



## **PROPOSED REVISIONS OF THE BYLAWS**

October 18-20, 2002

# **Constitution and Bylaws of the Connecticut Conference of the United Church of Christ (Congregational Christian Churches)**

### **Mission Statement**

(Adopted at the 131<sup>st</sup> Annual Meeting of the Connecticut Conference of the United Church of Christ)  
(October 16-18, 1998)

Created by God,  
Called by Jesus Christ,  
Guided by the Holy Spirit,  
We are the Connecticut Conference,  
the United Church of Christ in Connecticut.

We come together as Local Churches and Members to equip one another  
to proclaim the Gospel to the communities of Connecticut and to the world  
by teaching the Good News of Jesus Christ,  
doing the work of reconciliation and justice,  
and living faithfully in daily life. Amen.

# **CONSTITUTION**

## **ARTICLE I NAME**

The name of this Conference shall be the Connecticut Conference of the United Church of Christ (Congregational Christian Churches). Whenever the word Conference appears in this Constitution and Bylaws, it shall be held to refer to the Connecticut Conference of the United Church of Christ (Congregational Christian Churches).

## **ARTICLE II PURPOSE**

The purpose of the Conference is to serve the member churches and Associations so that together we may have a common witness to Jesus Christ and serve God's purposes in the world through enterprises and missions of faith and order, life and work, wherever the Holy Spirit may seem to direct.

## **ARTICLE III LOCAL CHURCHES AND ASSOCIATIONS**

The Connecticut Conference of the United Church of Christ (Congregational Christian Churches) is comprised of all the Local Churches with standing in an Association within the State of Connecticut and all clergy who have ministerial standing in the Associations of the Conference.

The number of Associations within the Conference area and their geographical boundaries shall be determined by the Associations themselves with the approval of the Conference. The Conference serves when necessary as advisor to Associations and arbitrator between Associations.

## **ARTICLE IV MEMBERSHIP**

The membership of the Connecticut Conference shall be composed of:

- A. Churches: member churches as represented by delegates, as listed in the official records of the Conference.
- B. Clergy: all ordained ministers in good and regular standing whose ministerial standing is held in the Associations.
- C. Others: as provided in the Bylaws.

Voting membership shall be as described in the Bylaws.

## **ARTICLE V BOARD OF DIRECTORS**

The general control and management of the affairs of the Conference shall be vested in the Board of Directors (elected by the Annual Meeting) which shall have all the power and authority to perform all acts necessary to promote the interests and the welfare of the Conference taking full consideration of the will of the Membership of the Conference as expressed at its Annual and Special Meetings.

The Board of Directors of the Conference shall also constitute the Corporators of the Missionary Society of Connecticut and the Trustees of the Fund for Ministers.

## **ARTICLE VI DISSOLUTION**

The Conference and its property shall be forever devoted to religious purposes. No officer, director, member or employee thereof shall receive any pecuniary profit from the organization, except reasonable compensation for services in effecting one or more of its purposes. In the event of the dissolution of the Conference, its property shall become vested in, and its functions as trustee, if any, administered by, such organization which is organized and operated exclusively for religious and charitable purposes as the Board of Directors of the Conference, acting with the approval of the Conference by a vote of two-thirds of the members present at any Annual or Special meeting, shall determine, or, in the absence of such a determination, as the Superior Court for Hartford County shall determine.

## **ARTICLE VII AMENDMENTS**

This Constitution may be amended by a vote of two-thirds of the voting members present at any Annual or Special Meeting, provided the proposed amendment(s) (1) has been presented in writing at a previous Annual or Special Meeting of the Conference or (2) *shall* be mailed postage prepaid to each member specified in Article I of the Bylaws not less than thirty (30) days and not more than fifty (50) days before such meeting at which it is to be acted upon.

# BYLAWS

## PREAMBLE

These Bylaws, consistent with the Constitutions of the United Church of Christ and the Connecticut Conference of the United Church of Christ (Congregational Christian Churches), further define and regulate the "Conference" and describe the free and covenantal relationships which the Local Churches, Authorized Ministers, Associations, and Conference have with each other, with the General Synod and the instrumentalities of the United Church of Christ, and with related organizations and entities.

## ARTICLE I COMPOSITION OF MEMBERSHIP AT ANNUAL AND SPECIAL MEETINGS

The voting membership at each Annual or Special Meeting shall consist of:

- A. Delegates from Local Churches in Connecticut which are in regular standing with their Association in the Conference, with each church entitled to two (2) delegates for the first four hundred (400) members, and an additional delegate for each additional four hundred (400) members or major fraction thereof;
- B. All officers of the Conference, elected members of the Board of Directors, members of the Committees of the Conference and members of the Committees of the Board of Directors named in the Bylaws, during their tenure in office;
- C. All moderators of Associations of the Conference;
- D. All former moderators of the Annual Meetings of the Connecticut Conference;
- E. The Dean of Yale Divinity School and the President of Hartford Seminary if such persons are members of Local Churches of the United Church of Christ holding standing in an Association of the Conference;
- F. All Authorized Ministers in regular standing in Associations of this Conference;
- G. Members of each of the following Ministry Teams: Local Church Ministries, Wider Church Ministries and Justice & Witness Ministries.**
- H. One youth delegate, who shall be no more than 22 years of age, from each Local Church.**

## ARTICLE II OFFICERS OF THE CONFERENCE

The officers of the Conference shall be a Conference Minister, a Moderator, an Assistant Moderator, a Scribe, an Assistant Scribe, a Treasurer, a Registrar, a Chairperson of the Board of Directors, and such other officers as the Conference or the Board of Directors may determine would be helpful for the activities of the Conference. Each officer shall be a member of a Local Church affiliated with the Conference.

### A. ELECTION OF OFFICERS

1. The Conference Minister shall be elected by the Conference on nomination by the Board of Directors. The Conference Minister shall be elected for an indeterminate period, which may be terminated by a two-thirds (2/3) vote by the Board of Directors or by written notice from the Conference Minister to the Chairperson of the Board of Directors. At least three (3) months notice shall be given in either case unless a shorter time is

mutually agreeable. The process for selection of a nominee when a vacancy occurs shall be determined by the Board of Directors.

2. The Moderator, Assistant Moderator, Treasurer, Scribe, and Assistant Scribe shall be elected by the Conference and shall serve during the year beginning at the end of the meeting at which they are elected and until their successors are duly elected and qualified. All the above, except the Treasurer, shall be ineligible to succeed themselves. The Treasurer may serve for a maximum of six (6) consecutive years.

3. The Chairperson of the Board of Directors shall be elected by the Conference from the membership of the Board of Directors for a full two year term and shall be ineligible to succeed him/herself. The Chairperson shall serve beginning at the end of the meeting at which he/she is elected and until a successor is duly elected and qualified.

4. All other officers of the Conference shall be elected by the Board of Directors for an indefinite period subject to the will of the Board of Directors, except that in the case of full-time, salaried personnel, the provisions of the policies of the Board of Directors related to employment shall be followed as to dismissal or resignation

5. The Board of Directors shall fill vacancies in Conference officer positions. If a vacancy occurs in the office of the Conference Minister or if the Board of Directors determines that the Conference Minister is unable to serve because of disability or absence, the Board may appoint an Interim Conference Minister who shall serve until the Board of Directors determines that the Conference Minister has recovered or until a successor is duly elected.

#### B. DUTIES AND POWERS OF THE OFFICERS OF THE CONFERENCE

1. The Moderator shall preside at Special Meetings and at the Annual Meeting of the Conference. The Assistant Moderator shall aid the Moderator in the performance of his or her duties as she or he may direct and preside over the meetings of the Conference as the Moderator may suggest.

2. The Scribe shall oversee the taking of the minutes of the meetings of the Conference.

3. The Conference Minister shall be minister and chief executive of the Conference and shall:

- provide pastoral leadership for the Conference;
- have the responsibility for staffing and organizational patterns to implement the programs of the Board of Directors and the Conference;
- represent the Conference before the churches, in denominational and interfaith gatherings, and in society at large (or through his/her representatives);
- be a member with voice but without vote of the Board of Directors and all committees of the Conference and Board of Directors;
- and see that the policies of the Conference and the Board of Directors are efficiently carried out.

These responsibilities may be delegated to and shared among the other officers of the Conference and/or executive staff. The Conference Minister shall also serve as President of the Missionary Society of Connecticut and President of the Trustees of the Fund for Ministers

4. The Treasurer shall be responsible for the oversight of financial policies and affairs of the Conference, Missionary Society of Connecticut, and the Trustees of the Fund for Ministers. The Treasurer shall:

- work closely with the Conference Minister or his/her designee and the Finance Board to develop and recommend policies and procedures to ensure the efficient and effective stewardship of Conference financial assets and obligations;
- receive and hold the property of the Conference subject to the direction of the Conference and the Board of Directors;
- develop an annual budget;
- monitor actual financial results;
- recommend actions to maintain income and expenses within budget;
- monitor compliance with Conference policies and procedures;
- exhibit the books at other times when requested to do so by any regular member of the Conference and contributor to its funds;
- and carry out internal audit procedures.

The Treasurer shall interpret periodic financial reports to the Finance Board and the Board of Directors, and communicate financial information to the Conference membership through the Annual Meeting. The Treasurer serves as a member of the Finance Board and an officer of the Conference, the Missionary Society of Connecticut, and the Trustees of the Fund for Ministers.

5. The Chairperson of the Board of Directors shall be responsible for the effective functioning of the Board of Directors, shall preside at meetings of the Board of Directors and shall be a member ex officio of all committees of the Board of Directors.

6. The Registrar shall, under the direction of the Conference Minister, make a record of all the meetings of the Board of Directors and the Executive Committee. The Registrar shall have the custody of all books, records, and papers of the Conference except those in the custody of the Treasurer or some other person authorized to have custody and possession thereof by a resolution of the Conference. The Registrar shall have the responsibility for the publication of the Conference Yearbook, which shall include lists of all clergy and churches affiliated with the Conference and their addresses and names, and the addresses of all officers, members of the Board of Directors, and such other information as the Board of Directors may determine.

7. Officers and staff responsible for financial affairs of the Conference must be eligible for and covered by a bond for the performance of their duties, with the Board of Directors bearing the expense for such bond. Officers handling financial affairs shall provide for such auditing as the Board of Directors deems necessary.

### **ARTICLE III BOARD OF DIRECTORS**

#### **A. COMPOSITION OF THE BOARD**

The voting members of the Board of Directors shall consist of eighteen (18) directors elected by the Annual Meeting of the Conference, including the Chairperson of the Board. Nominations for all elected directors shall reflect a commitment to diversity of race, ethnicity, gender, sexual orientation, physical abilities, age, expertise, and status as an ordained or lay person.

Each Director shall be a member of a Local Church affiliated with the Conference.

In the event of any vacancy on the Board of Directors, the Board may fill the vacancy for the interim period until the next Annual Meeting of the Conference, at which time a Director shall be elected for the balance of the unexpired term.

The membership of the Board of Directors shall be composed of the following:

Voting members:

1. Nine (9) members, three (3) from each region, nominated from among those names forwarded to the Conference Nominating Committee. The Associations of a Region shall provide at least three (3) names for consideration in order to create a pool of candidates from which the Conference Nominating Committee shall select candidates for any single vacancy. Each member is to be elected as provided for in these Bylaws for a three (3) year term. No person shall serve more than two such terms consecutively. Within each Region's delegation, one member's term shall expire each year. The Conference Nominating Committee will ensure that the various Associations of that Region are included in membership on the Board of Directors by rotation among the Associations.

2. Seven (7) members-at-large to be elected for three-year staggered terms. Each class shall have at least two (2) and no more than three (3) members. No person shall serve more than two such terms consecutively.

3. Two (2) members who are Directors Ex Officio, with voice and vote at the meetings of the Board of Directors: The Moderator and the Treasurer of the Conference.

Non-voting members:

Directors Ex Officio, with voice but no vote at the meetings of the Board: Conference Minister, the Assistant Moderator of the Conference, the Registrar, and any other such officer as may be chosen by the Annual Meeting.

#### B. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall hold at least five regular meetings during the year. Additional meetings may be called by the Conference Minister or by the Chairperson of the Board, or upon the request of six (6) of the directors. A quorum shall consist of eleven (11) elected directors. The act of a majority of the Directors present at a meeting shall be the act of the Board.

The first meeting shall be held as promptly as possible after the close of the Annual Meeting. The Chairperson, elected by the Annual Meeting as an officer of the Conference, shall preside at meetings of the Board of Directors and of the Executive Committee. The Vice Chairperson shall be elected by the Board from among its members. The Regional Ministers and the Associate Conference Ministers shall be invited to attend meetings of the Board when appropriate.

#### C. COMMITTEES OF THE BOARD OF DIRECTORS

1. Executive Committee: The Board of Directors shall elect from among its members an Executive Committee consisting of the Chairperson, Vice-Chairperson, the Moderator, and no fewer than four (4) others. Said Executive Committee shall possess and exercise such powers and functions of the Board of Directors as the Board shall, from time to time, delegate to it

2. Finance Committee: The Board of Directors shall elect a Finance Committee comprised of a Chairperson, the Treasurer, the chairpersons of the Property, Budget, Investment, and Audit Sub-Committees and one (1) at large member from each Region to be named by the Board of Directors. The Property, Budget, Investment and Audit Sub-Committees shall be named by the Board of Directors. Neither members of those sub-committees nor at large members of the Finance Committee are required to be members of the Board of Directors. A member of the Board of Directors shall serve as chairperson of the Finance Committee.

It shall be the duty of the Finance Committee to supervise the management of properties, funds and investments of the Conference and to make related policy recommendations to the Board of Directors. A full record of the actions of the Finance Committee, since the prior meeting, shall be presented at each meeting of the Board of Directors.

3. Ministerial Aid Committee: The Board of Directors shall elect a Ministerial Aid Committee to administer, under policies approved by the Board, the grants program of the Trustees of the Fund for Ministers to assist ordained ministers and their dependents. The Committee shall include among its members the President and Treasurer of the Trustees of the Fund for Ministers, and at least one (1) member of the Board of Directors. In addition to reporting periodically to the Board, the Committee shall maintain a liaison with the Conference Committee on Ministry.

4. Conference Committee on Ministry: The Board of Directors shall appoint a Conference Committee on Ministry to coordinate the particular concerns of the Authorized Ministers of the Conference; to establish criteria and to work with Associations to achieve relative uniformity of standards; to recommend Authorized Ministry compensation guidelines to the Board and to address whatever other Authorized Ministry issues the Board may delegate to this committee.

5. The Board of Directors may establish such other committees as may be considered necessary or desirable by the Conference or by the Board of Directors for matters which do not fall properly within the purview of any agency or instrumentality of the Conference. The terms of such committees shall be annual, except as otherwise determined by the Board of Directors. At the beginning of any given year, the Board is responsible for determining its own organization, based on an evaluation of committees and of the needs of the Conference or the Board.

#### D. OTHER

The Board of Directors shall set salaries and other personnel policies not specifically set out in these Bylaws or in the Employee Handbook.

The Board of Directors shall be responsible for compliance with these Bylaws.

***ARTICLE IV Suspended by the Annual Meeting 10/20-22/2000***

VOTED AT ANNUAL MEETING OCTOBER 20-22, 2000 AS FOLLOWS:

BE IT RESOLVED, that

1. ~~Article IV of the Bylaws of the Connecticut Conference of the United Church of Christ be suspended until the Annual Meeting of the Conference in 2002; provided, however, that during said period the Conference shall continue to be divided administratively into three regions and membership on ministry teams shall continue to reflect a commitment to diversity of race, ethnicity, gender, sexual orientation, physical abilities, age, expertise and status as an ordained or lay person.~~
2. ~~The Board of Directors be authorized to establish interim procedures and structures during this period to assure both conference-wide perspectives and regionally rooted input for development of programs and ministries.~~
3. ~~The Board of Directors shall appoint a Bylaws Committee to review the Bylaws, which committee shall report to the Board of Directors with respect to any changes to the Bylaws to be presented to the 2002 Annual Meeting and report back to the 2002 Annual Meeting with respect to any proposed action; provided, however, that if no further action is taken with respect to the Bylaws at the 2002 Annual Meeting, Article IV will be in effect as presently in the Bylaws.~~
4. ~~The Board of Directors be responsible for making such other adjustments to the Bylaws as are required to accommodate the suspension of Article IV of the Bylaws.~~

***Article IV***

***(TO BE VOTED AT THE ANNUAL MEETING OCTOBER 2002)***

***REGIONS AND PROGRAMS OF THE CONFERENCE***

*A. The Conference shall be divided administratively into a minimum of three Regions. The boundaries of the Regions shall be set to promote inclusiveness within each Region by considering elements such as the number of churches, Associations and church members; ethnic and economic diversity; and the presence of urban centers. Each Region shall have a Regional Council composed of two representatives from each Association in that Region. Each representative shall serve a two (2) year term, renewable one time. Other members of the Regional Council with voice shall be chosen by the voting members of the Council. Each Regional Minister shall be a member of the Regional Council with voice and without vote.*

*B. Each Regional Council shall create a pool of candidates from which the Conference Nominating Committee shall select nominees for membership on the Conference Board of Directors. Each Council shall also confer together and with Conference staff about the mission of the Conference and the churches in that Region, build collaboration and coordinate programs among the churches, and provide a link between the churches and the Conference. The Council shall nominate members for a search committee to be appointed by the Board of Directors when there is a vacancy in Conference staff serving in that region or for other committees for which its counsel may be sought. A Council Moderator and Scribe shall be chosen from among voting Council members. Each Regional Council shall meet at least quarterly. When there is a vacancy in Conference staff serving a*

**Region, the Board of Directors in composing a search committee shall ensure that members of the Region are represented.**

~~C. B. Regional Conference-wide Ministry Teams shall be formed by each Regional Council to provide leadership in mission engagement and program development and leadership training in their particular area of responsibility, to provide a resource for the sharing of information, to build collaboration and coordinate programs among Local Churches, and to provide a link between the Local Churches and the program and mission resource persons of the Conference. There shall be three (3) Regional Conference-wide Ministry Teams in each Region: Local Church Ministries, Wider Church Ministries, and Justice & Witness Ministries. In each Region, Ministry Teams will be composed of up to ten (10) twenty (20) members, of Local Churches within the Region, with at least one (1) person from each Association (15), plus five (5) additional members at large to ensure a commitment to diversity of race, ethnicity, gender, sexual orientation, physical abilities, age, expertise, and status as an ordained or lay person. Members of each the Ministry Team shall serve for a maximum of six (6) three (3) consecutive years. Membership of the Ministry Teams shall be established by each Regional Council and shall reflect a commitment to diversity of race, ethnicity, gender, sexual orientation, physical abilities, age, expertise, and status as an ordained or lay person. The Ministry Teams shall meet at least five (5) times during the year. The Nominating Committee of the Conference will recommend the Chairs of the Ministry Teams from the membership on those teams. The Ministry Teams will provide reports to the Board of Directors twice yearly, and will carry out their work in fulfillment of policy as voted by the Conference Annual Meeting or the Board of Directors:~~

1. ~~Each~~ **The Local Church Ministries Team** will focus its leadership in such areas as Christian Education, youth ministries, ~~stewardship~~, worship, evangelism and any other aspect of Local Church life which may be enhanced by its leadership, taking care to confer and coordinate with other ministry teams within the Region and in other Regions and Conference committees with which it may share interests.

2. ~~Each~~ **The Wider Church Ministries Team** will focus its leadership in such areas as global education, ~~stewardship~~, mission interpretation, global partnerships, ecumenical cooperation, mission trips and experiences, and any other aspect of wider church ministries which may enhance the vision and experience of Local Churches in their mission engagement, taking care to confer and coordinate with other ministry teams ~~within the Region and in other Regions~~ and Conference committees with which it may share interests.

3 ~~Each~~ **The Justice & Witness Ministries Team** will focus its leadership in such areas as theological reflection and action for social justice, education about social concerns and issues, urban ministries, developing leadership for local congregations to engage in prophetic ministry, and any other aspect of justice and witness which may enhance the life and witness of Local Churches and Associations, taking care to confer and coordinate with other ministry teams within the Region and in other Regions and Conference committees with which it may share interests.

## ARTICLE V COMMITTEES OF THE CONFERENCE

There will be a Conference Nominating Committee whose chairperson shall be elected by the Conference. It shall be this committee's responsibility to nominate candidates for election by the Conference to all positions for which the Conference elects except as otherwise provided in these Bylaws.

The membership of the Conference Nominating Committee shall be composed of nine (9) persons, elected for three (3) year terms, of whom three (3) shall be ordained ministers, three (3) laymen, and three (3) laywomen, with one term in each of these three categories expiring at the Annual Meeting.

Each class of the Conference Nominating Committee shall be chosen as follows:

- (1) ~~Annually, each Regional Council shall submit at least three (3) names to the Board of Directors.~~
- (2) ~~The Nominating Committee of the Board of Directors shall choose a slate of candidates from among those names submitted to it.~~ **for the Conference Nominating Committee;**
- (3) ~~The slate of candidates shall be presented to the Annual Meeting of the Conference for election.~~

Each Region of the Conference shall be included in each annual class of members. Conference Nominating Committee members will be ineligible for reelection after serving a full term. All nominations of the Committee are to reflect commitment to diversity of race, ethnicity, gender, sexual orientation, physical abilities, age, expertise, and status as lay or ordained.

The Moderator may appoint any other committees he or she deems necessary to assist in the conduct of the Conference business. The Conference may establish and discharge such committees as it deems necessary to assist it in the conduct of its mission. All members of Conference committees shall be members of one of the Local Churches affiliated with the Conference.

## **ARTICLE VI RELATED ORGANIZATIONS AND ENTITIES**

Relationships with organizations outside the Conference and/or outside the United Church of Christ with which official relationships are to be maintained shall be established or maintained by vote of the Conference or by vote of the Board of Directors. Each such official relationship shall terminate automatically at the end of any year in which there was not positive recognition of the relationship by vote of the Conference or the Board of Directors. The New Samaritan Corporation, which was established by action of the Conference, has a special relationship to the Conference and is exempt from such termination provision.

Whenever the Conference or the Board of Directors has voted to maintain an official relationship with any organization outside the Conference and/or outside the United Church of Christ, the Board of Directors shall specify the entity within the Conference which shall have primary responsibility for maintaining such official relationships.

## **ARTICLE VII MEETINGS OF THE CONFERENCE**

Annual and Special Meetings of the Conference shall be held at such times and places as the Board of Directors shall determine. Special meetings of the Conference may be called by the Board of Directors or by petition from delegates of twenty (20) Local Churches or upon the written request of two (2) Associations. Forty (40) members shall constitute a quorum. If a quorum is present, the members present may adjourn from day to day as they see fit and no notice of such adjournment need be given.

Notice in writing of the place, day and hour of any meeting shall be mailed postage prepaid not less than thirty (30) days and not more than fifty (50) days before such meeting to each member specified in Article I of these Bylaws.

Notice to Authorized Ministers who are pastors of Local Churches **shall be sent to the Local Church.** ~~and Notice to lay delegates of such Local Churches, shall be addressed to and mailed to each such~~ **either the Local Church or home address of the delegate in question.** Notice to Authorized Ministers who are not pastors of such a Local Church shall be mailed to their last-known address as shown on the records of the Conference. The notice of a Special Meeting shall state the specific purposes for which such meeting is called, and only matters relating to the purposes stated in such notice may be acted upon at such a Special Meeting.

Any matter relating to the affairs of the Conference may be acted upon at any Annual Meeting, provided that the following matters shall be acted upon only when stated in the notice of such meeting: adoption, amendment, or repeal of these Bylaws, amendment of the Constitution of the Conference, and adoption of a plan of merger, consolidation, or dissolution of the Conference. Attendance at any meeting shall constitute a waiver of notice, as shall written waiver executed and filed with the Registrar of the Conference either before or after the meeting.

At any meeting of members an affirmative vote of a majority of those present and voting shall be required for approval of any matter except as otherwise provided in these Bylaws, the Constitution of the Conference, or the laws of the State of Connecticut.

All meetings of the Conference shall, unless otherwise provided for in the Constitution of the Conference or these Bylaws, be governed by Roberts Rules of Order, as revised from time to time.

## **ARTICLE VIII AMENDMENTS**

These Bylaws may be amended by a vote of two-thirds (2/3) of the voting members present at any Annual Meeting or Special Meeting, provided the proposed amendment (1) shall have been presented in writing at a previous Annual or Special Meeting of the Conference or (2) shall have been mailed with the notice of such meeting.

As voted by the Annual Meeting October 14-16, 1988.

As amended by the Annual Meeting October 20-21, 1989.

As amended by the Annual Meeting, October 17-19, 1997.

As amended by the Annual Meeting, October 16-18, 1998.

As amended by the Annual Meeting, October 20-22, 2000.