

1 **Bylaws of the Maine Conference**
2 **United Church of Christ**
3 (Successor to Congregational-Christian Conference of Maine)
4

5 As adopted October 21, 2017
6

7 Preamble
8

9 Moving forward together, improving and building upon the work of our Christian forbears
10 to create loving and faithful communities that respect, challenge, empower and support one
11 another as we follow Christ into the world to the glory of God and for the benefit of all, the Maine
12 Conference of the United Church of Christ adopts these Bylaws to govern its organization as a
13 Conference in accordance with the Constitution and Bylaws of the United Church of Christ.
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15 Article I: Purpose and Principles
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17 **Purpose.** Acknowledging that Jesus Christ is the Head of the Church, and relying upon the
18 power of the Holy Spirit to lead us, the Maine Conference of the United Church of Christ is a part
19 of the Body of Christ. The Conference includes the local churches in Maine and their members,
20 the several Associations of local churches organized in Maine, and all of the Ministries the
21 Conference may undertake, working in partnership, shared mission and supportive relationship
22 as followers of Christ, heeding the Call to love God, all people, and all God's creation.
23

24 **Principles.** The Conference is organized as a Conference in accordance with the
25 Constitution and Bylaws of the United Church of Christ, and adopts the standard of faith as
26 professed in the "Statement of Faith" adopted by the General Synod of the United Church of
27 Christ. The Conference accepts the principles of independence in matters of local concern, and
28 fellowship in matters of common concern, as stated in the Constitution and Bylaws of the United
29 Church of Christ. Recognizing that the local Associations determine, confer and certify the
30 standing of member churches and affiliate clergy, the Conference shall not stand in any other
31 than an advisory relation to any individual, local church, or Association of local churches, nor
32 serve as a court of appeal in ecclesiastical affairs.
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34 **Name.** As a non-profit corporation organized under the laws of the State of Maine, the
35 Conference shall be known as "The Maine Conference of the United Church of Christ (successor to
36 Congregational-Christian Conference of Maine)," and where these Bylaws use the word
37 "Conference," it shall mean "Maine Conference of the United Church of Christ (successor to
38 Congregational-Christian Conference of Maine)."
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40 Article II: Governance
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42 **Governance.** The Conference shall be governed by its members gathered in Annual and
43 Special Meetings, and by a Board of Directors elected by Conference members at the Annual
44 meeting. The Board of Directors shall have the authority and fiduciary responsibility to conduct
45 the business, provide leadership, and endeavor to nurture and strengthen the mission and vision
46 of the Conference.
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1 **Membership.** The following members of the Conference are eligible to vote at Annual or
2 Special Meetings:

- 3
- 4 1. Two (2) lay delegates, an additional delegate younger than 20 years old, chosen by and
5 from each local church with standing in an Association of the Conference, plus one
6 additional delegate for each additional hundred local church members greater than
7 151, all to be elected annually by the local church to serve for a period of one year or
8 until their successors are elected;
- 9 2. All ministers, active or retired, holding authorized ministerial standing in an
10 Association of the Conference;
- 11 3. All Conference officers and members of the Board of Directors and any committees or
12 entities the Board of Directors may establish;
- 13 4. All officers of each Association of the Conference, as defined by the Constitution of the
14 United Church of Christ, including chairs of Association Committees on Church &
15 Ministry; and
- 16 5. All Members-in-Discernment with the Associations of the Conference.

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18 By special vote of the members, the Conference may invite any person to sit as an
19 honorary member with voice, but without authority to vote.

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21 **Officers.** Conference officers shall be a Chair, who shall function as president of the
22 corporation; Vice-Chair; Clerk; and Treasurer elected at Annual meeting. Any member of a local
23 Church with standing in an Association of the Conference shall be eligible to serve as Conference
24 officer. Officers shall be nominated by a committee of the Board of Directors or from the floor of
25 the Annual Meeting with the consent of the person nominated. The Chair and Vice-chair shall
26 serve two-year non-renewable terms, and the Clerk and Treasurer shall serve two-year terms,
27 renewable once, beginning at the close of the Annual Meeting when elected, and ending when a
28 successor is elected. The Board of Directors shall fill any vacancies that occur between Annual
29 Meetings until the next meeting of the Conference.

- 30
- 31 1. The Chair shall be a member of the Board of Directors, shall preside at all meetings of
32 both the Conference and the Board of Directors, and shall perform leadership
33 functions necessary to the responsible leadership of the Conference.
- 34 2. The Vice-Chair shall be a member of the Board of Directors and shall perform the
35 duties of the Chair at the request or in the absence of the Chair.
- 36 3. The Clerk shall be a member of the Board of Directors, and keep full and accurate
37 records of all meetings of the Conference and the Board of Directors. All such records
38 shall be carefully preserved as the permanent property of the Conference.
- 39 4. The Treasurer shall be a member of the Board of Directors, shall receive and hold all
40 funds of the Conference excepting trust funds, and disburse the same together with
41 such other funds as shall be turned over by the Trustees under the direction of the
42 Board of Directors. The Treasurer also shall keep proper account books and accounts
43 of the monies received and disbursed for the Conference and for the Consolidated
44 Trust Fund; shall function as Treasurer of the Trustees; and shall make complete
45 financial reports, accompanied by the Auditor's reports, at the Annual Meeting of the
46 Conference or to the Board of Directors as it may require.

1 or that may be deposited by member churches for fund management. Each Trustee shall serve a
2 term of three (3) years. The Trustees shall be divided into three (3) classes with one (1) class
3 elected at Annual Meeting each year. The Board of Directors shall fill any vacancy of the Trustees
4 until the next Annual Meeting of the Conference, when the Conference shall fill the vacancy by
5 election for the unexpired term. Trustees may be removed by the Conference, or by the Board of
6 Directors acting on behalf of the Conference between meetings, by a two-thirds (2/3) vote of
7 those present. The Trustees are authorized to do all things necessary and appropriate to carry
8 out their fiduciary duties, including but not limited to the sale and transfer of registered
9 securities, and the purchase, sale, mortgage and lease of real estate held in trust by the
10 Conference. The Trustees shall make a formal report at least annually to the Board of Directors
11 and to the Annual Meeting. Additional reports shall be provided when requested by the Board of
12 Directors.

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14 **Deposits and Accounts.** All trust funds shall be lodged in the name of the "Maine
15 Conference of the United Church of Christ" and in such depository or depositories as the Trustees
16 may designate. The Trustees shall keep a book of accounts showing the conditions and
17 provisions relating to each trust fund held by it, and shall keep a debit and credit account, and
18 shall render to the Annual Meeting of the Conference, or to the Board of Directors as it may
19 require, a complete and detailed statement of: any consolidated trust fund and of all trust funds
20 so held, giving the face value, the book value, and the unit value in the case of a consolidated trust
21 fund; the beneficiaries of special trust funds; and the disbursements from any special or general
22 trust to the Conference Treasurer.

23
24 **Conveyances.** The conveyance, lease or mortgage of any trust estate shall be made by
25 order of the Board of Directors under the seal of the corporation (1) by the Trustees, as such
26 Trustees, or (2) by any Trustee or the Treasurer, for such Trustees, when so authorized by the
27 Board of Directors.

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29 **Payments to the Conference.** From time to time, as the Board of Directors may
30 determine, the Trustees shall turn over to the Treasurer the income from any trust funds and
31 such portion of the principal as may be permissible under the gifts or grant of trust and the terms
32 for acceptance by the Conference.

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34 **Advisor to the Trustees.** The Conference Minister shall serve as an advisor to the
35 Trustees.

36 37 Article IV: Meetings

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39 **Annual Meetings.** The date, time and location of the Annual Meetings of the Conference
40 shall be fixed by the Board of Directors, except as otherwise determined by a vote of the
41 Conference at its previous Annual Meeting. Consideration of action(s) not included in the notice
42 is subject to consent of the membership gathered.

43
44 **Special Meetings.** Special meetings of the Conference may be called by vote of the Annual
45 Meeting, or at the discretion of the Board of Directors, or by a request in writing to the Clerk from
46 at least one quarter of the local churches with standing in an Association of the Conference. The
47 business of the Special Meeting shall be limited to that included in the Call.

1 connection with any proceeding arising out of their role on behalf of the Conference or the
2 Association to the fullest extent permitted by law, except in cases of gross negligence, criminal
3 activity, or willful misconduct. Expenses are intended to be broadly interpreted to include
4 attorney's fees, costs and any other reasonable and necessarily incurred expenses.
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6 **Liability Insurance.** The Conference shall maintain liability insurance for the benefit of
7 any corporate official, agent, or employee against any liability asserted against or incurred by a
8 corporate official, agent, or employee so as to provide the maximum protection available under
9 Maine law. The Conference may undertake the defense of any individual covered by this Article,
10 with the requirement of reimbursement if it should ultimately be determined that the
11 individual is not entitled to indemnification because of gross negligence, criminal activity, or
12 willful misconduct.
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14 Article VII: Dissolution

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16 **Dissolution.** The Conference and its property shall be forever devoted to religious
17 purposes. No officer, member or employee of the Conference shall receive any pecuniary profit
18 from the organization, except reasonable compensation for services in effecting one or more of
19 its purposes. In the event of the dissolution of the Conference, its property shall become vested
20 in, and its functions as trustee, if any, administered by the successor entity or, if there is no
21 successor entity, an entity which is organized and operated exclusively for religious and
22 charitable purposes as the Board of Directors, acting with the approval of the Conference by a
23 vote of two-thirds of the members present at any Annual or Special meeting, shall determine.
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25 Article VIII: Bylaw Amendments

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27 **Bylaw Amendments.** These Bylaws may be amended at any duly called meeting of the
28 Conference by a two-thirds vote of the membership present, provided that the amendment shall
29 have been submitted to the Conference membership in writing at a previous meeting of the
30 Conference, or have been incorporated in the Call for the meeting.