

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~~ 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 ~~between Conference Annual Gatherings.~~

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

84

85 The Board of Directors is authorized to administer the Conference's assets, including
86 the purchase and sale of real property, on behalf of the Conference. The Conference
87 Minister shall execute business documents on behalf of the Conference as needed. In
88 the absence of a Conference Minister, two officers shall evaluate and execute
89 documents on behalf of the Conference. Documents related to the purchase and sale of
90 real property shall be evaluated by at least two persons on behalf of the Conference:
91 the Conference Minister, and an officer of the Board.

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

96

97

Composition of the Board of Directors

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

101 ~~The Board of Directors will be the custodian of the Unifying Call between Conference~~
102 ~~Annual Gatherings. The Board of Directors will exercise oversight of Conference~~
103 ~~ministries to ensure they are enactments of the Unifying Call. The Board of Directors~~
104 ~~also will allocate the financial resources of the Conference to support the Conference's~~
105 ~~various ministries. In consultation with the Conference Minister, the Board of~~
106 ~~Directors will provide resources that support the ministries of the Conference.~~

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

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

117 Equal representation from the three (3) Associations, divided equally between lay and
118 ordained clergy. Equitable inclusion of individuals who identify as female. Forty
119 percent (40%) of the members of the Board of Directors will represent historically
120 marginalized groups, including but not limited to those officially recognized by the
121 United Church of Christ.¹ Specifically, a minimum of twenty percent (20%) of Board
122 members will self-identify as people of color (African American, Latinx, Asian
123 American, Pacific Islander, Native American, bi-racial, or multi-racial). In addition, a

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

124 minimum of twenty percent (20%) of Board members will self-identify as members of
125 other historically marginalized groups, including LGBTQIA (Lesbian, Gay, Bisexual,
126 Transgender, Queer, Intersex, Asexual), two-spirit, same-gender loving, non-binary, or
127 gender nonconforming; immigrants; and/or persons living with physical, mental,
128 and/or emotional disabilities. The Board of Directors also will include people of
129 diverse income levels. At least one member will be from Arkansas or Memphis and at
130 least one member will be under the age of thirty (30).

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

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

141 The Board of Directors, by majority vote, may determine as vacant the seat of any
142 member from one Conference Annual Gathering (CAG) to the next who is twice
143 absent from its duly called meetings without prior notice to an officer. Upon
144 recommendation of the ~~Core Ministry tasked with nominations~~ **Nominating**
145 **Committee**, the Board of Directors will appoint persons to fill vacancies on the Board
146 of Directors and such other representatives denominational and ecumenical
147 communions as may be necessary from time to time. In addition, upon
148 recommendation of the ~~Core Ministry tasked with nominations~~ **Nominating**
149 **Committee**, and after consultation with each Association, the Board of Directors will
150 recommend for election at the Conference Annual Gathering the Conference's
151 delegates to the General Synod of the United Church of Christ.

152

153

Officers

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

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

160 **Chair.** The Chair will preside at all meetings of the Conference, the Board of
161 Directors, and the Executive Committee. The Chair, or the Chair's designee, sets the
162 agenda for all meetings of the Board of Directors and convene the Executive
163 Committee as needed. In the absence of a Conference Minister, the Chair will execute
164 all legal documents on behalf of the Conference and will be the spokesperson for the
165 Conference unless the Board of Directors by resolution designates and appoints
166 **another** person to be its spokesperson for a particular purpose.

167 **Vice Chair.** The Vice Chair will preside at all meetings of the Conference, the Board
168 of Directors, and the Executive Committee in the absence of the Chair, and perform
169 such other duties as may be required by the Board of Directors or Executive

170 Committee from time to time. The Vice Chair will serve as the liaison to the Personnel
171 Committee and will ensure that documents relating to the Conference Minister are
172 retained in the Conference Office.

173 **Secretary.** The Secretary will give notice of all meetings of the Conference, Board of
174 Directors and Executive Committee and will record and maintain for inspection by any
175 member minutes of all meetings of the Conference, Board of Directors and Executive
176 Committee, along with a record of all resolutions, policies and procedures duly
177 adopted. The Secretary, or the Secretary's designee, will execute correspondence and
178 such other documents as instructed by the Board of Directors or Executive Committee,
179 and will ensure that a copy of all such documents is retained in the Conference Office.

180 **Treasurer.** The Treasurer will supervise the receipt and disbursement of Conference
181 funds, and, together with the Conference Minister, maintain the financial records of the
182 Conference. The Treasurer will report the financial condition of the Conference to the
183 Board of Directors as it may direct and to the members at each Annual Gathering. The
184 Treasurer will supervise the preparation of Conference budgets for presentation to the
185 members for their approval at annual or any special meetings.

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

189

190

Executive Committee

191 The Chair, Vice Chair, Secretary, and Treasurer of the Conference and Conference
192 Minister, who serves ex officio with voice but not vote, will constitute the Executive
193 Committee which may act on behalf of the Conference between meetings of the
194 Board of Directors except in financial expenditure approvals greater than policy
195 limits, and personnel issues related to the Conference Minister or Associate
196 Conference Ministers. The Executive Committee will prepare the agenda for Board
197 meetings and nominate Board members to the Core Ministries for approval by the
198 Board of Directors. The Executive Committee will oversee personnel, budget and
199 finance, fund development, policies, and strategic alignment with goals. The
200 Executive Committee, with the approval of the Board of Directors, will also prepare
201 the agendas for Annual Gatherings and special meetings of the Conference. The
202 Executive Committee will coordinate strategic planning for the Conference in
203 conjunction with Core Ministries and provide for an annual review of the Conference
204 Minister's performance in conjunction with the Personnel Committee. A summary of
205 this review shall be provided to the Board of Directors. The Executive Committee will
206 maintain and enforce all personnel policies for Conference employees.

207

208

Personnel Committee

209 The Personnel Committee will be made up of five (5) persons serving rotating terms:
210 a chair, elected at the Conference Annual Gathering to serve for a term of three (3)
211 years; the Vice Chair of the Board of Directors, who serves as liaison to the Board;
212 and one member from each of the three (3) Associations, elected by the conference to
213 a three (3)-year term. Members will serve staggered terms and may be re-elected for a
214 second term of three (3) years. The Personnel Committee will meet to provide human

215 resource support to the Conference Minister, evaluate the Conference Minister(s)
216 annually and review and update personnel policies as needed by the Conference.

217

218

Finance Committee

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

227

228

Nominating Committee

229 The Nominating Committee of the Board shall be composed of three Board members
230 and the Moderators/Chairs of each Association Council (or their designated
231 representatives), and the Conference Minister. This Committee will meet on an as-
232 needed basis in order to present a slate of candidates to the Board of Directors in
233 advance of the Conference Annual Gathering.

234

235

Conflicts of Interest

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

238

239

Indemnification

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

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253

ARTICLE IV

254

CORE MINISTRIES AND WORKING GROUPS

255

Core Ministries

256 The Board of Directors is responsible for assuring that the Conference is engaged in
257 on-going strategic planning. Consistent with the Conference's Unifying Call, four (4)

258 Core Ministries have been established to facilitate much of this planning. Those Core
259 Ministries are: Creating Community, Visioning the Future, Empowering
260 Congregations, and Pursuing Justice and Equity.

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

263 Each Core Ministry authorized by the Conference Annual Gathering will include
264 three (3) or four (4) at-large members of the Board of Directors assigned by the
265 Board; and three (3) additional members, one appointed by each Association Council.
266 One of the Board of Director members, designated by the Board of Directors, will
267 serve as chair of the Core Ministry. Each Core Ministry will choose one of its
268 members as a recording secretary.

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

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

277 It is the responsibility of the members of the Missouri Mid-South Conference through
278 the Board of Directors, Core Ministries and Working Groups to carry out the
279 ministries of the Conference. Conference staff, in partnership with the Board of
280 Directors, Core Ministries and Working Groups will help interpret the ministries of
281 the Conference to its members.

282

283

Working Groups

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

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

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

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

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

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

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

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320

ARTICLE V

321

NOMINATIONS AND ELECTIONS

322 ~~The Core Ministry Committee tasked with nominations~~ The Nominating Committee
323 will recommend to the Board of Directors a slate of candidates for the Board of
324 Directors, Officers, and General Synod delegates ~~at least thirty (30) days~~ prior to the
325 Conference Annual Gathering. The Board of Directors will review the proposed slate
326 of candidates to ensure that it conforms to bylaw provisions. When approved by the
327 Board of Directors, the slate will be published ~~at least at least twenty (20) days~~ prior
328 to the Conference Annual Gathering.

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

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

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341

ARTICLE VI

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

343 The Conference Minister and each Associate Conference Minister(s) will be called to
344 service by the Conference assembled in an Annual Gathering or special meeting upon

345 such terms and conditions as mutually agreed. The Conference Minister and each
346 Associate Conference Minister may be dismissed with not less than sixty (60) days
347 written notice from the Board of Directors and may voluntarily terminate his or her
348 employment with not less than sixty (60) days written notice to the Chair of the Board
349 of Directors.

350 The Conference may employ as many Associate Conference Ministers as it may
351 determine necessary and financially feasible to accomplish the Unifying Call and
352 Core Ministries of the Conference. The Conference Minister and each Associate
353 Conference Minister(s) will, in addition to such other qualifications as may be
354 required by the Conference, be authorized for ministry in the United Church of Christ.
355 The Conference Minister and each Associate Conference Minister(s) will be an ex
356 officio member, with voice, but not vote, of the Board of Directors, each Conference
357 standing committee, each Conference authorized ministry and all other duly appointed
358 committees. The Associate Conference Minister(s) will be supervised by the
359 Conference Minister and will report directly to the Conference Minister, however the
360 authority to terminate the Associate Conference Minister(s) is held by the Board of
361 Directors.

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

367

368

SEARCH COMMITTEES

369 When a vacancy occurs in the office of Conference Minister or of any Associate
370 Conference Minister(s), the Executive Committee, with the approval of the Board of
371 Directors, will engage the services of an interim to fill the vacancy until such time that
372 a new Conference Minister or Associate Conference Minister(s) has been called by
373 the Conference. The ~~Core Ministry tasked with nominations~~ **Nominating Committee**
374 will also, again with the approval of the Board of Directors, appoint a Search
375 Committee of nine (9) persons fairly representative of the Conference and its three (3)
376 Associations. The Search Committee will perform its work in covenant with staff of
377 the National Ministries of the United Church of Christ and periodically report its
378 progress to the Board of Directors until such time as it has selected a candidate for
379 election by the Conference.

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ARTICLE VII

382

PROCEDURES

383

Exempt Activities

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

391

392

Robert’s Rules of Order

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

399

400

Dissolution

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

403

404

Amendments

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

408

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

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

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_____ *Board Chair*

_____ *Board Secretary*