

Bylaws of the Maine Conference
United Church of Christ
(~~Successor to Congregational Christian Conference of Maine~~)
As adopted October 21, 2017

Preamble

Moving forward together, improving and building upon the work of our Christian forbears to create loving and faithful communities that respect, challenge, empower and support one another as we follow Christ into the world to the glory of God and for the benefit of all, the Maine Conference of the United Church of Christ adopts these Bylaws to govern its organization as a Conference in accordance with the Constitution and Bylaws of the United Church of Christ.

Article I: Purpose and Principles

Purpose. Acknowledging that Jesus Christ is the Head of the Church, and relying upon the power of the Holy Spirit to lead us, the Maine Conference of the United Church of Christ is a part of the Body of Christ. **The Maine Conference is the successor in interest to the Congregational Christian Conference of Maine.**

The Conference includes the local churches in Maine and their members, the several Associations of local churches organized in Maine, and all of the Ministries the Conference may undertake, working in partnership, shared mission and supportive relationship as followers of Christ, heeding the Call to love God, all people, and all God's creation.

Principles. The Conference is organized as a Conference in accordance with the Constitution and Bylaws of the United Church of Christ, and adopts the standard of faith as professed in the "Statement of Faith" adopted by the General Synod of the United Church of Christ.

The Conference accepts the principles of independence in matters of local concern, and fellowship in matters of common concern, as stated in the Constitution and Bylaws of the United Church of Christ. Recognizing that the local Associations determine, confer and certify the standing of member churches and affiliate clergy, the Conference shall not stand in any other than an advisory relation to any individual, local church, or Association of local churches, nor serve as a court of appeal in ecclesiastical affairs.

Name. As a non-profit corporation organized under the laws of the State of Maine, the Conference shall be known as "The Maine Conference of the United Church of Christ (~~successor to Congregational Christian Conference of Maine~~)," and where these Bylaws use the word "Conference," it shall mean "Maine Conference of the United Church of Christ (~~successor to Congregational Christian Conference of Maine~~)."

Article II: Governance

Governance. The Conference shall be governed by its members gathered in Annual and Special Meetings, and by a Board of Directors elected by Conference members at the Annual meeting. The Board of Directors shall have the authority

and fiduciary responsibility to conduct the business, provide leadership, and endeavor to nurture and strengthen the mission and vision of the Conference.

Membership. The following members of the Conference are eligible to vote at Annual or Special Meetings:

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

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

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

1. The Chair shall be a member of the Board of Directors, shall preside at all meetings of both the Conference and the Board of Directors, and shall perform leadership functions necessary to the responsible leadership of the Conference.
2. The Vice-Chair shall be a member of the Board of Directors and shall perform the duties of the Chair at the request or in the absence of the Chair.
3. The Clerk shall be a member of the Board of Directors, and keep full and accurate records of all meetings of the Conference and the Board of Directors. All

such records shall be carefully preserved as the permanent property of the Conference.

4. The Treasurer shall be a member of the Board of Directors, shall receive and hold all funds of the Conference excepting trust funds, and disburse the same together with such other funds as shall be turned over by the Trustees under the direction of the Board of Directors. The Treasurer also shall keep proper account books and accounts of the monies received and disbursed for the Conference and for the Consolidated Trust Fund; shall function as Treasurer of the Trustees; and shall make complete financial reports, accompanied by ~~the Auditor's reports~~ **an independent accounting report**, at the Annual Meeting of the Conference or to the Board of Directors as it may require.

Board of Directors. In addition to the four Conference officers, the Board of Directors shall consist of nine (9) members elected at Annual Meeting. The Board of Directors shall be divided into three (3) classes with one (1) class elected at Annual Meeting each year. Directors shall be elected to serve three-year terms, renewable once. Terms of office for Directors shall begin at the close of the Conference Annual Meeting at which they are elected and shall serve ~~until after election of their successors~~ **through the close of the annual meeting at the end of their term. Out-going Board members may continue with voice but no vote through the end of the year.** ~~One Director shall serve as chair of Conference planning for Annual Meeting and other Conference events.~~ As nearly as possible, the Conference shall strive to maintain a diverse membership of the Board of Directors that is consistent with the Conference's "Open and Affirming Statement," as well as a balance of clergy and laity. The Board of Directors shall meet as necessary between Conference Annual Meetings, and upon call of the Chair or of five (5) members of the Board of Directors with five (5) days notice. A majority of the Board of Directors shall constitute a quorum for the conduct of business. The Board of Directors shall make a report of its work to the Conference Annual Meeting, and shall set the agenda for items to come before the Annual Meeting. If the Board of Directors declines to present a matter for the Annual Meeting agenda, appeal may be taken to the floor of the Annual Meeting. The Board of Directors may recommend that the Conference establish other officers as the Board deems necessary. The Board of Directors may establish Conference committees and entities as necessary, and may adopt policies and procedures for the operation of the Board of Directors, committees or entities. The Board of Directors may recommend to the Conference membership the Call of a Conference Minister, and the terms of Call, as well as dismissal, as it deems necessary, to assure the proper exercise of spiritual and executive leadership of the Conference consistent with the faith and order of the United Church of Christ. Consistent with the appropriations adopted in the Conference budget, the Board of Directors is authorized to employ or call staff as necessary to satisfy the needs of Conference operations.

Conference Minister. The Conference Minister shall be minister and chief executive officer of the Conference and shall:

1. provide leadership to the Conference;
2. have the responsibility for staffing and organizational patterns to implement the

programs of the Board of Directors and the Conference, including the hiring, firing, and supervision of Conference staff;

3. represent the Conference before the churches, in denominational and interfaith gatherings, and in society at large (or through designated representatives);
4. be a member with voice but without vote of the Board of Directors and all committees of the Conference and Board of Directors;
5. see that the policies of the Conference and the Board of Directors are efficiently executed, including delegation or sharing of these responsibilities among the other officers of the Conference or staff; and
6. shall be accountable to the Board of Directors.

Article III: Trustees

Trustees. The Conference serves as Trustee of the Consolidated Trust Fund ("CTF") created under an Agreement and Declaration of Trust dated 7th March 1957. In order to carry out its responsibilities as Trustee of the CTF, the Conference shall elect ~~four (4)~~ **at least five (5)** ~~five to nine (5—9)~~ Trustees to receive, hold, manage, sell, exchange, invest or reinvest all trust and endowment funds, and any trust or endowment income, or other trust property the Conference may acquire, or that may be deposited by member churches for fund management. Each Trustee shall serve a term of three (3) years. The Trustees shall be divided into ~~three (3)~~ **two (2)** classes with one (1) class elected at Annual Meeting **every other** each year. The Board of Directors shall fill any vacancy of the Trustees until the next Annual Meeting of the Conference, when the Conference shall fill the vacancy by election for the unexpired term. Trustees may be removed by the Conference, or by the Board of Directors acting on behalf of the Conference between meetings, by a two-thirds (2/3) vote of those present. The Trustees are authorized to do all things necessary and appropriate to carry out their fiduciary duties, including but not limited to the sale and transfer of registered securities, and the purchase, sale, mortgage and lease of real estate held in trust by the Conference. The Trustees shall make a formal report at least annually to the Board of Directors and to the Annual Meeting. Additional reports shall be provided when requested by the Board of Directors.

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

Conveyances. The conveyance, lease or mortgage of any trust estate shall be

made by order of the Board of Directors under the seal of the corporation (1) by the Trustees, as such Trustees, or (2) by any Trustee or the Treasurer, for such Trustees, when so authorized by the Board of Directors.

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

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

Article IV: Meetings

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

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

Notice. Thirty (30) days notice of all meetings of the Conference shall be given to the local churches with standing in an Association of the Conference, and shall include the business to be conducted. Notice shall be in writing and sent via U.S. mail or by electronic means.

Quorum & Procedure. At least thirty (30) voting members must be present for an Annual or Special Meeting of the Conference, and at least one fifth of the churches with standing in an Association of the Conference and two thirds of the Associations of the Conference must be represented among the members present. At least twenty (20) voting delegates among the members present must be lay delegates elected by local churches with standing in an Association of the Conference. If those members gathered do not constitute a quorum as defined by these Bylaws, they may adjourn the meeting and designate a date, time and location to reconvene the meeting no less than thirty (30) days from the date of the meeting that failed to attract a quorum. Robert's Rules of Order as revised shall guide the conduct of all Conference meetings, except as altered by rules adopted by majority vote of the membership present at any meeting.

Presiding Officer. The Chair or Vice Chair of the Board of Directors shall preside at all Annual and Special Meetings of the Conference and may, with the approval of the Board of Directors, appoint a parliamentarian to serve at any meeting. The procedural decisions of the appointed parliamentarian, as announced by the Chair, shall be final.

Article V: Appropriations and Budget Amendments

Appropriations. The Board of Directors shall present a proposed budget to the Annual Meeting for its consideration and action. The membership present at the Annual Meeting shall have the power to amend the proposed budget; however, no motion from the floor of the Annual Meeting which has the effect of increasing total annual expenditures shall be in order unless such motion includes the manner of funding of the increase in accordance with generally accepted accounting principles and the customary financial practices of the Conference.

Budget Amendments. The Board of Directors shall have the authority to amend the approved budget between Annual Meetings as deemed appropriate and necessary. Within its approved annual budget, each Conference entity listed in the annual budget shall have the authority to fund increases in individual line items by corresponding decreases in other line items, according to changing needs and circumstances.

Article VI: Conflict of Interest; Indemnification; Insurance

Conflict of Interest. The Conference shall not enter into a conflict of interest transaction, as such term is defined in the Maine Nonprofit Corporation Act, 13-B M.R.S. Sec. 718, except in accordance with the disclosure and approval provisions of such statute. No conflict of interest transaction shall be voidable, or provide grounds for imposing liability on a director or officer of the Corporation, if the transaction was fair at the time it was entered into or is approved in accordance with 13-B M.R.S. Sec. 718.

Indemnification. The Conference shall indemnify any officer, employee or agent, or member of the Board of Directors or any committee established by the Conference, and the officers, councils, and members of Committees on Church & Ministry of all Associations of the Conference, either current or former, against any and all liability or expenses incurred in connection with any proceeding arising out of their role on behalf of the Conference or the Association to the fullest extent permitted by law, except in cases of gross negligence, criminal activity, or willful misconduct. Expenses are intended to be broadly interpreted to include attorney's fees, costs and any other reasonable and necessarily incurred expenses.

Liability Insurance. The Conference shall maintain liability insurance for the benefit of any corporate official, agent, or employee against any liability asserted against or incurred by a corporate official, agent, or employee so as to provide the maximum protection available under Maine law. The Conference may undertake the defense of any individual covered by this Article, with the requirement of reimbursement if it should ultimately be determined that the individual is not entitled to indemnification because of gross negligence, criminal activity, or willful misconduct.

Article VII: Dissolution

Dissolution. The Conference and its property shall be forever devoted to religious purposes. No officer, member or employee of the Conference shall receive any

pecuniary profit from the organization, except reasonable compensation for services in effecting one or more of its purposes. In the event of the dissolution of the Conference, its property shall become vested in, and its functions as trustee, if any, administered by the successor entity or, if there is no successor entity, an entity which is organized and operated exclusively for religious and charitable purposes as the Board of Directors, acting with the approval of the Conference by a vote of two-thirds of the members present at any Annual or Special meeting, shall determine.

Article VIII: Bylaw Amendments

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