Bylaws of the

Missouri Mid-South Conference
United Church of Christ

(Adopted as amended November 6, 2021)
(Revised November 7, 2026)

Preamble
Unifying Call and Purpose

We are the United Church of Christ in Arkansas, Memphis, and Missouri. United in Christ and led by the Holy Spirit, we support and empower one another in our Unifying Call to embody God's love and mercy for all. The Conference exists to help foster congregational vitality and proclaim the Gospel of Jesus Christ.

Article I
Legal Status

The Missouri Mid-South Conference (Conference) is a Missouri Non-Profit Corporation (Chapter 355) and tax-exempt under Section 501(c)(3) of the Internal Revenue Code, through our affiliation with the General Synod of the United Church of Christ. The Conference is in covenant with three (3) Associations (St. Louis, Eastern, and Western).

Article II
Members

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

- Churches with 1-250 members are allowed 2 local church member voting delegates.
- Churches with 251-500 members are allowed 3 local church member voting delegates.
- Churches with over 500 members are allowed 4 local church member voting delegates.
- Each church is allowed 1 local church member youth delegate under the age of 18.
- All persons authorized for ministry (licensed, ordained, or retired) and in good standing with one (1) of three (3) Associations within the Conference shall have one vote.
- Each Association has one (1) voting delegate.
- Each Member of the Board of Directors (Board) in attendance will have one vote.

Each person will have only one vote and cannot represent more than one (1) area.

Meetings

The Conference Annual Gathering (CAG) will be held at a time and place determined by the Board. Written notice of the CAG will be given to each church, clergy, Association, and Board by the Secretary not less than 30 days or more than 60 days before the CAG. Notice will be given by publication in the Conference newsletter sent electronically and posted on the

Conference website or mailed to each member church and Association officer at their last known address, which constitutes proper notice of CAG.

Special meetings of the Conference may be called under one of these conditions:

- By the Board.
- Petition of one-third (1/3) of the member churches, signed by the moderator or president of each congregation and certified by its Secretary or Clerk as the decision of the congregation or its governing body.
- Petition of one-third (1/3) of the persons described in the Members section of the article.
- Duly Adopted Resolution of all three (3) Associations of the Conference.

Written notice of a special meeting of the Conference, stating the business to be transacted, will be given by the Secretary to every member and sent electronically or by first-class mail not less than 20 days prior to the meeting. The business at a special meeting is limited to the business stated in the written notice. Notice given by publication in the Conference newsletter sent electronically or mailed to each member church, Association, and Board constitutes proper notice of a special meeting.

Quorum of any CAG or Special Meeting is one-third (1/3) of the member churches of the Conference, which constitute a quorum for the transaction of Conference business. Absentee and proxy voting are not permitted.

At any CAG or special meeting, the Conference may consider resolutions, motions, and affirmations. There are three different types of resolutions, motions, and affirmations: Witness, Prudential, and Board.

Definitions:

- Witness: A Witness is an expression of Christian conviction concerning a moral, ethical, or religious matter confronting the Church, the nation, or the world. It is adopted to guide the Conference, Officers, or Covenanted Ministries. The adoption of a Witness resolution, motion, or affirmation is by simple majority. Any delegate to either a CAG or special meeting may make a Witness resolution, motion, or affirmation.
- Prudential: Prudential is used to establish policy, institute, or revise structure or procedures, authorize or update programs, approve or update Conference direction. The adoption of a Prudential resolution, motion, or affirmation is with a two-thirds (2/3) majority. To introduce a Prudential resolution, motion, or affirmation requires one of the following to be completed:
    - A Board-sponsored resolution, motion, or affirmation requires two-thirds (2/3) of the Conference Board in agreement.

    - An Association-sponsored resolution, motion, or affirmation requires all Associations' Councils to agree to the resolution, motion, or affirmation.
    - A Church-sponsored resolution, motion, or affirmation requires one-third (1/3) of the churches in covenant with the appropriate Association and the Conference.
- Board: Board resolutions, motions, or affirmations are designated as day-to-day operational. These items will come to delegates with a second. A simple majority is required for any Board items. Examples typically include items like the Conference Budget and Nomination Committee report.

Resolutions, Motions, and Affirmations will be available on the Conference website at least 20 days before a CAG or special meeting. All non-Board-related resolutions, motions, or affirmations need to be sent to the Board President at least 25 days before a CAG.

For a resolution, motion, or affirmation to be discussed, the sponsor(s) must be present in person unless the meeting is held only via online methods. If the sponsor(s) are not available, the resolution, motion, or affirmation will not be considered and will be tabled until the next CAG, unless the sponsor(s) withdraw it.

Unless the resolution, motion, or affirmation comes from the Board, the sponsor must move to accept it, followed by a second from the audience.

The sponsor(s) will be given five (5) minutes to speak in support of the resolution, motion, or affirmation.

After the sponsor(s) speak, the floor will be open to pro, con, and neutral speakers. Each speaker will have two (2) minutes to speak. A con speaker will start, followed by a neutral speaker, then a pro speaker. This will continue in a round-robin fashion. The maximum discussion is 15 minutes, excluding the sponsor. No speaker may speak more than once. The Meeting Chair may add time if the meeting desires it.

The Chair closes debate when discussion is complete. If the item has prompted a divisive pro/con discussion, the Chair may, at the end of debate, call for a moment of silent prayer and reflection.

Once discussion is complete, the Secretary will take and record the vote and report whether the item passed or was rejected based on the type of resolution, motion, and affirmation.

The Business Meeting of CAG will remain in session until all agenda items are addressed or until 5:00 p.m., whichever occurs first. If, at 5:00 p.m., there is still unfinished business, the Meeting Chair shall call for a vote on whether to continue for 15 minutes

- If the vote carries by a two-thirds (2/3) majority, the meeting continues.
- If the motion does not carry a 2/3 majority, all remaining agenda items will be referred to the Board. The Board will handle those agenda items at its next meeting and report all decisions to the Conference.
- If the meeting continues, a vote will be taken every 15 minutes to remain in session. If the vote is defeated, all remaining items will be referred to the Board to handle and report to the Conference.

At the close of the business meeting, the Secretary will publish the minutes to the Conference website, subject to approval at the next CAG or Special Meeting.

Article III
Property and Outside Organizations

From time to time, the Conference will own real estate and/or own or control other entities. The Conference Minister will oversee the day-to-day operations of these entities, with guidance from the Conference Property Committee and Board.

For entities that require officers, the Executive Committee will serve as the entity's officers.

Article IV
Governance

The Board shall be composed of eighteen (18) persons, all of whom shall be voting members of a church in covenant with one (1) of the Associations. Each elected member will serve a three (3) year term and may choose to be considered for a second three (3) year term, for a total of six (6) years of service. Terms of service will be staggered so that no more than one-third (1/3) of the board shall be replaced in the given calendar year.

The Conference is committed to diversity and equity. We understand that when we are led by individuals with varied experiences and identities, we are faithful to the call of God, our entire church is stronger, and we move closer to the Beloved Community. Accordingly, we desire a Board that reflects the vastness of God’s people. To that end, we will aspire to the following factors in nominating and selecting members to the Board:

- Equal representation from the Association.
- Equally divided between laity and ordained clergy.
- Equitable inclusion of individuals who identify as female.
- 40% of the Board represent historically marginalized groups.
    - 20% self-identify as people of color (African American, Latinx, Asian American, Pacific Islander, Native American, Bi-racial, Multi-racial)
    - 20% self-identify as members of other historically marginalized groups, including LGBTQIA (Lesbian, Gay, Bisexual, Transgender, Queer, Intersex, Asexual), two-

spirit, same-gender loving, non-binary, or gender nonconforming; immigrants; and/or persons living with physical, mental, and/or emotional disabilities.

- Diverse income levels
- One (1) member shall be from either Arkansas or Memphis
- One (1) member shall be under the age of 30.

To hold the Conference accountable for aspiring to the above standards of inclusion and equity, a member of the Board will track the Board's demographics. If we fall short of these standards for inclusion and equity, the Board shall compile a report to be presented at the next CAG. The purpose of this report is to generate discussion and interest in fulfilling our standards for inclusion.

Responsibilities of the Board of Directors

The Board will consist of eighteen (18) members: thirteen (13) at-large members and five (5) officers, including the President, Vice President, Treasurer, Assistant Treasurer, and Secretary. The Board will oversee Conference ministries to ensure they enact the Unifying Call. Between CAGs, the Board will steward the Conference's financial resources and support its various ministries.

The Board is authorized to administer the Conference’s assets, including the purchase and sale of real property, on behalf of the Conference. The Conference Minister shall execute business documents on behalf of the Conference as needed. In the absence of a Conference Minister, two officers shall evaluate and execute documents on behalf of the Conference. Documents related to the purchase and sale of real property shall be evaluated by at least two board members on behalf of the Conference.

Fiduciary Standard of Care

A Board Member shall perform their duties in good faith, with care, and in a manner that they reasonably believe to be in the best interests of the Conference. In performing these duties, Board Members may rely on information, opinions, or reports prepared by officers, employees, legal counsel, or public accountants whom the member believes to be reliable and competent.

The Board will meet at least once in each calendar quarter, with notice published in a Conference newsletter, sent electronically, and posted on the Conference website. Regularly scheduled board meetings shall be open to all Conference members, as defined above.

Officers

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

However, after serving a two (2)-year term as Vice President and Assistant Treasurer, they may serve as President and Treasurer, respectively. During their respective terms, officers will undertake, among others, the following duties:

President

The President will preside at all meetings of the Conference, the Board, and the Executive Committee. The President, or the President’s designee, along with the Conference Minister and the Executive Committee, sets the agenda for all Board meetings and convenes the Executive Committee as needed.

In the absence of a Conference Minister, the President will serve as the Conference's administrator and execute all legal and nonlegal documents as needed on the Conference's behalf as described in the Fiduciary Standard of Care section. In the absence of a Conference Minister, the President will serve as the Conference's spokesperson unless the Board, by resolution, designates and appoints another person to serve as its spokesperson for a particular purpose.

Vice President

In the President's absence, the Vice President will preside at all meetings of the Conference, the Board, and the Executive Committee, and perform other President’s duties. The Vice President will perform other duties as may be required by the Board or Executive Committee from time to time.

The Vice President will serve as the Chair of the Personnel Committee and will ensure that documents relating to the Conference Minister are retained in the Conference Office.

Secretary

The Secretary will give notice of all meetings of the Conference, Board, and Executive Committee and will record and maintain for inspection by any member minutes of all meetings of the Conference, Board, and Executive Committee, along with a record of all resolutions, policies, and procedures duly adopted. The Secretary, or the Secretary’s designee, will execute correspondence and such other documents as instructed by the Board or Executive Committee, and will ensure that a copy of all such documents is retained in the Conference Office. The Secretary will also track the Board’s demographics for our diversity efforts and relay that information to the Nominating Committee.

Treasurer

The Treasurer will supervise the receipt and disbursement of Conference funds and, together with the Conference Minister, maintain the Conference's financial records. The Treasurer chairs the Finance Committee. The Treasurer will report the Conference's financial condition to the Board and to the attendees at each Annual Gathering. The Treasurer will supervise the

preparation of Conference budgets for presentation to members for approval at annual or special meetings.

Assistant Treasurer

The Assistant Treasurer will assist the Treasurer in maintaining the Conference's financial records. The Assistant Treasurer will help prepare the budget, assist with fund development, and oversee investments.

Immediate Past President

The Immediate Past President of the Conference will be an advisor to both the Board and Executive Committee. Immediate Past President will have a voice but no vote with the Board and Executive Committee for a term of two (2) years.

Executive Committee

The Executive Committee shall consist of the Board President, Vice President, Secretary, and Treasurer of the Conference. They will have a voice and a vote regarding decisions made on behalf of the Board. The Assistant Treasurer and Conference Minister, who serve ex officio with voice but not a vote, will also participate in the Executive Committee. The Executive Committee may act on behalf of the Conference between Board meetings, except for financial expenditures above policy limits and personnel issues related to the Conference Minister or Associate Conference Minister(s). The Executive Committee shall assist the President in preparing the agenda for Board meetings.

The Executive Committee will oversee personnel, budget and finance, fund development, policies, and strategic alignment with goals. With the input or approval of the Board, the Executive Committee will also prepare agendas for CAG and special meetings of the Conference.

The Executive Committee will coordinate strategic planning for the Conference and, in conjunction with the Personnel Committee, provide an annual review of the Conference Minister’s performance. A summary of this review shall be provided to the Board. The Executive Committee, in conjunction with the Personnel Committee, will maintain and enforce all personnel policies for Conference employees.

Vacancies & Removal

The Board, by majority vote, may remove any member who is twice absent from its duly called meetings without prior notice to an officer. A Board member may be removed by a two-thirds (2/3) vote of the Board, provided they are given seven days' notice and an opportunity to be heard.

The Nominating Committee will provide the Board with a person or persons to fill vacancies until the next Annual Conference Gathering. The candidate appointed to fill a vacated seat can, at the next Conference Annual Gathering, choose to be nominated for a full three (3) year term.

Standing Committees

Nominating Committee

The Nominating Committee shall be composed of three (3) Board members and one (1) member from each Association, elected or nominated and appointed by the Associations to a three (3)-year term, plus the Conference Minister, who has a voice but no vote. Association Members will serve staggered terms and may be re-elected for a second three (3)- year term.

This Committee will meet as needed to present a slate of candidates to the Board before the CAG or special meeting.

The Nominating Committee will also provide board candidates when a board position becomes vacant.

The Nominating Committee will recommend for election the Conference's delegates to the General Synod of the United Church of Christ at the CAG and such other representatives for denominational and ecumenical settings.

Personnel Committee

The Personnel Committee will consist of six (6) persons. The Conference Vice President serves as the Chair, along with two additional Board members. Each Association will provide a member of the committee. Association Members will serve staggered terms and may be re-elected for a second term of three (3) years. The Personnel Committee may engage additional resources (with a voice but no vote) to advise the committee on any human resource issues. The Personnel Committee will meet to provide human resource support to the Conference Minister, evaluate the Conference Minister annually, and review and update personnel policies as the Conference needs.

Finance Committee

The Finance Committee will consist of six (6) persons. The Conference Treasurer will serve as the Chair. The Conference Assistant Treasurer will also be on the committee along with one additional Board member. Association Members will serve staggered terms and may be re-elected for a second term of three (3) years. Other members of the Finance Committee that have a voice but no vote include the bookkeeper, office staff, and the Conference Minister. The Finance Committee will meet to provide financial oversight and make recommendations on auditing, budgeting, investments, and policies.

Conference Property Committee

The Conference Property Committee is composed of three (3) Board members, plus one (1) from each Association for a three (3) year term, plus one (1) non-employee representative from each of the MoVal and Shannondale communities. Each site leader will serve on the committee with voice and no vote. The Conference Minister or designate may engage additional resources (with a voice but no vote) to advise the committee on any resource issues. This Committee will meet at least quarterly to address conference property needs and management.

Conflicts of Interest

The Board shall adopt a formal conflict of interest policy and procedures consistent with federal law and best practices for 501(c)(3) organizations. No contract or transaction shall be void solely due to a conflict if the material facts were disclosed and the transaction was authorized in good faith by disinterested members.

Article IV
Nominations and Elections

Nominating Committee will recommend to the Board a slate of candidates for the Board, Officers, and General Synod delegates at least thirty (30) days prior to the CAG. The Board will review the proposed slate of candidates to ensure that it conforms to bylaw provisions. After Board approval, the slate will be published at least twenty (20) days before the CAG. In addition to the slate of candidates approved by the Board for election, members may nominate additional candidates from the CAG floor.

The slate of candidates for election will first be presented to the members for a vote. Such a vote may be taken by acclamation when there are as many candidates as positions to be filled. If more candidates are nominated than positions to be filled, voting will be by written ballot, and the candidates receiving the highest number of votes will be elected. In the event that two (2) candidates each receive the same lowest qualifying number of votes, the members will vote again between the remaining candidates and continue voting until one (1) candidate receives a majority.

Article V
Conference Minister and Associate Conference Minister(s)

The Settled Conference Minister and each Settled Associate Conference Minister(s) will be called to service by the Conference assembled at CAG or special meeting(s) upon such terms and conditions as mutually agreed.

The Conference may employ as many Settled/Designated/Intentional/Bridge Associate Conference Minister(s) as it may determine necessary and financially feasible to accomplish the Unifying Call of the Conference. The Conference Minister and each Associate Conference

Minister(s) will, in addition to such other qualifications as may be required by the Conference, be authorized for ministry in the United Church of Christ. The Conference Minister and each Associate Conference Minister(s) will be an ex officio member, with voice, but not vote, of the Board, each Conference standing committee, each Conference authorized ministry, and all other duly appointed committees. The Associate Conference Minister(s) will be supervised by the Conference Minister and will report directly to the Board.

The daily operation of Conference business, including, but not limited to, hiring, supervising, and terminating all Conference staff except Associate Conference Minister; overseeing all programmatic activity; and implementing the policies adopted by the Board, will be entrusted to a Conference Minister. The Conference Minister will represent the Conference in wider denominational, ecumenical, and interfaith settings. The Conference Minister will serve as the Conference's spokesperson, unless the Board, by resolution, designates and appoints another person for a specific purpose.

The Settled/Designated/Intentional Interim/Bridge Conference Minister and each Settled/Designated/Intentional Interim/Bridge Associate Conference Minister may be dismissed with not less than sixty (60) days written notice from the Board and may voluntarily terminate his or her employment with not less than sixty (60) days written notice to the Conference President. The authority to terminate the Associate Conference Minister(s) is held by the Board.

Search Committees

When a vacancy occurs in the office of Conference Minister or of any Associate Conference Minister(s), the Executive Committee, with the approval of the Board, will engage the calling of an Intentional/Bridge (or other national office term) interim position to fill the vacancy until such time that a new Designated/Settled Conference Minister or Designated/Settled Associate Conference Minister(s) has been called by the Conference.

The Nominating Committee shall present nine (9) persons fairly representative of the Conference and its associations to the Board for a vote of approval that these nine (9) persons serve as the Search Committee.

The Search Committee will perform its work in covenant with the staff of the National Ministries of the United Church of Christ and periodically report its progress to the Board until it has selected a candidate for election by the Conference.

Article VI
Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, elected officer or representative of the Conference shall take any action or carry on any activity by or on behalf of

the Conference which activity is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended (the "Code"), or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Robert's Rules of Order

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

Dissolution

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

Amendments

Amendments to these bylaws may be made with the approval of a prudential motion assembled in an annual or special meeting. The Board will review the bylaws at least once every three (3) years.

Approved _____