

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
7 **PREAMBLE**

8 **UNIFYING CALL**

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

12
13 **ARTICLE I**

14 **LEGAL STATUS**

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

21
22 **ARTICLE II**

23 **MEMBERS**

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

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
28 Gathering and special meetings based upon its membership as reported in the
29 most recent edition of the United Church of Christ Yearbook and determined as
30 follows:

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

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

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

37 In addition, every church in covenant with one (1) of the three (3) Associations
38 within the Conference will be entitled to one (1) youth delegate under the age
39 of eighteen (18) years.

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

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

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

48 **MEETINGS**

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

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

67 **Quorum.** One third (1/3) of the member churches of the Conference (as defined in
68 these bylaws) shall constitute a quorum for the transaction of business at an Annual
69 Gathering or Special Meeting of the Conference. Absentee voting and voting by proxy
70 are not permitted.

71
72 **ARTICLE III**

73 **GOVERNANCE**

74 **Board of Directors**

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

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

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

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

94 Equal representation from the three (3) Associations, divided equally between lay and
95 ordained clergy. Equitable inclusion of individuals who identify as female. Forty
96 percent (40%) of the members of the Board of Directors will represent historically
97 marginalized groups, including but not limited to those officially recognized by the
98 United Church of Christ.¹ Specifically, a minimum of twenty percent (20%) of Board
99 members will self-identify as people of color (African American, Latinx, Asian
100 American, Pacific Islander, Native American, bi-racial, or multi-racial). In addition, a
101 minimum of twenty percent (20%) of Board members will self-identify as members of
102 other historically marginalized groups, including LGBTQIA (Lesbian, Gay, Bisexual,
103 Transgender, Queer, Intersex, Asexual), two-spirit, same-gender loving, non-binary, or
104 gender nonconforming; immigrants; and/or persons living with physical, mental,
105 and/or emotional disabilities. The Board of Directors also will include people of
106 diverse income levels. At least one member will be from Arkansas or Memphis and at
107 least one member will be under the age of thirty (30).

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

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

118 The Board of Directors, by majority vote, may determine as vacant the seat of any
119 member from one Conference Annual Gathering (CAG) to the next who is twice
120 absent from its duly called meetings without prior notice to an officer. Upon
121 recommendation of the Core Ministry tasked with nominations, Board of Directors
122 will appoint persons to fill vacancies on the Board of Directors and such other
123 representatives denominational and ecumenical communions as may be necessary
124 from time to time. In addition, upon recommendation of the Core Ministry tasked with
125 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

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

128

129

Officers

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

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

136 **Chair.** The Chair will preside at all meetings of the Conference, the Board of
137 Directors, and the Executive Committee. The Chair, or the Chair's designee, sets the
138 agenda for all meetings of the Board of Directors and convene the Executive
139 Committee as needed. In the absence of a Conference Minister, the Chair will execute
140 all legal documents on behalf of the Conference and will be the spokesperson for the
141 Conference unless the Board of Directors by resolution designates and appoints person
142 to be its spokesperson for a particular purpose.

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

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

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

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

165

166

Executive Committee

167 The Chair, Vice Chair, Secretary, and Treasurer of the Conference and Conference
168 Minister, who serves ex officio with voice but not vote, will constitute the Executive
169 Committee which may act on behalf of the Conference between meetings of the
170 Board of Directors except in financial expenditure approvals greater than policy

171 limits, and personnel issues related to the Conference Minister or Associate
172 Conference Ministers. The Executive Committee will prepare the agenda for Board
173 meetings and nominate Board members to the Core Ministries for approval by the
174 Board of Directors. The Executive Committee will oversee personnel, budget and
175 finance, fund development, policies, and strategic alignment with goals. The
176 Executive Committee, with the approval of the Board of Directors, will also prepare
177 the agendas for Annual Gatherings and special meetings of the Conference. The
178 Executive Committee will coordinate strategic planning for the Conference in
179 conjunction with Core Ministries and provide for an annual review of the Conference
180 Minister's performance in conjunction with the Personnel Committee. A summary of
181 this review shall be provided to the Board of Directors. The Executive Committee will
182 maintain and enforce all personnel policies for Conference employees.

183

184

Personnel Committee

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

193

194

Finance Committee

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

203

204

Conflicts of Interest

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

207

208

Indemnification

209 In addition to any other liability insurance, the Conference will purchase Directors
210 and Officers coverage from a reputable carrier in appropriate amounts for all persons
211 serving in an elected or appointed position on behalf of the Conference. The
212 Conference further indemnifies each and every current or former elected member,
213 officer, employee, agent and their legal representatives from all liabilities, expenses,
214 attorney fees and costs reasonably incurred in connection with any suit, claim or
215 proceeding in which they are made a party by reason of being, or having been, in such

216 an elected or appointed position on behalf of the Conference. Nothing contained
217 herein shall be deemed to limit any other right of indemnification provided by law;
218 provided, however, such indemnification shall not extend to anyone determined by a
219 court of competent jurisdiction to have acted in willful disregard of the law or to have
220 committed an act of gross negligence.

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222

ARTICLE IV

223

CORE MINISTRIES AND WORKING GROUPS

224

Core Ministries

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

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

232 Each Core Ministry authorized by the Conference Annual Gathering will include
233 three (3) or four (4) at-large members of the Board of Directors assigned by the
234 Board; and three (3) additional members, one appointed by each Association Council.
235 One of the Board of Director members, designated by the Board of Directors, will
236 serve as chair of the Core Ministry. Each Core Ministry will choose one of its
237 members as a recording secretary.

238 Each of the thirteen (13) at-large Board members will be assigned to a Core Ministry
239 by the Board of Directors upon recommendation of the Executive Committee.

240 Core Ministries will coordinate and provide oversight to Working Groups (see below)
241 that will engage in specific ministries to enact the Core Ministries. It is the
242 responsibility of each Core Ministry to ensure that work being done by the Working
243 Group supports the Unifying Call. Core Ministries will clarify goals of Working
244 Groups; receive reports of ministries undertaken by Working Groups; assist with
245 evaluation of the ministry being done; and coordinate various ministry initiatives.

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

251

252

Working Groups

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

258 All Working Groups must be authorized by the Board of Directors. In authorizing a
259 Working Group, the Board of Directors will consider whether the proposed ministry

260 has articulated goals that are consistent with the Conference’s Unifying Call and are
261 clearly related to one of the Conference’s Core Ministries; whether the working group
262 will coordinate its efforts with one of the Core Ministries; whether there are sufficient
263 persons interested to support the proposed ministry; and whether the financial
264 requirements are feasible given the Conference budget.

265 Working Groups will normally come to the Board of Directors for approval in one of
266 two ways: a) a Core Ministry will take initiative to form a Working Group in support
267 of its mandates and bring a recommendation regarding a Working Group to the Board
268 of Directors; b) members of the Conference propose to the Board of Directors
269 formation of a Working Group to engage in a ministry of interest to them.

270 Working Groups will convene for the amount of time that is needed for them to do
271 their work. Because of this, some Working Groups will exist in perpetuity while
272 others may be short term.

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

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

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

288

289

ARTICLE V

290

NOMINATIONS AND ELECTIONS

291 The Core Ministry Committee tasked with nominations will recommend to the Board
292 of Directors a slate of candidates for the Board of Directors, Officers, and General
293 Synod delegates at least thirty (30) days prior to the Conference Annual Gathering.
294 The Board of Directors will review the proposed slate of candidates to ensure that it
295 conforms to bylaw provisions. When approved by the Board of Directors, the slate
296 will be published at least at least twenty (20) days prior to the Conference Annual
297 Gathering.

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

301 The slate of candidates for election will first be presented to the members for a vote.
302 Such vote may be taken by acclamation when there are no more candidates to elect
303 than positions to be filled. In the event more candidates have been nominated than
304 there are positions to be filled, voting will be by written ballot and the candidates

305 receiving the highest number of votes will be elected. In the event two (2) candidates
306 each receive the same lowest qualifying number of votes, the members will vote again
307 between the remaining candidates and continue voting until one (1) candidate receives
308 a majority.

309

310

ARTICLE VI

CONFERENCE MINISTER and ASSOCIATE CONFERENCE MINISTER(S)

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

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

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

336

337

SEARCH COMMITTEES

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

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ARTICLE VII

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PROCEDURES

351

Exempt Activities

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

359

360

Robert’s Rules of Order

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

367

368

Dissolution

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

371

372

Amendments

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

376

377 Adopted as amended this 6th day of November, 2021 at the annual meeting of the
378 Conference by a 94.2% vote of 163 for, 10 against, and 4 abstentions.

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Secretary