetings without prior notice to an officer. Upon recommendation of the Core
114 Ministry tasked with nominations, Board of Directors will appoint persons to fill vacancies
115 on the Board of Directors and such other representatives to the wider church as may be
116 necessary from time to time. In addition, upon recommendation of the Core Ministry tasked
117 with nominations, and after consultation with each Association, the Board of Directors will

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

118 recommend for election at the Conference Annual Gathering the Conference's delegates to
119 the General Synod of the United Church of Christ.

120

121

Officers

122 All officers of the Conference will be elected by the Conference to the Board of Directors for
123 a term not exceeding two (2) years. Officers may serve only one (1) two (2)-year term.

124 However, normally the Assistant Treasurer, after serving a two (2)-year term, will become the
125 Treasurer and serve in that office for a single two (2)-year term.

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

127 **Chair.** The Chair will preside at all meetings of the Conference, the Board of Directors and
128 the Executive Committee. The Chair, or the Chair's designee, will execute all legal
129 documents on behalf of the Conference and, together with the Conference Minister, will be
130 the spokesperson for the Conference unless the Board of Directors by resolution designates
131 and appoints another person to be its spokesperson for a particular purpose.

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

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

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

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

153

Executive Committee

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

169

170

Personnel Committee

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

179

180

Conflicts of Interest

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

183

184

Indemnification

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

196

197

198 **ARTICLE IV**

199 **CORE MINISTRIES AND SMALL WORKING GROUPS**

200 **Core Ministries**

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

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

208 Each Core Ministry authorized by the Conference Annual Gathering will include three (3) or
209 four (4) at-large members of the Board of Directors assigned by the board; and three (3)
210 additional members, one appointed by each Association Council. One of the Board of
211 Director members, designated by the Board of Directors, will serve as chair of the Core
212 Ministry. Each Core Ministry will choose one of its members as a recording secretary.

213 Each of the 13 at-large Board members will be assigned to a Core Ministry by the Board of
214 Directors upon recommendation of the Executive Committee.

215 Core Ministries will coordinate and provide oversight to Small Working Groups (see below)
216 that will engage in specific ministries to enact the Core Ministries. It is the responsibility of
217 each Core Ministry to ensure that work being done by the Small Working Group supports
218 the Unifying Call. Core Ministries will clarify goals of Small Working Groups; receive reports
219 of ministries undertaken by Small Working Groups; assist with evaluation of the ministry
220 being done; and coordinate various ministry initiatives.

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

226 **Small Working Groups**

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

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

240 Small Working Groups will normally come to the Board of Directors for approval in one of
241 two ways: a) a Core Ministry will take initiative to form a Small Working Group in support
242 of its mandates and bring a recommendation regarding a Small Working Group to the Board
243 of Directors; b) members of the Conference propose to the Board of Directors formation of
244 a Small Working Group to engage in a ministry of interest to them.

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

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

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

260

261

ARTICLE V

262

NOMINATIONS AND ELECTIONS

263 The Core Ministry Committee tasked with nominations will recommend to the Board of
264 Directors a slate of candidates for the Board of Directors, Officers, and General Synod
265 delegates at least 30 days prior to the Conference Annual Gathering. The Board of Directors
266 will review the proposed slate of candidates to ensure that it conforms to bylaw provisions.
267 When approved by the Board of Directors, the slate will be published at least at least 20 days
268 prior to the Conference Annual Gathering.

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

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

279

280

281

ARTICLE VI

282

CONFERENCE MINISTER and ASSOCIATE CONFERENCE MINISTERS

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

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

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

305 **SEARCH COMMITTEES**

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

316

317 **ARTICLE VII**

318 **PROCEDURES**

319 **Exempt Activities**

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

326

327

Robert's Rules of Order

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

334

335

Dissolution

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

338

339

Amendments

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

342

343 Adopted as amended this 6th day of November 2021 at the Fall Business Meeting of the
344 Conference by a 94.2 % vote of 163 for, 10 against, and 4 abstentions.

345


346

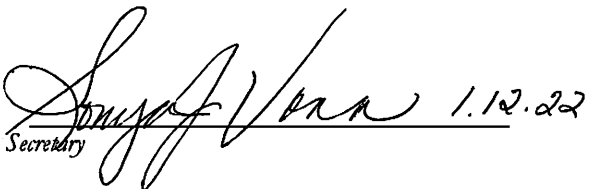
347

348

349

350


Moderator


Secretary