

NORTHERN CALIFORNIA NEVADA CONFERENCE
UNITED CHURCH OF CHRIST

BYLAWS

AS REVISE & ADOPTED MAY 18, 1996
[Article X., Section 5, revised May 18, 2001]

ARTICLE I. NAME AND AFFILIATIONS

Section 1. Name, Composition and Boundaries

A. The name of this organization shall be the Northern California Nevada Conference of the United Church of Christ, Incorporated, hereinafter referred to as the "Conference" or the "corporation."

B. Composition, Boundaries, and Principal Office

1. Composition: This Conference is composed of all local churches of the United Church of Christ within its boundaries, hereinafter referred to as "local churches" or "member churches." These churches are joined in associations according to geographical location.

2. Boundaries: Western Boundary: Pacific Ocean; Northern Boundary: Southern border of Oregon; Eastern Boundary: Beginning at the 117th meridian on the northern border of the State of Nevada and preceding south along the eastern boundaries of the following Nevada counties: Humboldt, Pershing, Churchill, Mineral, and Esmeralda, thence in a south-easterly direction along the California-Nevada state border to the south-east corner of Inyo County, California; Southern Boundary: From the south-east corner of Inyo County, California, along the southern boundaries of the following California counties: Inyo, Tulare, Kings, and Monterey, to the Pacific Ocean.

3. The principal office for the transaction of the business of the corporation will be located within the geographic boundaries of the Conference.

Section 2. Affiliations

A. This Conference is affiliated as a body of the United Church of Christ, hereinafter referred to as "UCC," and cooperates with the UCC according to the UCC Constitution and Bylaws.

B. This Conference shall affiliate ecumenically with other denominations from time to time in accomplishment of common purpose.

C. This Conference shall recognize and respect the autonomy and prerogatives of the local church as set forth in the Constitution of the UCC.

ARTICLE II. PURPOSE, AIMS, AND FUNCTIONS

Section 1. Purpose

The purpose of the Northern California Nevada Conference is to nurture, enhance, extend, and further the Christian ministry of the congregations and ministers related to the United Church of Christ in Northern California and Nevada, as stated in the Articles of Incorporation, and as described in these bylaws.

Section 2. Representative Nature of Conference Bodies

Inasmuch as our churches are made up of persons of various age, sex, racial, cultural, and ethnic groups, and of both laity and clergy, membership of the Board of Directors, hereinafter referred to as the "Board," commissions, committees, and staff shall be representative of this varied membership.

Section 3. Aims and Functions

- A. To focus the common work and witness of its local churches and associations in an ever changing world.
- B. To render counsel to associations, local churches and ministers in situations calling for help beyond their own resources.
- C. To assist local churches and ministers in the ministerial placement function, always maintaining an openness and honesty about strengths and weaknesses of ministerial candidates and of the local church.
- D. To maintain central offices, staff, and volunteer structures in the service of the local churches and their relationship with each other, associations, with the national UCC and its agencies, with seminaries, ecumenical bodies, and other agencies needful to the churches' growth and welfare.
- E. To provide opportunities and training for laity and clergy to develop leadership capabilities and to further deepen their understanding of, and response to, the Christian faith.
- F. To initiate responses where opportunities for outreach, global vision, and mission to others are available and to provide common channels for action.
- G. To provide the constituency of the Conference with a sense of the role of the church in the world.
- H. To maintain a system of representation from the local churches and associations to the Conference and the national church which promotes interaction in communication and decision making.
- I. To provide a caring community of faith and a fellowship of all the people in the local churches of the Conference where concerns can be shared and growth can be nurtured.

ARTICLE III. MEMBERSHIP

Section 1. Forms of membership

A. Member churches include any church within the geographical boundaries of the Conference which is affiliated with the UCC, according to the provisions of the UCC Constitution, Article IV.

B. Member ministers include any ordained minister who has ministerial standing in an association within the Conference, or within the Conference itself (See Article III, Sec. 3).

C. Member lay ministers include commissioned ministers, commissioned by an association within the Conference or by the Conference itself, and Licensed ministers who have been granted voting privileges by an association.

D. Member churches, member ordained ministers, and member lay ministers may hereinafter be called "members."

Section 2. In accordance with the constitution of the UCC, member churches in this Conference are expected to accept the following responsibilities:

A. Acknowledge the Conference as the instrumentality of all the member churches in their common life and service.

B. Send delegates to the Conference Annual Meeting(s) and any other meetings.

C. Accept the commitment to our Christian mission in the world through active participation in Conference, association and national programs and activities, through financial support of the Conference and national bodies, and through such use of available Conference and national staff personnel and facilities as will strengthen the life and work of the congregations.

D. Provide reports and information as needed by the Conference to perform its work.

Section 3. Authorization for Ministry

A. Authorization for ministry shall be conferred by the Conference in keeping with the provisions of the *Manual on Ministry* of the UCC most recently adopted by the Annual Meeting or the Board of Directors, and any supplements thereto adopted by the Annual Meeting or the Board of Directors.

ARTICLE IV. MEETINGS OF THE MEMBERSHIP

Section 1. Meetings and Notices (see also Article X, Sec. 6)

A. An Annual Meeting of the Conference membership shall be held in the spring or early summer of each year at a time and place designated by the Board. Notice of Annual Meetings shall be mailed to all members (as defined in Article III, Sec. 1) at least

60 days before such meetings. (Business to be transacted at the Annual Meeting is described in Article IV, Sec. 4.)

B. A Fall Meeting shall be held annually, except as otherwise determined by the Annual Meeting or the Board. Its location shall be rotated throughout the Conference as determined by the Board. Notice of such a meeting shall be mailed to all members at least forty-five (45) days before such meeting. (Business to be transacted at a fall meeting is described in Article IV, Sec. 4.)

C. Special Meetings

1. Special meeting of the Conference may be called by either:

The Conference Moderator (see Article V);
The Conference Minister (see Article VII);
The President of the Board (see Article VI);
The Board (see Article VI);
The Executive Committee (see Article VI);
Two associations of this Conference; or
Any combination of forty (40) members of this Conference (see Article III).

2. Request for call of a special meeting shall be presented in writing to the president of the Board and the Conference Minister, who is secretary of the corporation (see Article VI) in person or by certified mail, at least sixty (60) days before the suggested time for such a meeting. (The scope of business to be transacted at a special meeting is described in Art. IV, Sec. 4.)

3. It shall be the responsibility of the secretary of the corporation to send notification of such special meeting to all members within ten (10) days of receipt of such request, and to call the meeting for a date not less than twenty (20) days nor more than sixty (60) days after such receipt.

4. If such notice is not given within ten (10) days after the date of the receipt of such request, the person or persons requesting that a special meeting be called may fix the time of the meeting and give the notice in the manner provided in these bylaws.

D. Adjourned Meetings

The adjourned portion of a meeting (a later sitting, continuing the same meeting) shall require notice to all members if such adjourned portion is ten (10) or more days after the adjournment of the original meeting.

Section 2. Voting Body

A. The voting body of any membership meeting shall be lay delegates representing member churches and member ministers, all of whom shall be active members of local churches of the Conference (as defined by each local church for itself).

Hereinafter members of the voting body may be called "voters" or "delegates."

B. Each delegate shall have only one vote, and only delegates present at the time the vote is taken may vote.

C. Selection of lay delegates representing local churches

1. Each local church is entitled to lay delegates, the number of whom is determined by the number of active members for whom that church has acknowledged responsibility for fellowship dues (see Article X, Sec. 4) as of January 1 previous to the meeting.

2. Each member church shall be entitled to two (2) lay delegates for the first two hundred (200) active church members or fraction thereof. Additionally, each member church shall be entitled to one (1) other lay delegate for each one hundred (100) active members or major fraction thereof, above the original two hundred (200), except that no church shall be entitled to more than five (5) lay delegates.

3. The manner of selection of lay delegates representing local churches shall be determined by each local church for itself.

Section 3. Quorum

The quorum for any meeting of the members shall be sixty percent (60%) of the voters registered for the meeting, provided that among those present:

1. at least thirty percent (30%) of the member churches are represented by at least one (1) lay delegate each; and that

2. at least fifty percent (50%) of the voters present are lay delegates (that is, a quorum shall consist of not more than fifty percent [50%] member ministers).

Section 4. Business

A. Business which shall be conducted at each Annual Meeting shall include:

1. Nominations at the Annual Meeting

a. A report from the nominating commission (see Article VIII, Sec. 4) shall be given to the delegates at a meeting where a quorum is present at least twelve (12) hours before the scheduled election.

b. At the time of the report, as well as immediately prior to the election, nominations from the floor are in order, provided that the secretary is given the following, in writing, before the nomination is made: consent of the nominee, the following information about the nominee: name,

address, phone, local church affiliation, previous service and experience in all settings of church life; and also provided that the nominee fulfills the representational requirements of that position.

2. Elections at the Annual Meeting

a. The Conference moderator and vice-moderator shall be elected, as well as persons to fill positions where terms are expiring in classes of the Board (see Article VI, Sec.2), commissions of the Conference and standing committees as required by these bylaws (see Article VIII, Sec.1), and committees of the Conference (see Article IX, Sec.1); persons to fill other positions in those categories where vacancies exist at the time of the Annual Meeting; and delegates and alternates to General Synod when appropriate.

b. Election of the above shall be accomplished by voice vote except where there is more than one candidate for a position, in which case that position shall be voted by ballot.

c. In the event that vacancies still exist in the positions listed in "2, a" above, the newly constituted Nominating Commission shall present nominations to the Board for election.

d. Those elected at the Annual Meeting shall take office at the close of the meeting where they are elected.

3. Communion: The sacrament of the Lord's Supper shall be celebrated at each Annual Meeting.

4. Goal Budget: There shall be a presentation of a goal budget for review and adoption.

5. Other Business: The Annual Meeting shall consider any other business which may properly come before it.

B. Business which shall be conducted at a fall meeting may include:

1. Matters determined by the Annual Meeting or the Board.
2. Other business which may properly come before such meeting.

C. Business which shall be conducted at a special meeting may include only those items of business specified in the call of the meeting.

Section 5. Non-voting Participants and Privilege of the Floor

A. Officers of the Conference and of the corporation, program staff of the Conference, chairpersons of commissions and of Board committees shall have the right of voice but no vote in meetings of members, except as they may otherwise have delegate credentials.

B. Privilege of floor (attendance in the meeting hall) and Voice Without Vote

1. Any active member of a local church has automatic privilege of the floor. Privilege of voice may be granted by these bylaws, the assembly, or the rules of the meeting.
2. Guests and visitors may be granted privilege of the floor by a vote of the assembly at any meeting. Voice may be granted by the assembly or the rules of the meeting.

ARTICLE V. CONFERENCE OFFICERS

Section 1. Conference officers shall be the moderator and the vice-moderator, who are elected at the Annual Meeting; a registrar, who is appointed by the Board; and a scribe, who is appointed by the Board.

Section 2. Conference officers shall be active members of local churches.

Section 3. The moderator and vice-moderator shall assume office at the close of the meeting at which they are elected, and shall serve for a term of one (1) year or until their successors are elected. They may not serve consecutive terms in the same office.

Section 4. Duties

A. The Moderator shall:

1. Preside at all meetings of members of the Conference.
2. Serve as a member of the Board.
3. Chair the Conference meeting planning committee for the Annual Meeting.
4. Appoint a committee to correct and approve the minutes of Conference meetings.

B. The Vice-Moderator shall:

1. Assume the duties of the moderator in the absence, or inability to serve, of the moderator, except that this shall not include voting as an alternate to the moderator at Board meeting in the absence of that officer.
2. Assume the office of moderator in case of vacancy in that office.
3. Act as assistant to the moderator as required.
4. Serve as director on the Board, with vote.
5. Serve as a member of the Personnel Committee (see Article VI, Sec. 8, A, 3, b).
6. Chair the Conference Meeting Planning Committee for the Fall Meeting.

C. The Registrar shall:

1. Collect and publish statistics of ministers and churches and

make up the official roll for Conference meetings.

2. Supervise registration and credentialing of delegates at meetings of the members.

3. Report to the Annual, Fall and special Meetings on registration of credentialed delegates and status of churches and their membership.

D. The Scribe shall:

Be responsible to the Conference Minister (secretary of the corporation) for keeping minutes of all meetings of the membership and for submitting such minutes to the proper body for correction and approval within thirty (30) days after each meeting.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Composition and Qualifications

A. The Board of Directors shall be composed of twenty (20) directors, eighteen (18) of whom shall be elected as directors, one (1) who is elected as the Conference moderator, and one (1) who is elected as the Conference vice-moderator. All directors shall be active members of local churches. No director shall be employed on Conference program or support staff. No director shall be compensated for service as director.

B. Each association shall have two (2) direct association representatives on the Board to be elected by the association, these positions rotating as described in the procedure manual of the nominating commission. Retention of Board membership as a direct association representative is contingent upon active membership in a local church of that association. If this prescribed status changes at any time during the member's term, except during the final year of the term, the member will no longer be eligible to retain a position on the Board as a direct association representative. The remaining positions on the Board shall be filled from the Conference at large.

Section 2. Term, Election, and Vacancies

A. A director's term shall begin at the adjournment of the Annual Meeting where members at large are elected and be for four (4) years or until a successor is elected. There shall be four (4) classes, each consisting of either four (4) or five (5) directors as necessary to create the prescribed total number and to insure association representation. Terms of office of classes shall be arranged on a rotating basis so that the term of one (1) class expires each year. Directors may serve not more than one (1) full term on the board, after which at least one (1) year must elapse before beginning another board term. One who has served more than one-half (1/2) a term is considered to have served a full term.

B. Election for positions of directors at large to replace those whose terms have expired, for a particular class, and any other positions which are vacant at the time of Annual Meeting, shall be

held at the Annual Meeting. No reduction in number of directors shall have the effect of removing any director prior to the expiration of the term of that position.

C. A director may resign at any time by submitting such resignation in writing to the president. Acceptance of such resignation shall not be necessary to render it effective. Resignation of a director may be requested by vote of the Board, for due cause, which may include non-attendance at meetings according to rules of procedure of the Board, or change of address to outside the geographical boundaries of the Conference.

D. Vacancies on the Board, however occurring, shall be filled for the unexpired portion of the term by majority vote of the remaining directors in office (even if less than a quorum), unless such vacancies occur within thirty (30) days before, or during, the Annual Meeting, in which case those vacancies shall be filled by election at the meeting. This rule does not apply to members elected by the Associations; these vacancies shall be filled by the Associations.

Section 3. Powers, Duties, and Limitations of the Board

A. Powers: The Board shall manage and conduct the affairs and exercise all corporate powers of the Conference between general meetings of the members, with such limitations as specified by these bylaws and the standing rules of the Conference.

B. Duties: the Board shall

1. Assume the broad fiscal and policy responsibility, giving operational direction to the total Conference administration and program based on priorities adopted by the Conference;
2. Be the trustees of the Conference property;
3. Authorize, as necessary, any officer or agent to act for it in behalf of the corporation, in which case such acts are binding on the corporation;
4. Assure establishment and maintenance of Rules of Procedures for the Board, all officers, and other Conference bodies, which are in conformance with these bylaws;
5. Provide for and maintain administrative offices;
6. Select a depository for Conference funds and securities and authorize investment and disposition of such funds and securities;
7. Supervise the preparation of and adopt an operating budget, guided by a goal budget which has been approved by the Conference. Such budget shall be in conformance with priorities set by the Conference membership (see Article X, Sec. 3);

8. Elect annually a president and vice-president who, with the secretary and treasurer, shall be the officers of the corporation; elect a secretary and treasurer as required;
9. Fill vacancies, between meetings of the Conference, in positions normally filled at the Conference Annual Meeting (Board, commissions, General Synod delegation, moderator, and vice-moderator positions);
10. Select an interim Conference Minister when required;
11. Maintain Board committees according to these bylaws;
12. Appoint such special committees and community and ecumenical representatives as are necessary;
13. Appoint the Conference professional staff, except the Conference Minister (who is elected by the Conference membership), and be responsible for general oversight of performance of all staff and for provision of their compensation;
14. Provide for the distribution of information relevant to the business and activities of the Conference;
15. Determine the location, time and registration fee for membership meetings;
16. Exercise the functions of associations where an association has delegated them to the Conference or where no association exists;
17. Perform all other duties as assigned to it in these bylaws and be responsible to see that other responsibilities in these bylaws are performed by those to whom they are assigned.

C. Accountability of the Board and Limitations of its Powers: The Board shall take no action which in any way conflicts with directives adopted at Conference membership meetings or with these bylaws, and it is accountable to the membership of the Conference. Action in regard to Board decisions can be taken at any annual, fall, or special meeting of the Conference.

Section 4. Corporate Officers (of the Board and of the Corporation)

A. Officers

The Officers of the Board and of the corporation shall be a president, a vice-president, a treasurer, and a secretary, who is the Conference Minister.

B. Term

1. The president and the vice-president shall be elected by the Board from its membership to serve as officers of the Board and corporation for a term of one (1) year or until their

successors are elected. These officers may serve no more than two (2) consecutive terms in the same office.

2. The position of treasurer shall be filled by the Board. The term shall be indefinite.

3. The secretary shall be the Conference Minister (Art. VII).

C. Nomination and Election of Board Officers and Standing Committees

1. Nominating process: The Board at the last meeting of each term shall receive a report from the nominating committee of the current Board. Such report shall contain nominees for president, vice-president, executive committee, Board nominating committee, personnel committee for the next Board term, except that an appropriate number of positions on the executive committee and the Board nominating committee shall remain open to allow for election from the new class of directors at the Board's first meeting of the new term. Further nominations shall be in order from the floor.

2. Election: Election shall follow immediately. Voting for any office for which there is more than one (1) candidate shall be by ballot.

D. Duties of the Officers of the Board

1. The president shall:

- a. Preside at meetings of the Board and executive committee.
- b. Coordinate the business of the Board, its officers and those agents and bodies under Board supervision.
- c. Be a signing officer for the corporation.

2. The vice-president shall:

- a. Assume the duties of the president in the absence or inability of that officer to serve.
- b. Assume the office of president in case of a vacancy in that office.
- c. Be a signing officer of the corporation.
- d. Serve as a member of the personnel committee (see Article VI, Sec. 8, A, 3, b).
- e. Perform other duties as directed by the president of the Board.

3. The treasurer shall:

- a. Be responsible for all funds and securities of the corporation as well as the proper deposit, withdrawal, and custody of such funds and securities.
- b. Be responsible for keeping proper accounts and financial records of the corporation.
- c. Be responsible for reports to be made regularly to the Board, and to the meetings of the members of the Conference

regarding all financial matters of the Conference.

d. Be bonded at the expense of the corporation, if bonding is requested by the Board (see Article X, Sec. 2).

e. Serve as a member of the Administration and Finance Committee ex-officio with vote and as an associate member of the Board of Directors.

4. The secretary of the corporation, who is also the Conference Minister, shall:

a. Assure the proper recording and preservation of minutes of the meetings of the executive committee, the Board, and the meetings of the members.

b. Be custodian of an up-to-date copy of the Articles of Incorporation, bylaws, and the standing rules of the Conference; of all the records of the Conference as required; and of the seal of the corporation.

c. Be responsible to record, and to convey to all Board members, copies of policies of the Conference as adopted by the Board. A permanent policy manual shall be maintained.

d. Be responsible for sending of notices of meetings of the Board, executive committee, and of the Conference commissions, other elective offices, and Board committees.

e. Serve as an associate director of the Board, and in an advisory capacity to the executive committee.

f. Be a signing officer of the corporation.

Section 5. Associate Directors

A. The Conference Minister, who is the secretary of the corporation, shall be an associate director, serving on the Board with voice but without vote.

B. The treasurer shall be an associate director, serving on the Board with voice but without vote.

C. Chairs of commissions and committees of the Conference, or their designees, shall be associate directors, serving on the Board with voice but without vote.

D. Any member of a church of the Conference who is serving on the Executive Council of the UCC shall be an associate director, serving on the Board with voice but without vote.

E. Associate directors will regularly attend meetings of the Board.

F. The Board may, from time to time as required, appoint other associate directors whose terms shall expire at the next Annual Meeting.

Section 6. Meetings

A. Regular meetings of the Board shall be held at least quarterly, at such time and place as the Board shall determine. Reminder of regular meetings shall be mailed at least ten (10) days before the

meeting.

B. Special meetings of the Board may be called by the president of the Board, by two (2) Board officers, or by any five (5) Board members. Board members shall receive at least forty-eight (48) hours notice of special meetings, and at least two-thirds (2/3) of the directors in office shall have been contacted for the notice to be valid.

C. (Quorum:) The minimum number of members of the Board necessary to be present to conduct business shall be one-half (1/2) the number of directors in office at the time of the meeting.

D. Voting by mail or phone shall constitute action by the Board, provided the situation requires such a vote is deemed appropriate by the executive committee and provided at least three-fourths (3/4) of the Board members in office are contacted for voting, and at least two-thirds (2/3) of those contacted respond with a vote.

E. Courtesy seats may be granted by the Board to allow persons other than Board members to attend its meetings, with voice but without vote.

Section 7. Executive Committee

A. Composition and Term

The executive committee shall be composed of the president, the vice-president, and five (5) other members of the Board who shall be elected by the Board (see Article VI, Sec. 4) and who shall serve for a term of one (1) year and shall be representative of the constituency of the Board. The secretary of the corporation shall serve with voice, but without vote, and the treasurer shall serve in an advisory capacity.

B. Duties and Limitations

1. The committee shall have all the powers and duties of the Board except those matters which the Board has expressly reserved for itself. These reserved matters shall include, but not be limited to, the following items: election of corporate officers, adoption of an operating budget, and selection of an interim Conference Minister.

2. The committee shall be responsible for conducting the business of the Board and of the corporation, between Board meetings, for emergency action between meetings, and for making such recommendations to the Board as shall be necessary. It cannot rescind or make substantive changes in any action of the Board or of the Conference membership.

C. Meetings

1. Meetings of the executive committee shall be held at the call of the president, the vice-president, or any other two (2) of its members.

2. A quorum of the executive committee shall be a majority of its members, provided this number includes either the president or the vice-president.

3. The executive committee may vote by mail or phone, provided that at least two-thirds (2/3) of the members of the committee are contacted for vote. The secretary of the corporation is responsible to record as valid all such actions of the executive committee.

4. Other members of the Board may attend executive committee meetings with voice but no vote.

Section 8. Board Committees

A. Standing Committees of the Board

1. All members of Board committees shall be active members of local churches.

2. These committees shall be elected by the Board for their varying terms.

3. There shall be the following standing committees of the Board: (a) Board Nominating Committee, and (b) Personnel Committee.

a. Board Nominating Committee

(1) Composition and Term: The committee shall be composed of four (4) members of the Board, who shall serve for a two (2) year term; members shall be elected in such a manner that each class of the Board members shall be represented and two (2) members shall be elected each year.

(2) Duties: The committee shall function as stated in Article VI, Sec. 3, C, 1; nominate persons to fill vacancies in Board offices and committees which occur during the year in the above positions; nominate persons to fill vacancies which may occur on the Conference Nominating Commission between Annual Meetings.

b. Personnel Committee

(1) Composition and Term: The committee shall be composed of the Vice-President of the Board, the Vice-Moderator of the Conference, the Chairperson of the Administration and Finance Committee or alternate, and six other members of the Board. The term for these six shall be three years. Two shall be elected from each class as that class enters its second year of service on the Board.

(2) Duties

(a) The committee shall act in a recommending capacity to

the Board in matters of personnel policy and employee benefits. It shall maintain a current manual on such policies.

(b) It shall act in a recommending capacity to the Board in matters of anticipated employment of Conference program staff and of salary review and recommendation for all staff.

(c) It shall act in an advisory capacity to the Conference Minister in all personnel matters as required.

(d) It shall assure the maintenance and availability of a grievance procedure and process for all staff.

B. Special Committees of the Board

1. The Board may create and appoint special committees to be responsible for specific tasks which may include study, service to local churches, needs of the greater community, etc.

2. Any special committees or task forces created by the membership at a Conference meeting shall be, and shall function as, special committees of the Board, except that they shall also make regular reports directly to the Conference.

3. Any special committees shall be evaluated annually by the Board and shall be terminated after a period of not more than two (2) years unless continued by a two-thirds (2/3) vote of their constituting body; however, such constituting body may assign the functions of such group to a commission or other appropriate permanent body of the Conference at any prior time.

4. These committees shall be responsible and accountable to the Board.

ARTICLE VII. CONFERENCE MINISTER

The Conference Minister shall:

A. Be the chief executive officer of the Conference and of the corporation, and its corporate secretary (see Art. VI, Sec. 4, B, 3);

B. Provide coordination, staff support and executive services to the Board, commissions, and committees, and be the enabler to promote fulfillment of Conference objectives;

C. Serve on the Board and executive committee without vote (see Article VI, Sec. 4, D, 4, e);

D. Be directly accountable to the Board in all matters, and accountable to the Conference itself, as represented by delegates, at any of its meetings;

E. Be elected by members of the Conference. Employment shall be for an indefinite term according to provisions of the Conference

Minister's contract. Such contract may be terminated either by the Conference Minister, by a three-fourths (3/4) vote of the entire Board, or by affirmative two-thirds (2/3) vote of those present and voting at a meeting of members of the Conference, provided the requirements for notice in the contract are met.

ARTICLE VIII. CONFERENCE COMMISSIONS

Section 1. There shall be the following Conference commissions:

- A. Nominating Commission;
- B. Church and Mission Commission;
- C. Parish Life and Work Commission;
- D. Stewardship and Interpretation Commission;
- E. Youth and Young Adult Commission.

Section 2. Composition, Terms, and Representation

A. Nominating Commission

1. Composition and Term: The commission shall be composed of twelve (12) persons who are elected by the Conference at the Annual Meeting for a term of three (3) years, or until their successors are elected. Each year a class of four (4) persons is to be elected. A member may not serve consecutive terms. Vacancies which occur between Annual Meetings shall be filled by the Board.

2. Representation: Representation on the commission shall reflect the following:

- a. Six (6) positions shall be designated as being filled by a representative of each of the six (6) associations of the Conference;
- b. The six (6) other positions are to rotate among the associations;
- c. The commission should at all times include at least two (2) persons twenty-five (25) years of age or under when elected.

3. Resource Persons: There shall be no ex-officio members of the commission, but the commission may, at its discretion, invite resource persons to attend at appropriate times.

B. Other Commissions

1. Composition and Term: The commissions on Church and Mission, Parish Life and Work, Stewardship and Interpretation, and Youth and Young Adult shall each have twelve (12) members, who are elected by the Conference at the Annual Meeting for a term of four (4) years or until their successors are elected. There shall be four (4) classes in each commission, with three (3) persons in each class, arranged so that one (1) class expires each year. Members may serve not more than one (1)

full term on a commission, after which at least one (1) year must elapse before beginning another term on that commission. One who has served more than one-half (1/2) a term is considered to have served a full term.

C. All Commissions: All members of commissions shall be active members of local churches of the Conference. Twenty-five percent (25%) of the membership of all commissions should be persons who are twenty-five (25) years of age or under, when elected. Except for the Nominating Commission, each commission is encouraged to recommend as members persons who represent committees and special interest groups which are affiliated with that commission.

Section 3. Accountability

The commissions shall be accountable to the Conference membership through the Board. They shall report to the Board regarding their particular areas of responsibility between Annual Meetings. All committees established by, or assigned to, a commission are responsible and accountable to that commission.

Section 4. Areas of Responsibilities and Duties

A. Church and Mission Commission

1. The commission shall administer the Conference's outreach funds in response to the Conference's priorities and goals.
2. The commission shall represent the Conference in northern California and northern Nevada on matters of social justice and liberation through ecumenical ventures, its own actions, and/or other such initiatives as it shall consider appropriate to the performance of its responsibilities.
3. The commission shall be responsible for the Conference's participation in Campus Ministries and shall establish a standing committee to support and oversee these responsibilities.

B. Nominating Commission

1. Responsibilities and Duties:

The Nominating Commission shall be responsible to secure dynamic and competent leadership for the Conference Committees named in Article IX (except the Conference meetings Planning Committees), the Camp Committee of the Youth and Young Adult Commission, Commissions, Board of Directors, Officers, and delegates to General Synod.

2. The Nominating Process

The nominating process shall be described in a procedures manual of the commission, which shall be established and maintained by the Board in cooperation with the commission. Such manual shall describe in detail the process and

instruments to be used, as well as the regular rotation and representation pattern of Conference elective positions, and shall be consistently used as the guidelines for commission operations.

3. Requirements of office: General Synod delegates are required by UCC to be members of local churches when they are elected and for their entire term. A person may hold not more than one (1) position normally filled at an Annual Meeting at one time, except that being a General Synod delegate shall not exclude a person from holding another position. No person except the Conference Minister shall serve in any such position while simultaneously being employed by the Conference.

4. The Election Process: The election shall be conducted as specified in Article IV, Sec. 4 A, 1 and 2.

C. Parish Life and Work Commission

The commission shall be responsible for development and supervision of programs and activities of the Conference relating to the nurture and growth of the local church, Christian Education, exploration and understanding of our faith, and support of the caring community and fellowship of all persons throughout the Conference.

D. Stewardship and Interpretation Commission

The commission shall be responsible for relating the commitment to outreach and service to others with the giving of ourselves and our resources; for development of leaders and programs for helping local churches support local, Conference, and national efforts.

E. Youth and Young Adult Commission

1. The commission shall be responsible for the development and supervision of programs and activities of the Conference in relation to youth (junior high school through age 25) and camping at all age levels.

2. There shall be a standing Camp Committee to oversee the outdoor ministries of the Conference, including, but not limited to, week-long summer camping programs for children and youth at the UCC sites of Camp Cazadero and Camp Tamarack. The membership of the Camp Committee shall be nominated by the Nominating Commission.

ARTICLE IX. COMMITTEES OF THE CONFERENCE

Section 1. There shall be the following Conference committees:

- A. Administration and Finance Committee
- B. Conference Meeting Planning Committee
- C. Committee on the Ministry
- D. Ecumenical Concerns Committee
- E. History Committee

F. New Church Development Committee

Section 2. Composition, Terms, and Duties:

A. Administration and Finance Committee

1. Composition and Term: This committee shall be composed of thirteen (13) members, one of whom shall be the treasurer ex-officio with vote and twelve (12) of whom shall serve for four (4) years. There shall be four (4) classes, each consisting of three persons, such classes being arranged so that the term of one (1) class expires each year. Members may serve not more than two (2) consecutive terms.

2. This committee shall act in a recommending capacity to the Board on all financial and property matters of the Conference, including budget, investments, and long range fiscal planning.

The chairperson of this committee (or alternate) shall serve on the personnel committee (see Article VI, Sec. 8, A, 3, b).

3. There shall be a standing sub-committee to prepare recommendations regarding the operation of the retreat and camp facilities operated by the Conference and the maintenance and improvement of the Conference office. This sub-committee shall include, but not be limited to, representatives of the Administration and Finance Committee, and the Youth and Young Adult Commission.

B. Conference Meeting Planning Committee

1. Composition: The Conference moderator shall be chairperson of the Annual Meeting Planning Committee and the vice-moderator of the Fall Meeting Planning Committee. The Board shall appoint such other persons to serve as required, on nomination of the chair. If a Conference meeting is to be held in a local church, representatives from that church shall be included in the committee.

2. Duties: The committee shall plan the agenda and program for the meeting and shall coordinate all arrangements for the meeting. The committee shall be responsible for assuring the presentation of information about, and evaluation of, Conference and UCC activities since the last meeting.

C. Committee on the Ministry

1. Composition: The committee shall be composed of two (2) sections, A and B. Section A shall be composed of twelve (12) members plus a student seminarian. Section B shall be composed of twelve (12) members plus a student seminarian.

2. Term of Office

a. Regular members of Section A shall serve for a term of three (3) years. There shall be three (3) classes, each consisting of four (4) persons; such classes being arranged so that the term of one (1) class shall expire each year.

b. Regular members of Section B shall serve for a term of three (3) years. There shall be three (3) classes, each consisting of four (4) persons; such classes being arranged so that the term of one (1) class shall expire each year.

c. Persons serving in the position of student seminarian shall serve for a term of one (1) year.

d. Members of the committee may serve not more than two (2) consecutive terms.

3. Duties

a. The committee as a whole is responsible for matters pertaining to policy, tasks of ministry and other related matters.

b. Section A is responsible for examining candidates for ordination, in-care, transfers into the Conference, commissioning, licensing, privilege of call.

c. Section B is responsible for maintenance of standing, transfers out of the Conference, continuing education, facilitation of collegiality, financial aid, and continual up-dating of criteria for evaluation.

D. Ecumenical Concerns Committee

1. Composition and Term: The committee shall be composed of six (6) members, serving for three (3) year terms. There shall be three (3) classes, with two (2) elected each year. Members may succeed themselves, repeating terms without limit.

2. Qualifications: Members shall be selected on the basis of their interest in ecumenical concerns.

3. Responsibilities: The committee shall work with the Conference Minister in addressing ecumenical concerns of the Conference and of the UCC.

E. History Committee

1. Composition and Term: The committee shall be composed of six (6) members, serving for three (3) year terms. There shall be three (3) classes, with two (2) elected each year. Members may succeed themselves, repeating terms without limit.

2. Qualifications: Members shall be selected on the basis of their interest in the history of the UCC, especially that of the Northern California Nevada Conference and the churches of northern California and Nevada.

3. Responsibilities: The committee shall encourage the knowledge and preservation of the history of the churches, associations and Conference.

F. New Church Development Committee

1. Composition and Term: The committee shall be composed of nine (9) members, three (3) to be elected in each three (3) year class.

2. Duties

a. Develop and continually update Conference policies regarding the recognition and development of new churches within the Conference for affirmation by the Conference Board of Directors.

b. Continually examine the potential for new church starts within the Conference.

c. Develop and maintain a ten-year new church development plan for adoption and annual review by the Conference Board of Directors.

d. Consult regularly with groups and individuals within the United Church of Christ regarding new church starts (such as PAAM, Hispanic Ministries, the Filipino Ministry, etc.).

e. Implement the new church development plan, including the preparation of leadership proposals, site selection and acquisition and other appropriate recommendations to the Conference Board of Directors.

f. Respond to inquiries from, and work with, congregations desiring recognition by the United Church of Christ in cooperation with the Associations.

g. Develop guidelines and recommend criteria for local church recognition, in cooperation with the Associations, for affirmation by the Conference Board of Directors and the Associations.

Section 3. These committees shall be accountable to the Board of Directors and shall report to the Board regularly.

ARTICLE X. FINANCE AND NOTICES

Section 1. Audit

An Audit shall be ordered for the end of the fiscal year and/or at the direction of the Board or Conference membership.

Section 2. Bonding

There shall be secured and maintained a blanket fidelity bond, at the expense of the corporation, to cover all employees of the Conference and others as determined by the Board.

Section 3. Budget

A. Goal Budget: A Goal Budget shall be presented for consideration and adoption at the Annual Meeting of the Conference and shall be the guide for formulation of the operating budget.

B. Operating Budget

1. The operating budget of the Conference shall be adopted by the Board prior to the beginning of each fiscal year.

2. Such adopted budget may be amended by the Board by a two-thirds (2/3) vote of the Board or at any Conference membership meeting.

3. Within sixty (60) days of adoption of the operating budget or any amendment thereto, copies of such budget or amendment shall be sent to all churches, ministers with standing, and chairpersons of commissions. (Publication in the Pacific may fulfill this requirement.)

Section 4. Fellowship Dues

A. Fellowship Dues shall be paid to the Conference by the local churches to partially cover administrative costs incurred in Conference operation; to support the activities of the associations; to partially cover cost of publication of the Pacific, costs of sending delegates to General Synod, and overrun costs of the Conference meetings.

B. Determination of Amount Due

1. Dues for each church shall be determined by a per capita amount for each active member of the particular church, such numbers to be calculated as of January 1 of each year.

2. The per capita amount shall be set by the Conference membership and may be adjusted from time to time by that body as is required.

C. Administration of Funds: Funds collected as fellowship dues shall be administered by the Board according to these bylaws.

Section 5. Fiscal Year

The fiscal (accounting) year of the corporation shall be July 1 to June 30 of the following year.

Section 6. Notices

Notices shall conclusively be presumed to have been given when they are deposited postage prepaid with the United States Postal Service. The time requirement in connection with the notice shall begin to run on the first day of posting as set forth above.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order* shall govern the Conference in all cases to which they are applicable, and in which its provisions are not in conflict with the Articles of Incorporation (as amended), the Conference Bylaws, standing rules of the Conference, or with the laws of the State of California. Standing rules are those whose adoption does not require notice, which are adopted by the Conference membership from time to time and have a continuing effect until rescinded.

ARTICLE XII. AMENDMENTS AND REVISION

These Bylaws may be amended by a two-thirds (2/3) vote of those present and voting at any meeting of members, provided either:

- A. Notice containing import of proposed change was read at the previous Conference meeting where a quorum was present and that subsequent written notice was sent to delegates with the call to the Conference meeting where the vote is to be taken at least sixty (60) days before said meeting; or
- B. The proposed change was approved by the Board and notice of it was sent in the call to the next Conference meeting at least sixty (60) days before said meeting; or
- C. The proposed change was sent to the Conference Minister and the president of the Board at least one hundred twenty (120) days before the next Conference meeting and was accompanied by a petition signed by at least one hundred fifty (150) active members of local churches who hold membership in at least fifteen (15) local churches of the Conference, and that notice of the proposed change was subsequently sent to delegates in the call to the next Conference meeting at least sixty (60) days before said meeting.

If a revision of the bylaws is ordered, either by the Board, or by the members at a meeting of the Conference, the proposed revision shall be sent to delegates at least sixty (60) days before the date on which the vote shall be taken; such mailing shall constitute notice of the revision.