

Current New York Conference Bylaws

(as amended at 2023 Annual Meeting)

** = indicates where new/edited language is to be inserted.

Proposed Bylaw Amendments

Legend:

Bold = Current language that has been moved within the document.

Red = New Language

Highlighted Underline = Headings added for ease of reading

Provided gender-neutral language throughout.

BY-LAWS OF THE NEW YORK CONFERENCE OF THE UNITED CHURCH OF CHRIST

(as updated and amended at the 2023 Annual Meeting)

PREAMBLE

The members of the New York Conference of the United Church of Christ affirm the Statement of Faith of the United Church of Christ and covenant* together to express fully our oneness in Christ and to make more effective our common witness to Jesus, the Savior. We believe that God is calling us into an ever deepening and ever-expanding mission in the world. In partial response to the call of God, we have established and shall maintain this New York Conference as a Conference* of the United Church of Christ. ** The purposes of the Conference will include but not be limited to: developing and maintaining cooperative relationships within the United Church of Christ in all its settings and with other denominations and ecumenical endeavors; nurturing a mission vision; encouraging and preserving shared relationships among the Associations*, the local settings, and all the people within our churches; developing and nourishing our witness beyond local church and Association areas; giving support to local mission outreach; fostering ** Affirmative Action goals at all Conference levels, especially in seeking new church members or new member churches; and being supportive in sharing our beliefs, concerns, and joys. ** To these ends, we covenant and pledge ourselves, one to the other, and hereby adopt these By-Laws. **

BY-LAWS OF THE NEW YORK CONFERENCE OF THE UNITED CHURCH OF CHRIST

PREAMBLE

The members of the New York Conference of the United Church of Christ affirm the Statement of Faith of the United Church of Christ and covenant* together to express fully our oneness in Christ and to make more effective our common witness to Jesus, the Savior. We believe that God is calling us into an ever deepening and ever-expanding mission in the world. In partial response to the call of God, we have established and shall maintain this New York Conference as a Conference of the United Church of Christ **composed of each of the Associations, Local Congregations, and all of the Ministers authorized by the respective Associations.** The purposes of the Conference will include but not be limited to: developing and maintaining cooperative relationships within the United Church of Christ in all its settings and with other denominations and ecumenical endeavors; nurturing a mission vision; encouraging and preserving shared relationships among the Associations*, the local settings, and all the people within our churches; developing and nourishing our witness beyond local church and Association areas; giving support to local mission outreach; fostering **our Diversity, Equity & Inclusion goals at all Conference levels,** especially in seeking new church members or new member churches; and being supportive in sharing our beliefs, concerns, and joys. **Further, we purpose to promote the interests and general**

(Preamble cont'd)

welfare of the Associations, Congregations and Ministers of which the Conference is composed and, insofar as they are within the boundaries of the Conference, the interests and general welfare of the General Synod, the associated and affiliated ministries and the other bodies recognized in the Bylaws of the United Church of Christ.

To do each and everything which a Conference of the United Church of Christ may do in the spirit of Christianity to extend the Gospel and promote Christian unity.

To acquire by purchase, gift, devise, bequest or otherwise and to own, hold, invest, reinvest or dispose of property both real and personal for such religious, educational, philanthropic and other related work as the Conference may undertake and to purchase, own, receive, hold, manage care for and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer and convey such property for the general purposes of the Conference; to receive, and hold in trust both real and personal property for the churches and covenanted, associated and affiliated ministries of the United Church of Christ and to invest or reinvest the same; and to make any contracts for promoting the objects and purposes of the Conference which are not inconsistent with the laws of the state of New York.

(Preamble cont'd)

To these ends, we covenant and pledge ourselves, one to the other, and hereby adopt these By-Laws.

LEGAL STATUS

The name of this corporation shall be THE NEW YORK CONFERENCE OF THE UNITED CHURCH OF CHRIST, INC. a not-for-profit corporation incorporated in the state of New York and hereafter referred to as “the Conference.”

AFFILIATIONS

This Conference shall have that relation to the General Synod of the United Church of Christ as is described in those portions of the Constitution and By-Laws of the United Church of Christ which relate to Conferences of the United Church of Christ.

DIVERSITY, EQUITY AND INCLUSION GOALS

The New York Conference’s belief in diversity and equity is rooted in the belief that the church is called to model its commitment to be inclusive in a pluralistic society. Commitment to inclusion reflects the basic belief that the institution is strengthened by the gifts, skills, and perspective of all within the life of the church and the broader community. Our vision is to move beyond limitations that would prevent any person from gaining access to a position because of authorized ministerial standing or lay status (except for positions otherwise designated as requiring ministerial standing), race or ethnicity, age, gender, gender identity, disability, or sexual orientation and to achieve equity and inclusion at all levels of the Conference and all aspects of the life of the local church.

ARTICLE I

Membership

The following shall be members in good standing of the Conference as provided in the Certificate of Consolidation dated May 31, 1963, as amended:

All Churches and ministers presently members of the New York Conference of the United Church of Christ, Inc.;

Churches and ministers hereafter received into and granted standing by any Association and the Conference as follows:

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Any church within the Conference boundaries may be admitted into membership in an Association and the Conference upon the vote of such church to affiliate with the United Church of Christ and to accept the Constitution and By-Laws of the United Church of Christ and the Constitution and By-Laws of the Association concerned and the By-Laws of the New York Conference and when the petition of such church for membership has been accepted by such Association.

A church established by the Conference or by the Conference and Local Church Ministries, a Covenanted Ministry of the United Church of Christ, shall become a member of an Association and the Conference when it has incorporated, voted to join the United Church of Christ, and voted to accept the Constitution and By-Laws of the United Church of Christ and the Constitution

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Churches and ministers hereafter received into and granted standing by any Association and the Conference as follows:

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Any church within the Conference boundaries may be admitted into membership in an Association and the Conference upon the vote of such church to affiliate with the United Church of Christ and to accept the Constitution and By-Laws of the United Church of Christ and the Constitution and By-Laws of the Association concerned and the By-Laws of the New York Conference.

A church established by the Conference or by the Conference and Local Church Ministries, a Covenanted Ministry of the United Church of Christ, shall become a member of an Association and the Conference when it has incorporated, voted to join the United Church of Christ, and voted to accept the Constitution and By-Laws of the United Church of Christ and the Constitution and By-Laws of the Association concerned and the Conference and when its petition for membership has been accepted

(Membership cont'd)

and By-Laws of the Association concerned and the Conference and when its petition for membership has been accepted by the Association and the By-Laws of the New York Conference;

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Every Commissioned Minister holding standing in any Association within the Conference; and, every Licensed Minister who has been granted voting membership in an Association of the Conference;

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All officers of the Conference and all members of the Conference Board; and Lay persons serving as Moderators and Registrars of Associations during the term of their respective offices.

(Membership cont'd)

by the Association according to the By-Laws of the New York Conference;

Ministers:

All persons authorized for ministry (licensed, commissioned or ordained) who have been granted voting membership by an Association of the Conference and are in good standing with that Association.

Others:

All officers of the Conference and all members of the Conference Board; and Lay persons serving as Moderators and Registrars of Associations during the term of their respective offices.

ARTICLE II

Meetings of the Conference

******The Annual Meeting of the Conference shall be held for the purposes of electing the officers of the Conference, adopting a budget and addressing the concerns of the Conference, Associations and local settings. The Annual Meeting shall take place annually unless otherwise determined by the Conference Board. All attendees of the Annual Meeting may have voice, as granted by the Moderator or Vice Moderator. However, only delegates shall have voting privileges.

****** Special meetings of the Conference may be called by the Conference Board or on petition of at least 30 churches from two (2) or more Associations. The business which may be transacted at any special meeting shall be confined to matters normally incident to the conduct of the meeting and to matters which are related to the purpose or purposes set forth in the notice of such meetings.

Notice of the time, place, and purpose of any special meeting shall be given to all members of the Conference by electronic transmission or by mail not less than 30 days prior to the date of the meeting. It shall be the responsibility of each member church to notify its delegates of all meetings.

All meetings of the Conference shall be conducted pursuant to the most current version of Robert's Rules of Order and by the standing rules adopted by the delegates at the meeting.

ARTICLE II

Meetings of the Conference

Annual Meeting:

The Annual Meeting of the Conference shall be held for the purposes of electing the officers of the Conference, adopting a budget and addressing the concerns of the Conference, Associations and local settings. The Annual Meeting shall take place annually unless otherwise determined by the Conference Board **and shall be located at a place determined by the Conference Board.** All attendees of the Annual Meeting may have voice, as granted by the Moderator or Vice Moderator. However, only delegates shall have voting privileges.

Special Meetings:

Special meetings of the Conference may be called by the Conference Board or on petition of at least 30 churches from two (2) or more Associations. The business which may be transacted at any special meeting shall be confined to matters normally incident to the conduct of the meeting and to matters which are related to the purpose or purposes set forth in the notice of such meetings.

Remote Meetings:

Notwithstanding any other provision of these Bylaws, the Conference Board may determine that any meetings of the Conference may be held partially or solely by means of electronic communication. The means of electronic communication must allow for voting members to hear one another and participate in discussion and voting in real time

Meetings of the Conference (cont'd)

Meeting Notice:

Notice of the time, place, and purpose of any special meeting shall be given to all members of the Conference by electronic transmission or by mail not less than 30 days prior to the date of the meeting. It shall be the responsibility of each member church to notify its delegates of all meetings.

All meetings of the Conference shall be conducted pursuant to the most current version of Robert's Rules of Order and by the standing rules adopted by the delegates at the meeting.

ARTICLE III

Delegates

******Each member church is entitled to be represented at all Conference meetings by two (2) voting ay delegates. Churches with more than 250 members are entitled to be represented by one additional lay delegate for every additional 250 members or major fraction thereof as shown in the New York Conference directory most recently published prior to the date of the call to the meeting. All individuals holding ministerial standing in the Conference shall be considered voting delegates. Members of the Conference Board and moderators and registrars of the Associations, during their respective terms, shall also be considered voting delegates.

******Consistent with Article 3, paragraphs 186m, 197 and 190 of the Constitution of the United Church of Christ, delegates and alternate delegates from the Conference to the General Synod* shall be elected by the Conference. Nominations for these offices shall be made by the Associations in accordance with a ratio as established periodically by the Conference. Delegates at large may be nominated by the Conference. All Associations should be represented in the General Synod delegation by at least one delegate.

In the selection of delegates to the Conference annual meeting and to General Synod, every attempt shall be made to provide equitable representation of geographic area, laity, and individuals with ministerial authorization. In the selection of delegates to the Conference annual meeting

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Each member church is entitled to be represented at all Conference meetings by two (2) voting lay delegates. Churches with more than 250 members are entitled to be represented by one additional lay delegate for every additional 250 members or major fraction thereof as shown in the New York Conference directory most recently published prior to the date of the call to the meeting. All individuals holding ministerial standing in the Conference shall be considered voting delegates. Members of the Conference Board and moderators and registrars of the Associations, during their respective terms, shall also be considered voting delegates.

General Synod:

Consistent with Article 3, of the Constitution of the United Church of Christ, delegates, and alternate delegates from the Conference to the General Synod* shall be elected by the Conference. Nominations for these offices may be made by the Associations in accordance with a ratio as established periodically by the Conference. Delegates at large may be nominated by the Conference. All Associations should be represented in the General Synod delegation by at least one delegate.

Delegates (cont'd)

and General Synod, every attempt shall also be made to provide equitable representation consistent with the ** Affirmative Action goals of the Conference.

Delegates (cont'd)

In the selection of delegates to the Conference annual meeting and to General Synod, every attempt shall be made to provide equitable representation of geographic area, laity and individuals with ministerial authorization **and shall be consistent with the Diversity, Equity and Inclusion goals of the Conference. The Conference General Synod delegations shall be in accordance with the demographic balance prescribed by the General Synod.**

ARTICLE IV

Officers and Staff

****** A Moderator and a Vice Moderator shall be elected at the Annual Meeting of the Conference. They shall perform such duties as usually pertain to their office or as are properly required by the Conference. Such officers shall serve for a three-year term and shall be eligible for re-election. No person may serve more than two (2) successive terms. The Moderator shall preside ****** at all meetings of the Conference. The Vice Moderator shall perform the duties of the Moderator in the absence or disability or at the request of the Moderator. ******

A Conference Minister* shall be nominated by a specifically organized Search Committee appointed by the Conference Board. Every effort will be made, in the appointment of Search Committee members, to provide equitable representation geographically, and between laity and individuals with ministerial authorization. A candidate for the position of Conference Minister shall hold ordained ministerial standing in the United Church of Christ along with any other qualifications to be set by the Conference Board. The candidate thus chosen shall be presented to the Conference, and, upon at least thirty days notice, elected at the Annual Meeting or by a Special Meeting of the Conference. The term of the Call shall be indefinite with annual evaluation by the Conference Personnel Committee in cooperation with the Conference Board.

ARTICLE IV

Officers and Staff

Officers:

The Officers of the Conference shall be the Moderator, Vice-Moderator, Secretary and Treasurer.

Moderator:

The Moderator shall preside **and have voice and vote at all called meetings of the Conference, the Board of Directors, and the Executive Committee. The Moderator, or the Moderator's designee, will execute all legal documents on behalf of the Conference and, together with the Conference Minister, will be the spokesperson for the Conference. The Moderator shall be elected at the Annual Meeting and serve for a three-year term and shall be eligible for re-election for one additional three-year term. After an absence of at least one (1) year, an individual will be eligible to be reelected.**

Vice Moderator:

The Vice-Moderator **shall have voice and vote** and shall perform the duties of the Moderator in the absence of, or at the request of the Moderator, **and perform such other duties as may be required by the Board of Directors or the Executive Committee. The Vice-Moderator shall serve for a three-year term and shall be eligible for re-election for one additional three-year term.**

(Officers & Staff cont'd)

****** A Treasurer shall be elected annually by the Conference. The term of office of the Treasurer shall be one year. S/he shall be eligible for re-election.

The Treasurer shall perform such duties as usually pertain to her/his office or as are properly required by the Conference Board. S/he shall make an Annual Report to the Conference, which report shall be subject to audit, ****** and shall regularly report to the Conference Board and the Executive Committee.

****** The Secretary shall be elected annually by the Conference. The term of office of the Secretary shall be one year. S/he shall be eligible for re-election.

The Secretary shall issue notices of all meetings of the Conference, the Conference Board, and the Executive Committee. S/he shall attend all meetings of the Conference, the Conference Board, and the Executive Committee ****** and keep the minutes thereof. S/he shall perform all such other duties as usually pertain to the office of secretary, or as are properly required by the Conference Board.

The Conference Minister shall be head of staff, administrator of Conference programs, and general overseer of Conference operations, a chief executive officer. S/He shall be the Conference's liaison with the wider Church (denominationally and ecumenically) with the support of the Conference Ministry Team.

Officers & Staff (cont'd)

Treasurer:

The Treasurer shall perform the duties as properly outlined by the Conference Board. They will report the financial condition of the Conference to the Board of Directors and/or Executive Committee regularly and to the members at each Annual Meeting, which shall be subject to audit and/or financial review. The Treasurer shall be a voting member of the Finance Committee and assist with the promotion of Stewardship and giving throughout the Conference. The Treasurer shall be elected annually by the Conference. The term of office shall be one year. They shall be eligible for re-election.

Secretary:

The Secretary shall issue notices of all meetings of the Conference, the Conference Board, and the Executive Committee. They shall attend all meetings of the Conference, the Conference Board, and the Executive Committee and keep the minutes thereof along with a record of all resolutions, policies and procedures duly adopted. They shall perform all such other duties as usually pertain to the office of secretary, or as are properly required by the Conference Board. The Secretary shall be elected annually by the Conference. The term of office of the Secretary shall be one year. They shall be eligible for re-election.

All officers shall be members of a church holding full membership standing in the Conference.

(Officers & Staff cont'd)

****** The Conference Minister shall be a theologian, pastor and teacher.
****S/He shall take the lead in promoting the ministry and mission of the Conference and shall, with the members of the Conference Ministry Team, facilitate networking of local congregations. **** The Conference Minister shall maintain the official records of the Conference.

The Conference or the Conference Board may elect or provide for such additional resource person(s) and staff as it may determine necessary for its governance work. Such additional resource person(s) shall have such authority and perform such duties for a prescribed period of time as the Conference, the Conference Board or the Conference Minister may sanction. This/these resource person(s) shall have voice without vote on the Conference Board.

In case of the absence or disability of any officer of the Conference, or in case of a vacancy in any office, the Conference Board may reassign an officer's powers and duties to any other officer or member of the Conference.

The Conference Minister shall work in consultation with the Conference Board to hire ministry team staff for the conference.

The Conference Minister, in consultation with the Personnel Committee and the Conference Board, shall hire administrative staff. ******

(Officers & Staff cont'd)

If any officer resigns or becomes unable or ineligible to serve, the Board of Directors shall elect, from its membership, a person to fill the remainder of the vacated term.

Conference Minister:

The Conference Minister shall be a theologian, pastor and teacher who is an ordained minister with current standing in the United Church of Christ. They shall take the lead in promoting the ministry and mission of the Conference and shall, with the members of the Conference Ministry Team, facilitate networking of local congregations. The Conference Minister shall maintain the official records of the Conference. The Conference Minister shall be head of staff, administrator of Conference programs, general overseer of Conference operations, and chief executive officer. They shall be the Conference's liaison with the wider Church (denominationally and ecumenically) with the support of the Conference Ministry Team.

Upon approval of the Board of Directors, the Conference Minister in coordination with the Finance Committee shall be the authorized designee to invest and manage any bequests received by the Conference and to sign contracts, agreements, deeds or other legal documents on behalf of the Conference.

(Officer & Staff cont'd)

A Conference Minister shall be nominated by a specifically organized Search Committee appointed by the Conference Board. Every effort will be made, in the appointment of Search Committee members, to adhere to the Diversity, Equity and Inclusion goals of the Conference. Upon receiving the Search Committee's report, the Board of Directors shall nominate a candidate. The candidate thus chosen shall be presented to the Conference, and, upon at least thirty days' notice, elected at the Annual Meeting or by a Special Meeting of the Conference called for that purpose. The term of the Call shall be indefinite with annual evaluation by the Conference Personnel Committee in cooperation with the Conference Board.

The Conference Minister shall work in consultation with the Personnel Committee and Conference Board to hire all staff for the Conference.

The Conference Board shall act as the calling body for all ordained ministry team positions.

When a vacancy occurs in the office of Conference Minister, the Board of Directors, in covenant and consultation with the National Ministries of the United Church of Christ, shall engage the services of an interim, bridge, or transitional Conference Minister to fill the vacancy until such time that a new Conference Minister has been called by the Conference.

ARTICLE V

Governance

******The Conference Board shall consist of members, nominated through the Conference Governance Team and elected at Conference Annual Meeting. The Conference Board will include the Officers: the Conference Minister, Moderator, Vice Moderator, Treasurer, and Secretary. The Board membership shall be one member from each association of the Conference and three (3) additional at large seats. The at-large seats shall be reserved exclusively for Persons of Color selected from the diversity within the Conference. The Governance Committee should make every effort to expand the breadth of the Conference geography in filling at-large seats. Each at large seat must be filled from differing associations so that no association holds more than two seats on the board, excluding the Officers. Elected Conference Board members will be eligible to serve for two three-year consecutive terms. A representative of the Conference Personnel Committee shall serve as ex-officio member.

The Conference Board shall possess and exercise between meetings of the Conference the full power and authority of the Conference. However, it cannot annul or reverse any action taken by the Conference. The Conference Board shall have primary fiscal decision-making responsibility for the Conference, subject to the direction of the Conference and subject to the approval of the budget by the Conference at the Annual Meeting.

ARTICLE V

Governance

Conference Board

The Board of Directors shall be the governing Board of the Conference and shall do all things needed to develop and further its program and work, in accordance with the laws of the state of New York, these By-laws, and consistent with the Constitution and By-laws of the United Church of Christ.

The Conference Board shall consist of members, nominated through the Conference **Nominating** Team and elected at Conference Annual Meeting. The Conference Board will include the Officers: the Conference Minister, Moderator, Vice Moderator, Treasurer, and Secretary. The Board membership shall be one member from each association of the Conference and three (3) additional at large seats. The at-large seats shall be reserved exclusively for Persons of Color selected from the diversity within the Conference. The **Nominating** Committee should make every effort to expand the breadth of the Conference geography in filling at-large seats. Each at large seat must be filled from differing associations so that no association holds more than two seats on the board, excluding the Officers. Elected Conference Board members will be eligible to serve for two three-year consecutive terms.

(Governance cont'd)

Within these limitations the Conference Board shall be responsible for the receipt and disbursement of all Our Church's Wider Mission funds and other benevolent giving to the Conference or for the account of the United Church of Christ.

The Conference Board shall also engage in budget planning and determination of financial priorities for administration, program, and services, including financial requests for program, staff, and services within the Associations.

The Conference Board shall meet at least once per year. Written or personal notice of the time and place of each meeting shall be given to each member of the Conference Board not less than eight (8) days prior to the meeting. ** Two-thirds (2/3) of voting members of the Conference Board shall constitute a quorum, whether attending in person or by electronic means and the vote of a majority of the members present shall decide any question.

**An Executive Committee shall be elected from the Conference Board and will include: the Moderator, ** Treasurer, and Secretary of the Conference, **three (3) additional members of the Conference Board, and the Conference Minister. The Executive Committee shall possess and exercise such powers as the Conference Board shall delegate to it and shall possess between meetings of the Conference Board the full power and authority of such Board

(Governance cont'd)

The Conference Board shall possess and exercise between meetings of the Conference the full power and authority of the Conference. However, it cannot annul or reverse any action taken by the Conference. The Conference Board shall have primary fiscal decision-making responsibility for the Conference, subject to the direction of the Conference and subject to the approval of the budget by the Conference at the Annual Meeting. Within these limitations the Conference Board shall be responsible for the receipt and disbursement of all Our Church's Wider Mission funds and other benevolent giving to the Conference or for the account of the United Church of Christ.

The Conference Board shall also engage in budget planning and determination of financial priorities for administration, program and services, including financial requests for program, staff and services within the Associations.

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(Governance cont'd)

However, it cannot annul or reverse any action taken by the Conference Board. The Executive Committee shall keep a record of all actions taken by it which shall be reported at the next meeting of the Conference Board.

The Conference Board or the Conference may adopt policies and procedures to establish such task forces as it may determine to accomplish and perform specific projects or to deal with particular areas of governance or concern, including but not limited to ******Ministry Teams.

(Governance cont'd)

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The Conference or the Conference Board may elect or provide for such additional resource person(s) and staff as it may determine necessary for its governance work. Such additional resource person(s) shall have such authority and perform such duties for a prescribed period of time as the Conference, the Conference Board or the Conference Minister may sanction. This/these resource person(s) shall have voice without vote on the Conference Board.

Executive Committee:

An Executive Committee shall be elected from the Conference Board and will include: the Moderator, **Vice Moderator**, Treasurer, and Secretary of the Conference, **two (2)** additional members of the Conference Board, and the Conference Minister. The Executive Committee shall possess and exercise such powers as the Conference Board shall delegate to it and shall possess between meetings of the Conference Board the full power and authority of such Board. However, it cannot annul or reverse any action taken by the Conference Board. The Executive Committee shall keep a record of all actions taken by it which shall be reported at the next meeting of the

(Governance cont'd)

The Conference Board or the Conference may adopt policies and procedures to establish such task forces as it may determine to accomplish and perform specific projects or to deal with particular areas of governance or concern, including but not limited to

Commissions.

ARTICLE VI

****Ministry Teams**

The responsibility for the total program of the Conference belongs to the Conference. ****Ministry Teams** (which may be called Commissions) shall be established to meet the program and ministry needs of the various settings of the conference. Written reports of the work of the ****Ministry Teams** will be submitted to the Conference Minister. These ****Ministry Teams** shall work in collaborations with all settings of the church.

Each Ministry Team shall develop written policies that govern its nomination and election process.

ARTICLE VI

Commissions

The responsibility for the total program of the Conference belongs to the Conference. **Commissions** shall be established to meet the program and ministry needs of the various settings of the Conference. Written reports of the work of the **Commissions** will be submitted **annually** to the Conference Board **sixty (60) days prior to the Annual Meeting and the Conference Board should receive minutes of Commission meetings within two weeks of said meeting.** These **Commissions** shall work in collaboration with all settings of the church.

Each Commission shall be accountable to the Conference Board and develop and present for board approval written policies that govern its nomination and election processes that align with the Diversity, Equity, and Inclusion goals of the Conference. After an absence of at least one (1) year an individual is eligible to be reelected to the Commission. The Conference Minister or their designee shall be an ex-officio member, without vote, of all Conference Commissions.

ARTICLE VII

****Governance Team**

Before the Annual Meeting, the Conference Board shall nominate seven (7) individuals to serve on the ****Governance Team**. These individuals will be presented at the Annual Meeting for election. Two members of the ****Governance Team** will be members of the Conference Board. The term of office of the members shall be three years. A member of the ****Governance Team** who has served a full term shall be ineligible for re-election for a period of one year. The ****Governance Team** shall elect its own chairperson and secretary.

The ****Governance Team** shall select candidates for all Conference Board positions. In selecting such candidates for ****nomination**, the ****Governance Team** shall consider recommendations made by associations, local congregations, and other settings of the conference, and will make every attempt to provide for equitable representation geographically, and between laity and persons with ministerial authorization. ******

The ****Governance Team** on behalf of the Conference Board shall present nominees for election at the Annual Meeting of the Conference. Nominations may also be made from the floor by voting delegates.

ARTICLE VII

Nominating Team

Before the Annual Meeting, the Conference Board shall nominate seven (7) individuals to serve on the **Nominating Team**. These individuals will be presented at the Annual Meeting for election. Two members of the **Nominating Team** will be members of the Conference Board. The term of office of the members shall be three years. A member of the **Nominating Team** who has served a full term shall be ineligible for re-election for a period of one year. The **Nominating Team** shall elect its own chairperson and secretary.

The **Nominating Team** shall select candidates for all Conference Board positions. In selecting such candidates for **consideration**, the **Nominating Team** shall consider recommendations made by Associations, Local Congregations, and other settings of the conference, and will make every attempt to provide for equitable representation geographically, between laity and persons with ministerial authorization **and in consideration of the Diversity, Equity and Inclusion goals of the Conference.**

The **Nominating Team** on behalf of the Conference Board shall present nominees for election at the Annual Meeting of the Conference. Nominations may also be made from the floor by voting delegates.

(Governance Team cont'd)

The ******Governance Team shall maintain permanent and continuing records of persons who are, or may be, eligible for nomination and election to office and for other service to the Conference

The ******Governance Team shall actively consult with and seek to identify qualified and gifted candidates from the Associations and local churches of the Conference. It shall advise the Conference Board regarding persons eligible to serve in various capacities and the records of the ******Governance Team shall at all times be available to the Conference Board upon request.

The Governance Team shall develop policies that frame the work of Ministry Teams. Those policies shall be approved by the Conference Board.

(Nominating Team cont'd)

The **Nominating** Team shall maintain permanent and continuing records of persons who are, or may be, eligible for nomination and election to office and for other service to the Conference.

The **Nominating** Team shall actively consult with and seek to identify qualified and gifted candidates from the Associations and local churches of the Conference. It shall advise the Conference Board regarding persons eligible to serve in various capacities and the records of the **Nominating** Team shall at all times be available to the Conference Board upon request.

ARTICLE VIII

****Investment Committee**

The New York Conference of the United Church of Christ hereby establishes an Endowment Fund that shall be managed by the Investment Committee. The Investment Committee shall be elected by the voting delegates to the Conference at its Annual Meeting. The Committee shall consist of five (5) members. Terms of office shall be for three (3) years. The election of members shall be staggered in a three year cycle (2 one year, 2 the next year, 1 the third year). The Investment Committee shall elect its own chairperson and secretary. The Investment Committee shall make a formal report, at least annually, to the Conference Board and the Conference at the Annual Meeting of the Conference. Additional reports may be given as stipulated by the policies and procedures of the Investment Committee and when requested or as necessary. See also the Investment Committee policies and procedures.

Article VIII

Finance Committee

The Finance Committee shall advise, oversee, and maintain the financial assets of the New York Conference of the United Church of Christ for the support of the ministry and mission of the Conference, including, but not limited to, management of investments, endowments, gifts, contributions and bequests held by the Conference. Management and oversight of these funds shall be conducted in a reasonable, prudent, and socially responsible manner, and to enhance income growth and security of those assets of the Conference entrusted to them.

The Finance Committee, in consultation with the Board of Directors, shall ensure that annually the Conference finances are subject to an independent audit or review.

The Finance Committee shall meet no less than twice annually and make a formal report at least annually to the Conference Board and the Conference at the Annual Meeting. Additional reports may be given when requested by the Board of Directors

The Committee shall consist of 3-5 members elected by the Conference Annual Meeting. Terms of office shall be three (3) years. No person may serve more than two (2) consecutive three (3) year terms.

(Finance Committee, cont)

The Finance Committee members shall be members of a church holding full membership standing in the Conference.

Staff members, officers of the Conference (excluding the Treasurer, who shall be a voting member), and members of the Executive Council can be non-voting Committee Members. The Conference Minister shall serve as an ex-officio member having voice without vote.

Vacancies on the Finance Committee shall be appointed by the Executive Council until such can be elected at the next Annual Meeting. A quorum of the Committee shall consist of a simple majority of the total membership of the Committee. A majority of the members present and voting when a quorum is present shall carry a motion or resolution.

ARTICLE IX

Personnel Committee

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The Conference Personnel Committee is a committee of the Conference Board consisting of one member elected from each Association for suggested three (3) year terms. The Personnel Committee will elect its own chairperson and secretary. The Chair of the Personnel Committee (or an authorized representative) is an ex officio member of the Conference Board. The Personnel Committee will meet quarterly at the conference office unless another location as deemed appropriate.

The Personnel Committee shall provide oversight of the Conference staff in consultation with the Conference Minister. Any concerns requiring action of the Conference shall be reported to the Conference Board in special (closed) session. The Conference Minister, in consultation with the Personnel Committee, will clarify and recommend personnel policies and standards for Conference personnel. The Conference Minister will help each member of the conference staff refine and interpret his or her job description as needed. The Personnel Committee, in consultation with the Conference Minister, will seek ways to help Conference staff to effectively carry out his/her responsibilities. The Conference Minister will provide the annual evaluation procedures for the Conference staff. Copies of the evaluations will be submitted to the Personnel Committee for review in consultation with the Conference Minister.

Should the Conference Minister have concerns regarding a conference staff member, those concerns would be reported by the Conference Minister to the Personnel Committee. The Personnel Committee will provide a yearly evaluation of the Conference Minister with information provided by appropriate members of the conference

Article IX Personnel Committee

The Conference Personnel Committee shall be a sub-committee of the Conference Board consisting of three (3) board members and two (2) at-large members. The at-large members shall be elected by the Conference Annual Meeting with consideration of the Diversity, Equity and Inclusion goals of the Conference. Terms of office for at-large members shall be three (3) years. No at-large member shall serve more than two (2) consecutive terms. The Personnel Committee will elect its own chairperson and secretary. The Personnel Committee shall meet no less than twice each year. The Conference Minister, in consultation with the Personnel Committee, will clarify and recommend personnel policies and standards for Conference personnel to be approved by the Conference Board. Said policies shall be reviewed every three (3) years. The Conference Minister will provide the annual evaluation procedures for the Conference staff. Copies of the evaluations will be submitted to the Personnel Committee for review in consultation with the Conference Minister. The Personnel Committee shall provide oversight of the staff Grievance and Sexual Harassment policies as outlined in the Conference Personnel Manual. The Personnel Committee will provide a yearly evaluation of the Conference Minister and results made available to the Conference Board. The Personnel Committee shall be accountable to the Conference Board and any concerns requiring action of the Conference shall be reported to the Conference Board in special (closed) session.

ARTICLE X

Relationships to Associations and Local Churches

The autonomy and independent programs of the several Associations and the local churches within the Conference are recognized as paramount within the area of their respective concerns.

In this regard the Conference adopts the definitions and statements of covenantal relationships among the Conference, Associations and the local settings as are set forth in the Constitution and By-Laws of the United Church of Christ.

ARTICLE X

Relationships to Associations and Local Churches

The autonomy and independent programs of the several Associations and the local churches within the Conference are recognized as paramount within the area of their respective concerns. In this regard the Conference adopts the definitions and statements of covenantal relationships among the Conference, Associations, and the local settings as are set forth in the Constitution and By-Laws of the United Church of Christ.

ARTICLE XI

These By-Laws may be amended at any Annual or special meeting of the Conference by a two- thirds (2/3) vote of the members present and voting. All proposed amendments must have been **mailed to the members at least thirty (30) days prior to the meeting at which the vote is to be taken

ARTICLE XI

These By-Laws may be amended at any Annual or special meeting of the Conference by a two- thirds (2/3) vote of the members present and voting. All proposed amendments must have been **provided electronically or physically mailed** to the members at least thirty (30) days prior to the meeting at which the vote is to be taken.

ARTICLE XII

INDEMNIFICATION

Any Officer, director, staff, Commission or Committee member of the New York Conference of the United Church of Christ may, to the full extent allowed by law be indemnified against all judgements, fines and amounts paid in settlements or any other claims, suits or liabilities incurred because of being such officer or member to the extent such person is not otherwise indemnified by another entity. Said members shall not be personally liable for monetary damages for any action taken, or any failure to act, except in instances of self-dealing, willful misconduct or recklessness. The Conference shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee or agent of the Conference or is or was serving at the request of the Conference, against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Conference would otherwise have the power to indemnify such person against such liability.