

NEW HAMPSHIRE CONFERENCE OF THE UNITED CHURCH OF CHRIST

BYLAWS (approved by the Gathered Conference 10/20/2012)

(Articles X & XI effective immediately; the remainder go into effect at the close of the 2013 Annual Meeting)

ARTICLE I

Name and Affiliation

The name of this organization shall be The New Hampshire Conference of the United Church of Christ (NHCUCC). It is a Conference of the United Church of Christ.

ARTICLE II

Covenant

The New Hampshire Conference of the United Church of Christ celebrates the unique gifts and calling of each local church, association, conference, and national setting of the church. It affirms both the autonomy and mutual interdependence of these various expressions as articulated in the Constitution and Bylaws of the United Church of Christ.

ARTICLE III

Mission

Affirming the Statement of Faith of the United Church of Christ, the mission of this Conference is to nurture growth in the Christian faith within and among all of its member churches, to the end that a tie between a historic faith and a living faith be the foundation for the church's mission in the world. The Conference seeks to educate, guide, challenge, and support the churches and their members as they explore their relationships to God.

In its efforts to fulfill this mission, the Conference claims no ecclesiastical authority over churches or individuals and it affirms the right of churches to unite in local, state, and national bodies to cooperate in matters of common concern. In part, this Conference exists to promote such unity and cooperation among churches of New Hampshire and between them and the General Synod and National Ministries of the United Church of Christ.

The Conference recognizes that this mission requires it to be faithful to financial and moral trusts and covenantal relationships that have been, and continue to be, made between it and individuals and churches. Therefore, the Conference shall zealously guard those trusts.

ARTICLE IV

Members

All New Hampshire churches, which are duly accredited members of United Church of Christ Associations, are members of this Conference.

ARTICLE V

Officers

Officers of the NHCUCC shall be the Conference Minister, the President, the President-elect, the Secretary, and the Treasurer. All officers of the NHCUCC shall be members of a NHCUCC local church. The President, President-elect, Secretary, and Treasurer may from time to time appoint others to attend to certain specific duties within their realm of responsibility.

Section 1. The Conference Minister

- a. The Conference Minister shall have ordained ministerial standing in an association of the United Church of Christ. The Conference Minister shall be the pastor, spiritual leader and chief executive officer of the Conference and shall have overall responsibility for the conduct and advancement of the Conference's mission and ministry, pursuant to a job description as adopted, from time to time, by the Board of Directors.
- b. The Conference Minister shall be called by the Gathered Conference upon receiving at least seventy-five (75) percent of the vote of the Gathered Conference delegates voting. The Conference Minister shall be accountable to the Gathered Conference through the Board of Directors.
- c. The candidate for Conference Minister shall be submitted to the Gathered Conference by a Search Committee appointed by the Board of Directors. The name and biographical information of the candidate shall be submitted to the Gathered Conference delegates not less than fourteen (14) days prior to the meeting.
- d. The Conference Minister's call may be ended and employment terminated either by resignation under the terms of the covenant agreed to at the time of the call, or by a minimum sixty (60) percent vote of the Gathered Conference voting. Notification of the meeting to consider ending the call and terminating employment shall be sent not less than fourteen (14) days prior to the meeting. If such a meeting is called, the Board of Directors shall have the authority to place the Conference Minister on Leave of Absence, with or without pay.

Section 2. Other Officers

The following officers shall serve until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected.

a. **The President**

The President shall be elected by the Gathered Conference, shall perform the duties ordinarily related to the role of president, shall preside at meetings of the Gathered Conference and the Board of Directors, and shall represent the Conference in other settings. The President shall serve for a term of two (2) years and shall not succeed himself/herself.

b. **The President-elect**

The President-elect shall be elected by the Gathered Conference, shall assist the President in carrying out her/his functions, shall fill in for the President in his/her absence, and shall perform such other functions as may from time to time be assigned by the Board of Directors. The President-elect shall be elected for a term of two (2) years and shall not succeed herself/himself after those two years. The President-elect shall customarily be nominated to the office of President by recommendation of the Nominating Committee upon completion of his/her term as President-elect. If, for any reason, the President-elect is unable or unwilling to be nominated to serve as President, the Nominating Committee shall present another candidate to the Gathered Conference.

c. **The Secretary**

The Secretary shall be elected by the Gathered Conference, shall take the official minutes of all meetings of the Gathered Conference and all meetings of the Board of Directors, and be empowered to certify to those minutes, as well as perform any duties designated by the Board of Directors. The Secretary shall be elected for a term of two (2) years, renewable twice.

d. **The Treasurer**

The Treasurer shall be elected by the Gathered Conference, shall perform such duties as may from time to time be assigned. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The Treasurer shall serve on such committees as the Board of Directors shall determine. The Treasurer shall be elected for a term of two (2) years, renewable twice.

ARTICLE VI

Associate Conference Ministers

Associate Conference Ministers shall be called by the Gathered Conference upon recommendation of the Conference Minister and the Board of Directors and upon receiving seventy-five (75) percent of the vote of the Gathered Conference voting. Associate Conference Ministers shall be responsible to the Conference Minister and shall perform such duties as may

be established from time to time by the Conference Minister. The call of an Associate Conference Minister shall be ended and employment terminated according to his/her call agreement by the Board of Directors upon recommendation of the Conference Minister. Associate Conference Ministers shall have ordained ministerial standing in an association of the United Church of Christ.

ARTICLE VII

Meetings

Section 1. Annual and Special Meetings

The NHCUCC shall hold an Annual Meeting at such time and place as shall be determined by the Board of Directors at least nine (9) months prior to the date of the proposed Annual Meeting. Special meetings may be called by ten (10) churches of the NHCUCC or by the Board of Directors. Notice shall be given at least fourteen (14) days before the date of the annual meeting and the special meetings. The Secretary shall issue the official call to the meeting including the time, place, and agenda of the meeting, to all member churches and ministers with standing in a New Hampshire Association. Those authorized to vote, when assembled, shall be referred to as the Gathered Conference.

Section 2. Persons authorized to vote

Those authorized to vote at meetings of the Conference are those delegates duly appointed by the churches, the Conference officers, members of the Board of Directors, and each ordained, licensed, or commissioned minister with standing in a New Hampshire Association.

Section 3. Church Delegates

Each church shall be entitled to four (4) lay delegates, one (1) of whom shall be under twenty-five (25) years of age at the date of election. Churches with more than one hundred (100) members shall be entitled to one (1) additional delegate for each one hundred (100) additional members or major fraction thereof.

Section 4. Quorum and Authority

At least twenty (20) percent of the member churches must be represented to conduct business of the Conference. The Gathered Conference shall have all authority and power provided by the laws of the State of New Hampshire.

ARTICLE VIII

Board of Directors

Section 1. Members

The Board of Directors of the New Hampshire Conference of the United Church of Christ (Board of Directors) shall consist of the Conference Minister, President, President-elect,

Secretary, Treasurer, and twelve (12) persons elected at-large, by the Gathered Conference, from a slate proposed by the Nominating Committee. These at-large members shall all be members of a NHCUCC local church. The terms of office for the twelve (12) at-large members shall be three (3) years renewable once, and their term shall begin at the close of the meeting at which they are elected. The Board of Directors shall fill vacancies as they occur from nominations made by the Nominating Committee. Such appointments shall be for the balance of the unexpired term. The Board of Directors shall meet quarterly at a time and place determined by the Board of Directors and at such other times as the Conference Minister, the President, or a majority of the members of the Board of Directors shall direct. A member who misses two (2) consecutive meetings without prior notification to the Conference Minister or Conference President may be removed and replaced by action of the Board of Directors.

Section 2. Authority

The Board of Directors shall: exercise the authority of the Gathered Conference when it is not in session, establish policy for the carrying out of the mission of the Conference, oversee the implementation of the policies of the Conference, be authorized to delegate any part of its responsibilities to such Ministries as it deems necessary, maintain appropriate ties with the General Synod and the national setting of the United Church of Christ, recommend to the Gathered Conference the calling of a Conference Minister and Associate Conference Ministers. The Board of Directors shall be responsible for the annual evaluation of the Conference Minister. The Board of Directors shall have the authority to remove from office, for cause, the President, President-elect, Secretary, or Treasurer. The Board of Directors shall create and recommend the annual budget to the Gathered Conference. The Board of Directors shall oversee the integration of the work of the Ministries.

Section 3. Trustees

The Board of Directors shall function as a Board of Trustees as that term is used in the Charter and the special legislation establishing the New Hampshire Conference, United Church of Christ as a religious non-profit organization, and shall carry out all the legal functions of said Board of Trustees. The Board of Directors is specifically authorized to delegate its authority in these matters to a special committee whose membership is established by a vote of the Board of Directors.

Section 4. The Executive Committee

The Board of Directors may create an Executive Committee which shall consist of, not less than, the officers of the Conference. The Executive Committee shall act on behalf of and shall attend to any matters committed to it by the Board of Directors.

Section 5. Human Resources

The Board of Directors may create a Human Resources Committee that shall support the Conference Minister in oversight and evaluation of the Conference employees and shall be responsible for Human Resource issues.

Section 6. Nominating Committee

The Nominating Committee shall consist of five (5) members, three (3) members to be elected by the Gathered Conference from a slate provided by the Nominating Committee, and two (2) members appointed by the President. All members may serve three (3) terms of two (2) years. The Nominating Committee shall identify persons and call them to serve as officers, as members of the Board of Directors, and as members of the Ministries of the New Hampshire Conference. Recognizing the United Church of Christ's commitment to diversity in all of its settings, the Nominating Committee is expected to honor the diversity of the New Hampshire Conference of the United Church of Christ in selecting persons to serve on future Nominating Committees and in all other appointments, specifically the Board of Directors.

ARTICLE IX

Ministries

Working groups, as established by the Board of Directors, shall be called "Ministries". Each Ministry shall be comprised of not less than five (5) members. The members of the Ministries shall be presented as a slate to the Board of Directors by the Nominating Committee. The Board of Directors shall make the appointments and shall name the chairs. Each Ministry shall establish its own Rules of Procedure, its own relation with and oversight of its Mission Groups, and shall be accountable to the Board of Directors. The following Ministries are recognized as of the date of the adoption of these bylaws.

Section 1. Christian Formation:

shall promote spiritual and educational development for persons of all ages by providing conference-wide experiences for local churches.

Section 2. Clergy Support:

shall provide opportunities for continuing education and support to augment the work of the Conference Minister and the Association Committees on Church and Ministry.

Section 3. Finance:

shall develop the means to strengthen generosity through education and advocacy and steward the assets of the Conference;

shall interpret Our Church's Wider Mission (Basic Support) as a means of covenantal faithfulness.

Section 4. Local Church Support:

shall create programs to strengthen and enrich congregations in cooperation with the Conference Minister and the Association Committees on Church and Ministry.

Section 5. Justice and Witness:

shall provide leadership and advocacy to respond to the needs of the world through the power of the gospel.

Section 6. Wider Church Relations:

shall seek and promote the means for congregations and persons to engage the needs and opportunities of the world;

shall engage Jesus' prayer, "...that they may all be one" and find the means for action.

Ministries encourage, promote, and establish **Mission Groups** which continue at the pleasure of the Ministries. Ministries and Mission Groups collaboratively seek out members for Mission Groups from churches in the NH Conference who feel called to a given mission. Mission Groups are accountable to the Ministries to carry out the designated responsibilities of the Ministry.

ARTICLE X

Conflict of Interest

Any possible conflict of interest on the part of any member of the Board of Directors, officer, or employee of the Conference shall be disclosed in writing to the Board of Directors and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board of Directors. Where the transaction involving a Board of Directors member or officer exceeds five hundred dollars (\$500.00) but is less than five thousand dollars (\$5,000.00) in a fiscal year, a two-thirds (2/3rds) vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000.00) in a fiscal year, then a two-thirds (2/3rds) vote of the disinterested directors and the publication in a newspaper of general circulation is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board of Directors shall be advised of this policy upon entering the duties of his/her office, and shall sign a statement acknowledging, understanding of, and agreement to this policy. The Board of Directors shall comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy statement.

ARTICLE XI

Indemnification

Any officer of the NHCUCC or any member, including officers and members of the Gathered Conference, Board of Directors, Ministries, Mission Groups, and Committees of the Gathered Conference may, to the full extent allowed by law, be indemnified by the Board of Directors against all judgments, fines, and amounts paid in settlement of, and against all reasonable expenses, including attorney's fees, actually and necessarily incurred in defense of any lawsuit, proceeding or prosecution (including appeal thereof) wherein such person is made a party by reason of being such officer or member, to the extent such person is not otherwise indemnified by another entity. This provision shall also extend to any lawsuit, proceeding, or prosecution in which such officer or member is made a party in such person's capacity as an officer or member of another organization in which the person serves at the request of any of the above entities or bodies.

In all lawsuits, proceedings or prosecutions, indemnity shall not be made unless the officer or member acted in good faith and for a purpose which the person reasonably believed to be in the best interests of the entity or body of which he or she is an officer or member and in criminal actions or proceedings only upon the additional requirement that the person had no reasonable cause to believe that the operative conduct or inaction was unlawful.

These indemnity provisions shall also operate for the benefit of anyone duly serving in a representative capacity for such member or officer.

The Board of Directors is authorized to purchase insurance providing indemnification pursuant to the provisions of the preceding paragraphs. Any such contract of insurance may afford coverage for matters as to which the Board of Directors may not give indemnity.

ARTICLE XII

Amendment of Bylaws

These bylaws may be amended at any Annual or special meeting of the Conference by a two-thirds (2/3rds) vote, provided that the amendment has been submitted in writing to the membership with the notice of the meeting.

ARTICLE XIII

Dissolution

If for any reason, however the same may be described or set forth, the New Hampshire Conference of the United Church of Christ shall cease to exist or shall be no longer authorized to own real or personal property, the assets of the Conference, including the proceeds from the sale of any real estate which is hereby specifically authorized, shall be retained by the United Church Funds or any successor organization as an endowment. In the first instance, to carry out the purposes of any restricted funds to the extent the same is practical and as to all unrestricted funds, to support any successor organization whose purpose is to carry out as close as is practical the mission of the New Hampshire Conference of the United Church of Christ as set forth in

these By-Laws. If there is no such successor organization, unrestricted funds shall be used to support the national setting of the United Church of Christ or its successor entity. If there be no such successor entity, then restricted funds shall be distributed pro-rata based on the last five (5) years of Our Churches Wider Mission support contributions, to the churches of the State of New Hampshire that are members of the New Hampshire Conference as of the date of dissolution.

The Bylaws were adopted by the Gathered New Hampshire Conference, United Church of Christ on October 20, 2012. They have been amended by the Gathered Conference on October 24, 2015.