

**THE BYLAWS OF THE
SOUTHERN CALIFORNIA NEVADA CONFERENCE
of the UNITED CHURCH OF CHRIST**

ARTICLE I: NAME

1. The name of this Conference is THE SOUTHERN CALIFORNIA NEVADA CONFERENCE OF THE UNITED CHURCH OF CHRIST (hereinafter "Conference").

ARTICLE II: DEFINITION

2. The Conference is a corporation composed of all local churches of the United Church of Christ within the area of the State of California south of the north boundaries of San Bernardino, Kern, and San Luis Obispo counties and within the State of Nevada in the County of Clark, and of all authorized ministers with full standing within the Associations of the Conference, or in the Conference itself. It succeeds and continues without break the ecclesiastical and legal identities of the Southern California Conference, Southern California and Southwest Conference, Congregational Conference of Southern California and the Southwest and the California Synod of the Evangelical and Reformed Church.

ARTICLE III: PURPOSE

3. The purpose of the Conference is to embody a covenant of extravagant Christian love that empowers leaders, congregations and communities in pursuit of a just world. The Conference is guided by these Core Values:
 - a. We experience covenant through extravagant hospitality that connects us in interdependent, inclusive Christian community (Loving Community);
 - b. We empower educated innovative and ethical lay and clergy leaders for ministry (Equipping Leaders);
 - c. We are mission centric and relational (Building the Future);
 - d. Our faith demands that we seek justice (Seeking Justice).

ARTICLE IV: MEMBERSHIP

4. The membership of the Conference shall consist of those churches fulfilling the definition given in Article II and all authorized ministers who are members of an Association of the Conference, or of the Conference itself, acting as or for an Association.

ARTICLE V: RESPONSIBILITIES

5. The Conference shall seek to undergird the mission and ministry of the churches and ministers of which it is composed and of the General Synod of the United Church of Christ. The Conference shall seek to empower local churches to engage in mission as a living reality.
6. The Conference shall seek to nurture the spiritual life, witness and well-being of local churches and ministers.
7. The Conference shall participate with local churches and ministers in the moral struggles of our time.
8. The Conference shall be an instrument of Christ's mission by building multicultural relationships, by ministering to communities of special needs and by nurturing new congregations.
9. The Conference shall develop, nurture, maintain and strengthen covenantal relationships and communication among the ministers, churches and associations, and with national instrumentalities and ecumenical and interfaith bodies.
10. The Conference shall identify, secure, care for and utilize resources for its mission.
11. The Conference shall afford all individuals an equal opportunity for employment and voluntary service. There shall be no discrimination by the Conference concerning any individual or group because of race, color, religion, gender, age, sexual orientation, national origin or medical condition.
12. The Conference shall exercise the functions of an Association of the United Church of Christ when they are so delegated or where no Association exists.
13. The Conference shall maintain a depository for historical records and for such records as the Associations and individual churches may entrust to it.

14. The Conference shall report annually to the Association in which a local church holds standing regarding the ways in which that local church is fulfilling the responsibilities identified in Article VI.

ARTICLE VI: RIGHTS AND RESPONSIBILITIES OF THE LOCAL CHURCH

15. The Conference shall respect and recognize the rights of the local church as set forth in Article IV, paragraph 18, of the Constitution of the United Church of Christ, which reads: "The autonomy of the local church is inherent and modifiable only by its own action. Nothing in this Constitution and the Bylaws of the United Church of Christ shall destroy or limit the right of each local church to continue to operate in the way customary to it; nor shall be construed as giving to the General Synod, or to any Conference or Association now, or at any future time, the power to abridge or impair the autonomy of any local church in the management of its own affairs, which affairs include, but are not limited to, the right to retain or adopt its own methods of organization, worship and education; to retain or secure its own charter and name; to adopt its own Constitution and Bylaws; to formulate its own covenants and confessions of faith; to admit members in its own way and to provide for their own discipline or dismissal; to call or dismiss its pastor or pastors by such procedure as it shall determine; to acquire, own, manage and dispose of property and funds; to control its own benevolences; and to withdraw, by its own decision, from the United Church of Christ at any time without forfeiture of ownership or control of any real or personal property owned by it."
16. Membership of a church in the Conference involves the following minimum rights and responsibilities:
 - a. Participation through delegates to the Annual Meeting and any special Conference meetings;
 - b. Faithful participation in the common mission of the United Church of Christ through financial support of Our Church's Wider Mission;
 - c. Support for the work of the Conference through annual per capita dues;
 - d. Supply of information requested by the Conference;
 - e. Recognition of the Conference as an instrumentality of all the churches in their common life and service;

- f. Use of the staff and facilities of the Conference in order to strengthen the life and work of the churches and the Conference; and
- g. Recognition that “Action by, or decisions or advice emanating from the General Synod, a Conference or an Association, should be held in the highest regard by every local church”, Article IV, paragraph 19 of the Constitution of the United Church of Christ;

ARTICLE VII: ANNUAL AND SPECIAL CONFERENCE MEETINGS

- 17. **Annual Meeting:** For purposes of Conference-wide review and action, the conduct of business, election of officers and Board of Directors and for inspiration and fellowship, the membership of the Conference shall convene in an Annual Meeting in May or June of each year, or at such time as may be determined by the Board of Directors. The Board of Directors shall determine the time and place of the meeting at least 180 days before the meeting.
- 18. **Special Meetings:** A special meeting may be called by the Board of Directors or by petition of two or more Associations or one tenth of the churches. The Chairperson of the Board of Directors shall be responsible to issue the call to the special meeting to convene within 60 days. Notice of any special meeting shall be given at least thirty days in advance, and shall specify the purpose and the place of the meeting.
- 19. **Quorum:** Seventy-five voting members, including representation from each Association, shall constitute a quorum at any meeting. If a quorum is not attained, the terms of the Officers and Board of Directors shall continue until the next duly constituted meeting of the Conference.
- 20. **Representation at Annual Meeting or Special Meetings:**
 - a. Voting members at meetings of the Conference shall include delegates from member churches, all authorized ministers who are members of the Conference, all officers, all members of the Board of Directors, the Moderator of each Association and Conference delegates to General Synod.
 - b. Each member church shall be entitled to two (2) delegates, plus one (1) additional delegate for each one hundred members in excess of two hundred, provided that no church shall be entitled to more than five (5) delegates, in addition to any officers, members of the Board of Directors, an Association Moderator, or General Synod delegates who may be members of said church. Each member

church may have one additional delegate if that delegate is under twenty five (25) years of age. Delegates of a member church shall serve for a period of one year, beginning with the opening session following the election of the delegates.

- c. Registered non-delegate members of those churches fulfilling the definition given in Article II shall be granted the privilege of the floor, but without vote.
- d. The Conference may, by vote, extend to any guest the status of Honorary Member, with privilege of the floor, but without vote.

21. Committees

- a. **Nominating Committee:** The Nominating Committee shall consist of seven members: the immediate past Chairperson of the Board of Directors, the current Vice-Chair of the Board of Directors, and five at-large members, elected by the Conference Annual Meeting. The immediate past-Chairperson of the Board of Directors shall be the Chair of the Nominating Committee, and may serve a consecutive term should the Chairperson of the Board be so elected. The current Vice-Chairperson of the Board shall be the Vice-Chair of the Nominating Committee. Should the Chairperson of the Board serve a second term and the Chairperson of the Nominating Committee choose not to do so, the current Vice-Chairperson of the Board shall chair the Nominating Committee, and the Board may appoint an additional at-large member. The at-large members shall serve for one year, and may serve up to three consecutive terms. The composition of the Committee shall reflect careful concern for the full diversity of the membership of the Conference. The Committee shall present a slate, in writing, to the Conference Board of Directors no later than thirty days prior to the Annual Gathering. The slate shall be posted online no later than two weeks prior to the Annual Gathering. Such slate shall include nominations for Officers of the Conference, members of the Board of Directors, the Annual Meeting Planning Committee, Nominating Committee, General Synod delegates and all Conference representatives. The Committee shall give careful concern in the nominating process to full diversity of the membership of the Conference.
- b. **Annual Meeting Planning Committee:** The Committee shall prepare and publish the program and agenda in advance of the Annual Meeting. It shall consist of the Moderator and Vice Moderator of the Conference and six persons elected by the Conference for a term of three years, with **two** members elected each year. The Moderator shall act as Chairperson.

- c. **Resolutions Committee:** A Resolutions Committee may be appointed by the Board of Directors to receive and process any resolution or motion proposed to express the will of the Conference on a particular matter. This committee will operate according to provisions for its work contained in the Standing Rules for Conference Meetings then in effect. Any resolution that comes before the Annual Meeting with financial implications which are not included in the budget may be adopted with the provision that such resolution will be referred to the Board of Directors which will implement the resolution if the monies for implementation are available. The Board will work with the Conference Ministers for the identification of needed financial resources.
- d. **Other Committees:** Other committees may be elected by the Conference or appointed by the Chairperson of the Board of Directors.

ARTICLE: VIII: OFFICERS AND DUTIES

- 22. **Officers of the Conference:** The elected officers for the Conference shall consist of a Moderator, Vice-Moderator, Secretary, Treasurer, Chairperson for the Board of Directors, Vice-Chairperson of the Board of Directors, and such other officers as the Conference shall deem necessary.
- 23. **Election of Officers:** Election of officers shall take place at the Annual Meeting of the Conference, but in no instance shall the election be held less than twelve (12) hours after the receipt of the report of the Nominating Committee, unless there are no nominations from the floor of the meeting.
- 24. **Term of Office:** The term of office for elected officers of the Conference, other than the Secretary and the Treasurer, shall be one (1) year. The Moderator and Vice-Moderator may not serve two (2) consecutive terms. The Chairperson of the Board of Directors may not serve more than two (2) consecutive terms. The Vice-Chairperson of the Board of Directors may not serve more than two (2) consecutive terms. The term of office for the Secretary shall be two (2) years, with a maximum of two (2) consecutive terms. The term of office for the Treasurer shall be three (3) years with the maximum of two (2) consecutive terms. The term of office for the Assistant Treasurer shall be (1) year and shall start concurrent with the last year of the Treasurers term of office. It is the intention that the Assistant Treasurer will succeed the Treasurer. The terms of office shall begin at the close of the Annual Meeting at which the election has taken place.

25. Duties of Officers:

- a. The Moderator shall preside over the Annual Meeting and any special meetings of the Conference during his or her term of office and shall be Chairperson of the Annual Meeting Planning Committee. The Moderator, together with the Conference Minister and the Chairperson of the Board of Directors, shall represent the Conference in its relations with congregations and other religious bodies.
- b. The Vice-Moderator shall exercise the functions of the Moderator when requested to do so by the Moderator, or in the absence of the Moderator.
- c. The Secretary shall keep official minutes for all meetings of the Board of Directors, of the Executive Committee, and the plenary sessions at Annual Gathering.
- d. The Treasurer or Assistant Treasurer shall receive and disburse all monies of the Conference as authorized by the Board of Directors. The Treasurer shall be the custodian of all funds of the Conference and shall report to each Annual Meeting. The Treasurer shall arrange for an annual audit. All persons handling funds shall be bonded.
- e. The Chairperson of the Board of Directors shall preside at meetings of the Board of Directors, shall be the President of the Corporation, and shall be an advisory member of all Conference structures.
- f. The Vice Chairperson of the Board of Directors shall exercise the functions of the Chairperson of the Board of Directors when requested to do so by the Chairperson of the Board of Directors, or in the absence or the Chairperson of the Board of Directors.

ARTICLE IX: BOARD OF DIRECTORS

26 Membership, Election and Appointment:

- a. The Board of Directors (herein after "the Board") shall consist of:
 - 1) The Moderator
 - 2) The Vice Moderator
 - 3) The Secretary
 - 4) The Treasurer
 - 5) Assistant Treasurer

- 6) The Chairperson of the Board
- 7) The Vice-Chairperson of the Board
- 8) The Conference Minister
- 9) Between twelve and sixteen at-large Members, nominated by the Nominating Committee, who serve terms of three years. Approximately one-third of the at-large membership shall be elected each year. Members may serve two consecutive terms. The at-large membership of the Board shall reflect the diversity of the membership of the Conference. Nominations of the at-large members of the Board shall be solicited from the local churches and Associations of the Conference.

- b. The Board may, by majority vote, increase its membership by up to three additional members to meet specific needs or to increase the diversity of the Board. The term for such Board members shall be determined by the Board at the time of election and may be one, two or three years.
- c. Any Director who shall reside outside the geographical limits of the Conference, or who ceases to be a member of the United Church of Christ, or who shall have three consecutive unexcused absences from Board meetings, shall be deemed to terminate, thereby, membership on the Board.
- d. An Officer or Director may be removed for malfeasance, misfeasance or nonfeasance by a two-thirds (2/3) vote of the Board.
- e. The Executive Committee shall consist of the Moderator, Vice-Moderator, Secretary, Treasurer, Chairperson of the Board, Vice-Chairperson of the Board and the Conference Minister. The Executive Committee shall be empowered to act on behalf of the Board ad interim. The Executive Committee may exercise the authority of the Board except that they may not take action reserved exclusively for action by Members as set forth above, or actions dealing with: (1) Conference Minister salary, benefits or continued service, (2) approving or recommending to the Members the dissolution of the Conference, merger of the Conference with another entity, or the sale, pledge or transfer of substantially all of Conference assets, (3) the sale of real estate owned in whole or in part by the Conference, (4) electing, appointing, or removing any Directors or filling vacancies on the Board or any of its committees, or (5) adopting, amending, or repealing these Bylaws. The Executive Committee shall provide 72 hour notice of meetings except in those cases where it is necessary to proceed without notice to protect the interests of the Conference.

27. Responsibilities of the Board of Directors:

- a. The Board shall have policy-making responsibility for the work of the Conference between meetings of the Conference. This shall include: fiduciary and legal matters; property oversight; personnel matters; strategic planning and evaluation; participation in the Conference Annual Meeting and establishing new churches. The Board shall oversee development of the budget, and submit the budget to the Annual Meeting for approval.
- b. The Board shall hold the Conference Minister accountable for the responsibilities described in Article X.
- c. The Board shall control and order the receipt, investment and expenditure of all funds of the Conference and disposition of all undesignated benevolences. It may accept gifts on behalf of the Conference and authorize the borrowing of money by the Conference. The Board shall designate officers or other persons who shall have power to sign receipts and checks or orders for withdrawals of funds from banks and savings institutions.
- d. The Board shall control and manage all the property of the Conference, and whenever they shall deem it for the best interests of the Conference may assign, buy, mortgage, lease, sell or convey any real or personal property. The deeds, conveyances, notes, mortgages, pledge agreements; trust deeds, and any instruments required in such transactions shall be signed by the Chairperson or Vice-Chairperson of the Board and by the Secretary, Treasurer, or Conference Minister.
- e. The Board shall make an annual report to the Conference.
- f. Vacancies occurring on the Board shall be filled by election by the Board. Vacancies on elected committees shall be filled by appointees of said bodies, subject to the approval of the Board. Persons so selected shall serve the unexpired term for which they were appointed.
- g. The Board shall appoint a Historian to keep a permanent written history of the Conference. This person shall collect and safely deposit records of the significant events and actions in the life and work of the Conference, Associations and member churches.

28. Meetings:

- a. The Board shall meet at least quarterly.

- b. A majority of the Board shall constitute a quorum.
- c. Special meetings of the Board may be called by the Chairperson of the Board or must be ordered by this person upon written request of the Conference Minister, Moderator, or any three Directors. At least five (5) days written notice must be given for any special meeting.
- d. Except when matters of personnel are under discussion, meetings of the Board shall be open.

29. **Ministry Teams.** The Board may organize itself into Ministry Teams as needed to carry out the management, missional and programmatic needs of the Conference.

ARTICLE X: THE CONFERENCE MINISTER AND STAFF

30. The Conference Minister shall be the spiritual leader and public voice of the Conference, administering all the work of the Conference in accordance with the policies established by the Conference Annual Meeting or the Board. The Conference Minister shall: organize, direct and coordinate the ministries and work of the Associate Conference Ministers and the administrative staff of the Conference; represent the Conference in denominational, ecumenical and interfaith gatherings unless otherwise specifically provided; counsel with ministers and churches; assist in pastoral placement; and make a report to each meeting of the Board.
31. The Conference Minister shall be elected by the Conference upon nomination by the Board and shall be accountable to the Board on behalf of the Conference. The Conference Minister shall reside within the geographic boundaries of the Conference and shall maintain good standing in an Association of the Conference. The Conference Minister shall serve for an indefinite period which shall be terminated only by ninety (90) day notice, either by two-thirds (2/3) vote of the Board or by letter from the Conference Minister to the Chairperson of the Board. Notice of termination may be by less than 90 days if mutually agreeable to the Board and to the Conference Minister. In case of a vacancy in the office of Conference Minister, the Board shall have power to appoint an Interim Conference Minister.
32. The Board, in consultation with the Conference Minister, may employ or dismiss such Associate Conference Minister(s) as it may deem advisable to fulfill the mission of the Conference. Their responsibilities shall be enumerated in job descriptions at the time of their employment, subject to revision, and their employment and

compensation shall be subject to provisions of personnel policies adopted by the Board. They shall be supervised by and accountable to the Conference Minister.

33. All other staff members shall be employed and dismissed by the Conference Minister, subject to the provisions of personnel policies adopted by the Board.

ARTICLE XI: CONFERENCE-RECOGNIZED MINISTRIES

34. In consultation with specialized ministries or constituencies in the Conference, the Board may establish Conference-recognized ministries. In such instances, the mission statement and definition of participation will be adopted by the Board. Changes in mission and participation will also be approved by the Board.
35. Conference-recognized ministries will participate fully in ecclesiastical and organizational structures of the United Church of Christ at the congregational, association, conference, and national levels.

ARTICLE XII: DELEGATES TO THE GENERAL SYNOD AND REPRESENTATIVES TO DENOMINATIONAL, ECUMENICAL AND INTERFAITH BODIES

36. All delegates of this Conference to the General Synod of the United Church of Christ shall be elected by the Conference at its Annual meeting according to the Bylaws of the General Synod. Delegates shall serve a term of four (4) years and may not be re-elected for a period of two (2) years. Conference Delegates to the General Synod will be nominated in accordance with Article III Paragraph 189 of the Bylaws of the United Church of Christ, which reads, in part: "Delegates and alternate delegates shall be chosen by each Conference from among its authorized ministers in full standing and with ordained ministerial partner standing and the members of its Local Churches. Conferences may initiate and consider nominations from the Associations. From each Conference, except in Conferences having three delegates, (a) lay persons shall constitute at least fifty percent of the delegates and (b) the delegation shall reflect the United Church of Christ's commitment to affirmative action; it shall be representative of racial and ethnic persons (Blacks, Hispanics, American Indians, Asian Americans, and Pacific Islanders), women and youth and young adults (at least twenty percent of each delegation shall be under 30 years of age at the time of the commencing of their terms, and where possible, be represented

equally by (1) youth, persons of high school age; and (2) young adults, persons graduated from high school or over 19 years of age.”

37. The Conference shall elect delegates to ecumenical and interfaith bodies.

ARTICLE XIII: RULES OF ORDER:

38. The latest revised edition of Robert’s Rules of Order is the standard for all parliamentary procedures not otherwise stated in these Bylaws or in the Standing Rules developed for specific Conference bodies.

ARTICLE XIV: AMENDMENTS

39. The Bylaws may be amended at any Annual Meeting or Special Meeting by a two-thirds (2/3) vote of the members present and voting, but all amendments must either have been presented at a previous Annual or Special meeting of the Conference, or have been mailed, either electronically or by standard post to each authorized minister in the Southern California Nevada Conference and the Moderator of each local congregation at least thirty (30) days prior to the meeting at which the vote is to be taken.

Approved by Annual Gathering, June 11, 2022