

Bylaws of the Massachusetts Conference, United Church of Christ

As amended by the Annual Meeting of the Conference, June 16, 2018

Article I: PURPOSE AND DEFINITIONS

1. The purpose of the Massachusetts Conference of the United Church of Christ as stated in its charter (1799) is "diffusing the knowledge of the Gospel of Jesus Christ ... and in concert with other ecclesiastical bodies for the general increase of Christian union and spiritual efficiency and the advancement of Christ's Kingdom on earth."
2. The local church is the basic unit of the life and organization of the United Church of Christ. It is autonomous and has the power of self-determination in all matters.
3. An Association is composed of all local churches in a geographical section of the Conference, of all ordained ministers holding standing therein, of all commissioned ministers of that Association, and of those licensed ministers who have been granted voting membership in that Association. An Association may include Congregational Christian churches which are not part of the United Church of Christ, yet are in voluntary fellowship with and are recognized by the Association.
4. The name of this corporation is the Massachusetts Conference of the United Church of Christ, herein referred to as the "Conference." The Conference is that body of the United Church of Christ which is composed of all local churches in a geographical area, all ordained ministers holding standing in its Associations, all commissioned ministers in its Associations, and those licensed ministers who have been granted voting membership in its Associations. It joins with other Conferences and agencies of the United Church of Christ for the advancement of God's work in this world.
5. An Area is established by the Board of Directors and is composed of an Association or Associations informally grouped together for the convenience of the Conference.

Article II: DENOMINATIONAL BASIS

Following Congregational principles, this Conference shall under no circumstances exercise authority over churches or individuals or interfere with the government or discipline of the churches. It shall advise and counsel the churches when requested but it is recognized that each church has the power of self-determination in all matters.

Article III: DOCTRINAL BASIS

This Conference declares its steadfast allegiance to the faith which our forebears confessed, which, from age to age, has found its expression in the historic creeds of the Church Universal and of this Communion.

Article IV: CONFERENCE MEETINGS

1. Conference Meeting Membership
 - A. When this Conference meets, its voting membership shall consist of the following:
 - o delegates from each local church, for a term of one year. The number of delegates from each church is determined by the number of its members as of the preceding December 31. Churches with a membership of 300 or less shall have two delegates; 301- to 600-member churches shall have three delegates; 601- to 900-member churches shall have four delegates; 901- to 1200-member churches shall have five delegates; 1201- to 1500-member churches shall have six delegates; 1501- to 1800-member churches shall have seven delegates;
 - o officers of the Conference;
 - o members of the Board of Directors;
 - o members of Conference Committees and Commissions mentioned in the bylaws;
 - o persons who are ordained and hold standing in an Association of this Conference;
 - o persons who are commissioned and licensed ministers who have been granted voting membership in an Association of this Conference.
 - B. Associate members with the privilege of speaking but without vote shall consist of the following:
 - o the Moderator of each Association;
 - o Associate Conference Ministers;

- presidents of mission and aid societies related to the Conference.

C. Honorary members with the privilege of speaking but without vote shall consist of the following:

- delegates from corresponding bodies;
- persons appointed to speak before the Conference;
- persons made honorary members by vote of the Conference.

2. Annual Meeting

The Annual Meeting of the Conference shall be held at such time during each year as the Board of Directors shall decide. To the extent that the business of the Annual Meeting is not accomplished within the order of time and events as set forth in the Agenda of the Annual Meeting or the Agenda of any Extended Annual Meeting, the Board of Directors may decide to adjourn the Annual Meeting or any Extended Annual Meeting to reconvene at a later time, place and date within such year as an Extended Annual Meeting to consider the remaining business of the adjourned Annual Meeting or the remaining business of any adjourned Extended Annual Meeting and any other business of the Conference properly before the meeting. Any such Extended Annual Meeting shall be conducted under the same Standing Rules as the Annual Meeting, and any such Extended Annual Meeting shall comply with such notice provisions as apply to the Annual Meeting. The business to be conducted at the Annual Meeting shall include the election of officers, other members of the Board of Directors and Committees, Commission members and Delegates and Alternates to the General Synod; the presentation of reports; the determination of the annual rate of Fellowship Dues and the proportion to be retained from Our Church's Wider Mission giving of the churches; the adoption of a budget for the next fiscal year; and the transaction of any other business that may properly come before the meeting. Notice of the time, place, and general business of the meeting, including the budget and Treasurer's report, shall be mailed not later than one month prior to the meeting to each church, in sufficient quantity for its voting members, and also mailed to all other members of the Conference.

3. Special Meetings

Special meetings of the Conference may be called by the Board of Directors. Special meetings of the Conference shall be called by the Board upon written request, specifying the purpose of the meeting, from no fewer than one-hundred (100) persons who are voting members of the Conference, as defined, and who shall represent at least fifty (50) churches from the five Areas of the Conference. The meeting so requested shall be held within two months of the receipt of the completed petition unless an already scheduled meeting will be held within four months. No action shall be taken at any special meeting on business not specified in the notice for such meeting. Written notice of the time, place, and purpose of the meeting shall be mailed at least three weeks before the meeting to each church, in sufficient quantity for its voting members, and also mailed to all other voting members.

4. Quorum

The quorum shall consist of two-hundred (200) members, providing that each Association is represented by at least two churches.

5. Voting Procedures

Each Conference member present in person shall be entitled to one vote. Uncontested elections may be by voice vote or other means; contested elections shall be by ballot; a plurality of votes shall elect.

6. Annual Meeting Committees

A. The Volunteer Development Committee

1. Composition -- There shall be a volunteer development committee of the Conference consisting of ten (10) members. The membership of the committee shall be representative of the Conference with at least one member from each Area.
2. Method of Election; Term; Vacancies -- The Board of Directors shall present to the Conference at its Annual Meeting nominations for membership to the Volunteer Development Committee. Members of the Volunteer Development Committee shall serve three-year terms, with three or four members elected by the Conference at each Annual Meeting. Past members of the Volunteer Development Committee shall not be eligible for re-election to the Volunteer Development Committee for a period of one year following their completion of a term. Vacancies in the Volunteer Development Committee shall be filled by the Board of Directors until the next Annual Meeting of the Conference.

3. Selection and Term of Chair -- The chair shall be appointed by the Conference Minister from among the committee members for a term of one year.
4. Quorum -- a majority of the members of the committee must be present, either in person or via real-time voice teleconferencing , so that all persons participating in the meeting can hear each other at the same time, to constitute a quorum for the transaction of business.
5. Responsibilities -- The committee shall present to the Conference at its Annual Meeting a single slate of nominees for Moderator and Vice-Moderator, members-at-large of the Board of Directors, members of the Annual Meeting Planning Committee and Commissions and General Synod Delegates and Alternates, and shall include nominees to fill vacancies occurring in any of these positions. Nominees for positions on the Board of Directors, the Commissions, the Annual Meeting Planning Committee, and Delegates and Alternates to General Synod shall be from all Areas of the Conference. In developing the slate of nominees, the Volunteer Development Committee shall strive for a mix of lay and clergy nominees and for a diversity of nominees with regard to age, gender, race and ethnicity.

Nominations may be made from the floor at the Annual Meeting, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted to the Volunteer Development Committee at the meeting.

Associations are encouraged to make suggestions of nominees for all positions but most specifically for delegates and alternates for General Synod, who must meet the criteria in the Bylaws of the United Church of Christ.

B. The Annual Meeting Committee

1. Responsibilities

The Annual Meeting Committee shall plan and direct the worship, business and program of the Annual Meeting and any special meetings of the Conference.

2. Composition

The Annual Meeting Committee shall consist of:

- a) the Moderator of the Conference, who shall serve as Chair of the Committee,
- b) the Vice Moderator and the Secretary of the Conference,
- c) additional Board members appointed by the Chair of the Board,
- d) nine elected members, three of whom shall be elected each year for a term of three years.

3. Annual Meeting Subcommittees

The Annual Meeting Committee shall be organized with such sub-committees as it deems appropriate to accomplish the following::

- a) Focused responsibility for worship and hospitality for the Annual Meeting and any special Conference meetings.
- b) Focused responsibility for preparing the agenda for business sessions, recommending changes during meetings, and in general expediting the business of Conference meetings and special Conference meetings.

Annual Meeting Committee members shall be assigned to subcommittees by the Moderator in consultation with the Vice-moderator.

C. The Credentials Committee

At least one week before the opening of a Conference meeting, the Secretary shall appoint members of the Credentials Committee. The Secretary shall serve as chair. The committee shall be responsible for the resolution of issues relating to the eligibility of members of the Conference meetings. Decisions of this committee shall be final and binding for the meeting for which it was formed.

Article V: OFFICERS

1. Number and Title

The officers of the Conference shall be the Conference Minister, President, Secretary, Treasurer, Moderator, Vice-Moderator, and such other officers as the Conference may elect.

2. Election, Terms, Vacancies

The officers shall be elected by members of the Conference for a term of one year or until their successors are elected. A vacancy among the officers, other than that of Conference Minister, shall be filled by the Board of Directors until the next Annual Meeting or until a successor is elected. No officer, with the exception of the Conference Minister, shall serve more than six terms.

In the case of a vacancy in the office of Conference Minister, the Board of Directors shall appoint a search committee to nominate a candidate for election at the Annual Meeting. The Board shall appoint an interim Conference Minister to serve until a candidate is elected by the Conference. While the interim Conference Minister is being selected, the Board will make arrangements for carrying out the duties of this office.

3. Removal

An elected officer may be removed by an affirmative vote of two-thirds of the total membership of the Board of Directors.

4. Duties

The duties of the officers shall be as follows:

A. The Conference Minister and the President shall share the duties and responsibilities of the chief corporate and executive officer of the Conference, as from time to time delegated by the Board of Directors, and shall, subject to the direction of the Conference and the Board of Directors, have general charge of its mission and activities as delegated to each of them. Each of the Conference Minister and the President shall be ex-officio members of the Annual Meeting Planning, Business, and Credentials Committees of the Conference. The Conference Minister shall be the representative of the Conference among all the churches and in denominational and ecumenical bodies. The Conference Minister shall direct the staff and employ and release all non-appointed employees in accordance with procedures adopted by the Board of Directors.

B. The Secretary shall be chair of the Credentials Committee and shall carry other duties as are usual to this office and shall exercise such other powers and perform such other duties as may be assigned by the President or the Board of Directors.

C. The Treasurer shall be responsible for seeing that all monies of the Conference are received, held in custody and disbursed as authorized; that accurate accounts of monies received and paid out are kept; and that financial statements and reports are prepared and issued. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer and shall exercise such other powers and perform such other duties as may be assigned by the President or Board of Directors. Any Assistant shall perform such duties as may be assigned by the Treasurer or the President in the absence or incapacity of the Treasurer.

D. The Moderator or, in the absence of the Moderator, the Vice-Moderator, shall preside at all meetings of the Conference. In the absence of both a Moderator and a Vice-Moderator, a member of the Board of Directors shall call the meeting to order and conduct the election of a Moderator Pro Tempore.

Article VI: BOARD OF DIRECTORS

1. Responsibilities

The corporate business and affairs of the Conference shall be under the direction of the Board of Directors. Except as may be otherwise provided in these Bylaws or the Articles of Incorporation, the Board shall have and may exercise all the powers of the Conference between meetings of the Conference, and actions taken shall be reported to the next Annual Meeting.

Relying on the help of God, the Board of Directors:

- A. shall have general responsibility for the development and implementation of the Conference's policy, program, and budget;
- B. shall appoint Associate Conference Ministers and approve the outline of their duties;
- C. shall nominate the Conference Minister, President, Secretary, and Treasurer;
- D. shall nominate members of the Conference Nominating Committee;
- E. shall fill vacancies in any office or committee of the Conference including vacancies in the membership of the Board until the next Annual Meeting of the Conference or until successors are elected;
- F. may remove any director or officer of the Conference by a two-thirds affirmative vote of its total membership;
- G. may remove any Associate Conference Minister upon the recommendation of the Conference Minister.

2. Composition

The Board of Directors shall consist of the officers of the Conference and sixteen (16) members-at-large, with the Conference Minister serving with voice but without vote. Members-at-large shall be nominated based on relevant expertise as delineated in the current volunteer job description for members of the Board of Directors. Members-at-large shall be nominated so that no Area shall have fewer than three directors. To the extent possible, members-at-large shall be nominated so that each Association is represented by at least one director.

3. Election, Term and Vacancies

The members-at-large shall be elected by the Conference for a term of four years, and shall serve for no more than one term without a lapse of one year. The term of office of approximately one-fourth of the members-at-large shall expire at each annual meeting of the Conference. Regardless of the number of consecutive years any person shall have served as a member-at-large, such person shall be eligible to be a member of the Board when serving as an officer. The Board elects its own chair and vice-chair.

4. Meetings

Regular meetings of the Board shall be held at times and places as may be determined by the Board, except that the Board shall meet no fewer than five times each year. Notice of time, place and purposes of the meeting shall be given by mail, electronic messaging, or telephone to each Board member not fewer than five days before the meeting.

Special meetings of the Board may be called by the chair. Special meetings of the Board must be called by the chair upon written request of a majority of the Board members. If the chair fails to call such a specially requested meeting, the secretary shall call the same. The purpose of such meetings shall be stated with the request, and no other business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be given by mail, electronic messaging, or telephone to each Board member not fewer than three days before the meeting.

If proper notice is not given as provided above, the notice requirements are satisfied if a written waiver of notice executed by the Board member before or after the meeting is filed with the records of the meeting. Any Board member who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her, shall be deemed to have received proper notice.

5. Quorum

A majority of the members of the Board shall be present, either in person or via real-time voice teleconferencing, so that all persons participating in the meeting can hear each other at the same time, to constitute a quorum.

6. Board Committees

A. Establishment

The Board of Directors may establish such long-term and short-term committees as it deems necessary.

B. Appointment and Terms of Chairs

The chair of Board Committees shall be appointed by the chair of the Board for a specified period of time or until the work of the committee has been completed.

C. Appointment and Term of Members

Committee members shall be appointed by the chair of the Board after consultation with the chair of the respective committee and subject to the approval of the Board of Directors, for a term of one year.

Article VII: TERMS OF OFFICE AND ELIGIBILITY

All terms shall begin at the close of the Annual Meeting. A full term on the Board of Directors shall be three or more years of service; and a full term on all other committees and commissions shall be two or more years of service for the purpose of determining eligibility to serve additional terms.

All officers and members of the Board of Directors, Conference Committees, and Commissions may serve only while a member of a church that has standing in an Association of the Conference.

Any person elected to the Board of Directors or to any Committee or Commissions of the Conference who shall fail to attend three consecutive regular meetings without an explanation of absence shall be considered to have resigned. Whoever is nominated to the Board of Directors or to any Committee or Commission of the Conference on the basis of church membership in one of the five Areas of the state shall be considered to have resigned if, during the term of office, the person transfers his or her church membership out of that Area.

Article VIII: FINANCE

1. Budget

At each Annual Meeting, the Conference shall adopt a budget of estimated income and expenditures for the next fiscal year.

Changes to the proposed budget will be considered at an Annual Meeting only if a written proposal outlining the desired changes to the proposed budget and signed by at least five members of the Annual Meeting has been filed with the Treasurer at least two weeks prior to the date of the Annual Meeting. However, changes to the proposed budget may be considered at the Annual Meeting if two-thirds of the delegates present vote to consider such proposal.

2. Retention Rate and Fellowship Dues

The rate of Fellowship Dues and the portion to be retained from Our Church's Wider Mission for the next fiscal year shall be established by vote of the Annual Meeting approving the Conference's budget. The amount of the Fellowship Dues and the retention rate so established shall be for an entire year and shall not be changed until the next Annual Meeting of the Conference.

3. Fiscal Year

The calendar year shall be the fiscal year of the Conference.

4. Financial Report

A summary report of the financial operations of the Conference shall be printed in the Annual Report.

5. Corporate Assets

The Board of Directors shall manage all of the business affairs of the Conference. However, corporate assets, whether restricted monies or title to real property and whether one transaction or a series of related transactions, involving more than an aggregate of \$250,000 shall be disbursed or conveyed only by a vote of the Conference. This limitation shall not conflict with or limit the provisions of gifts, bequests, or other donations to the Conference. However, the Board of Directors may create and manage special funds to receive gifts for special purposes of the Conference.

6. Audits

A certified public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the Board of Directors.

7. Indemnification

No officer, director, or staff member of the Conference shall be personally liable to the Conference or its members for monetary damages for breach of fiduciary duty as an officer, director, or staff member, provided, however, that this provision shall in no way be construed to eliminate or limit the liability of an officer, director, or staff member (A) for any breach of his or her duty of loyalty to the Conference or its members, (B) for acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, or (C) for any transaction from which the officer, director, or staff person derived an improper personal benefit.

8. Dissolution

In the event of the dissolution or final liquidation of the Conference, after all liabilities and obligations of the Conference have been paid, satisfied or discharged, or adequate provisions have been made therefore, all remaining property and assets of the Conference shall be distributed to such organization or organizations affiliated with the United Church of Christ as may be designated by the Executive Council of the United Church of Christ.

Article IX: BOARD OF MINISTERIAL AID

The Board of Ministerial Aid shall be the agent of the Conference in the work of aiding needy ministers and their families and shall make an annual report to the Conference. On notice of a vacancy in the membership of the Board of Ministerial Aid, the Board of Directors shall nominate a person to fill the vacancy.

Article X: WOMEN'S HOME MISSIONARY UNION

The Massachusetts Women's Home Missionary Union shall be an auxiliary organization of the Conference in the work of promoting the spiritual and temporal welfare of those in need, especially women and children, and shall make an annual report to the Conference. The Union shall organize itself and set its own rules, provided they are not in conflict with these Bylaws.

Article XI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the Conference, the Board of Directors and committees, subject to the laws of the Commonwealth, the articles of incorporation and these Bylaws.

Article XII: AMENDMENTS

These Bylaws may be amended by a vote of two-thirds of the members of the Conference present and voting at any meeting of the Conference provided that the proposed amendment shall have been included in the notice of the meeting, and provided the proposed amendment shall have been recommended by the Board of Directors or proposed at a previous Conference meeting.