

**Proposed Bylaws
of the
Northern California Nevada Conference
United Church of Christ**

ARTICLE I. IDENTITY

Section 1. Ecclesiastical Body

The Northern California Nevada Conference (hereafter “Conference”) is a manifestation of the church of Jesus Christ and a constituting body of the United Church of Christ (UCC), which “acknowledges as its sole Head, Jesus Christ... and looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church... It affirms the responsibility of the Church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God.” [UCC Constitution, Preamble]

Section 2. Not for Profit Corporation

The Northern California Nevada Conference United Church of Christ, Inc. (hereafter “Corporation”) is a not for profit corporation of the state of California.

ARTICLE II. MISSION AND PURPOSE

As the Northern California Nevada Conference we are called by God to support, unite, and nurture our local churches and authorized ministers, so that their ministries and the ministries of the whole United Church of Christ will be enhanced and strengthened.

To carry out this mission, we:

- authorize ministers, in cooperation with the Associations, and maintain ministerial standards and standing;
- assist local churches in searching for pastoral leadership;
- render counsel to Associations, local churches, and ministers in situations calling for help beyond their own resources;
- foster church formation, transformation, and vitality within the Conference;
- undertake programs that will enhance faith commitment, develop leadership, and build up Christian community among our members;
- endeavor to keep our members in close communication with one another;
- offer focus and vision for our witness to the Gospel in an ever-changing world;
- promote opportunities to develop and extend ministries of compassion, justice, liberation, education, development, and relief throughout the world through the actions of our local churches, our authorized ministers, the Associations, the Conference, and the national and international agencies of the UCC;
- connect resources from the national setting of the UCC to the ministries of our members;

- maintain contact with and provide representation to the UCC General Synod and its related bodies;
- contribute financially to the national and international ministries of the UCC;
- encourage ecumenical and interfaith efforts in common cause; and
- provide a central office, staff, and volunteer structure to help achieve these purposes.

ARTICLE III. MEMBERSHIP

Section 1. Membership

The members of the Conference are:

- Local churches within the geographic boundaries of the Conference that are either full members of the United Church of Christ or in care of their Associations (hereafter “Local Churches”); and
- Authorized ministers holding ministerial standing with the Conference (hereafter “Authorized Ministers”).

Section 2. Composition

The Conference is composed of its Authorized Ministers, its Local Churches, and the Associations to which the Local Churches belong.

AUTHORIZED MINISTERS: Authorized ministers hold their ministerial standing in the Conference. Ministerial Standing is granted and removed through the processes described in the UCC *Manual on Ministry* and the Conference *Manual on Ministry, Supplements & Appendices*.

LOCAL CHURCHES: Each Local Church belongs to an Association within the Conference. A Local Church’s standing in the UCC is granted or removed by the Association in which it is located geographically.

ASSOCIATIONS: Local Churches are joined in Associations according to geographic boundaries that are set by each Association in consultation with the Conference and neighboring Associations.

Section 3. Geographic Boundaries

The geographic boundaries of the Conference are:

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, then in a southeasterly direction along the California-Nevada state border to the southeast 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.

ARTICLE IV. COVENANTAL RELATIONSHIPS

Section 1. Relationships within the United Church of Christ

The United Church of Christ is composed of Local Churches, Associations, Conferences, and the General Synod. As one of these constituting bodies, the Northern California Nevada Conference relates to its Local Churches and Associations, to other UCC Associations and Conferences, and to the General Synod in a covenantal manner, honoring and respecting the work and ministry of the various expressions of the UCC, “to the end that the whole church will seek God’s will and be faithful to God’s mission” (UCC Constitution & Bylaws, Article III, 2005).

Section 2. Conference Covenant

The members of the Conference have given expression to their responsibilities and benefits in the following statement of covenant (adopted at the Annual Meeting in 1991):

We are people of God, a community of congregations diverse in our ethnicity, culture, and lifestyle. We are the Northern California Nevada Conference, United Church of Christ.

We covenant with God and each other

To worship God through Word and Sacrament,

To proclaim to all the world the Gospel of Jesus Christ through deed and word,

To be open to the movement of the Spirit in our midst.

We covenant with God and each other

To speak of our dreams and visions,

To share our resources,

To draw strength from one another in the work of ministry.

We covenant with God and each other

To affirm our journey together, in our diversity, for justice, peace and healing

Throughout all of God’s creation,

To grow with one another, building our future out of past memories and present hopes.

We covenant with God and each other

To love and support one another

To listen and learn from one another

To forgive and trust one another

To pray for and with one another

To answer God’s call to be the body of Christ.

Section 3. Mutual Support

In order to uphold and encourage one another and “prosper (the Holy Spirit’s) creative and redemptive work in the world” (Preamble, UCC Constitution), members of the Conference are expected to sustain the mission and purpose of the Conference through participation in the life of the Conference, prayer, communication, and financial support.

ARTICLE V. MEETINGS OF THE MEMBERS

Section 1. Annual Gathering and Annual Meeting

An Annual Gathering of the Conference will take place each spring or early summer at a time and place designated by the Conference Council.

The Annual Meeting of the Corporation will occur as a business session during the Annual Gathering and will be conducted to fulfill the obligation of a not for profit corporation of the State of California to hold an annual meeting of its members.

The Annual Gathering provides the opportunity for the members and friends to celebrate our unity in Jesus Christ in a setting that reflects our ethnic and cultural diversity, uplifts our spirits, welcomes new members, blesses the witness and mission carried out by members, deepens our sense of connection to God and to one another in the UCC, offers education that builds up the church, and allows us to conduct necessary business in an atmosphere of trust and mutuality.

Notice of the Annual Gathering and Annual Meeting will be sent to all members via hard copy or electronic delivery at least sixty days before the beginning of the Annual Gathering.

Matters to be attended to at the Annual Meeting include:

- Election of the Conference Moderator and Vice-Moderator;
- Appointment of General Synod Delegates, members-at-large of the Conference Council, and of members of other Conference committees;
- Affirmation of those entrusted with leadership positions in the Conference structure;
- Adoption of a Goal Budget for the next fiscal year;
- Business items submitted by members (as described in the procedures for Annual Meeting); and
- Business items submitted by the Conference Council.

Section 2. Special Meetings

Special Meetings of the Corporation may be called by any of the following:

- The Conference Moderator
- The Conference Minister
- The President of the Conference Council
- The Executive Committee of the Conference Council
- The Conference Council
- Two Associations of the Conference
- Forty members (Local Churches and Authorized Ministers) of the Conference

The request for a Special Meeting must be presented in writing to the President of the Conference Council and the Conference Minister (either delivered in person or by hard-copy delivery with confirmation). The request must include a statement of the matters to be

addressed at the Special Meeting and may recommend a date for the meeting provided the date is at least sixty days after the delivery of the request.

If a request for a Special Meeting is received during the one hundred twenty days that precede the Annual Gathering, the President of the Conference Council in consultation with members of the Conference Council and the Conference Minister may refer the requested matter(s) directly to the Annual Meeting. In this event, the Conference Minister will notify the requestor(s) that no Special Meeting will be called.

The President of the Conference Council in consultation with members of the Conference Council and the Conference Minister may add matters to the purpose of the Special Meeting.

The Conference Minister will schedule the meeting for a date no sooner than forty five days and no later than ninety days after the receipt of the request and will take into account any recommendation of the requestors. The Conference Minister will send notification of the Special Meeting (including the date, location, and purpose of the meeting) to all members within fifteen days of receipt of the request. In the event the Conference Minister fails to make arrangements and send notice of the meeting within fifteen days, the requestor(s) of the Special Meeting may set the time and location of the meeting and must give notice to all members.

A Special Meeting may address only the matters specified in the notice of the meeting.

Section 3. Delegates

The voting body at meetings of the Corporation consists of the following delegates:

- Delegates representing Local Churches;
- Authorized Ministers;
- Association Moderators who are not Authorized Ministers or delegates representing their Local Church; and
- Members of the Conference Council who are not Authorized Ministers, Association Moderators, or delegates representing their Local Church.

Section 4. Local Church Representation

Each Local Church is entitled to select delegates from among its membership and to send its delegates to meetings of the Corporation. The number of delegates from each Local Church is determined by the number of church members as reported to the Conference Office as of the January first prior to the meeting. Each Local Church is entitled to two delegates for the first two hundred fifty active church members or fraction thereof. Each Local Church is entitled to an additional delegate who must be twenty five years of age or younger when selected. Each Local Church is entitled to one additional delegate for each one hundred active church members or fraction thereof above the original two hundred fifty except that no church will be entitled to more than six delegates.

Section 5. Transaction of Business

Business may only be transacted at meetings when more than fifty percent of Local Churches are represented. A Local Church is considered to be represented if it has sent a delegate who

is present or if one of its members who is an Authorized Minister, an Association Moderator, or a member of the Conference Council is present.

Section 6. Procedures

QUORUM: The quorum for any business session is sixty percent of the delegates registered for the meeting.

DISCUSSION & DELIBERATION: As a manifestation of the Church of Jesus Christ, meetings of the members of the Northern California Nevada Conference will be conducted so as to build community, foster discussion, promote serious deliberation, respect varying points of view, and come to accord on matters requiring witness, decision, or action by the body. Standing rules for meetings of the members of the Conference will be proposed by the Conference Moderator and adopted by the delegates.

ARTICLE VI. OFFICERS

Section 1. Officers of the Corporation

The Officers of the Corporation are:

1. The President and Vice-President, who are elected by the Conference Council from its membership for a term of one year and may not serve more than two consecutive terms in the same office. They also serve as the chair and vice-chair of the Conference Council. They are signing officers for the Corporation.
2. The Treasurer, who is appointed by the Conference Council, and also serves as Treasurer for the Conference Council. The term of the Treasurer's service is indefinite.
3. The Secretary of the Corporation, who is the Conference Minister. The Secretary is a signing officer for the Corporation.

Section 2. Officers of the Conference

The Moderator and Vice-Moderator of the Annual Meeting are the officers of the Conference, elected by the Annual Meeting, and begin their terms at the close of the Annual Gathering at which they are elected. If there is a vacancy in either position, it will be filled by the Conference Council. The Moderator and Vice-Moderator serve until the close of the Annual Gathering following their election and may not serve consecutive terms in the same office. The officers must be active members of Local Churches and/or Authorized Ministers.

ARTICLE VII. CONFERENCE COUNCIL

Section 1. Purpose

The Conference Council serves as the Board of Directors of the Corporation and manages the affairs of the Conference and the Corporation between meetings of the members and carries out the directives and directions of the meetings of the members. The Conference Council is accountable to the members of the Conference, to these bylaws, and to the Constitution and Bylaws of the United Church of Christ.

Section 2. Responsibilities

The Conference Council has the following responsibilities:

- elect the President and Vice-President and to appoint the Treasurer of the Corporation;
- coordinate the ongoing ministries of the Conference;
- develop and maintain relationships with all bodies related to the Conference and educate and communicate regarding the nature, mission and ministry of the many settings of the church;
- lead the Conference periodically in developing a vision for future ministry directions;
- strategize, plan, and set goals for the Conference to achieve its vision;
- prepare and submit to the Annual Meeting a Goal Budget that includes financial support of the national setting of the UCC;
- raise funds for the ministries of the Conference;
- assume fiscal and administrative responsibility for the Conference;
- order an annual audit of the Corporation's financial records to be conducted by independent accountants;
- call/hire program staff for the Conference;
- provide for and maintain the Conference office and the property of the Conference;
- hold the ministerial standing of Authorized Ministers in the Conference; and
- organize itself in such a way as to efficiently and covenantally fulfill its responsibilities.

Section 3. Composition

The Conference Council is composed of eighteen voting members:

- The Conference Moderator
- The Conference Vice-Moderator
- Four Members at Large
- Twelve Association Representatives (two appointed by each Association)

The following are Associate Members with voice but no vote:

- The Conference Minister
- The Treasurer
- Chairs or conveners of Conference committees
- Members of Local Churches and/or Authorized Ministers who are members of the UCC Executive Council or the directorates of the Covenanted Ministries of the UCC
- Others as appointed by the Conference Council

Section 4. Terms of Office

MEMBERS AT LARGE: Members at Large serve a term of four years with one term beginning each year at the conclusion of the Annual Gathering. A member at large may serve two complete consecutive terms; one who has served more than two years of a term is considered to have served a complete term.

ASSOCIATION REPRESENTATIVES: Association Representatives serve a term of four years beginning at the conclusion of the Annual Gathering. The terms of two Association Representatives commence each year with the terms for the two representatives from a single Association staggered to begin three years apart. An Association Representative may serve two complete terms; one who has served more than two years of a term is considered to have served a complete term.

TERM LIMITS: After a Member at Large or Association Representative has served the maximum term, at least one year must elapse before that individual may serve again on the Conference Council.

Section 5. Eligibility

To be eligible to serve as a Member at Large, an individual must be an Authorized Minister and/or an active member of a Local Church.

To be eligible to serve as an Association Representative, an individual must be an Authorized Minister within the geographical boundaries of the respective Association and/or an active member of a Local Church within the geographical boundaries of the respective Association.

Members at Large and Association Representatives must maintain their primary residence within the Geographic Boundaries of the Conference and must not be employees of the Conference.

Section 6. Compensation

Members of the Conference Council will receive no compensation for their services, but may receive reimbursement of expenses as established by Conference Council resolution to be just and reasonable to the Corporation.

Section 7. Vacancies

When a member of the Conference Council no longer meets the eligibility requirements in Section 5, that individual's position on the Conference Council becomes vacant.

A member of the Conference Council may resign at any time by submitting such resignation in writing to the President of the Corporation or the Conference Minister. Resignation of a director may be requested by vote of the Conference Council for due cause.

The Conference Council will fill vacancies among the members at large. The respective Association will fill vacancies for any of its representatives to the Conference Council.

Section 8. Indemnification

To the fullest extent permitted by law, the Corporation will indemnify members of Conference Council, officers, directors, employees, agents, and other persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding,

including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described. Every action of a majority (or the appropriate fraction when an action requires other than a majority) of the Conference Council present at a duly held meeting is an act of the Conference Council, including but not limited to: (a) contracts or transactions in which a member of Conference Council has a material financial interest; and (b) indemnification of members of Conference Council.

D&O coverage: The Corporation will have the right, and will use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of members of Conference Council, its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by same in such capacity or arising from that person's status as such.

ARTICLE VIII. CONFERENCE MINISTER

The Conference Minister is an ordained minister with standing in the UCC, called by the members of the Conference for an indefinite term to serve as spiritual leader of the Conference and chief executive officer of the Corporation. The Conference Minister is accountable to the members of the Conference and to the Conference Council between meetings of the membership.

The Conference Minister serves as the Registrar of the Conference having responsibility to:

- collect, publish, and send to the national UCC offices statistics regarding Authorized Ministers and Local Churches; and
- supervise registration and the issuance of voting credentials at meetings of the members of the Corporation.

The Conference Minister serves as Secretary of the Corporation having responsibility to:

- maintain the records of the Conference and the Corporation,
- notify the membership of meetings of the Corporation, and
- oversee the recording of minutes of meetings of the Corporation and of the Conference Council.

The Conference Minister's call agreement will be dissolved upon any of the following:

- ninety days notice from the Conference Minister (or a notice period negotiated with the Conference Council);
- a three-fourths vote of the Conference Council;
- a two-thirds vote of the voters present and voting at an appropriately called meeting of the Corporation; or
- loss of ministerial standing.

When there is a vacancy in the office of Conference Minister, the Conference Council will appoint an ordained minister with standing in the UCC to fill the office while a search is conducted. The Conference Council will appoint a search committee to recommend an individual to fill the office. The search committee will report its recommendation to the Conference Council and will present the candidate to an appropriately called meeting of the

Corporation. The candidate must be approved by a two-thirds vote of the voters present and voting at the meeting where the candidate is presented.

ARTICLE IX. CONFERENCE ORGANIZATION FOR MISSION AND MINISTRY

Section 1. Structure

The Conference Council will establish and modify the structure and organization necessary for the Conference to remain faithful to its responsibilities while organizing for action, focusing its energies, and continually developing the Conference's sense of vocation while making effective use of the gifts of all the members of the Conference for the good of all. Ministries to be supported in this manner include, but are not limited to:

- church formation and transformation;
- ministries to and with youth;
- faith enhancement;
- leadership development;
- justice and witness;
- ministries of disaster response and preparedness; and
- preserving the history of the conference.

In order to organize for mission and ministry, the Conference Council may establish various Committees.

When establishing a new Committee, the Conference Council:

- will define the responsibilities of the Committee,
- will establish the size and composition of the Committee,
- will determine the terms of members of the Committee,
- will determine whether the members of the Committee are appointed by the Annual Meeting or the Conference Council, and
- may appoint its initial members or ask the Committee for Recruitment of Conference Leaders to recommend the initial members.

Section 2. General Synod Delegates

The Annual Meeting will appoint delegates and alternate delegates to represent the Conference to the General Synod of the UCC. The number and composition of the delegation is specified by the UCC. Delegates and alternate delegates are appointed to serve for two General Synods with delegates organized into classes of approximately equal size.

Section 3. Committee on the Ministry

The Committee on the Ministry is a standing committee of the Conference that works in cooperation with the Associations to:

- authorize ministers;
- maintain standards and standing for authorized ministers;
- prepare churches new to the UCC for membership; and
- offer support and consultation to Local Churches.

The organization and work of the Committee is described in the *UCC Manual on Ministry* and the *Conference Manual on Ministry Supplements and Appendices*. Members of the Committee on the Ministry are appointed by the Annual Meeting. The Conference Council will fill vacancies on the Committee on the Ministry.

Section 4. Committee for Recruitment of Conference Leaders

A Committee will be appointed annually by the Conference Council to identify members of Local Churches and/or Authorized Ministers who have the gifts and energies necessary to serve effectively in specific roles within the Conference and to invite those individuals into participation. The Committee will then recommend individuals to serve in specific elected or appointed roles within the Conference and will strive to ensure that the leadership of the Conference includes both lay persons and clergy and represents the rich diversity of the membership including age, race, ethnicity, cultural background, geography, gender identity, and sexual orientation.

This Committee will be comprised of six individuals. If possible, there should be one member of this project team from each Association.

ELIGIBILITY: An individual may not simultaneously serve on the Conference Council and on a section of the Committee on the Ministry that deals with ministerial standing.

AFFIRMATION BY ANNUAL MEETING: If the members of a Board or Committee are to be affirmed by the Annual Meeting, the Committee for Recruitment of Conference Leaders will report its recommendations directly to the Annual Meeting. The Conference Council will fill vacancies between Annual Meetings.

AFFIRMATION BY CONFERENCE COUNCIL: If the members of a Committee are to be appointed by the Conference Council, the Committee for Recruitment of Conference Leaders will report its recommendations to the Conference Council.

Section 5. Audit Committee

The Conference Council must order an annual review of the Corporation's financial records to be conducted by independent accountants. The Council will appoint a Committee whose members are not regularly involved in the financial management of the Corporation to review the audit results and report to the Council. This provision does not prohibit the conduct of an independent audit of the Corporation's financial management.

Section 6. Ministry Networks

The Conference Council may recognize Ministry Networks, which are affiliations of individuals whose goals and undertakings enhance the ministry of the United Church of

Christ, are consistent with the mission of the Conference, and are supportive of the United Church of Christ. Ministry Networks may choose simply to network, to make contact with one another throughout the Conference or to arrange fellowship, educational, service or mission events for their members and supporters. In recognizing or designating a Ministry Network, the Conference takes no responsibility for the services offered or debts incurred by the Ministry Network. A Ministry Network wishing to undertake a specific program as a Conference event would go through one of the Conference's Committees. Ministry Networks are self-selecting and are not limited to members of the UCC.

ARTICLE X. DISSOLUTION OF THE CORPORATION

The property of the Corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any member of the Conference Council, director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation will be distributed to the national setting of the United Church of Christ (or its successor) or if that is not possible to a nonprofit fund, foundation or corporation that is organized and operated exclusively for religious purposes and that has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

ARTICLE XI. AMENDMENTS OF THESE BYLAWS

Section 1. Introduction of Amendments

Proposals to amend these bylaws may be introduced in one of the following manners:

- The proposed change is approved by the Conference Council;
- Notice of the proposed change is introduced at the previous Annual Meeting; or
- The proposed change is presented to the President of the Conference Council and the Conference Minister (either delivered in person or by hard-copy delivery with confirmation) at least one hundred twenty days before the meeting at which the vote on the amendment is to be taken and is accompanied by a petition signed by at least one hundred fifty active members of Local Churches who hold membership in at least fifteen Local Churches.

Section 2. Notice

Notice of the proposed amendment to the bylaws must be sent to members via hard copy or electronic delivery at least sixty days before the meeting at which the vote on the amendment is to be taken.

Section 3. Adoption

Following proper introduction and notice, these bylaws will be amended upon a two-thirds vote of those delegates present and voting at any meeting of the Corporation. At the same meeting where an amendment is adopted, the delegates may also adopt one or more motions to implement that amendment over time.