



## **Bylaws**

### **Florida Conference**

### **United Church of Christ**

Revised November 2013

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## Table of Contents

Preamble	Page 1
Article I – Purpose and Definitions	Page 1
Article II – Relationship to the National Setting of the UCC	Page 3
Article III – Membership	Page 3
Article IV – Meetings and Officers	Page 3
Article V – Board of Directors	Page 5
Article VI – Program Ministries	Page 12
Article VII – Conference Minister and Professional Staff	Page 12
Article VIII – Indemnification	Page 13
Article IX – Amendment	Page 15
Article X – Parliamentary Authority	Page 16
Article XI – Conflicts of Interest	Page 16

**FLORIDA CONFERENCE OF  
THE UNITED CHURCH OF CHRIST, INCORPORATED  
BYLAWS**

**PREAMBLE:**

MISSION STATEMENT OF THE FLORIDA CONFERENCE

We declare that all we are and have are gifts from God. God, who called the worlds into being, also calls the Church into being through Jesus Christ and enlivens it through the Holy Spirit. Accepting the “Body of Christ” as a biblical image of the Church, our Conference strives with God’s help to incarnate Christ’s love in the world.

VISION STATEMENT OF THE FLORIDA CONFERENCE

Called by the Still Speaking God, sent by Jesus Christ, and transformed by the Holy Spirit, the United Church of Christ (the “UCC”) in Florida seeks to carry out the Gospel of Jesus Christ as it understands that Gospel.

OPENING AND AFFIRMING STATEMENT

The Florida Conference has adopted an Open and Affirming Resolution to accept all into the full life and ministry of the Florida Conference.

**ARTICLE I – PURPOSE AND DEFINITIONS**

These Bylaws govern the administration and regulation of the Florida Conference of the United Church of Christ, Incorporated, a Florida corporation not-for-profit (the “Conference”), in accordance with its Articles of Incorporation and the laws of the state of Florida.

Definition of Terms:

- 1. United Church of Christ:** A religious body formed June 25, 1957, by the union of the Evangelical and Reformed Church and the General Council of the Congregational Christian Churches of the United States; composed of Local Churches, Associations, Conferences and its General Synod; and possessing a Constitution and Bylaws adopted July 4, 1961, defining and regulating its General Synod and Covenanted Ministries recognized, established by or responsible to the General Synod, and describing the free and voluntary relationships which

Local Churches, Associations, Conferences and Ministers sustain with the General Synod and each other.

2. **Conference:** The Conference is a not-for-profit corporation organized under the laws of the state of Florida on August 22, 1963, to act as a “Conference” and a “Conference Acting as an Association” in accordance with the Constitution and Bylaws of the UCC. The offices of the Conference shall be located in the state of Florida as the Board of Directors (the “BoD”) may determine.
3. **Purpose of the Conference:** The Conference exists to help foster congregational vitality in every Local Church. The Conference shall endeavor to support each Local Church in its efforts to proclaim the Gospel of Jesus Christ as it understands that Gospel. In addition, the Conference exists to more broadly represent Florida churches in wider-reaching justice issues.
4. **Local Church:** The Conference determines, confers and certifies the standing of a Local Church within the state of Florida. In accordance with the Constitution and Bylaws of the UCC, a Local Church is autonomous and modifiable only by its own action.
5. **Authorized Ministers:** The Conference grants, certifies, transfers and terminates ordained ministerial standing in the UCC and recognizes the following three categories of authorized ministry (all being “Authorized Ministers”) in accordance with and described in the Constitution and Bylaws of the UCC:
  - a. **Ordained Minister:** An Ordained Minister of the UCC is one of its members who has been called by God and ordained to preach and teach the gospel, to administer the sacraments and rites of the Church, and to exercise pastoral care and leadership.
  - b. **Commissioned Minister:** A Commissioned Minister of the UCC is one of its lay members who has been called by God and commissioned for a specific church-related ministry.
  - c. **Licensed Minister:** A Licensed Minister of the UCC is one of its lay members who has been called by God, recognized and authorized by the Conference to perform specific duties in a designated Local Church or within the Conference for a designated time under the supervision and guidance of the Conference. The license may be renewed.
6. **Fiscal Year of the Conference:** Any yearly period, as designated by the BoD, at the end of which the financial status of the Conference is determined.

**ARTICLE II – RELATIONSHIP TO THE NATIONAL SETTING OF THE UCC**

Subject to the determination by the General Synod of it standing as a body of the UCC, the Conference shall relate to the UCC and to its General Synod as described in the Constitution and Bylaws of the UCC. The Conference shall participate and cooperate in the life and work of the UCC. The Conference shall elect its delegates to the General Synod in accordance with the Constitution and Bylaws of the UCC.

**ARTICLE III – MEMBERSHIP**

- 1. Churches and Authorized Ministers composing the Conference:** The Conference shall be composed of all Local Churches and of all Authorized Ministers with standing in the Florida Conference.

**Voting Membership:** The voting membership of the Conference shall consist of: (i) lay delegates selected by and representing the Local Churches, (ii) Authorized Ministers, and (iii) members of the BoD.

Each voting member shall be entitled to one vote on all matters, except for those matters where a delegate must be of legal age under Florida law. Cumulative, absentee or proxy voting shall not be permitted.

The manner of selection of lay delegates shall be determined by each Local Church in accordance with these Bylaws. Each delegate must be a member in good standing of his/her Local Church. Each Local Church shall be entitled to select lay delegates according to the following table:

<u>Church Membership</u>	<u>Lay Delegates</u>	<u>Youth/Young Adult Delegate (ages 13 -25)</u>
0-500	2	1
501-800	3	1
801-1100	4	1
1101-1400	5	1
1401-1700	6	1
1701-2000+	7	1

**ARTICLE IV – MEETINGS AND OFFICERS**

**Meetings:**

- 1.** There shall be meetings of the Conference for the election of officers, members of standing committees, chairs of standing committees, members of the BoD, delegates to

General Synod, and the transaction of other appropriate business at times and places to be determined by the BoD. Special meetings may be called at times and places to be determined by the BoD. At the request of at least twenty (20) Local Churches, the BoD shall call a special meeting of the Conference to be held no less than ninety (90) days after receipt of request of the Local Churches and no more than one hundred twenty (120) days after receipt of such request.

2. There shall be at least thirty (30) days advance notice of any Conference meeting. Notice shall be given by U.S. Mail and/or electronic communication.
3. At any Conference meeting, a quorum shall consist of at least 40 delegates representing at least twenty (20) Local Churches.

**Officers:** Officers shall be members of the BoD and shall consist of the Moderator, the Vice-Moderator, the Registrar and the Treasurer and their duties shall be as set forth herein.

1. Moderator: Shall preside at meetings of the Conference and BoD and perform such other duties as indicated by these Bylaws, the BoD and the Conference. The Moderator shall be elected for a two-year term or until a successor is elected. Acting in accordance with authority conferred by the BoD, the Moderator may execute documents on behalf of the Conference for the sale, purchase and encumbrance of the property of the Conference and the conveyance of interest therein such as easements and licenses. Unless specifically provided otherwise by these Bylaws or by the BoD, the Moderator shall be an ex-officio member of any committee described in these Bylaws or created in the future.
2. Vice-Moderator: Shall assume the duties of the Moderator in the case of the Moderator's absence or inability to perform and, in such case, shall be deemed to have all the powers of a chief executive officer under the terms of applicable Florida Statutes. The Vice-Moderator shall be elected for a two-year term or until a successor is elected.
3. Treasurer: Shall collect, account for, administer and disburse the funds of the Conference as provided in the Conference budget or as authorized by the BoD. The Treasurer shall perform or ensure the performance of the following duties:
  - Collecting the funds of the Conference,
  - Keeping accurate financial records,

- Managing and expending the Conference's finances in conformance with its financial policies and standard accounting procedures,
- Helping each member of the BoD understand the Conference's financial structure and the financial implications of any and all of the BoD's decisions,
- Guiding and facilitating, with the Budget and Finance Committee, the BoD's review of and action related to the BoD's financial responsibilities,
- Working with the Conference Minister and Conference staff (specifically, the Financial Assistant) so that appropriate financial reports are made available to the BoD on a timely basis,
- Presenting a report of the financial condition of the Conference at Conference Meetings (except special meetings).

The Treasurer shall be elected for no more than two (2) consecutive two-year terms or until a successor is elected. Any person who fills a partial-time vacancy as Treasurer shall be eligible to serve two (2) additional two-year terms.

4. Registrar: Shall record the minutes at BoD and Conference meetings, and be the custodian of books, files and general archives of the Conference. The Registrar shall be elected for no more than two (2) consecutive two-year terms or until a successor is elected. Any person who fills a partial-time vacancy as Registrar shall be eligible to serve two (2) additional two-year terms.

## **ARTICLE V – BOARD OF DIRECTORS**

**Objective:** The objective of the BoD shall be to establish policies and procedures which promote the purpose of the Conference.

**Powers:** All corporate and business powers shall be exercised by or under the authority of, and the affairs of the Conference shall be managed under the direction of, the Conference's Board of Directors and, to that end, the BoD shall have all the powers and duties exercisable by directors of a Florida corporation not-for-profit unless restricted or prohibited by these Bylaws. The BoD may establish rules, consistent with these Bylaws, for the regulation of its own proceedings and those of the officers, agents, employees, and committees, subcommittees, work groups, ministry teams, task forces, etc., of the Conference. It may appoint such officers and agents and shall have the power to form committees, subcommittees, ministry teams, task forces, etc., and to appoint their Chair(s) and members to forward

the work of the Conference, as it shall from time to time deem advisable. It may, except as otherwise provided in these Bylaws, determine the duties of the officers and committees of the Conference and, by resolution, may further empower, restrict or clarify the powers of the officers and committees. The BoD shall have authority to make adjustments to the Conference approved budget.

**Composition and Election:** Directors shall be elected for no more than three (3) consecutive two-year terms or until a successor is elected. Any person who fills a partial-time vacancy as a Director shall be eligible to serve three (3) additional two-year terms. Former elected directors are eligible to be elected to the BoD after a two-year absence from the BoD.

The BoD will consist of 19 members (with staggered terms):

- Five (5) directors shall be elected from Local Churches with 250 members or less (determined as of January 1 of each year).
- Five (5) directors shall be elected from Local Churches with 251 members or more (determined as of January 1 of each year).
- Of the above ten (10) directors, at least one (1) shall be a youth or young adult, 25 years of age or younger.
- The Moderator shall be an ex-officio member.
- The Vice Moderator shall be an ex-officio member.
- The Registrar shall be an ex-officio member.
- The Treasurer shall be an ex-officio member.
- The Chair of the Legacy Funds Committee shall be an ex-officio member.
- The Chair of the Personnel Committee shall be an ex-officio member.
- The Chair of the Budget and Finance Committee shall be an ex-officio member.
- The Chair of the Church and Ministry Committee shall be an ex-officio member.
- The Conference Minister shall be an ex-officio member.

Ex-officio members of the BoD shall have all rights and voting privileges and shall count in determining the existence of a quorum. A majority of the members of the BoD shall constitute a quorum for the transaction of business at any meeting of the BoD.

**Vacancies:** If a Director dies, resigns, ceases to be a Local Church member, is unable to serve, fails to serve, or fails to remain qualified for any other reason, a successor may be elected for the remaining



portion of the term at the next Conference meeting. The BoD shall appoint a replacement to serve until election at the next Conference meeting.

**Presiding Officers of the Board of Directors:** The Moderator shall be the Chair of the BoD. The Vice-Moderator shall preside at meetings of the BoD in the absence of the Moderator or at the Moderator's request. If both the Moderator and Vice-Moderator are absent from any meeting, the Conference Minister shall preside for the election by the Directors attending such meeting of a Chair *pro tem*, who shall preside at that meeting only at, or until the attendance at, such meeting by the Moderator or Vice-Moderator.

**Responsibilities:** The BoD shall plan, coordinate and evaluate the program of the Conference. It shall have authority over both raising and disbursing of Conference funds. It shall approve personnel policies and practices. It shall receive mandated reports and other reports it deems appropriate. It shall present reports, recommendations, and appropriate business at Conference Meetings. It shall provide and oversee a Policy Manual with descriptions of duties, composition, and other matters related to work groups, committees, and ministry teams not otherwise provided for in these Bylaws.

The BoD shall provide for either an external audit or compilation of the Conference financial accounts and records during each fiscal year.

**Voting:** A majority of the members of the BoD shall constitute a quorum to conduct business at the meetings of the BoD. Each member shall be entitled to one vote on all matters, except for those matters where a member must be of legal age under Florida law. Members may not authorize a proxy to represent or vote for them.

**Meetings:** The BoD may designate any place as the place of meeting for any annual meeting or for any special meeting called by the BoD. Any members of the BoD may participate in any meeting by means of conference telephone or other means or method which allows all persons participating in the meeting to be able to (i) communicate with each other, (ii) have reasonably adequate time to consider the remarks, proposals and other communications made by and to each other, (iii) determine that discussion (whether expressed orally or in writing through electronic mail, texts or other appropriate means) of an issue has concluded, (iv) make a motion, provide for amendments thereto and to second any such motion or amendment, (v) clearly understand the action, position or decision which is being

contemplated, (vi) vote on any such motion, or abstain, in a manner that provides each director in attendance a record of each other director's vote or abstention, (vii) the final disposition of any matter determined or considered in the foregoing manner is broadcast to all directors (the "Communication Requirements") and any motion, duly seconded, shall be passed only when there is an affirmative vote of a majority of all board members. Provided that the Communication Requirements are met, presence at a meeting through any electronic means shall be deemed presence in person at such meeting.

If all of the members of the BoD shall meet at any time and place, either within or without the State of Florida, or all of them consent to the holding of such a meeting at which a quorum is present, such meeting shall be valid without call or notice, and at such meetings any corporate action may be taken.

**Executive Committee:** The officers of the BoD, Chairs of the Legacy Funds Committee, Church and Ministry Committee, Budget and Finance Committee, two (2) "at-large" members from the BoD who shall serve two-year terms and are appointed by the Moderator when members of the BoD are elected at a Conference meeting, and the Conference Minister who serves as an ex-officio member (without vote) constitute the Executive Committee which shall have and may exercise all the authority of the BoD *ad interim*, except that no such committee shall have the authority to:

- (a) Fill vacancies on the BoD or any committee thereof, or
- (b) Adopt, amend or repeal the Articles of Incorporation or the Bylaws.

The Executive Committee will meet at the call of either the BoD, or the Conference Minister, or the Moderator. Any meeting shall result in a report to the BoD at its next scheduled meeting.

## **Article VI - COMMITTEES**

**Standing Committees:** Standing Committees advise and assist the work of the BoD. Members of these committees shall be elected by the Conference or appointed by the BoD as indicated in these Bylaws. If an elected member is unable or no longer qualified to serve, the BoD shall appoint a replacement to serve until election at the next Conference Gathering. If an appointed member is unable or no longer qualified to serve, the BoD shall appoint a replacement. Any meeting of a Standing Committee may be conducted by one or more means of remote communication through which all of the members may

participate, providing that the number participating constitutes a quorum. A majority of Standing Committee members shall constitute a quorum for the transaction of business at any meeting of any such Standing Committee. Any person who fills a partial-time vacancy as a Standing Committee member shall be eligible to serve the maximum additional terms allowed for that Standing Committee. Former committee members and chairs are eligible to be elected to their respective committees after a one-year absence from any such committee. Unless specifically provided otherwise by these Bylaws or by the BoD, the Moderator and the Conference Minister shall be ex-officio members of any committee described herein or created in the future. All Standing Committees shall strive for inclusivity in their membership with sensitivity to racial, generational, cultural and gender diversity, sexual orientation and lay / clergy balance.

- 1. Nominating Committee:** This committee shall provide nominees for elected and appointed Conference leadership. Its duty is to present to the Conference, names of persons to serve as officers, members of Standing Committees, chairs of Standing Committees, members of the BoD, and delegates to General Synod.

In the event of a vacancy of an elected position, the Nominating Committee shall make a nomination to the BoD to fill the vacancy until the next meeting of the Conference. The Nominating Committee shall assist the BoD in filling vacancies of appointed positions.

The Nominating Committee shall strive for inclusivity with sensitivity to racial, generational, cultural and gender diversity, sexual orientation and lay/clergy balance.

This committee shall be comprised of a Chair and six (6) additional members who are elected. Members shall serve no more than three (3) consecutive two-year terms. The Chair shall serve no more than two (2) consecutive three-year terms.

- 2. Budget and Finance:** This committee shall promote and preserve the financial integrity of the Conference. Its duties include:
  - Recommending financial policies to the BoD,
  - Preparing and monitoring the Conference budget,
  - Monitoring risk and obtaining insurance,

- Focusing on and monitoring the income and expenses associated with day-to-day operations.

This committee shall be comprised of a Chair and six (6) additional members who are elected. The Chair shall serve no more than two (2) consecutive three-year terms. Members shall serve no more than three (3) consecutive two-year terms. The Treasurer, Moderator, Chair of the Legacy Funds Committee, and Conference Minister (without vote) shall serve as ex-officio members.

**3. Personnel:** This committee shall advise and assist with the management of human resources. Its duties include:

- Recommending personnel policies to the BoD,
- Assisting in development of position descriptions,
- Recommending, with guidance from the Conference Minister, staff compensation to the Budget and Finance Committee,
- Ensuring performance reviews are conducted with all Conference staff, and
- Conducting an annual performance review with the Conference Minister.

This committee shall be comprised of a Chair and six (6) additional members who are elected. Members shall serve no more than three (3) consecutive two-year terms. The Chair shall serve no more than two (2) consecutive three-year terms.

**4. Committee on Ministry:** This committee shall oversee the standing of Local Churches and Authorized Ministers. Its duties include:

- Recruiting, training, placement and oversight of Authorized Ministers,
- Counseling Local Churches and Authorized Ministers,
- Working with Local Churches in matters of transfer, ordination and installation,
- Guiding new Local Churches and strengthening existing Local Churches,
- Conducting Fitness Reviews.

This committee shall be comprised of a Chair (who shall serve no more than two (2) consecutive three-year terms) and regional teams (each, a “Regional Team”). Every Regional Team shall be comprised of six (6) members: three (3) laypeople, and, three (3) clergy, including one (1) specialized minister (an Authorized Minister not serving a Local Church) who are elected on a rolling basis with two (2) members elected each year. Regional Team members shall serve one (1) three-year term, are eligible to serve 2 terms, and shall choose a Regional Team Chair from among their members. Regional Ministers shall serve as ex-officio members (without vote) of Regional Teams. This committee shall strive for inclusivity in their membership with respect to racial, generational, cultural and gender diversity, sexual orientation and geography in order to reflect the membership of the Local Churches.

Within thirty (30) days after the subject of a Fitness Review is notified of the decision of the Committee on Church and Ministry, an appeal to the Executive Committee can be filed with and would be heard by the Executive Committee based solely on whether the policies and procedures of the Church and Ministry Committee were followed in the conduct of the review. The basis for the committee’s policies and procedures shall be the UCC Manual on Ministry. Appeals may be made only by a covenantal partner (Authorized Minister or Local Church) or other principal participant in the Fitness Review who has been adversely affected by the outcome. The filing shall include the basis for the appeal, including sufficient detail to identify any deviation from the policies and procedures. The Executive Committee will determine which principal parties have substantial information to share about the way the Fitness Review was conducted and will request needed information in writing or through interviews as it deems necessary. The outcome of the appeal may be either (a) that the process used was consistent with the one adopted by the Conference; or (b) that the process used was inconsistent from that adopted by the Conference but that such inconsistency was harmless error and did not substantially affect the fairness or outcome of the Fitness Review; or (c) that the process used was inconsistent from that adopted by the Conference and that such inconsistency substantially affected the fairness and outcome of the Fitness Review. Should the Executive Committee determine the process was inconsistent with the Committee’s policies and procedures and that any such inconsistency substantially affected the fairness and outcome of the Fitness Review, it

may direct the Committee on Church and Ministry or an appointed body to reconsider the outcome of the Fitness Review using the adopted policies and procedures of the Conference.

- 5. Legacy Funds:** This committee shall manage the Unrestricted, Temporarily Restricted and Permanently Restricted net assets of the Conference as well properties owned by or given to the Conference as legacy gifts. Its work will be accomplished through four (4) subcommittees; its work will be focused on four (4) areas: Gift Development, Investment Management, Grants and Awards and Property Management. Its duties include:

- Establishing and maintaining committee policies and operating manuals,
- Reporting to the BoD and to the Conference as directed by the BoD,
- Focusing on and monitoring the Conference Balance Sheet.

This committee shall be comprised of a Chair and a minimum of four (4) additional members who are elected. The Chair shall serve no more than two (2) consecutive three-year terms. All other members shall serve no more than three (3) consecutive two-year terms. The Treasurer, Moderator, Chair of the Budget and Finance Committee and Conference Minister (without vote) shall serve as ex-officio members.

## **ARTICLE VII – PROGRAM MINISTRIES**

To assist in fulfilling the strategic mission priorities of the Conference, specific programmatic functions of the Conference may be carried out through Program Ministry Teams and/or Task Forces. The BoD shall receive proposals from Teams or Task Forces and make appointments to Teams and Task Forces. The BoD shall approve creation of any new Team or Task Force and the purpose statement, duties, and size/composition of the Team or Task Force. The BoD may discontinue any Team or Task Force at any time.

## **ARTICLE VIII – CONFERENCE MINISTER AND PROFESSIONAL STAFF**

### **1. The Conference Minister:**

- Shall have ministerial authorization in the UCC,
- Shall be nominated by the BoD and elected by the Conference,
- Will serve as the spiritual leader of the Conference,
- Will help implement the mission of the Conference,

- Shall be the Executive Representative of the BoD among all the churches,
- Shall give general oversight and direction to the program and day-to-day operation of the Conference,
- Shall select the Professional Staff in consultation with the BoD,
- Unless specifically provided otherwise by these Bylaws or by the BoD, the Conference Minister shall be an ex-officio member of any committee described in these Bylaws or created in the future.

**2. Professional Staff:**

- Shall be selected by the Conference Minister in consultation with the BoD,
- Shall maintain a Conference presence among the congregations,
- Shall advocate for Authorized Ministers and Local Churches,
- Shall assist Local Churches in the process of spiritual discernment,
- Shall identify and provide resources to Local Churches,
- Shall foster a climate of mutual cooperation and covenant among Local Churches.

The Professional Staff may include Regional Ministers, Youth Ministers, Disaster Ministries Coordinators and office staff.

**ARTICLE IX – INDEMNIFICATION**

**Standard:** Subject to the restrictions and requirements of this Article, the Conference shall indemnify any former or present officer, member of the BoD, member of any Committee, Ministry Team, Task Force, or Work Group of the Conference, Conference Minister, Regional Conference Minister and professional staff (each, an “Indemnified Person”; collectively, “Indemnified Persons”), who is made or threatened to be made a party to any action, lawsuit, or proceeding, whether threatened, pending, or completed and whether civil, criminal, administrative, or investigative in nature (collectively, “Proceeding”), by reason of such capacity of the Indemnified Person or where the Indemnified Person served any other body, entity, or organization (including, without limitation, any 403(b) or other defined contribution plan or other employee benefit plan) in such capacity at the Conference’s request (“Other Organization”), against judgments, penalties, fines, including, without limitation, excise taxes assessed against the Indemnified Person with respect to an employee benefit plan, settlements, and reasonable expenses, including reasonable attorneys’ fees, incurred by the Indemnified Person in connection with the Proceeding (collectively, “Liabilities”), if, with respect to the acts, conduct or omissions of the Indemnified Person complained of in such Proceeding, the Indemnified Person:

- a) Has not first sought and been indemnified by another body, entity, organization, employee benefit plan, or other third party for the same;
- b) Acted in good faith;
- c) Received no improper personal benefit;
- d) In the case of a Proceeding involving any act, conduct or omission of the Indemnified Person that is or could be criminal or fraudulent in nature, had no reasonable cause to believe his or her act, conduct or omission was unlawful; and
- e) Reasonably believed that his or her act, conduct or omission was in the best interests of the Conference, except that, in the case of any Liability asserted against or incurred by the Indemnified Person in or arising from his or her above capacity of any Other Organization, the Indemnified Person must only have reasonably believed that the act, conduct or omission was not opposed to the best interests of the Conference. For the purposes of this Article, if the Indemnified Person's act, conduct or omissions complained of in the Proceeding relate to an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Conference if the Indemnified Person reasonably believed his or her act, conduct or omission was in the best interest of the participants or beneficiaries of the employee benefit plan.

The Conference shall not be obligated to indemnify an otherwise Indemnified Person for any Liabilities the Indemnified Person may assert against the Conference or that the Conference may assert against the otherwise Indemnified Person.

**Advances:** If an Indemnified Person is made or threatened to be made a party to a Proceeding, the Indemnified Person is entitled, upon his or her written request to the Conference, to payment or reimbursement by the Conference of his or her reasonable expenses, including reasonable attorneys' fees incurred by the Indemnified Person in advance of the final disposition of the Proceeding, (a) upon receipt by the Conference of a written affirmation by the Indemnified Person of his or her good faith belief that the criteria for indemnification set forth in this Article have been satisfied and a written undertaking by the Indemnified Person to repay all amounts so paid or reimbursed by the Conference if it is ultimately determined that the criteria for indemnification have not been satisfied, and (b) after a determination that the facts then known to those making the determination would not preclude indemnification under this Article. The written undertaking required by clause (a) shall be an unlimited general obligation of the person making it.



**Determination of Eligibility:** In any Indemnified Person's request or claim for indemnification under this Article, including any request or claim for payment or reimbursement in advance of final disposition of a Proceeding, the BoD has the sole authority and discretion to (i) determine where indemnification is required under this Article (including, without limitation, determining where the Indemnified Person acted in ways consistent with the requirements of this Article and otherwise is eligible to be indemnified hereunder) and (ii) whether any amounts for which an Indemnified Person seeks indemnification were reasonable, properly incurred and/or are otherwise payable under this Article.

- a) Such determination shall be made by a majority of the Directors present at a meeting of the BoD who are not parties to the Proceeding. Board members who are parties to the Proceeding at the time of such determination shall not be counted for determining either a majority of the Directors or the presence of a quorum .
- b) If a quorum under clause (a) cannot be obtained, such determination shall be made by a majority of a committee of the BoD, consisting solely of two (2) or more Directors not at that time parties to the Proceeding, who are duly appointed to said committee by a majority of the BoD including Directors who are parties to the Proceeding.
- c) If such determination is not made under the preceding clauses (a) or (b), such determination shall be made by legal counsel who has not represented the Conference, BoD or the Indemnified Person. Said legal counsel shall be selected (i) by a majority of the BoD by vote pursuant to clause (a) above, (ii) if the requisite quorum of the full BoD cannot be obtained by a committee of the BoD as provided for in clause 9(b) above, or (c) if said committee cannot be established by a majority of the BoD including Directors who are parties to the Proceeding but excluding the Indemnified Person.
- d) If a determination is made under clauses (a), (b) or (c) within sixty (60) days after the termination of the Proceeding or after a request for an advance, as the case may be, the Indemnified Person may seek judicial redress through legal action in the same Court in which the Proceeding took place or, if no Court has yet been involved in the Proceeding, in any Court in the State of Florida with proper jurisdiction.

**Insurance:** The Conference may purchase and maintain insurance on behalf of or covering acts, conduct or omissions of an Indemnified Person, whether or not the Conference would be required to indemnify the Indemnified Person under the provisions of this Article.

**Disclosure:** If the Conference indemnifies or advances monies to an Indemnified Person in accordance with this Article, the Conference shall report the amount of the indemnification or advance and to whom and/or on whose behalf it was paid to the members in an annual report covering the period when the indemnification or advance was paid or accrued under the accounting method of the Conference, unless or to the extent such report or disclosure is prohibited or restricted by an order of a Court or other government agency or the BoD determines (excluding the vote of the Indemnified Person) such disclosure would be materially adverse to the interests of the Conference.

#### **ARTICLE X – AMENDMENT**

An amendment to these Bylaws may be proposed by resolution of the BoD, or by ten or more Local Churches. This resolution shall set forth the proposed amendment and direct that it be submitted for adoption at a meeting of the Conference to be held not less than six weeks after such resolution shall have been adopted and a copy thereof delivered or mailed to each Local Church. Resolutions submitted by ten or more Local Churches must arrive at the Conference office no later than eight weeks prior a Conference Meeting in order to provide for their timely mailing to Local Churches. Notice of any such meeting of the Conference, stating the purpose to submit such amendment, shall be delivered or mailed along with the resolution proposing the amendment. No amendment shall be adopted unless approved by the vote of not less than two-thirds of the voting membership voting thereon.

#### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

All meetings of the Conference and the BoD shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, or as most recently revised. Each resolution, motion, and other action proposed at a meeting of the Conference or the BoD shall be passed and adopted by the vote of a majority of those voting thereon, unless otherwise provided in these Bylaws, or in *Robert's Rules of Order, Newly Revised*, or as most recently revised. If these Bylaws are silent or in conflict, *Robert's Rules of Order, Newly Revised*, or as most recently revised, will prevail.

#### **ARTICLE XII – CONFLICTS OF INTEREST**

**A.** No contract or other transaction between the Conference and one or more of its Directors or Officers or any other corporation, firm, association, or entity in which one or more of its Directors or Officers are directors, trustees or officers or are financially interested shall be either void or voidable because of such

relationship or interest, because such Director or Officer is present at the meeting of the BoD or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

- (1) The fact of such relationship or interest is disclosed or known to the BoD or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- (2) The fact of such relationship or interest is disclosed or known to the directors entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the Conference at the time it is authorized by the BoD or a committee.

**B.** For purposes of subparagraph A.1. only, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the BoD, or of a committee, who have no relationship or interest in the transaction described in subsection (A), but a transaction may not be authorized, approved, or ratified under this section by a single director or committee member. If a majority of the directors or committee members who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director or committee member having a relationship or interest in the transaction does not affect the validity of any action taken under paragraph A.1. if the transaction is otherwise authorized, approved, or ratified as provided in subsection (A).