

Florida Conference

United Church of Christ

Bylaws



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

PREAMBLE:

MISSION STATEMENT OF THE FLORIDA CONFERENCE

The Florida Conference of the United Church of Christ connects and empowers local ministries to live out the inclusive teachings of Jesus Christ, toward a Just World for All.

VISION STATEMENT OF THE FLORIDA CONFERENCE

The United Church of Christ in Florida is uniting in God's love to create a Just World for All.

OPEN 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, acting as an Association, grants, certifies, transfers, and terminates ordained Ministerial standing in the UCC and recognizes categories of authorized ministry (all being “Authorized Ministers”) in accordance with and described in the Constitution and Bylaws of the UCC and in the Manual on Ministry of the UCC.
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 its 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.
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 their Local Church. Each Local Church shall be entitled to select lay delegates. 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.

ARTICLE IV – MEETINGS AND OFFICERS

Meetings:

1. There shall be meetings of the Conference for the approval of the budget, 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 the 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 written 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. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

1. **Moderator:** The Moderator shall be elected for a two-year term. The Moderator shall preside at meetings of the Conference and BOD and perform such duties as indicated by these Bylaws, the BOD, and the Conference. As a legal representative of the Conference, the Moderator may execute legal documents on behalf of the Conference. The Moderator shall be an ex officio, member of any and all committees, teams, and task forces of the Conference.
2. **Vice-Moderator:** The Vice-Moderator shall be elected for a two-year term. The 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.

3. Treasurer: The Treasurer shall be elected for no more than two (2) consecutive three-year terms or until a successor is elected.

The 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:

- 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).

4. Clerk: The Clerk shall be elected for no more than two (2) consecutive three-year terms or until a successor is elected. The clerk shall record the minutes at the BOD and Conference meetings.

ARTICLE V – BOARD OF DIRECTORS

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 financial institutions.

Composition and Election: Board Members shall be elected for no more than two (2) consecutive three-year (3) terms or until a successor is elected. There are no replacement terms or partial vacancies. When elected, the candidate begins their own term of service. 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, 5 chairs of standing committees, 6 members, 1 youth/young adult age 25 or younger, and 1 member at large appointed by the Moderator to ensure conference commitment to diversity. All members are of good standing from local churches, chosen and elected with a commitment toward maintaining a diverse, representative, and balanced Board.

- 4 officers: The Moderator
 - The Vice Moderator
 - The 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 Committee of 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) voting members of the BOD shall constitute a quorum for the transaction of business at any meeting of the BOD.

Chairs of standing committees shall serve as voting members of the committees they chair. Moderator and vice Moderator shall serve as voting members of BOD, but shall serve on other committees as ex officio with voice without vote.

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 2their own two (2) consecutive three (3) year terms. There will be no replacement terms or partial vacancies.

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.

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 BOD meeting, the meeting shall be rescheduled.

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 all Conference Policies and Procedures. 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 an external review or audit of the Conference's financial accounts and records during each fiscal year. 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.

Voting: A majority of nine (9) voting members of the BOD shall constitute a quorum to conduct business at the meetings of the BOD. Voting may occur either in-person or remotely.

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

Executive Committee: The four (4) officers of the BOD, the one (1) at-large member of the BOD, and the Conference Minister (serving as 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:

- (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, the Conference Minister, or the Moderator. Any meeting shall be held in confidence with a report to the BOD of any pertinent and relevant information, agreed upon by the Executive Committee, at its next scheduled meeting. The Executive Committee meeting minutes are filed in the Conference's confidential records folder.

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. Any meeting of a Standing Committee may be conducted by in-person or remote communication providing that a majority of members are participating to constitute a quorum.

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 service.

Former committee members and chairs are eligible to be elected to their respective committees after a one-year absence from any such committee. The Moderator and the Conference Minister shall serve as voice without vote on any committee of the Conference. 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 duties are: 1. 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. 2. To provide opportunities for leadership development for nurturing gifted leaders.

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 four (4) additional members who are elected. The Chair and members 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 focusing on and monitoring the income and expenses associated with day-to-day operations.

This committee shall be comprised of a Chair and four (4) additional members who are elected. The Chair and members shall serve no more than two (2) consecutive three-year terms. The

Treasurer, Moderator, Chair of the Legacy Funds Committee, and Conference Minister shall serve as a voice without a vote.

3. Human Resources: This committee shall advise and assist the Conference Minister with the management of human resources. Its duties include:

- Recommending personnel policies to the BOD,
- Assisting in the 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 two (2) additional members who are elected. The Chair and members 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.

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 in regard to 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.

b. There shall be nineteen (16) members of the Committee; two-thirds of its members shall be ordained, and one-third shall be laity. Members of the Committee on Ministry shall be elected by the Conference for a three (3) year term and may be elected for a second term.

This committee shall be comprised of a Chair and members who shall serve no more than two (2) consecutive three-year terms. The Committee comprises 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.

The Conference Minister and the Associate Conference Ministers shall serve as a voice without vote on the Committee on Ministry.

5. Legacy Funds: This committee shall manage the Unrestricted, Temporarily Restricted, and Permanently Restricted net assets of the Conference, as well as properties owned by or given to the Conference as legacy gifts. Its duties include:

- Investment, Grants, and Awards Management
- Gift Development
- Establishing and maintaining committee policies and operating manuals,
- Reporting to the BOD and to the Conference as directed by the BOD,

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

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 the 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, **and**

- Shall be nominated by the BOD and elected by the Conference.
- Will serve as the spiritual and the executive 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 and Ministerial 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.
- Upon resignation or retirement of the Conference Minister, the BOD shall have the authority to select a Transitional Conference Minister for a designated term. The BOD shall also 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.

2. Professional and Ministerial 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 Associate Conference Ministers, Youth Ministers, Disaster Ministries Coordinators, and Office Staff.

The Ministerial Staff, Associate Conference Ministers, should have ministerial authorization in the United Church of Christ.

ARTICLE IX --LIABILITY AND INDEMNIFICATION

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 prior to such amendment or repeal.

C. 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.

ARTICLE X – AMENDMENT

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.

ARTICLE XI – PARLIAMENTARY AUTHORITY

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

ARTICLE XII – CONFLICTS OF INTEREST

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.