

**BYLAWS OF
THE KANSAS-OKLAHOMA CONFERENCE OF THE
UNITED CHURCH OF CHRIST**

ARTICLE I. MEMBERSHIP

Section 1. Membership. The membership of the Kansas-Oklahoma Conference shall be composed of:

- (a) All local churches in good standing in the Conference,
- (b) All authorized ministers of the United Church of Christ in good standing in the Conference, and
- (c) Ordained ministers holding standing in other denominations and granted dual standing or ordained ministerial partner standing while serving churches of the Conference.

Section 2. Local Church Membership. A local church within the Conference boundaries may be admitted to membership in the Conference when:

- (a) Its statement of faith is in essential agreement with that of this Conference,
- (b) It has covenanted with the Conference to assume and fulfill obligations of a member local church as hereafter set forth,
- (c) It has been recommended by the Conference Minister to the Conference Board of Directors for membership, and
- (d) It has received a two-thirds vote by those present and voting at a called meeting of the Conference.

The Conference Registrar shall keep an accurate list of all the authorized ministers and local churches that are members of the Conference. The Registrar shall properly report those records as required to the United Church of Christ.

The removal of a local church from the roll of members may be initiated in one of two ways. First, a local church may be immediately removed from the roll of members upon notice to the Conference Minister that the local church has closed or has voted to withdraw from the denomination. Second, a local church may be removed upon recommendation of the Conference Minister to the Conference Board of Directors and a two-thirds vote by those present and voting at a called meeting of the Conference.

Section 3. Voting Membership. The voting membership of the Conference shall consist of the lay delegates selected by and representing each local church which has membership in the Conference, all authorized ministers who hold standing in the Conference, the members of the Conference Board of Directors and all such other persons as the Bylaws shall provide. Each local church having standing in the Kansas-Oklahoma Conference shall be entitled to two voting lay delegates and each such church having a membership of more than 200 shall be entitled to an additional voting lay delegate for each additional 200 members or fraction thereof. No delegate or official representative at the meetings of the Conference shall be entitled to more than one vote. The control of the Conference shall reside in its voting members and may be exercised directly at any annual or other meeting of the Conference or between meetings of the conference,

through and by a Conference Board of Directors elected by the Conference. The Conference Board of Directors shall henceforth be referred to as the Board or BoD.

Section 4. Selection of Delegates. All delegates from each local church shall be elected or appointed by such church, following its procedures, for a term of one year or until the selection of successors, unless otherwise provided by the church; provided that the term of a delegate shall cease upon removal from the membership of the local church which that delegate represents, or upon removal from the boundaries of the Kansas-Oklahoma Conference, beyond the adjoining states.

Local churches are urged to select delegates, over the course of several years if necessary, who will be representative of that local church's total confirmed membership in terms of age, gender, race and ethnic origin, in order that the Conference meetings may embody the wholeness of the Church.

ARTICLE II. MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the Conference shall convene at a date set by the BoD. The regular business of the Conference, the election of its officers, the determination of priorities for its programs and budget and such other business as shall be determined shall take place at the Annual Meeting. At each Annual Meeting the place for the next Annual Meeting shall be selected; provided, however, if circumstances require, the time and place of meeting may be changed by the BoD.

Section 2. Special Meetings. Special meetings may be called by the BoD when decisions are to be made that require a vote of the Conference, or at any time when the BoD finds that such a meeting would be in the best interests of the Conference. If two or more churches petition the BoD to call a special meeting, the BoD shall consider and act on the petition in a timely manner and may accept or reject any such petition.

Section 3. Ecclesiastical Councils. Meetings of the Conference shall be called as necessary to act as an Ecclesiastical Council in matters of ministerial or congregational authorization. The Committee on Ministry or the BoD shall call the meeting. Notice shall be sent to each Conference officer, BoD member, church clerk or secretary, authorized minister, and Annual Meeting delegate not later than four weeks prior to the date thereof. The purpose shall be stated in the call and only the business so stated may be transacted. The Committee on Ministry shall prepare the agenda for all Ecclesiastical Councils. A quorum shall be those eligible delegates who attend the Ecclesiastical Council.

Section 4. Notice of Meetings. Notice of the time, place, proposed agenda and nominations of the Annual Meeting, and notice of the time, place, and business to be transacted of special meetings shall be transmitted to each Conference officer, BoD member, church clerk or secretary, authorized minister, Annual Meeting delegate and to any appropriate contacts at the national setting of the United Church of Christ at least four weeks in advance of such meetings.

Section 5. Agenda. The BoD shall act as the business committee for the preparation of the agenda for the Annual Meeting and special meetings of the Conference.

Section 6. Resolutions. All resolutions to be considered at any Annual Meeting or special meeting of the Kansas-Oklahoma Conference shall be presented by a voting member of any church of the Conference as sponsor, to the Executive Committee of the BoD 10 weeks prior to the meeting at which they are to be considered. The Executive Committee may accept or reject any resolutions so presented. If the resolution is rejected, a sponsor may present the resolution from the floor.

Matters arising during the Annual Meeting or any special meeting of the Conference shall ordinarily be presented to the Executive Committee of the Conference for formulation, discussion, and action by the voting membership.

Unless otherwise provided for herein or by two-thirds (2/3) vote of the delegates present and voting at an Annual Meeting or special meeting of the Conference, the rules of parliamentary practice compiled in Robert's Rules of Order, Newly Revised, shall govern all meetings of the Conference.

Section 7. Meetings Conducted via Electronic Medium. Meetings of the Conference, BoD, Committees or Task Forces can be conducted via teleconferencing, video technology, email, or other electronic media approved by the BoD.

ARTICLE III. OFFICERS

Section 1. The Ministers of the Conference. The Ministers of the Conference shall be Authorized Ministers of the United Church of Christ and shall be responsible to the Conference and shall have general supervision of the work of the Conference under the direction of the BoD.

The Conference Minister and such Associate Conference Ministers as may be selected shall perform any and all other duties of the office as determined in mutual negotiation with the BoD.

The salary of the Conference Minister and such Associate Conference Ministers as may be selected shall be determined by the BoD and be included in the budget for approval by the Conference.

- (a) In the event the Conference Minister is unable to fulfill the duties of the office as determined by the BoD, the BoD shall appoint an Interim or Acting Conference Minister to serve until the Conference Minister is able to resume the duties of the office or until a new Conference Minister has been duly called and elected.
- (b) In the event of the resignation or death of the Conference Minister, the BoD shall appoint an Interim or Acting Conference Minister to serve until a new Conference Minister has been duly called and elected.
- (c) In the event a new Conference Minister is sought, the BoD shall appoint a Search Committee of not fewer than six nor more than eight persons, consisting of at least two

members of the Board existing at the time the Search is begun, plus other persons who are representative of and embody the diversity of the conference.

Section 2. The President of the Conference. The President of the Conference shall act as Moderator of the Conference, shall chair the BoD and executive committee as a member without vote (except to break a tie), shall be a member ex-officio without vote of all committees of the BoD, shall attend as an associate delegate any meetings of the General Synod of the United Church of Christ occurring during the current term of office, shall execute all deeds, contracts, and other documents requiring the official signatures of the Conference and shall perform such other duties usually performed by such officers. The Conference Minister may provide the official signature with the President's prior approval.

Section 3. The Vice President of the Conference. The Vice President of the Conference shall be a member of the BoD and shall perform the duties of the President when the President is absent, or unable or refuses to act. The Vice President will bring forth to the BoD names of at least two additional people to serve with the V.P. as the Audit Committee each year. This Committee will ensure the completion of annual financial audits as outlined Article IV, Section 5.

Section 4. The Secretary of the Conference. The Secretary of the Conference shall be a member of the BoD and shall keep a permanent accurate and legible record of all meetings and transactions of the Conference, the BoD, and the Executive Committee of the BoD. The Secretary shall affix the seal of the Conference to all written instruments requiring the seal, attesting the same by signature and shall perform such other duties as usually pertain to this office.

Section 5. The Treasurer of the Conference. The Treasurer of the Conference shall be a member of the BoD, receiving and acting as custodian of all funds, securities, and personal property belonging to or entrusted to or in any way committed to the care or custody of the Conference. The Treasurer shall disburse, pay over and deliver such funds, securities and personal property as shall from time to time be ordered by the BoD, shall regularly review all disbursements authorized by the Conference Minister, and shall make an annual report to the Conference. The Treasurer may delegate any or all of the aforementioned duties to another financial entity when said entity is approved by Conference BoD. The BoD reserves the right to require a bond for the Treasurer, any other financial officers, contractors, or employees, the expenses of such bond to be paid by the Conference.

ARTICLE IV. CONFERENCE BOARD OF DIRECTORS (BoD)

Section 1. Conference Board of Directors (BoD). The BoD shall consist of 11-15 members. We will strive to create a BoD that represents the diversity of the Conference by considering demographic factors which include but are not limited to age, race/ethnicity, gender, gender identity, sexual orientation, geographic residence, size of congregation, urban/rural residence.

President of the Conference
Vice President of the Conference

Secretary of the Conference

Treasurer of the Conference also serving as Chair of the Finance and Stewardship Committee

Past President of the Conference

6-10 at-large members

- (a) All members of the BoD shall be members of a local congregation of the Conference.
- (b) The Conference Minister shall be an ex officio member of the BoD without vote.
- (c) When a person from the Kansas-Oklahoma Conference is serving as a representative to the national United Church of Christ BoD, that person shall be an ex officio member of the BoD without vote.
- (d) At-large members may be designated by the BoD to fulfill specific roles such as Justice & Witness Liaison, Local Church Liaison, Ecumenical and Interfaith Partnership Liaison, or others as determined by the BoD to meet the needs of the Conference.

Section 2. The Executive Committee of the Board of Directors. The President of the Conference, the Vice President of the Conference, the Secretary of the Conference, the Treasurer of the Conference, and the Past President of the Conference shall serve as the Executive Committee of the BoD. The Executive Committee shall, between meetings of the BoD, direct the affairs of the Conference with such powers and limitations as the BoD shall specify. The Executive Committee shall serve as the supervisor of the Conference Minister in accordance with the Human Resources Policies and Procedures.

Section 3. Committees and Consultants. The BoD shall appoint such committees of the BoD or special consultants to the BoD as it may from time to time establish, and may select persons who are not members of the BoD for service as consultants or members of a committee. The BoD shall determine the duties and duration of service of such committees or consultants.

Section 4. Attorneys. The BoD shall appoint an attorney or attorneys for the Conference and shall determine the compensation for such services.

Section 5. Audits. The BoD shall complete an annual audit of financial records and transactions of the Conference. Every third year, the BoD shall engage an independent certified public accountant to conduct the audit. Every year between the external audits, an internal audit shall be conducted. These annual audits shall be received by the BoD and made available upon request to each church's delegation. Audits and reviews will be conducted based on policies developed by the Finance and Stewardship Committee and approved by the BoD.

Section 6. Meetings. The BoD shall meet at least three times a year on call of the President, the Conference Minister or a majority of the members of the BoD in writing presented to the President or Secretary of the BoD. Meetings of the BoD are open meetings.

Section 7. Quorum. A majority of the membership of the BoD shall constitute a quorum for the transaction of its business. Decisions shall be by majority of those present and voting.

Section 8. Vacancies. Vacancies on the BoD and in any of the elected offices of the Conference shall be filled by the BoD until successors are duly elected and assume the duties of office.

Section 9. Employees. All employees except the Ministers of the Conference will be hired and have their compensation and job descriptions determined in accordance with the Conference's Human Resources Policies and Procedures manual.

Section 10. Duties of the Board of Directors. The duties of the BoD shall include, but not be limited to:

- (a) establishing the total program requirements to achieve a specific goal or goals set by the Conference at its Annual Meeting and setting as objectives that portion of the requirements to be attained during a certain time period,
- (b) translating the objectives into action programs to be carried out by the Committees and appointed Task Forces,
- (c) evaluating the accomplishments of the Committees and Task Forces,
- (d) determining the financial resources needed and how they shall be raised and allocated,
- (e) authorizing the expenditure of resources in order to achieve program objectives,
- (f) administering of business investments and other financial and property affairs of the Conference, and
- (g) reviewing personnel policies for all personnel.

Section 11. Rules, Regulations, and Policies. The BoD may adopt such rules, regulations, and administrative policies as deemed necessary for it to fulfill the provisions of the Constitution and Bylaws.

ARTICLE V. ELECTIONS

Section 1. - The Ministers of the Conference.

(a) The Conference Minister. After a thorough assessment of the leadership needs of the Conference, the BoD shall nominate the candidate brought forth by the Search Committee for the position of Conference Minister and shall present the candidate to be elected by the Conference at any Annual Meeting or special meeting duly called for such purpose, for a term of six (6) years or such lesser time as shall be determined. Before the end of each term, the BoD shall appraise afresh the leadership needs of the Conference, and the results of this assessment shall govern the decision as to whether or not to re-nominate the Conference Minister. The Conference Minister may be dismissed for cause on ninety days written notice by a majority vote of the Conference at any Annual Meeting or special meeting, provided notice of such meeting shall have been given to each officer, BoD member, church clerk or secretary, and authorized minister at least four weeks in advance of such meetings; or the Conference Minister may voluntarily terminate the position on ninety days written notice to the Conference Board or at such earlier time as may be agreed upon by the individual and the BoD.

(b) Associate Conference Ministers. Such Associate Conference Ministers as may be selected shall be called by the BoD, in consultation with the Conference Minister, for an unspecified time. An Associate Conference Minister may be dismissed for cause on ninety days written notice by a majority of the BoD, or an Associate Conference Minister may voluntarily

terminate the position on ninety days written notice to the BoD or at such earlier time as may be agreed upon by the individual and the BoD.

Section 2. Officers. The President and Vice President shall be elected at the Annual Meeting to serve for a period of two years, and upon completion of their term, the Vice President may be elected to the office of the President. Upon completion of the President's term, they shall move to serve for a period of two years as Past President. The Secretary and Treasurer shall be elected at the Annual Meeting to serve for a period of two years, such elections occurring on the alternate year of the election of the President and Vice President. The Treasurer shall serve as chair of the Finance and Stewardship Committee, such terms running concurrently.

Section 3. Members of the Conference Board of Directors. Each member of the BoD shall be elected by the Conference at its Annual Meetings. The term for members who are not serving as officers shall be for three years, not to exceed two successive terms.

Section 4. Limitations.

- (a) No person shall serve on the BoD in more than one designated role, with the exception of the Conference Treasurer, who shall also serve as Chairperson of the Finance and Stewardship Committee but with only one vote on the BoD.
- (b) The President of the Conference shall serve no more than one two-year term, and would be eligible for the office of Vice President after at least a two-year lapse in BoD membership.
- (c) No at-large member of the BoD may be elected for more than two consecutive terms.
- (d) No person in another Denomination who is not an Authorized Minister in the United Church of Christ, while serving a church of the Conference, shall be eligible to serve as an officer of the Conference, Chairperson of a Committee or as a delegate to General Synod.
- (e) With the exception of called ministers of the Conference, no person shall serve in any elected role of the Conference, whether by appointment or election, for more than nine consecutive years. Eligibility for election or appointment resumes after a lapse of at least two years.

Section 5. General Synod Delegates. Delegates and alternate delegates to the General Synod shall be elected at the Annual Meeting of the Conference in the year prior to the Synod meeting they shall attend. The qualifications, numbers and roles of delegates and alternates are prescribed by the Constitution and Bylaws of the United Church of Christ. The Conference President shall be an Associate Delegate to the General Synod.

Section 6. Additional Nominations. Nominations for all offices, except Conference staff, may be made from the floor, provided that positive consent shall have been received from each nominee.

Section 7. Voting. Voting shall be by secret ballot when there are two or more nominees for any office. When there is only one nominee, voting may be by acclamation or by uplifted hand, provided that all voting in relation to Conference staff shall be by secret ballot.

ARTICLE VI. COMMITTEES OF THE CONFERENCE

Section 1. Committees and Task Forces. The Conference shall carry out its mission and covenant with God and the congregations through committees, and task forces. The standing Committees are:

Finance and Stewardship Committee
Personnel Committee
Committee on Ministry

The BoD shall appoint task forces as necessary to address the work of the conference such as annual meeting planning, nominations, new church starts and revitalization, partnerships, and as others as needed.

- (a) The function of each Committee or Task Force shall be to devise policies and set goals according to priorities set at the Annual Meeting of the Conference; to design and implement programs accordingly, to coordinate and correlate programs to meet goals and to evaluate programs in order to determine new directions and goals and carry out such other responsibilities as directed by the BoD. Each Committee or Task Force shall organize and structure itself so as to accomplish its mission most effectively, including coordination with other Committees and Task Forces.
- (b) Each Committee is encouraged to establish and appoint such subcommittees and task forces as may be necessary to accomplish the substantive work of the Committee. Duties of the subcommittees and task forces shall be related to the priorities set by the Conference, and policies and goals established by the BoD. The Committee will outline in writing the specific program, the available financial resources and a time schedule. When the specific goal is accomplished, the subcommittee or task force may be discharged unless assigned a new task. Such subcommittees and task forces shall periodically submit in writing a report on accomplishments to the Committee for subsequent review and comment of the BoD.
- (c) The BoD will have the authority to fill vacancies that arise on the Committees between Annual Meetings of the Conference.

Section 2. The Finance and Stewardship Committee. The Finance and Stewardship Committee will consist of a Chairperson and four to six members elected at the Annual Meeting of the Conference to serve for a three-year term, not to exceed two successive terms. The Finance and Stewardship Committee shall interpret to the local churches the mission and ministries of the Conference and the wider United Church of Christ and shall promote the learning, development and practice of faithful stewardship throughout the Conference. The Committee shall consult with and advise the Conference Minister and the BoD on the financial condition of the Conference based on monthly financial statements and shall cause and review periodic audits of the Conference financial position in a timely manner. The Finance and Stewardship Committee

shall also plan and prepare the annual budget of the Kansas-Oklahoma Conference for presentation and approval at the Annual Meeting of the Conference, and shall oversee its implementation. The Treasurer of the Conference shall serve as Chairperson of the Finance and Stewardship Committee.

Section 3. The Personnel Committee. The Personnel Committee will consist of three members elected at the Annual Meeting of the Conference to serve for three-year staggered terms, not to exceed two successive terms. Members of the BoD are not eligible to serve on the Personnel Committee. The Personnel Committee shall implement and enforce the personnel administration provisions of the Kansas-Oklahoma Conference as set out in its Human Resources Policies and Procedures in order to ensure that the employment, supervision, development, recognition, and separation of all Kansas-Oklahoma Conference employees are fair, uniform, and within those guidelines and applicable state law.

Section 4. The Committee on Ministry. The Committee on Ministry, will have two sections, each with a Chairperson and Secretary and three to five members that are elected at the Annual Meeting of the Conference to serve for three-year terms, not to exceed two successive terms. The Committee on Ministry shall be responsible for all the ecclesiastical matters pertaining to the authorized ministers of the Conference and those seeking authorization, and to the local churches in the Conference, and to those churches seeking standing.

- (a) The Committee on Ministry shall consist of two subcommittees:
 - (1) Committee A: Authorization and Standing.
 - (2) Committee D: Discernment and Preparation.

Each subcommittee shall have authority to make all decisions pertaining to its area of responsibility in accordance with the United Church of Christ Bylaws and the Manual on Ministry (MOM). The exception to this is when it is determined that the MOM is in conflict with the UCC Constitution and Bylaws or when the COM deems that the MOM recommendation is not in the best interest of the ministry of KO congregations. In these cases, notice of the intent of the COM to deviate from the MOM as the policy of the Conference shall be given to the BoD to assure that consistent application of a decision is applied throughout the Conference.

The two subcommittees will establish and maintain processes for communication and sharing of information with each other. Chairs of each subcommittee shall be elected at the Annual Meeting of the Conference.

- (b) The Conference Minister shall be an ex officio member without vote on each of the subcommittees.
- (c) Each Subcommittee shall meet as it determines necessary to fulfill its responsibilities, but no less than four times per year.
- (d) The entire Committee on Ministry shall develop a process and schedule for annual education and reflection on the matters pertaining to their shared responsibilities. This may include in-person or online training offered through the national setting or by other appropriate resources. Every effort should be made for each subcommittee to be well

informed and trained on the full range of the work of the Committee on Ministry as they may be called to function as one committee at any point in the process.

- (e) The Committee on Ministry shall assure that an accurate record is kept of all actions taken and report regularly to the BoD.
- (f) The Committee on Ministry shall keep an accurate list of all the authorized ministers and local churches that are members of the Conference. They shall properly report those records as required to the United Church of Christ.
- (g) The Committee on Ministry shall call for ecclesiastical councils as needed, following the process outlined in these Bylaws and in the Manual on Ministry.
- (h) An appeal to of the procedure of a Fitness Review must be made in writing within thirty days of the decision. Committee A shall receive the appeals from Committee D and Committee D shall receive appeals from Committee A. Appeals are limited to a review of the process used.

If the Committee hearing the appeal calls into question the procedures utilized by the Committee on Ministry that undertook the Fitness Review and reasonably believes that another outcome is possible, the Appeals Committee may ask for another Fitness Review of the same case. There is no further appeal following a second Fitness Review

ARTICLE VII. CONFLICT OF INTEREST

No person shall be ineligible to serve the Conference as a member of the BoD, Committee of the Conference, or as an officer, agent or in some other representative capacity on behalf of the Conference solely by reason of also serving in a representative capacity with some organization or entity with which the Conference does business or has some other significant relationship.

Any contract or transaction engaged by the Conference shall be valid notwithstanding any such potential conflict of interest if (1) the material facts of the dual relationship are disclosed or known by the BoD or other body acting on behalf of the Conference and the action is authorized in good faith by a majority of the disinterested members of the Board or body even though less than a quorum; or (2) the material facts of the dual relationship are disclosed or known to the membership and are approved in good faith by them; or (3) the contract or transaction is fair as of the time authorized, approved or ratified by the BoD or other acting body thereof or by the membership.

ARTICLE VIII. INDEMNIFICATION

The Kansas-Oklahoma Conference of the United Church of Christ shall indemnify any BoD member, officer, employee or agent of the Kansas-Oklahoma Conference of the United Church of Christ who was or is threatened to be made a party in any legal proceedings whether civil, criminal, administrative or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, if such person or persons, as determined by the members of the BoD whose acts are not in question or by the legal opinion of independent legal counsel, acted in good faith and in the reasonable belief that the actions were in or not opposed to the best interests of the Kansas-Oklahoma Conference of the United Church of Christ.

ARTICLE IX. FISCAL YEAR

The Fiscal Year of the Conference shall be the calendar year.

ARTICLE X. CORPORATE SEAL


The Conference shall have a corporate seal bearing the words “Kansas-Oklahoma Conference of the United Church of Christ,” and such other words or emblems as may be determined by the BoD.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended by an affirmative vote of two-thirds of those present and voting at any Annual Meeting or special meeting, provided that notice of proposed amendments are transmitted to each officer, BoD member, church clerk or secretary, authorized minister, and Annual Meeting delegate at least four weeks in advance of such meeting.

Most Recently Revised September 29, 2023

These Bylaws are adopted by the Annual Meeting of the Kansas-Oklahoma Conference of the United Church of Christ on this 29 day of September 2023.



Caela Simmons Wood, President