

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 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. 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:

Churches:

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 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.

93 Others:

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

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98 **ARTICLE II**

99 **Meetings of the Conference**

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101 Annual Meeting:

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

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110 Special Meetings:

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

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117 Remote Meetings:

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

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

Annual Meeting:

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. 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

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.

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.

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 {Associate Conference Ministers and Conference Minister), 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.

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.

243 **ARTICLE V**
244 **Governance**
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246 Conference Board
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248 The Board of Directors shall be the governing Board of the Conference and shall do all
249 things needed to develop and further its program and work, in accordance with the laws
250 of the state of New York, these By-laws, and consistent with the Constitution and By-
251 laws of the United Church of Christ.

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

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265 The Conference Board shall possess and exercise between meetings of the Conference
266 the full power and authority of the Conference. However, it cannot annul or reverse any
267 action taken by the Conference. The Conference Board shall have primary fiscal
268 decision-making responsibility for the Conference, subject to the direction of the
269 Conference and subject to the approval of the budget by the Conference at the Annual
270 Meeting. Within these limitations the Conference Board shall be responsible for the
271 receipt and disbursement of all Our Church's Wider Mission funds and other benevolent
272 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. The Conference Board may determine that any meetings of the Board may be held 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.

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.

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 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 Commissions.

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
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.

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
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 a minimum of three (3) and maximum of five (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.

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.

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

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419 **ARTICLE X**
420 **Relationships to Associations and Local Churches**
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422 The autonomy and independent programs of the several Associations and the local
423 churches within the Conference are recognized as paramount within the area of their
424 respective concerns. In this regard the Conference adopts the definitions and
425 statements of covenantal relationships among the Conference, Associations, and the
426 local settings as are set forth in the Constitution and By-Laws of the United Church of
427 Christ.

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ARTICLE XI
Amendments

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.