

## PROPOSED BYLAWS OF THE NORTHERN CALIFORNIA NEVADA CONFERENCE UNITED CHURCH OF CHRIST

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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, defend and hold harmless members of Conference Council, officers, directors, employees, agents, and other persons formerly occupying any such positions, from and against any and all liability, loss, and expense, including reasonable attorneys' fees and costs, and damages, 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.

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

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