

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

4 (Adopted as amended November 6, 2021)

5 (Revised October 2024)

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 **Responsibilities of the Board of Directors**

76 Between Annual Gatherings of the Conference its affairs will be governed by a Board
77 of Directors. The Board of Directors will be the custodian of the Unifying Call.

78 The Board of Directors will exercise oversight of Conference ministries to ensure they
79 are enactments of the Unifying Call. The Board of Directors also will steward the
80 financial resources of the Conference to support the Conference's various ministries.

81 The Board of Directors is authorized to administer the Conference's assets, including
82 the purchase and sale of real property, on behalf of the Conference. The Conference
83 Minister shall execute business documents on behalf of the Conference as needed. In

84 the absence of a Conference Minister, two officers shall evaluate and execute
85 documents on behalf of the Conference. Documents related to the purchase and sale of
86 real property shall be evaluated by at least two persons on behalf of the Conference:
87 the Conference Minister, and an officer of the Board.

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

92

93

Composition of the Board of Directors

94 The Board of Directors shall be composed of eighteen (18) persons all of whom shall
95 be voting members of a church in covenant with one (1) of the three (3) member
96 Associations.

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

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

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

121 In order to hold the Conference accountable for aspiring to the above standards of
122 inclusion and equity the Board of Directors is charged with tracking the demographics
123 of the Board of Directors. In the event that we fall short of these standards for
124 inclusion and equity a report shall be compiled by the Board of Directors to be

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

125 presented at the next Conference Annual Gathering. The purpose of this report is to
126 generate discussion and interest in fulfilling our standards for inclusion.

127 The Board of Directors, by majority vote, may determine as vacant the seat of any
128 member from one Conference Annual Gathering (CAG) to the next who is twice
129 absent from its duly called meetings without prior notice to an officer. Upon
130 recommendation of the Nominating Committee, the Board of Directors will appoint
131 persons to fill vacancies on the Board of Directors and such other representatives
132 denominational and ecumenical communions as may be necessary from time to time.
133 In addition, upon recommendation of the Nominating Committee, and after
134 consultation with each Association, the Board of Directors will recommend for
135 election at the Conference Annual Gathering the Conference's delegates to the General
136 Synod of the United Church of Christ.

137

138

Officers

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

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

145 **Chair.** The Chair will preside at all meetings of the Conference, the Board of
146 Directors, and the Executive Committee. The Chair, or the Chair's designee, sets the
147 agenda for all meetings of the Board of Directors and convene the Executive
148 Committee as needed. In the absence of a Conference Minister, the Chair will execute
149 all legal documents on behalf of the Conference and will be the spokesperson for the
150 Conference unless the Board of Directors by resolution designates and appoints
151 another person to be its spokesperson for a particular purpose.

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

158 **Secretary.** The Secretary will give notice of all meetings of the Conference, Board of
159 Directors and Executive Committee and will record and maintain for inspection by any
160 member minutes of all meetings of the Conference, Board of Directors and Executive
161 Committee, along with a record of all resolutions, policies and procedures duly
162 adopted. The Secretary, or the Secretary's designee, will execute correspondence and
163 such other documents as instructed by the Board of Directors or Executive Committee,
164 and will ensure that a copy of all such documents is retained in the Conference Office.

165 **Treasurer.** The Treasurer will supervise the receipt and disbursement of Conference
166 funds, and, together with the Conference Minister, maintain the financial records of the
167 Conference. The Treasurer will report the financial condition of the Conference to the
168 Board of Directors as it may direct and to the members at each Annual Gathering. The
169 Treasurer will supervise the preparation of Conference budgets for presentation to the
170 members for their approval at annual or any special meetings.

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

174

175

Executive Committee

176 The Chair, Vice Chair, Secretary, and Treasurer of the Conference and Conference
177 Minister, who serves ex officio with voice but not vote, will constitute the Executive
178 Committee which may act on behalf of the Conference between meetings of the
179 Board of Directors except in financial expenditure approvals greater than policy
180 limits, and personnel issues related to the Conference Minister or Associate
181 Conference Ministers. The Executive Committee will prepare the agenda for Board
182 meetings and nominate Board members to the Core Ministries for approval by the
183 Board of Directors. The Executive Committee will oversee personnel, budget and
184 finance, fund development, policies, and strategic alignment with goals. The
185 Executive Committee, with the approval of the Board of Directors, will also prepare
186 the agendas for Annual Gatherings and special meetings of the Conference. The
187 Executive Committee will coordinate strategic planning for the Conference in
188 conjunction with Core Ministries and provide for an annual review of the Conference
189 Minister's performance in conjunction with the Personnel Committee. A summary of
190 this review shall be provided to the Board of Directors. The Executive Committee will
191 maintain and enforce all personnel policies for Conference employees.

192

193

Personnel Committee

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

202

203

Finance Committee

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

212

213

Nominating Committee

214 The Nominating Committee of the Board shall be composed of three Board members
215 and the Moderators/Chairs of each Association Council (or their designated

216 representatives), and the Conference Minister. This Committee will meet on an as-
217 needed basis in order to present a slate of candidates to the Board of Directors in
218 advance of the Conference Annual Gathering.

219

220

Conflicts of Interest

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

223

224

Indemnification

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

237

238

ARTICLE IV

239

CORE MINISTRIES AND WORKING GROUPS

240

Core Ministries

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

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

248 Each Core Ministry authorized by the Conference Annual Gathering will include
249 three (3) or four (4) at-large members of the Board of Directors assigned by the
250 Board; and three (3) additional members, one appointed by each Association Council.
251 One of the Board of Director members, designated by the Board of Directors, will
252 serve as chair of the Core Ministry. Each Core Ministry will choose one of its
253 members as a recording secretary.

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

256 Core Ministries will coordinate and provide oversight to Working Groups (see below)
257 that will engage in specific ministries to enact the Core Ministries. It is the
258 responsibility of each Core Ministry to ensure that work being done by the Working
259 Group supports the Unifying Call. Core Ministries will clarify goals of Working

260 Groups; receive reports of ministries undertaken by Working Groups; assist with
261 evaluation of the ministry being done; and coordinate various ministry initiatives.

262 It is the responsibility of the members of the Missouri Mid-South Conference through
263 the Board of Directors, Core Ministries and Working Groups to carry out the
264 ministries of the Conference. Conference staff, in partnership with the Board of
265 Directors, Core Ministries and Working Groups will help interpret the ministries of
266 the Conference to its members.

267

268

Working Groups

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

274 All Working Groups must be authorized by the Board of Directors. In authorizing a
275 Working Group, the Board of Directors will consider whether the proposed ministry
276 has articulated goals that are consistent with the Conference's Unifying Call and are
277 clearly related to one of the Conference's Core Ministries; whether the working group
278 will coordinate its efforts with one of the Core Ministries; whether there are sufficient
279 persons interested to support the proposed ministry; and whether the financial
280 requirements are feasible given the Conference budget.

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

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

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

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

299 Members of Working Groups are volunteers; they are not elected and do not have
300 terms. The membership of a Working Group is the responsibility of the Core Ministry
301 to which the Working Group is related. In their oversight of Working Groups, Core
302 Ministries will consider the Conference's commitments to inclusion, diversity, and
303 equity.

304

305 **ARTICLE V**

306 **NOMINATIONS AND ELECTIONS**

307 The-Nominating Committee will recommend to the Board of Directors a slate of
308 candidates for the Board of Directors, Officers, and General Synod delegates prior to
309 the Conference Annual Gathering. The Board of Directors will review the proposed
310 slate of candidates to ensure that it conforms to bylaw provisions. When approved by
311 the Board of Directors, the slate will be published prior to the Conference Annual
312 Gathering.

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

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

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325 **ARTICLE VI**

326 **CONFERENCE MINISTER and ASSOCIATE CONFERENCE MINISTER(S)**

327 The Conference Minister and each Associate Conference Minister(s) will be called to
328 service by the Conference assembled in an Annual Gathering or special meeting upon
329 such terms and conditions as mutually agreed. The Conference Minister and each
330 Associate Conference Minister may be dismissed with not less than sixty (60) days
331 written notice from the Board of Directors and may voluntarily terminate his or her
332 employment with not less than sixty (60) days written notice to the Chair of the Board
333 of Directors.

334 The Conference may employ as many Associate Conference Ministers as it may
335 determine necessary and financially feasible to accomplish the Unifying Call and
336 Core Ministries of the Conference. The Conference Minister and each Associate
337 Conference Minister(s) will, in addition to such other qualifications as may be
338 required by the Conference, be authorized for ministry in the United Church of Christ.
339 The Conference Minister and each Associate Conference Minister(s) will be an ex
340 officio member, with voice, but not vote, of the Board of Directors, each Conference
341 standing committee, each Conference authorized ministry and all other duly appointed
342 committees. The Associate Conference Minister(s) will be supervised by the
343 Conference Minister and will report directly to the Conference Minister, however the
344 authority to terminate the Associate Conference Minister(s) is held by the Board of
345 Directors.

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

351

352

SEARCH COMMITTEES

353 When a vacancy occurs in the office of Conference Minister or of any Associate
354 Conference Minister(s), the Executive Committee, with the approval of the Board of
355 Directors, will engage the services of an interim to fill the vacancy until such time that
356 a new Conference Minister or Associate Conference Minister(s) has been called by
357 the Conference. The Nominating Committee will also, again with the approval of the
358 Board of Directors, appoint a Search Committee of nine (9) persons fairly
359 representative of the Conference and its three (3) Associations. The Search
360 Committee will perform its work in covenant with staff of the National Ministries of
361 the United Church of Christ and periodically report its progress to the Board of
362 Directors until such time as it has selected a candidate for election by the Conference.

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364

ARTICLE VII

365

PROCEDURES

366

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

375

Robert's Rules of Order

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

382

383

Dissolution

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

386

387

Amendments

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

391

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

394 Amended October 19, 2024 at the Conference Annual Gathering by a ___% vote of
395 ___ for, ___ against, and ___ abstentions.

396

397

398

399

400 _____

401 *Board Chair*

Board Secretary