

Southern New England Conference, United Church of Christ
2019 Annual Meeting Minutes
DCU Center, Worcester, MA
November 1-2, 2019

The Rev. Ms. Jocelyn Gardner Spencer, Moderator of the Southern New England conferences welcomed all to the gathering. Ms. Gardner Spencer called for the vote cards to be shown from the three historic conferences and then declared that a quorum was present for the historic Massachusetts, Connecticut and Rhode Island Conferences.

The Moderator introduced Mr. Ian Tosh, Vice-moderator of the Southern New England conference; Ms. Frances Munro, President of the Rhode Island Conference; The Rev. Mr. Fred Ward, Moderator of the Connecticut Conference; Ms. Linda Mesler, Moderator of the Massachusetts Conference; and The Rev. Ms. Jenn Macy, Vice-moderator of the Massachusetts Conference. The Moderator then introduced the Parliamentarian team of the Rev. Mr. George Peters and Mr. Harry Pape. Additionally, Recording the meetings were staff members Ms. Patti Babcock of Massachusetts; Ms. Jill Ford of Connecticut; and Ms. Grace Steere, Conference Secretary for Rhode Island.

The Moderator announced that the Business Committee consisted of Mr. Tosh; Ms. Gardner Spencer as Chairperson; the Rev. Mr. Ian Holland; the Rev. Angie Menke Ballou; the Rev. Mr. Jim Latimer, and Ms. Steere.

The Vice-moderator described the voting procedures, and announced that in attendance, there was a total of 711 people pre-registered for the meeting, of whom 255 were from Connecticut, 362 from Massachusetts, and 79 from Rhode Island.

Staff member Ms. Debbie Kirk and her team of ushers were appointed to serve as tellers for the Annual Meeting.

The Moderator moved that the gathering adopt the Behavioral Covenant and Rules of Procedure as presented on the goldenrod paper in the Delegate Materials and spoke to the motion. This was recommended by the Boards of Directors of Connecticut, Massachusetts and Rhode Island. Ms. Gardner Spencer explained the new ways of discussion, instead of comments pro, con and points of order, participants may approach the microphones during discussion and choose a paddle that conveys either “I believe,” “I wonder,” or “I pray” and use those words to start their statements. There being no discussion, the Vice-moderator called for a vote and it passed using the white side of their voting cards.

Behavioral Covenant & Rules of Procedure SNE19-AM-01	<i>The 2019 Annual Meeting approves the Behavioral Covenant and Rules of Procedure as presented in the Delegate Materials printed on goldenrod colored paper in the delegate materials (Appendix A).</i>
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The Vice-moderator then moved that the 2019 Annual Meeting adopt the Schedule of Events for the Annual Meeting as listed in the delegate materials. There was no discussion and the vote passed unanimously.

Schedule of Events SNE19-AM-02	<i>The 2019 Annual Meeting approves the Schedule of Events for the Annual Meeting as presented in the delegate materials printed on lime green colored paper in the delegate materials (Appendix B).</i>
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The Rhode Island business section was conducted.

The Connecticut business section was conducted.

The Massachusetts business section was conducted.

Ms. Gardner Spencer thanked all who came before us and ended with a prayer.

The plenary was adjourned at 9:10pm.

Saturday, November 2, 2019

The Moderator, Rev. Ms. Jocelyn Gardner Spencer called the plenary into session with a prayer at 1:45pm. Ms. Gardner Spencer reintroduced Vice-moderator Mr. Ian Tosh, Parliamentarian Mr. Harry Pape, and Recorder, Ms. Patti Babcock. The color-coded materials, voting cards and new way of conducting discussion were explained.

The Moderator then called the Rev. Ms. Hannah Brown to the podium to present the vote to name the new conference. After receiving 573 responses to a survey, "Southern New England" received 40% which was almost 5 times more votes than others. It is a name consistent with other conference names and is recognizable. Ms. Brown moved this recommendation from the Board of Directors. There being no discussion, the Moderator called for a vote, and it passed.

Vote to name the new Conference SNE19-AM-03	<i>The Annual Meeting determines that the proposed new Conference provisionally named "Together As One" will be officially named the Southern New England Conference of the United Church of Christ.</i>
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Ms. Gardner Spencer called upon the Rev. Mr. Corey Sanderson to speak to the hearing on the Foundational Justice Commitments for the new Conference. Mr. Sanderson explained that these were established as commitments and aspirational goals. They are not comprehensive, but are a guide allowing us to live more fully in the days ahead. A motion was made, no second was needed and there was much discussion.

The Rev. Mr. Jonathan Tetherly recommended an amendment adding language regarding restorative justice which was seconded, discussed and voted on. The vote for this amendment did not pass.

Ms. Barbara Darling recommended an amendment adding language about climate justice which was seconded, discussed and voted on. The vote for this amendment passed.

The Rev. Dr. Fran Bogle recommended an amendment adding the language about violence against women which was seconded, discussed and voted on. The vote for this amendment passed.

The Rev. Ms. Debbie Adams recommended an amendment adding language of being an immigrant welcoming conference which was seconded, discussed and voted on. The vote for this amendment passed.

A member of Barrington Congregational Church, Barrington, RI recommended an amendment adding language about being a multicultural and multi-racial church which was seconded, discussed and voted on. The vote for this amendment passed.

The Moderator then read the points of the Foundational Justice Commitments again as amended. A vote was taken on the Foundational Justice Commitments as amended and it passed.

Foundational Justice Commitments SNE19-AM-04	<i>The Annual Meeting approved the Foundational Justice Commitments for the Southern New England Conference as amended (Appendix C).</i>
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The Moderator invited Ms. Frances Munro to the podium to report on the hearing of the bylaw changes. The UCC General Counsel, Ms. Heather Kimmel advised the new Conference to make the changes. Ms. Munro made the motion for the vote on the two changes. It was pointed out in discussion these motions are not amendable. The Moderator called for the vote on the two and they passed unanimously.

SNEUCC Bylaw Changes SNE19-AM-05	<i>The 2019 Annual Meeting ratifies the expanded corporate purpose statement of the SNEUCC, Inc. for conformity with the vote of the General Synod of the United Church of Christ approving the regional conference; and The 2019 Annual Meeting ratifies the revision to Article III, Section 1.a. of the SNEUCC, Inc. Bylaws defining Voting Membership. (Appendix D).</i>
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Ms. Gardner Spencer invited the Rev. Ms. Philomena Hare to the podium to move the Nominating Slate for a vote. There was some discussion, including the fact that the Secretary of the Conference is required to be a resident of Massachusetts, because the SNEUCC is incorporated in Massachusetts. The Moderator called for the vote and it passed.

Nominating Slate SNE19-AM-06	<i>The 2019 Annual Meeting Accepts the Nominating Slate as presented in the Delegate Materials.</i>
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The Rev. Ms. Marilyn Kendrix addressed the gathering and announced that the three Conference Ministers will now become Bridge Conference Ministers. Ms. Kendrix will become Bridge

Conference Minister for Discipleship, the Rev. Mr. Kent Siladi will be Bridge Conference Minister for Justice and Covenant Partnerships, and the Rev. Mr. Don Remick will become Bridge Conference Minister for Innovation and Adaptive Change.

Mr. Tosh invited Ms. Suzanne Sussman, and the Rev. Dr. Carla Demick to the podium to lead a brief remembrance of the Rev. Dr. Daehler Hayes who passed away this year. Daehler represented the very best of the United Church of Christ. Ms. Demick described some of the meaningful involvement Daehler had throughout the years.

After Speakouts, the Moderator invited the Rev. Ms. Cleo Graham to the podium to introduce the members of the new Executive Conference Minister Search Committee. Ms. Graham commissioned the new Search Committee with a prayer.

Mr. Tosh was invited to the podium to present information from the Staffing Model hearing. The Staffing Committee of the Board of Directors worked on this, and then presented it to the board. A slide was offered. It was expressed that collaboration is key - everyone across the staff will have collaboration as a significant part of the work. With this new structure, the Conference will be able to address different issues to respond to the world.

The Moderator invited Mr. Chip Hamblet and Mr. Larry Kellum from the Finance Committee to talk about Proportional Giving. This new way of giving replaces dues and OCWM. Proportional giving is found in the bible. The Conference will assist everyone with resources on how to implement proportional giving including worksheets and webinars.

The Moderator invited Mr. Calvin Price, Treasurer of the SNEUCC, to the podium to speak about the Budget. He pointed everyone to the 2020 budget located on goldenrod paper in the Delegate Materials. The three historic conference budgets were integrated to discern what the budget will be going forward. The Operating revenue is \$7, 216,511; total operating expense is \$7, 373,378, and net expense is -\$156,857. The Board is comfortable with the projected deficit. The Rhode Island Conference will liquidate \$166,000 to cover their expenses. For the budgeted operating revenue in 2020, program and facility income is projected to be the second largest.

After additional Speakouts, Mr. Tosh directed the gathering to the new Conference Vision Statement and spoke about the different conference initiatives. To elaborate on one of the initiatives, the Rev. Ms. Ellie Richardson and the Rev. Ms. Heather Ramsey-Mabrouk spoke about this ground-breaking program. The Lilly Endowment granted the program one million dollars over five years to be used for training and support of clergy coaching, affinity group retreats, and communities of practice. This program partners with clergy from Episcopal and Lutheran denominations.

Mr. Tosh invited the Rev. Dr. Bae Hyunseck to speak about the historic 25th anniversary of the partnership between the Connecticut Conference and Korea. The partnership has been long standing and an early example of a strong relationship, working through differences in culture and language. An example of this bond is the church in South Glastonbury donated money to the wildfires in South Korea, demonstrating unity and love.

Mr. Tosh invited the Rev. Ms. Stacy Pettis to speak about the Common Financial from the United Church Funds. She explained the program and looks forward to serving all the churches in the new conference.

The Rev. Mr. Ryan Gackenheimer, Executive Director of Silver Lake Conference Center and Camps spoke about the outdoor ministries of Silver Lake. They have 300 volunteers, and over two thousand guests. A short film was shown. Silver Lake is grounded in our progressive values, welcoming all just as they are.

The Rev. Mr. Andrew DeBraber from the national setting of the United Church of Christ brought greetings from The Rev. Dr. Jon Dorhauer, The Rev. Ms. Tracy Blackman and The Rev. Ms. Georgia Thompson. Mr. DeBraber spoke about the some of the work of the national setting including work on the borders, new church starts, working for the environment, sacred conversations, and disaster recovery work. We have 5,000 churches and are stronger together.

Mr. Tosh, as member of the Business Committee, reported that all business of the Annual Meeting has been accomplished. All were thanked for their work on this Annual Meeting.

Mr. Tosh adjourned the gathering and declared that the Annual Meeting will officially end at the end of worship.

Respectfully Submitted,
Patti Babcock, Recorder

Appendix A:
Southern New England Conferences, UCC Annual Meeting
Nov. 1-2, 2019 DCU Center, Worcester, MA
Behavioral Covenant and Rules of Procedure

The CT, MA, RI and SNE Boards of Directors recommend: *“The Annual Meeting approves the Behavioral Covenant and Rules of Procedure for the 2019 Annual Meeting as presented.”*

I. Behavioral Covenant

To create a fruitful and faithful space for discussion, discernment, deliberation, and decision-making, the Board of Directors of the Southern New England Conference, UCC, along with the Boards of the historic Rhode Island, Massachusetts, and Connecticut Conferences, affirms the following behavioral covenant and recommends its adoption by the delegates to the 2019 Annual Meeting. Together we commit to:

- **Speak for Self.** We will share from our own individual perspectives, avoiding statements like, “Everyone knows...” or, “I think we all can agree...” (which exclude people who may not know or agree) and, “Some people are saying...” (which avoids accountability for the speaker).
- **Share the Air.** We will pay attention to how much time and space we take up. If we have spoken already, or if someone else has given voice to our viewpoint, we will consider making room for other voices. If we have remained silent, we will consider sharing our perspective.
- **Communicate with Care.** We will choose words that are respectful and inclusive of the various characteristics and life experiences represented among our conferences, congregations, and communities. We will use language to build up, not break down. We will attend to the impact of our words and actions, and when harm is identified, we will listen and respond with care and respect.
- **Turn to Wonder.** If we find ourselves inclined to make a snap judgment or dismiss another person’s perspective, we will get curious. We will wonder (or ask) why they think the way they do and be open what we might have to learn from one another.
- **Lean on Spirit.** We will remember that God is present in our conversation and be intentional about listening for that still-speaking voice. We will leave time for prayer and stay receptive to the Spirit’s leading.

II. Rules of Procedure

(Note: these rules are intended for use in all four plenary sessions: RI, CT, MA and SNE. The boards and committees to which they refer are the boards and committees of the four respective conferences.)

The goal of these rules is to allow for maximum participation by our constituencies while keeping the meeting within reasonable time limits. Meetings will be conducted in accordance with Robert’s Rules of Order as interpreted by a Parliamentarian, except as indicated below.

1. The Board of Directors appoints a Business Committee for the Conference. The Business Committee includes the Moderator and Vice-moderator of the Conference, with additional Board members, officers or others at the Board's discretion.
2. Visitors are welcome and encouraged to participate in worship, storytelling sessions, and networking opportunities. Voting members of the Conference, and those who have voice without vote in business sessions, are defined in the Bylaws of the Conference.
3. The Board of Directors may submit proposed actions directly to the Annual Meeting. Proposed actions from other sources are to be submitted to the Business Committee at least 90 days before the Annual Meeting. If the Business Committee deems an action appropriate to the goals of the Annual Meeting, the action will be placed on the agenda and sent to the churches in a Call to the Annual Meeting at least 30 days before the meeting.
4. Reports required by the Bylaws of the Conference, plus any proposals presented by the Boards, will be included in the Call to the Annual Meeting and placed on the Agenda.
5. In order to receive consideration, any matter not included in the call should be placed in the hands of a member of the Business Committee before the meeting convenes. The Business Committee will determine whether the matter is appropriate to the goals of the meeting and whether there is sufficient room on the agenda for the matter to be added.
6. No new matters may be introduced after the meeting is convened, unless there is a two-thirds vote to place such matters on the Agenda.
7. The following shall be the procedure for considering votes coming to the floor of the Conference:
 - a. A designated sponsor shall be allowed three minutes to explain the proposed action.
 - b. The floor will then be open for conversation and discernment as follows:
 - I. Each authorized member desiring to speak will come to a microphone.
 - II. At the microphone, the speaker will choose a colored paddle indicating the kind of comment they wish to make. Paddles will be designated , "I believe...", "I wonder....", and "I pray ..."
 - III. Each speaker will identify themselves by name and local church membership.
 - IV. Each speaker may speak for a maximum of 90 seconds.
 - V. Conversation will be guided by the Behavioral Covenant as voted by the meeting.
 - VI. Moderators will be responsible for ensuring that all perspectives are sufficiently heard.
 - c. Where amendments are allowable in the Bylaws, proposed amendments shall be presented in writing to the chair of the Business Committee before being presented on the floor. Only one amendment to a main motion shall be considered at a time. Any amendment that changes the general intent of the original main motion will be declared out of order by the Moderator.
 - d. No speaker shall speak to the same issue twice until all those that wish to speak have been heard once, except to answer questions addressed to them by the Moderator.

- e. A motion to limit or extend the limits of debate is itself undebatable; such motions require a second and a two-thirds vote unless decided by general consent.
 - f. The Moderator may call for a motion to close debate when discussion is deemed as revealing no new light. The Moderator may call for a moment of silent prayer and reflection before taking a vote.
 - g. In the event that translation is needed, the Moderator will recognize a translator for equal time for the moving of a motion or responding to a motion.
 - h. Out of compassion and respect for one another, there will be no applause or floor demonstrations when a motion passes or fails, unless the vote on that motion has been unanimous.
8. Only materials prepared by the Southern New England conferences may be distributed in the plenary area.
9. Media equipment is for the use only of the Southern New England conferences.
10. The conferences will stay in session until all matters described above have been dealt with, or until the scheduled end of the business meeting, whichever is earlier.
- a. If at the scheduled end of the business meeting there is still unfinished business, the Moderator will call for a vote on whether or not to continue for 15 minutes. If the vote carries by a two-thirds majority, the meeting will continue. If it does not carry, all matters remaining on the Agenda will be referred to the Board of Directors.
 - b. If the Conference votes to stay in session, the process described above will be repeated at 15-minute intervals until all business is completed, or the meeting is adjourned with items leftover for later consideration by the Board of Directors. The Annual Meeting will then adjourn following worship.
11. These Rules of Procedure shall remain in effect until changed by a vote of a subsequent Annual Meeting or Special Meeting, or unless modified between Conference meetings by a vote of the Board of Directors for purposes of collaboration or adaptation during the start-up of the new Southern New England Conference of the United Church of Christ.

Appendix B:

Schedule of Events

**Note: Hearings will take place in advance via teleconference, topics and dates to be announced.

Friday:

2:30 – 7:30 PM Registration (1st floor)

2:30 – 10 PM Conference Commons (3rd floor pre-function/lobby space)

2:30-3:15 PM New Delegate Orientation (3rd floor meeting room A)

3:30-5:00 PM God's Love Alive! Stories from our New Conference (3rd floor meeting rooms)

Making Disciples - Meeting Room B

Making God's Love and Justice Real – Meeting Room E

Bringing New Life as Agents of Change – Meeting Room C

Building Covenant Partnerships (local church stories) – Meeting Room D

Building Covenant Partnerships (Conference partnerships with churches in Korea and Haiti) – Meeting Room A

5:00 – 6:45 PM Dinner on your own (Local restaurants)

6:45 – 9:15 PM Opening Worship (Grand Ballroom)

Plenary actions by historic conferences, together

Bylaw revisions

Elections

Resolution calling for Response to Bullying (MA)

9:15 - 10:30 Reception (Jr. Ballroom and pre-function)

Saturday:

Breakfast on your own

7:30 AM - 1:30 PM Registration Open (1st floor)

7:30 AM - 4 PM Commons Open (3rd floor)

8:30 – 10:10 AM Welcome and Worship including communion (Grand Ballroom)

10:10 AM Break (keynoter sound check)

- 10:30 AM- noon Keynote Presentation and Q&A
- 12:00 – 1:45 PM Informal Community-building Lunch (1st floor, Exhibit Hall A)
Networking Lunch (Jr. Ballroom)
- 1:45 – 4:15 PM Southern NE Conferences Plenary Session (Grand Ballroom)
Action on New Conference Name
Action on Foundational Justice Commitments
Action to Affirm Bylaw Revisions
Elections
Presentation on 2021 Staffing Model
Presentation on Proportional Giving
Presentation on the Budget
Presentations on Key Ministries of the New Conference
- 4:15 – 4:45 PM Closing Worship (Grand Ballroom)

Appendix C:
Foundational Justice Commitments
(as amended by Annual Meeting on November 2, 2020)

We believe that it is our call to “live the love and justice of Jesus.” Based on both the established commitments of our three historic Conferences and our aspirational priorities as a new Conference, the Southern New England Conference of the United Church of Christ, at its first Annual Meeting on November 2, 2019, pledges in covenant:

- To be an Open and Affirming Conference;
- To be a Just Peace Conference;
- To be an Accessible to All Conference;
- To be an Immigrant Welcoming Conference;
- To work for climate justice and the restoration of God’s creation on which all life depends;
- To advocate for economic and restorative justice;
- To be a multi-cultural multi-racial church working to eradicate racism in all of its forms, both within the church and in the structures of our society and world;
- To advance immigrant justice and human rights for all people;
- To oppose all forms of sexism and violence against women, especially women of color.

We recognize that these are expressions of both identity and intention, and we commit to align our resources and our efforts with these priorities. We encourage our local churches and other covenant partners to do the same.

Appendix D:
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 nonreceipt 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 SNE 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.