

# Southern New England Conference of the United Church of Christ, Inc.

## BYLAWS

### ARTICLE I

#### NAME AND PURPOSE

Section 1       NAME. The name of this corporation shall be the "Southern New England Conference of the United Church of Christ, Inc." (hereafter the "SNE Conference" or "Corporation").

Section 2       PURPOSE. The primary purpose of the Corporation is to engage in the following activities:

*To be the Southern New England Conference of the United Church of Christ with standing in the General Synod of the United Church of Christ, with geographic boundaries that cover Southern New England and vicinity, thereby joining together the Missionary Society of Connecticut and Connecticut Conference of the United Church of Christ, the Massachusetts Conference of the United Church of Christ and the Rhode Island Conference of the United Church of Christ (the "historic Conferences") in order to acquire a stronger voice with which to carry out the mission of making God's love and justice real. By collaborating more closely and intentionally, the historic Conferences will have a greater impact upon local congregations and other religious organizations, their communities, and the world. The historic Conferences seek to love our neighbors, children, and all of creation through our collective work. Following God's call to bring new life as agents of transformation, we embrace and encourage adaptive and transformative leadership wherever the Body of Christ is gathered. Inspired and guided by the Holy Spirit, the historic Conferences encourage local congregations and varied ministry settings to form covenant partnerships with all who work for the common good in their local communities and throughout the world. Our combined organization will provide a contemporary, nimble platform that is better positioned to support new forms of ministry with and to the next generation;*

and to engage in any such other religious and charitable activities and programs, including grant making, in furtherance of these foregoing purposes as may be carried out by a 501(c)(3) organization.

## ARTICLE II

### ARTICLES OF ORGANIZATION

The name and purposes of the SNE Conference shall be as set forth in the Articles of Organization. These Bylaws, the powers of the Corporation and of its Members, its Directors and its Officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to the Articles of Organization in effect from time to time.

## ARTICLE III

### MEMBERSHIP

Section 1 MEMBERSHIP. The membership of this Conference shall consist of:

- a. Voting Members. The voting members of the SNE Conference shall be the duly elected delegates representing the Local Churches in the geographical area affiliated with an Association of the SNE Conference, as well as authorized ministers holding standing in an Association of the SNE Conference, as well as all elected Directors of the SNE Conference.

Each Local Church shall elect delegates to the SNE Conference for one-year terms based on their membership as of the preceding December 31. Churches with 0-300 members shall have three (3) delegates, with one additional delegate for every additional 200 members or major fraction thereof.

- b. Associate Members. An Associate Member shall be an organization that does not satisfy voting membership eligibility requirements but wants to align with and act in common cause with the purpose of the SNE Conference as stated in Article 1, Section 2, above, and satisfies associate membership eligibility requirements, as may be established by the Board of Directors. Associate Members have no voting powers, and their members and directors cannot run for elected office within the SNE Conference.

Section 2 MEETINGS OF THE MEMBERSHIP. Meetings of the Membership shall be chaired by the Moderator or, in the event of the Moderator's absence or inability to act, by the Vice Moderator.

- a. Annual Meeting. The Membership shall meet annually at the Annual Meeting of the SNE Conference to be held at such time as the Board of Directors shall determine.
- b. Special Meetings. Special Meetings may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer, upon the written application of Members representing at least ten percent of the smallest quorum of designated delegates and authorized ministers required for a vote upon any matter at the Annual Meeting. In case none of the Officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

Section 3 VOTING RIGHTS OF THE MEMBERSHIP. Voting Members in good standing shall have the following powers:

- a. Election of Directors and Officers. At each Annual Meeting of the Corporation the Voting Members shall elect Directors to fill open seats on the Board and each of the following Officers: President, Vice President, Secretary/Clerk, Treasurer, Moderator and Vice Moderator. The Officers shall be Directors of the Corporation, *ex officio* with a vote.
- b. Voting Privileges. The Voting Members shall have the right to vote on each of the following matters: on proposed amendments to or restatement of the Articles of Organization (by a two-thirds vote of all Voting Members present in person); on proposed amendments to, or restatement of these Bylaws (in accordance with Article XI below); on merger of the Corporation (by a two-thirds vote of all Voting Members present in person); on dissolution of the Corporation; on any other matters that are required to be decided by Voting Members as required by state or federal law; and on any matters referred by the Board of Directors for a vote.

Section 4 OTHER RIGHTS OF THE MEMBERS. Voting Members and representatives of Associate Members may, if appointed in the sole discretion of the Board of Directors, serve on standing committees and *ad hoc* committees of the Board of Directors.

Section 5 NOTICE. All Voting Members shall be entitled to written notice of all meetings of the Membership. Utilizing each Voting Member's contact

information as it appears in the records of the Corporation, not less than thirty days' notice of all meetings shall be given to the Membership stating the date, purpose, time and place of such meeting. In addition, notice of meetings of the Membership shall be given to all Members by posting on the Corporation's website or other electronic means.

Section 6 QUORUM AND VOTING. Each Voting Member shall have one vote at a meeting at which a quorum is present. On any matter presented to the Voting Members, a quorum shall be defined as that number of voting members (delegates and clergy) equal to one-half the number of Local Churches belonging to the SNE Conference at that time. When a quorum is present, voting shall be by majority vote, unless otherwise provided herein. An abstention shall not be counted as a vote.

Section 7 RESIGNATION. Any Associate Member may resign by giving written notice of such resignation to the President, Clerk or Board of Directors. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 8 SUSPENSION AND REMOVAL. An Associate Member may be suspended or removed by an affirmative vote of two-thirds of the Directors then in office at a meeting called for such purpose, provided: that such Associate Member shall be given at least thirty days' notice of the proposed suspension or removal and the reasons therefor, addressed to the Associate Member's contact information as it appears in the records of the Corporation; that notice of the proposed suspension or removal is given in the notice of meeting; and that the Associate Member is given an opportunity to be heard at the meeting.

Section 9 DISPUTE OVER MEMBERSHIP.

- a. Any dispute as to the designation of a delegate or authorized minister shall be referred to a Membership Committee appointed by the Board of Directors.
- b. Any dispute over admission to Associate Membership, including, but not limited to, admission, selection, removal, powers, voting rights, dues, and/or procedures, shall be referred to the Membership Committee for review and recommendation to the Board of Directors. All disputes regarding membership shall be decided by the Board of Directors in its sole discretion.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1        POWERS. The general management of the business, property and affairs of the SNE Conference shall be vested in a Board of Directors, subject to those powers reserved to the Voting Members. The Board of Directors shall have control of the SNE Conference and shall have all powers and duties afforded under Massachusetts law. The Board shall formulate and execute governing policies to fulfill its responsibilities. Employees and other agents may be hired to conduct the business of the SNE Conference. The SNE Conference, either acting through the Board or in any other manner, shall have no power to manage or control any Local Church within its Associations.

Section 2        COMPOSITION OF THE BOARD OF DIRECTORS AND TERMS.  
The Board of Directors shall be composed as follows:

- a.     Fifteen (15) Directors of whom 5 directors shall be members in good standing of a Local Church in Massachusetts or deemed to be in Massachusetts, 5 directors shall be members in good standing of a Local Church in Connecticut or deemed to be in Connecticut, and 5 directors shall be members in good standing of a Local Church in Rhode Island or deemed to be in Rhode Island.
- b.     Each of the Officers of the SNE Conference specifically enumerated by Article VI, Section 1 shall also be a Director of the Corporation, *ex officio*, with a vote.
- c.     The Initial Directors shall be those persons in office as of the date on which the Corporation's Articles of Organization are approved by the Massachusetts Secretary of the Commonwealth. A system of staggered terms which preserves the geographical representation required in A. IV, Section 2(a), above, shall be instituted such that approximately one third of the Board shall be elected at each Annual Meeting. With the exception of lesser terms which may be specified in order to ensure the system of staggered terms, Directors shall be elected for three (3) year terms and shall hold office until a successor has been elected. No Director may serve for more than six (6) consecutive years. A Director who serves two successive three (3) year terms may, after a one year leave of absence, again serve as a board member. If a Director is elected to serve as an Officer before that Director's term has expired, the

Director shall be deemed to have resigned as a Director, thereby creating a vacancy.

Section 3

**QUALIFICATION OF DIRECTORS.**

Directors shall be chosen with a view toward maintaining a diverse and balanced Board of Directors having in aggregate the kinds of skills and experience which can contribute to the purposes and mission of the Corporation. These qualifications may include expertise in ministry, theology, business, law, finance, development, community building, and should reflect a cross section of the community served. Each Director must be in a position to attend Board of Director meetings regularly, to serve on committees, to devote a substantial amount of time to the affairs of the Corporation, and to become and remain acquainted with current developments.

Section 4

**RESIGNATION.** Any Director may resign from the Board at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board. Any Director who fails to attend three consecutive Regular Meetings of the Board of Directors without adequate reason and approval of the President shall be deemed to have delivered their resignation as a Director, effective as of the close of business of the meeting of the Board at which the third consecutive failure to attend shall have occurred.

Section 5

**REMOVAL.** A Director may be removed with or without cause 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 Director is given at least seven days' notice of the proposed removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting.

Section 6

**COMMITTEES.** The Board of Directors may elect or appoint one or more committees as it sees fit and shall, by vote of a majority of the Directors then in office, elect or appoint as Standing Committees of the Board an Audit Committee, an Executive Compensation Committee, a Finance Committee, a Governance Committee, a Membership Committee, and a Volunteer Development/Nominating Committee. The Chair of each Standing Committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these Bylaws for the Board of Directors.

Section 7 DUTIES. A Director shall perform the duties of a Director. This includes the Director's performance of duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation, and in service of its purpose as set forth in Article 1, Section 2, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more Officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within that Committee's designated authority, so long as in each such case, the Director acts in good faith after reasonable inquiry when appropriate.

Section 8 INSPECTION. Every Director shall have the right upon reasonable notice and at any reasonable time to inspect books, records, and documents, and to inspect the physical properties of the SNE Conference when necessary to carrying out their Board service. The SNE Conference Minister or Ministers, or in the absence of a SNE Conference Minister, the Executive Committee of the Board of Directors, shall, at their discretion, determine the manner and means of inspection, taking into account the confidentiality and privacy needs and best interests of the SNE Conference.

Section 9 NO COMPENSATION. Directors shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered the SNE Conference in another capacity.

Section 10 VACANCIES. Continuing Directors may act despite a vacancy or vacancies in the Board and shall for this purpose be deemed to constitute the full Board. Any vacancy in the Board of Directors resulting from the departure of a Director may be filled by the Board of Directors in consultation with the Nominating Committee for the remainder of the vacant term or until the next annual meeting of the SNE Conference.

Section 11 SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION. Persons or groups of persons designated by the Board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the Board deems appropriate shall, except as the Board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

## ARTICLE V

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1 REGULAR AND SPECIAL MEETINGS.

- a. Regular Meetings of the Board shall be held at such date, place and time as the Board of Directors may from time to time determine.
- b. Special Meetings may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer upon the written application of two or more Directors.

Section 2 NOTICE. Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by causing such notice to be sent by electronic mail, or other means of written communication at least five business days before the meeting to the Director's contact information as it appears in the records of the Corporation; or (b) by providing such notice in person or by telephone at least five business days before the meeting. However, separate notice of Regular Meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Directors have notice of such fixed or scheduled date, time and place.

Section 3 QUORUM AND VOTING. A majority of Directors then in office shall constitute a quorum at all Regular Meetings of the Board. A Director who attends the meeting but is disqualified from participation because of a conflict of interest shall be counted as present for purposes of the quorum but not for voting purposes. When a quorum is present, voting at any Regular Meeting of the Board shall be by majority vote of the Directors present and voting. An abstention shall not be counted as a vote.

- Section 4      **ACTION WITHOUT A MEETING.** Any action that is required or permitted to be taken, may be taken without a meeting, if all those entitled to vote consent in writing, and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.
- Section 5      **TELEPHONIC PARTICIPATION IN MEETINGS.** Members of the Board of Directors or any committee designated by the Board of Directors or these Bylaws may participate in any open meeting of the Board of Directors or of such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.
- Section 6      **WAIVER OF NOTICE.** Whenever any written notice of a meeting is required to be given by these Bylaws, a Director can waive their right to receive such notice, either before or after the meeting in question, and the waiver shall have the effect of written notice. Attendance at a meeting by a Director who has not received a written notice of a meeting, but who attends said meeting without protest as to the non-receipt of such written notice, shall have the effect of a waiver of notice.
- Section 7      **MEETING CONDUCT AND PROCEDURE.** The President or the Vice President in the absence of the President (or a Director designated by the Board in the absence of both the President and Vice President) shall chair Regular and Special Meetings of the Board.

## **ARTICLE VI**

### **OFFICERS**

- Section 1      **ENUMERATION AND TERMS.** The Officers of the Corporation shall be a President, a Vice President, a Clerk, a Treasurer, a Moderator and a Vice Moderator who shall be nominated by the Volunteer Development/Nominating Committee and elected for one (1) year terms by the Voting Members at the Annual Meeting of the Corporation, and such other Officers as the Voting Members may from time to time determine. The President, Vice President, Moderator, and Vice Moderator may serve for no more than two, one (1) year terms. The Treasurer and Clerk may serve for no more than five, one (1) year terms. A person may simultaneously hold more than one office in the

Corporation, except that a person may not serve simultaneously as President of the Board and Treasurer. All Officers shall be Directors, *ex officio* with a vote.

## Section 2

POWERS. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- a. The President shall chair all meetings of the Board and except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of President and such other responsibilities and powers as designated by the Board of Directors. The President shall, subject to the direction of the Board of Directors, be responsible to the Board of Directors for the effective implementation of the SNE Conference's policies and for providing leadership for oversight and strategic planning. The President is an *ex-officio*, non-voting Member of any Board committee to which the President is not appointed or elected.
- b. The Vice President shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Vice President and such other responsibilities and powers as designated by the Board of Directors. In the absence or inability of the President to act, the Vice President shall have and possess all of the powers and discharge all of the duties of the President.
- c. The Clerk shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Clerk and such other responsibilities and powers as designated by the Board of Directors. The Clerk shall, subject to the direction of the Board of Directors, be responsible for the recording and maintenance of the corporate records and documents of the SNE Conference, including records of all meetings of the Members and of the Board of Directors, and for the issuance of calls and notices of meetings of the Members and of the Board of Directors. If the Clerk is absent from any meeting, a temporary Clerk, chosen at the meeting, shall exercise the duties of the Clerk at such meeting. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process.
- d. The Treasurer shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Treasurer and such other responsibilities and powers as designated by the Board of Directors. The Treasurer shall,

subject to the direction of the Board of Directors, have general charge of the financial affairs of the SNE Conference and shall cause to be kept accurate books of account. The Treasurer shall be responsible for ensuring the safe custody of all funds, securities, and valuable documents of the SNE Conference, except as the Board of Directors may otherwise provide. The Treasurer shall render a report of finances at each Regular Meeting of the Board and at the Annual Meeting of the SNE Conference. The Treasurer chairs the Audit and Finance Committee.

- e. The Moderator shall preside at all meetings of the Membership and shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Moderator and such other responsibilities and powers as designated by the Membership.
- f. The Vice Moderator shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Vice Moderator and such other responsibilities and powers as designated by the Voting Members. In the absence or inability of the Moderator to act, the Vice Moderator shall have and possess all of the powers and discharge all of the duties of the Moderator.
- g. Other Officers shall have such powers as may be designated from time to time by the Board of Directors.

Section 3 RESIGNATION. Any Officer may resign at any time by giving written notice of such resignation to the President or the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Officer to whom it is given.

Section 4 REMOVAL. An Officer may be removed either with or without cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board of Directors. Such removal shall be without prejudice to contract rights, if any, of the person so suspended or removed. Election or appointment as an Officer shall not of itself create contract rights.

Section 5 VACANCIES. A vacancy in any office shall be filled by the Board of Directors at any meeting for the remainder of the vacant term.

## **ARTICLE VII**

### **CONFERENCE MINISTER OR MINISTERS**

If a SNE Conference Minister is, or SNE Conference Ministers are, called at the Annual Meeting or at a Special Meeting of the Membership, the Board shall supervise the SNE Conference Minister or Conference Ministers, who shall be the chief executive officer(s) of the Conference and, subject to the direction of the Board of Directors, shall have authority over and be responsible for the day-to-day management of the SNE Conference, including the supervision of all other staff.

If called, a SNE Conference Minister or SNE Conference Ministers shall serve on the Board of Directors *ex officio* with voice but without vote.

If a SNE Conference Minister is, or SNE Conference Ministers are, called, the Board of Directors shall adopt an Executive Compensation Policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities.

## **ARTICLE VIII**

### **NO PERSONAL LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

- Section 1            **NO PERSONAL LIABILITY.** No Officer or Director shall be personally liable for any debt, liability, or other obligation of the Corporation.
- Section 2            **EXCEPTIONS.** No Officer or Director shall be personally liable to the SNE Conference for monetary damages for any breach of fiduciary duty by such Officer or Director as an Officer or Director 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 Director (i) for breach of the Officer's or Director's duty of loyalty to the SNE 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 Director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an Officer or Director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.
- Section 3            **INDEMNIFICATION POLICY.** The corporation 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 Director or Officer of the SNE Conference or of any of its subsidiaries, or who at the request of the SNE Conference may serve or at any time has served

as a director, Officer or director of, or in a similar capacity with, another organization.

## **ARTICLE IX**

### **CONFLICT OF INTEREST**

The Board of Directors 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) public charities.

## **ARTICLE X**

### **GENERAL**

- Section 1        **FISCAL YEAR.** The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board of Directors.
- Section 2        **RECEIPT AND DISBURSEMENT OF FUNDS.** The Board of Directors may designate such other Officer, Officers or SNE Conference Minister(s) who in addition to or instead of the President or Treasurer shall be authorized to receive and receipt for all moneys due and payable to the SNE Conference from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks as the Board of Directors, or SNE Conference Minister(s), may from time to time designate or with such other corporations, firms, or individuals as the Board of Directors, or SNE Conference Minister(s), may from time to time designate.
- Section 3        **EXECUTION OF DOCUMENTS.** Except as otherwise provided by law, by the Board of Directors or by these Bylaws, the President or Treasurer shall sign for the SNE Conference all deeds, agreements and other formal instruments.
- Section 4        **COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS.** Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.

## **ARTICLE XI**

### **AMENDMENTS**

The Board of Directors may make, amend or repeal these bylaws 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 SNE Conference. Notwithstanding the foregoing, Article I, Article III, Article IV, and this Article XI 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 SNE Conference, the notice of which contains a statement of the proposed alteration or amendment.