

Florida Conference

United Church of Christ

Bylaws



FLORIDA
CONFERENCE

UNITED CHURCH OF CHRIST
a just world for all

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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** professional 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 and **in the Manual on Ministry 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/Lay Authorized Minister:** A Licensed Minister/Lay Authorized 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 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

- 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~~ **their** Local Church. Each Local Church shall be entitled to select lay delegates. ~~according to the following table:~~ **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.**

<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:

- 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 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. ~~and their duties shall be as set forth herein.~~ **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 ~~or until a successor is elected.~~ **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. ~~Acting in accordance with authority conferred by the BoD, As a legal representative of the Conference, the Moderator may execute legal 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~~ **and all committees, teams and task forces** of the Conference. ~~described in these Bylaws or created in the future.~~
2. **Vice-Moderator:** The Vice-Moderator shall be elected for a two-year term ~~or until a successor is elected.~~ **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 ~~two-year~~ **three-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.~~

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:

- ~~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).

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

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.~~ **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 this Bylaws and the will of the Conference, and consistent with the Bylaws of the United Church of Christ.**

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.~~

The corporate powers of the Conference shall be vested in the Conference Board who 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 power to sign receipts, checks and other instruments for withdrawal of funds from banks or saving institutions.

Composition and Election: Board Members shall be elected for no more than **two (2)** ~~three (3)~~ consecutive **three-year (3)** ~~two-year~~ terms or until a successor is elected. ~~Any person who fills a partial-time vacancy as a Board Member shall be eligible to serve three (3) additional two-year terms.~~ 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 ~~20 members (with staggered terms):~~ **17 members: 4 officers, 5 chairs of standing committees, 6 members, 1 youth/young adult age 25 or younger, 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.

- ~~● 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 Chair of the Nominating Committee shall be an ex-officio member.~~
- ~~The Conference Minister shall be an ex-officio member.~~
- 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 Committee of Ministry Committee
 - The Chair of the Nominating Committee
- Six (6) elected members at large
- One (1) at large members 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

~~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 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 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 **their own two (2) consecutive three (3) year terms. There will be no replacement terms or partial vacancies.** ~~until election at the next Conference meeting, a successor may be elected for the remaining portion of the term at the next Conference meeting. Any person who fills a partial term vacancy as a Standing Committee member shall be eligible to serve as the beginning of a new term and eligible for renewal based on the maximum additional terms allowed.~~

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 is rescheduled.** ~~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~~ **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 ~~either an external~~ **review or** ~~audit or compilation of the Conference 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 audit are generally initiated during the month of May.** ~~audited every three (3) years with a review (and/or a review with special procedures) for intervening years by an independent contractor to the Conference, recommended by the Fiscal Management Committee Budget and Finance Committee. to the BoD. Audits are generally to be completed and received no later than the eighth (8th) month of the subsequent year. following the completion of the audit.~~

Voting: A **majority of nine (9)** members of the BOD shall constitute a quorum to conduct business at the meetings of the BOD. Each member shall be entitled to one (1) vote on all matters. **Voting may occur either in-person or remotely.** ~~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: Regular Meetings of the Board shall be **conducted quarterly as determined and agreed upon by** ~~held at such date, place and time as the Board of Directors. may from time to time determine.~~ Special Meetings may be called by the **Moderator, by Conference Minister and by Vice-Moderator in the absence of the Moderator.** ~~or the Board of Directors. The BoD may designate any place as the place of meeting for any annual meeting or for any special meeting called by the BoD. (switched the above sentences)~~

~~Any Members of the BoD may participate in meetings in person by means of conference telephone or other means or method which allows all persons participating in the meeting to be heard. 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 four (4) 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,~~ the one (1) at large member of the BOD and the Conference Minister (**serving as voice without vote**) ~~as an ex-officio member~~ shall constitute the Executive Committee which shall have and may exercise all the authority of the **BOD ad interim**, except it ~~that no such committee 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, or 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. ~~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 **in-person or one or more means of remote communication through which all of the members may participate, providing that a majority of members are participating to constitute a quorum.** ~~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.~~

There will be no replacement terms or partial vacancies. When elected at the annual Conference Meeting or appointed by BOD the candidate shall begin their own term of service.

~~Any person who fills a partial term vacancy as a Standing Committee member shall be eligible to serve as the beginning of a new term and eligible for renewal based on 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~~ **serve as voice without vote on any committee described herein or created in the future 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 duty is~~ **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 ~~six (6)~~ **four (4)** additional members who are elected. **The Chair** and members shall serve no more than ~~three (3)~~ **two (2)** consecutive ~~three-year~~ **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)~~ **four (4)** additional members who are elected. **The Chair** and members shall serve no more than ~~three (3)~~ **two (2)** consecutive ~~three-year~~ **two-year** terms. ~~The Chair 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 vote.** ~~shall serve as ex-officio members.~~

3. ~~Personnel~~ 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 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)~~ **two (2)** additional members who are elected. **The Chair** and members shall serve no more than ~~three (3)~~ **two (2)** consecutive ~~three-year~~ **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.~~

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 wellbeing of congregations.

b. There shall be ~~twenty-seven (27)~~ **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 ~~Association~~ **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 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.

~~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 Conference Ministers shall serve as a voice without vote of Regional Teams on the Committee on Ministry.~~

~~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:

- Investment and 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,
- ~~Focusing on and monitoring the Conference Balance Sheet.~~

This committee shall be comprised of a Chair and ~~six (6)~~ **four (4)** additional members who are elected. **The Chair** and members shall serve no more than ~~three (3)~~ **two (2)** consecutive ~~three-year~~ **two-year** terms. The Treasurer, Moderator, Chair of the Budget and Finance Committee and Conference Minister **shall serve as a voice 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 ~~professional~~ **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 Conference Minister the Conference Board shall have the authority to appoint a Conference Minister Search Committee for 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 Ministerial Staff may include Regional 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 —~~INDEMNIFICATION~~ LIABILITY AND 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 **their** 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 **their** 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 **their** 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 **their** written request to the Conference, to payment or reimbursement by~~

the Conference of his or her ~~their~~ 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 ~~their~~ 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.~~

- 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, 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. 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

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.

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

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).~~

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.