

FLORIDA CONFERENCE UNITED CHURCH OF CHRIST NOTES ON BYLAWS AMENDMENTS 2026

The current 2024 Bylaws were amended to clarify, streamline, and simplify, updating language and content in the light of missional restructuring with current practices and trends.

SUMMARY OF AMENDMENTS IN CONTENT AND LANGUAGE

1. Elected positions
 - All elected positions are 2 consecutive 3-year terms
 - Exceptions: Moderator and Vice Moderator – 2-year non-renewable term each.
 - Vice Moderator serves for 2 years, then takes the position of Moderator for 2 years.
 - One at large member of the BOD appointed by the Moderator for a 2-year non-renewable term
 - There are no replacement terms or partial vacancies. When elected, the candidate begins their own term of service.
 - Committee on Ministry Team chairs are elected by the Conference to serve on COM, but are not elected to their positions of chair by the Conference. To their positions of chair, they are appointed by the chair of COM and the ACM for COM.
 - All chairs of standing committees are voting members of the committees they serve. Moderator and vice Moderator also serve on the BOD as voting members, but serve on other committees as ex officio with voice without vote.
2. Sections that function as “policies and procedures” are now removed from the Bylaws to be included along with all other policies and procedures of the Conference.
 - The procedure for Fitness Review Appeals is directed to the Board of Directors. The procedure to follow is found in the UCC Manual on Ministry on page 135: <https://www.ucc.org/wp-content/uploads/2022/10/ManualonMinistry-2018.pdf>
 - Conflict of Interest Policy and procedure
 - Indemnification Policy and Procedure
3. Updates of language and content reflect current trends and best practices, and align with the Conference’s evolving practices:
 - **Binary pronouns** are replaced by nonbinary ones
 - **The term ex officio** is defined as “by virtue of their office,” which often implies participation with “voice without vote.” In the current Bylaws The Conference Minister and Chairs of standing committees serving on BOD are ex officio yet have voice and vote.
In the amended bylaws, the chairs of standing committees serving on the BOD are not considered ex officio but as members of the BOD. They have both voice and vote. The Conference Minister serves as ex officio, therefore has voice without vote.
 - Current Bylaws define the **executive committee** as the four officers and the chairs of each standing committee.
The amended Bylaws define the executive committee as the four officers and the one at large member appointed by the Moderator.
 - BoD, referring to the Board of Directors, is changed to BOD.

- The term “Registrar” is replaced with the term “Clerk.”

DETAILED DESCRIPTIONS OF AMENDMENT

PAGE 2: In ARTICLE I – PURPOSE AND DEFINITIONS 5. Definition of Authorized Minister

REMOVE: Categories of authorized ministry to act in accordance with the definitions described in the Constitution and Bylaws of the UCC and in the Manual on Ministry of the UCC.

PAGE 3: ARTICLE III – MEMBERSHIP

REMOVE: The **Voting Membership Lay delegates** table

REPLACE: Churches with 1-300 members shall have three (3) delegates, with one additional delegate for every additional 200 members or major fraction thereof, making every effort to represent the diversity in the church.

PAGE 5: ARTICLE IV – MEETINGS AND OFFICERS – 4. Registrar

REMOVE: word Registrar

REPLACE: word Clerk. *(The office no longer functions as registrar.)*

PAGE 5: ARTICLE V – BOARD OF DIRECTORS

REMOVE: *(last paragraph continuing to page 6 paragraph 1)*

REPLACE: *(to clarify function, purpose, and process)*

Objective: The Conference Board shall be the governing and the visioning body of the Conference, managing its business, property, and ministry. The Conference Board shall do all things needful to develop and further its program and ministry, including establishing policies and procedures in accordance with the mission of the Conference, the provisions of these Bylaws, and the will of the Conference, and consistent with the Bylaws of the United Church of Christ.

Powers: The corporate powers of the Conference shall be vested in the Conference Board, which shall have and exercise the general control and management of its property, funds, and affairs, subject to its charter, the provisions of this Constitution, and the laws of the state. The Conference Board may, by a majority vote of the Board, incur indebtedness and assign, buy, sell, lease, convey, or mortgage any real or personal property. The Conference Board shall designate the officers or other persons who shall have the power to sign receipts, checks, and other instruments for withdrawal of funds from banks or savings institutions.

PAGE 6: ARTICLE V – BOARD OF DIRECTORS – BoD Composition and Elections

REMOVE: BoD composition and elections

REPLACE: Board Members shall be elected for no more than two (2) consecutive three-year (3) terms or until a successor is elected. Former elected Board Members are eligible to be elected to the BOD after a two-year absence from the BOD.

The BOD will consist of 17 members:

- 4 officers:
 - The Moderator
 - The Vice Moderator
 - The Registrar Clerk
 - The Treasurer

- 5 chairs of standing committees:
 - The Chair of the Legacy Funds Committee
 - The Chair of the Human Resources
 - The Chair of the Budget and Finance
 - The Chair of the Church and Ministry Committee
 - The Chair of the Nominating Committee
- Six (6) elected members at large
- One (1) at-large member appointed by the Moderator
- One (1) youth/young adult age 25 or younger
- The Conference Minister shall be an ex officio member with voice without vote

A majority of nine (9) members of the BOD shall constitute a quorum for the transaction of business at any meeting of the BOD.

The Moderator, Vice-Moderator, and the Conference Minister shall serve as ex officio members of all committees with voice without vote.

PAGE 8: ARTICLE V – BOARD OF DIRECTORS – VACANCIES (*and absences*)

REMOVE: Paragraph 3

REPLACE: Vacancies: If a Board Member 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, the BOD shall appoint a replacement to serve their own two (2) consecutive three (3) year terms. There will be no replacement terms or partial vacancies. When elected at the annual Conference Meeting or appointed by the BOD, the candidate shall begin their own term of two (2) consecutive three (3) year term.

Any BOD member who fails to attend three (3) consecutive Regular Meetings of the Board of Directors without adequate reason and approval of the Moderator shall be deemed to have delivered their resignation as a member, effective as of the close of business of the meeting of the Board at which the third consecutive failure to attend shall have occurred.

A BOD member may be removed by a $\frac{3}{4}$ (three quarters) vote of the Board of Directors then in office at any meeting of the Board of Directors, provided that such member is given at least a seven day notice of the proposed removal and the reasons thereof, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting.

PAGE 9: ARTICLE V – BOARD OF DIRECTORS – Responsibilities

REMOVE: Paragraph 2 (*audit*)

REPLACE: A review or full audit of the financial records and procedures utilized by the Conference shall be conducted every year by an independent contractor, completing a review or full audit alternating years. (A review one year, a full audit following year, and alternating as such.) Reviews and full audits are generally initiated during the month of May.

PAGE 9: ARTICLE V – BOARD OF DIRECTORS – Meetings Paragraph 4

REMOVE: Page 9, Paragraph 4 – Page 10 paragraph 2

REPLACE: Regular Meetings of the Board shall be conducted quarterly as determined and agreed upon by the Board of Directors. Special Meetings may be called by the Moderator, by Conference Minister, and by Vice-Moderator in the absence of the Moderator.

PAGE 10: ARTICLE V – BOARD OF DIRECTORS Paragraph 3 Executive committee

REMOVE: Executive Committee composition

REPLACE: The four (4) officers of the BOD, the one (1) at-large member of the BOD, and the Conference Minister (serving as a voice without vote) shall constitute the Executive Committee, which shall have and may exercise all the authority of the BOD *ad interim*, except it shall not have the authority to:

PAGE 13: Article VI – COMMITTEES – 4. Committee on Ministry

REMOVE: Paragraph 4

REPLACE: The Conference, acting as an Association, will follow the policies, procedures, and guidelines of the United Church of Christ Manual on Ministry, the United Church of Christ Manual on Church, and the Constitution and Bylaws of the United Church of Christ regarding persons and churches seeking authorization and those holding authorization and standing within the Conference. The authority is given to the Committee for implementation.

The Committee shall coordinate and evaluate all areas related to preparation for ministry, the standing and oversight of clergy, clergy leadership, development, and lifelong learning. The Committee shall oversee the standing and well-being of congregations.

This committee shall be comprised of a Chair and members who shall serve no more than two (2) consecutive three-year terms and three (3) Teams: Discernment, Credentialing, and Oversight. The teams shall be formed by the Chair of the Committee on Ministry and the ACM serving the Committee on Ministry, with special attention to diversity and inclusivity.

PAGE 14: Article VI – COMMITTEES – 4. Committee on Ministry

REMOVE: Paragraph 3 about fitness review. The process is found in the UCC Manual of Ministry.

PAGE 16: ARTICLE VIII: Conference Minister and Ministerial Staff – 1. The Conference Minister

ADD: Upon resignation or retirement of Conference Minister, the Conference Board shall have the authority to appoint a Conference Minister Search Committee for the purpose of calling the Conference Minister representing the diversity of the conference, with sensitivity to racial, generational, cultural, and gender diversity, sexual orientation, and lay/clergy balance. The selected candidate shall be presented to the conference for a vote.

PAGE 16: ARTICLE IX: Liability and Indemnification

REMOVE: paragraph 3 – Page 19, paragraph 2, and **ADOPT** as an indemnification policy and procedure.

REPLACE:

- A. No Personal Liability.** No Officer or Board Member shall be personally liable for any debt, liability, or other obligation of the Conference.
- B. Exceptions.** No Officer or Board Member shall be personally liable to the Conference for monetary damages for any breach of fiduciary duty by such Officer or Board Member as an Officer or Board Member notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of any Officer or Board Member (i) for breach of the Officer's or Board Member's duty of loyalty to the FL Conference (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the Officer or Board Member derived an improper personal benefit. No amendment or repeal of this provision shall deprive an Officer or Board Member of the benefit hereof with respect to any act or omission occurring before such amendment or repeal.

Indemnification Policy. The conference shall adopt an indemnification policy to the extent legally permissible indemnifying each person who may serve or who has served at any time as a Board Member or Officer of the Conference or of any of its subsidiaries, or who at the request of the Conference may serve or at any time has served as an Officer or Board Member of, or in a similar capacity with, another organization.

PAGE 20: ARTICLE X – AMENDMENT – Paragraph 1

REMOVE: Paragraph 1

REPLACE: An amendment to these Bylaws may be proposed by a resolution of the BOD in whole or in part and shall give written notice of such action to the designated delegates and authorized ministers before the next Annual or Special Meeting of the Conference. The Bylaws may be altered, amended, or repealed, in whole or in part, only by the affirmative vote of the Voting Members at any Annual or Special Meeting of the Conference, the notice of which contains a statement of the proposed alteration or amendment.

PAGE 20: Paragraph 2: ARTICLE XI – PARLIAMENTARY AUTHORITY

REMOVE: Paragraph 1

REPLACE: Procedures for conducting Conference Meetings shall follow the latest edition of Robert’s Rules of Order Newly Revised (<https://robertsrules.com/>).

PAGE 20: Paragraph 3: ARTICLE XII – CONFLICTS OF INTEREST

REMOVE and Adopt as a Conflict of Interest Policy and Procedure

REPLACE: The Board shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501 (c)(3) organizations.

