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Amended and Restated Southwest Conference (SWC or The Conference) United Church of Christ (UCC) Bylaws

Approved April 29, 2023

Definitions

- Authorized Ministers (Ministers):* All persons holding ministerial standing in the SWC.
- Called Staff:* Conference Staff who are authorized ministers and are exempt from the wage and hour provisions of the Fair Labor Standards Act (FLSA).
- Community:* a network of people organized around the presence of Christ, which embraces a UCC identity and the values of the SWC, which exists within the geographical boundaries of the Conference and that has active standing held through the Committees on Church and Ministry.
- Conference Delegates:* Persons elected at the Annual Meeting of the Conference to serve on behalf of the Conference to General Synod or any other Special Called Meetings of the UCC.
- Employed Staff:* Conference Staff who are not authorized ministers and are not exempt from the wage and hour provisions of FLSA.
- Inclusive:* All references to inclusive or inclusivity shall incorporate the Open and Affirming Statement of the SWC.
- Local Church:* Churches as defined by the UCC Constitution and Bylaws that exist within the geographical boundaries of the Conference and that have active standing held through the Committee on Church and Ministry.
- Meeting:* either the Annual Meeting or a Special Meeting of the SWC.
- Search Committee:* A subcommittee of the Executive Board (EB) created for the sole purpose of recommending a candidate to the EB to fill a vacancy in the office of the Conference Minister.
- Standing Committee:* Permanent committees established by these bylaws (Nominating, Finance and Endowment, Personnel, and Committees on Church and Ministry). The EB has sole authority for creating or discontinuing Standing Committees.
- Task Force:* A group formed by the EB for the purpose of completing a task. They will function until the EB deems that their work is completed and then will be dissolved. The size, purpose, and composition of any Task Force will be left to the discretion of the EB.

31

Article I - Mission/Purpose Statement

32 The Mission Statement of the SWC is:

33 We, the SWC of the UCC, are extravagantly welcoming and affirming followers of Christ
34 called to embody God's unconditional justice and love.

35 A. To live out this mission as covenant partners, we affirm the core tasks of the SWC are:

- 36 1. Caring for and overseeing Authorized Ministers;
- 37 2. Equipping Local Churches, Communities, and Ministers to do their best possible
38 ministry and accomplish their missions;
- 39 3. Building and maintaining relationships with the Conference's missional and
40 covenantal partners; and
- 41 4. Encouraging Local Church discernment and participation in shared mission by
42 engaging all covenant partners in dialogue that engenders relevance, courage,
43 and adaptability.

44 B. In acting upon our mission, we must always be mindful of our shared common values,
45 which include:

- 46 1. Covenant relationships that are the fundamental basis of our shared mission;
- 47 2. Polity that acknowledges God speaks through each individual, and the voice of
48 God is always tested in Community under the guidance of the Holy Spirit;
- 49 3. Clear commitment to justice and compassion;
- 50 4. Service and mission to meet the needs of others, especially individuals and
51 populations that society marginalizes;
- 52 5. Extravagant welcome and radical inclusivity;
- 53 6. Decentering whiteness in our church and society; and
- 54 7. Courage to be a voice of prophetic witness.

55 C. These Bylaws state that the administrative structure of the SWC of the UCC exists to
56 facilitate organization and decisions necessary to live into and carry out our shared
57 mission and values. In all things, these Bylaws are intended, under the guidance of the
58 Holy Spirit, to encourage rather than hinder our shared mission and values.

59

Article II - Covenant Partnerships

60 A. The SWC recognizes that it exists to live out its covenantal relationship with the member

- 61 Local Churches and Communities that comprise the Conference, and shall do so by
 62 supporting those Local Churches in their missions and ministries, enabling them when
 63 possible to accomplish what they could not do alone; e.g., in planting new Local
 64 Churches, renewing existing Local Churches, assisting in creating Local Church legacies,
 65 and making available training for Ministers and laity.
- 66 B. The SWC of the UCC recognizes that covenant is the essence of its existence and
 67 therefore shall enjoy and celebrate its relationship with the General Synod of the UCC as
 68 that relationship is described in the Constitution of the UCC. The SWC shall also enjoy
 69 and celebrate its relationships with other organizations as authorized by the
 70 membership of this Conference.
- 71 C. In addition, the SWC shall provide services to its members in the Search and Call
 72 process, following the policies and guidelines of the UCC.
- 73 D. The SWC shall offer its guidance and direction to its members in areas that affect those
 74 Local Churches' continuing health and future faithfulness to their calling, including a
 75 Local Church's legacy.
- 76 E. The SWC shall also encourage, empower, exhort, and even at times admonish its
 77 members to enjoy and celebrate their covenantal relationship with each other, the SWC,
 78 the wider UCC, the ecumenical church, and interfaith communities.

79 **Article III - Responsibilities of the SWC**

- 80 A. Responsibilities
- 81 1. The SWC shall perform those functions identified as those of a Conference or
 82 Conference Acting as an Association in the Constitution and Bylaws of the UCC.
- 83 B. SWC Responsibilities
- 84 1. The Conference shall seek to undergird the mission and ministry of the Local
 85 Churches and Communities of which it is composed and of the General Synod,
 86 the Covenanted, Affiliated, and Associated Ministries of the UCC.
- 87 2. The Conference shall seek to nurture the spiritual life and witness of its
 88 members.
- 89 3. The Conference shall participate with Local Churches, Communities, and
 90 Ministers in the moral struggles of our time.
- 91 4. The Conference shall be an instrument of Christ's mission by helping to establish
 92 new communities of faith and assisting existing Local Churches in their effort to
 93 remain vital and healthy or assisting in legacy work.
- 94 5. The Conference shall provide a communication network among its Members and

- 95 national instrumentalities.
- 96 6. The Conference shall make reasonable effort to preserve significant Conference
97 historical records and for such significant records as any Local Churches or
98 Communities may entrust to it, consistent with the Conference's ability to
99 maintain such records.
- 100 7. The Conference shall act as an Association of the UCC in all ecclesiastical
101 functions.
- 102 C. Rights and Responsibilities of the Local Churches and Communities
- 103 1. The Conference shall respect and recognize the rights of the Local Church as set
104 forth in the constitution of the UCC which reads,
- 105 a. "The autonomy of the Local Church is inherent and modifiable only by its
106 own action. Nothing in the constitution and the Bylaws of the United
107 Church of Christ shall destroy or limit the right of each Local Church to
108 continue to operate in the way customary to it; nor shall be construed as
109 giving to the General Synod, or to any Conference or association now, or
110 at any future time, the power to abridge or impair the autonomy of any
111 Local Church in the management of its own affairs which affairs include,
112 but are not limited to, the right to retain or adopt its own methods of
113 organization, worship and education; to retain or secure its own charter
114 and name; to adopt its own constitution and bylaws; to formulate its own
115 covenants and confessions of faith; to admit members in its own way and
116 to provide for their discipline or dismissal; to call or dismiss its pastor or
117 pastors by such procedure as it shall determine; to own, manage and
118 dispose of property and funds; to control its own benevolences; and to
119 withdraw by its own decision from the United Church of Christ at any
120 time without forfeiture of ownership or control of any real or personal
121 property owned by it." [UCC Constitution Article V, paragraph 18]
- 122 b. "Within the United Church of Christ, the various expressions of the
123 church relate to each other in a covenantal manner. Each expression of
124 the Church has responsibilities and rights in relation to the others, to the
125 end that the whole Church will seek God's will and be faithful to God's
126 mission. Decisions are made in consultation and collaboration among the
127 various parts of the structure. As members of the Body of Christ, each
128 expression of the Church is called to honor and respect the work and
129 ministry of each other part. Each expression of the Church listens, hears,
130 and carefully considers the advice, counsel, and requests of others. In this
131 covenant, the various expressions of the United Church of Christ seek to
132 walk together in all God's ways. [UCC Constitution Article III]
- 133 c. Membership of a Local Church or Community in the SWC involves the
134 following minimum rights and responsibilities:

- 135 i) Paying of the Conference per capita dues in a timely manner as
136 defined in Conference policy;
- 137 ii) Financially supporting “Our Church’s Wider Mission”;
- 138 iii) Participating in the Annual Meeting and any Special Meetings of
139 Delegates from Local Churches/Communities;
- 140 iv) Supplying information requested by the Conference, including
141 annual report to data hub;
- 142 v) Recognizing that “actions by, or decisions or advice emanating
143 from the General Synod, a Conference or Association, should be
144 held in the highest regard by every Local Church.” [Constitution of
145 the United Church of Christ];
- 146 vi) Recognizing the Conference as a ministry with the Local Churches
147 and Communities in our common life and service; and
- 148 vii) Using the Staff and facilities of the Conference in order to
149 strengthen the life, work, and legacy of the Local
150 Church/Community, or to negotiate internal conflict in the life of
151 the Local Church/Community.

152 D. Membership

- 153 1. Members of the SWC are Local Churches within the geographic boundaries of
154 the SWC as approved by the General Synod, Communities, and Authorized
155 Ministers who hold standing in the Conference.

156 E. Delegates

- 157 1. Local Churches.
 - 158 a. Local Churches shall be represented in the meetings of the Conference by
159 voting Delegates. The number of voting Delegates representing each
160 Local Church will relate, in general, to the number of members of that
161 church. Local Churches of two hundred fifty members or fewer shall be
162 entitled to five Delegates. Local Churches of more than two hundred fifty
163 members shall be entitled to five Delegates for the first two hundred fifty
164 members, plus one additional Delegate for every additional fifty
165 members or fraction thereof. No Local Church shall have more than a
166 total of ten Voting Delegates. The official number of members for a given
167 Local Church will be that number reported by the Local Church to the
168 Conference as of December 31st in the preceding year. Each Local Church
169 shall select its own voting Delegates according to its own policy. All voting
170 Delegates must be active members of a Local Church within the

171 geographical area of the Conference. Insofar as possible, prioritize
172 inclusivity as a key value in selecting Delegates, and that Delegates be key
173 leaders in the Local Church. Insofar as possible, Delegates shall represent
174 their Local Church at all Conference meetings.

175 2. Ministers

176 a. Authorized Ministers who hold standing in the SWC shall be voting
177 Delegates at meetings of the Conference, and they will not count in the
178 total number of Delegates permitted to each Local Church.

179 b. Authorized Ministers while serving as a Minister in a Local Church of the
180 SWC will be voting members if they currently hold Dual Standing in the
181 Conference.

182 3. Communities

183 a. Member Communities shall be represented in the meetings of the
184 Conference by voting Delegates. Each Community shall be entitled to five
185 Delegates.

186 4. Official Leaders

187 a. Officers, EB members, and the Chairperson of the Nominating Committee
188 of the SWC, shall be Delegates by virtue of office, and shall not be
189 counted as Delegates from the Local Church or Community in which they
190 hold membership.

191 5. Honorary Delegates

192 a. The Conference may extend to persons who are not members of the SWC
193 an Honorary Delegate status by vote of the assembled voting Delegates,
194 allowing voice but no vote.

195 6. General Synod Delegates

196 a. All Conference Delegates to the General Synod of the UCC shall be timely
197 elected by the Conference from among its members at its Annual
198 Meeting with the widest possible representation of the Local Churches
199 and Communities and honoring inclusivity. Both lay and clergy are eligible
200 to serve as General Synod Delegates. The Nominating Committee shall
201 nominate Conference Delegates according to the Bylaws of the General
202 Synod.

203 b. Conference Delegates to the General Synod shall have voice and vote at
204 the Annual and Special Meetings of the SWC.

205

- 206 F. SWC Meetings
- 207 1. Annual Meeting
- 208 a. The Conference shall meet annually in person or electronically at a time
209 and place to be determined by the EB. Such meetings will normally occur
210 at about twelve (12) month intervals. Official notice of the meeting shall
211 be made not less than two months in advance. Notice may be given
212 electronically.
- 213 b. The purposes of the Annual Meeting shall be to:
- 214 i) Provide an opportunity for fellowship among the Local Churches
215 and Communities of the Conference.
- 216 ii) Elect Officers, EB members, Conference Delegates to General
217 Synod and Standing Committee members. The Nominating
218 Committee will present a slate of nominees to the Annual
219 Meeting Delegates to any vacancies.
- 220 iii) Receive the reports of the Officers, Staff, committees, Local
221 Churches and Communities and organizations related to the
222 Conference.
- 223 iv) Approve the budget of the Conference.
- 224 v) Act on business forwarded to the Meeting by the UCC, Local
225 Churches, Communities, and the EB of the Conference according
226 to standing rules.
- 227 vi) Transact any other business brought before the Conference
228 according to standing rules.
- 229 vii) Elect, when necessary, a Conference Minister as recommended by
230 the EB from the Search Committee.
- 231 2. Special Meetings
- 232 a. Special Meetings of the Conference shall be convened only under the
233 following rules:
- 234 i) By majority vote of a quorum of the EB, or upon written petition
235 from at least twenty percent (20%) of the member Churches
236 directed to the Moderator of the Conference
- 237 ii) The Meeting will not be held sooner than forty-five (45) days and
238 not later than sixty-five (65) days from the vote of the EB, or
239 receipt of the petition.

- 240 iii) Notice of the Special Meeting shall be made no fewer than thirty-
241 one (31) days in advance. Notice may be given electronically.
- 242 iv) The time and place of the Special Meeting shall be determined by
243 the EB.
- 244 v) Actions taken at a Special Meeting shall be only on those matters
245 for which the Meeting was specifically called.
- 246 3. Quorum
- 247 a. A quorum at any regular or Special Meetings of the Conference shall
248 consist of those voting Delegates and officers of the SWC present,
249 provided at least fifty percent (50%) of the Local Churches and
250 Communities are represented.
- 251 4. Voting
- 252 a. Regular business shall be decided by majority vote of the quorum of
253 persons eligible to vote.
- 254 b. Special or corporate business shall require two-thirds (2/3) majority vote
255 of the persons eligible to vote for passage. (Special or corporate business
256 shall include amendments to these Bylaws, the call or dismissal of the
257 Conference Minister, and approval of a special or new capital funds
258 budget.)
- 259 c. There shall be no vote by proxy or absentee ballot. Online voting is
260 permissible in online and hybrid meetings.
- 261 d. Following presentation of the Nominating Committee report to the
262 Delegates at the Annual Meeting, there shall be an opportunity for
263 nominations from the floor. A nominee from the floor must agree to
264 serve in order for the nomination to be voted upon. If there are no
265 nominations from the floor, the Annual Meeting will vote up or down the
266 entire slate. If there are nominations from the floor that create a
267 contested election, the Annual Meeting shall vote up or down the
268 remainder or the entire slate except the contested elections, which shall
269 be voted on separately.
- 270
- 271 e. The voting Delegates assembled in Special or Annual Meetings shall be
272 the final authority for affairs of the Conference.
- 273 f. Called and Employed Staff of the office of the SWC shall have voice but no
274 vote. They may speak to any action that is before Delegates at a Meeting
275 of the Conference but may not initiate an action to come before that
276 body.

277 g. All Ministers with standing, officers of the SWC, and voting Delegates of
278 Local Churches and Communities shall have a vote in all meetings of the
279 Conference.

280 G. Committees

281 1. Permanent Standing Committees of the SWC shall be the Nominating
282 Committee, the Personnel Committee, the Church and Ministry Committee
283 Sections A and B, and the Finance and Endowment Committee.

284 a. The EB may designate additional committees as Standing Committees.

285 b. All Standing Committees shall be responsible for filling vacancies on their
286 committee between Annual Meetings. Such interim appointments must
287 be confirmed by the EB. Appointments by the committee are valid only
288 until the next Annual Meeting when such vacancy shall be filled by
289 election.

290 c. Insofar as possible, Standing Committees' composition shall prioritize
291 inclusivity as a key value.

292 d. The Nominating Committee shall serve between Annual Meetings to
293 nominate individuals to fill vacancies in offices. Such appointments are
294 subject to confirmation by the EB.

295 e. Committee members shall be elected at the Annual Meeting of the SWC.

296 f. Each committee shall review its purpose annually with the EB of the SWC.

297 2. Nominating Committee

298 a. The Nominating Committee shall consist of six (6) members elected by
299 the Delegates at the Annual Meeting. The composition of the Nominating
300 Committee shall prioritize inclusivity as a key value of the Conference and
301 endeavor to include one member from each of the five geographical
302 regions of the Conference.

303 b. The Nominating Committee shall select its own chairperson.

304 c. Terms of office for members of the Nominating Committee shall be two
305 (2) years.

306 d. A person may serve two consecutive terms and then shall not be eligible
307 for re-election for a period of one (1) year.

308 e. Anyone asked to fill an unexpired term, and who serves less than 1 year
309 in that position, is eligible to serve a full term following that partial term,
310 if nominated and elected at the Annual Meeting, and to serve one

- 311 successive full term, if nominated and elected at the Annual Meeting.
- 312 f. Terms shall be staggered to allow one half of the Nominating
313 Committee's terms to expire every two years.
- 314 g. The Nominating Committee shall prioritize inclusivity as a key value in
315 making nominations while ensuring that the skills and talents called for
316 are present if at all possible.
- 317 3. Personnel Committee
- 318 a. The Conference shall elect to the Personnel Committee four (4) members
319 and shall prioritize inclusivity as a key value of the Conference. These
320 persons shall be elected at-large from the Conference with staggered
321 terms. The Moderator-Elect shall serve ex-officio on the Personnel
322 Committee with vote.
- 323 b. The Committee shall select its own chairperson.
- 324 c. Terms of office for elected members of the Personnel Committee shall be
325 three (3) years.
- 326 d. A person may serve two consecutive terms and then shall not be eligible
327 for re-election for a period of one (1) year.
- 328 e. Anyone asked to fill an unexpired term, and who serves less than 1.5
329 years in that position, is eligible to serve a full term following that partial
330 term, if nominated and elected at the Annual Meeting, and to serve one
331 successive full term, if nominated and elected at the Annual Meeting.
- 332 f. The Personnel Committee shall be responsible for the administration of
333 the Personnel Policy and Procedures of the SWC.
- 334 g. The Personnel Committee is accountable to the EB. The Personnel
335 Committee will provide all reports of deliberations to the EB, except for
336 confidential matters as determined by the Personnel Committee.
- 337 h. The Personnel Committee responds to requests for personnel
338 information/actions only with the consent of the Moderator and the
339 advice of legal counsel.
- 340 4. Committee on Church and Ministry, Section A- Ministerial Authorization
341 (COCAM-A)
- 342 a. The Conference shall elect twelve (12) members to COCAM-A and shall
343 prioritize inclusivity as a key value of the Conference. There shall be,
344 insofar as possible, at least four (4) lay members on the Committee.
345 There shall be at least two (2) members from the Central Arizona Region,

- 346 and at least one from each of the other Regions (the remainder of
347 Arizona, Northern New Mexico, and Southern New Mexico / El Paso TX).
- 348 b. COCAM-A shall handle matters of ministerial authorization according to
349 the policies, practices, and recommendations of the UCC as well as its
350 own rules, so long as they are consistent with those of the UCC.
- 351 c. The Committee shall elect its own chairperson.
- 352 d. Terms of office shall be three (3) years. Terms shall be staggered such
353 that members are elected in three (3) classes, each with four (4)
354 members.
- 355 e. A person may serve two consecutive terms and then shall not be eligible
356 for re-election for a period of one (1) year.
- 357 f. Anyone asked to fill an unexpired term, and who serves less than 1.5
358 years in that position, is eligible to serve a full term following that partial
359 term, if nominated and elected at the Annual Meeting, and to serve one
360 successive full term, if nominated and elected at the Annual Meeting.
- 361 g. Oversight actions that result in the change of ministerial authorization by
362 the COCAM-A are subject to appeal. The appeal will be made to and
363 heard by the EB. The only grounds upon which an appeal can be made
364 will be regarding whether COCAM-A materially departed from the
365 process adopted by the SWC so as to guarantee consistency of policy
366 implementation, control access to confidential and sensitive material,
367 promote information sharing, and minimize politicization of an
368 ecclesiastical authorization matter.
- 369 h. Only the Minister under review whose authorization status changed as a
370 result of the Committees deliberations may file the appeal. An appeal
371 must be filed within 30 days of COCAM-A's decision. The EB must
372 undergo a full orientation to the process prior to hearing the appeal. Only
373 those members of the EB who are present for the orientation and for the
374 entirety of the hearing for the appeal may vote on the outcome of the
375 appeal. Possible outcomes of the vote include affirmation that the
376 process used was sufficiently consistent with the one adopted by the
377 SWC; acknowledgement that the process used was in a sufficient way not
378 the one adopted for use by the SWC. If the latter, the EB will direct
379 COCAM-A to reconsider the action, without materially departing from the
380 adopted process, policies, and procedures of the SWC.
- 381 5. The Committee on Church and Ministry, Section B - Church Standing and
382 Relationships (COCAM-B)
- 383 a. The Conference shall elect nine (9) members to COCAM-B and shall

- 384 prioritize inclusivity as a key value of the Conference. There shall be at
385 least three (3) lay members on the Committee. There shall be, insofar as
386 possible, at least two (2) members from Central Arizona Region, and at
387 least one from each of the other four geographic regions of the
388 Conference (Northern Arizona, Southern Arizona, North Central New
389 Mexico, Southern New Mexico/El Paso).
- 390 b. COCAM-B shall handle matters of church standing and covenant relations
391 according to the policies, practices, and recommendations of the UCC as
392 well as its own rules, so long as they are consistent with those of the UCC.
- 393 c. The Committee shall elect its own chairperson.
- 394 d. Terms of office shall be three (3) years. Terms shall be staggered such
395 that members are elected in three (3) classes, each with two (2)
396 members.
- 397 e. A person may serve two consecutive terms and then shall not be eligible
398 for re-election for a period of one (1) year.
- 399 f. Anyone asked to fill an unexpired term, and who serves less than 1.5
400 years in that position, is eligible to serve a full term following that partial
401 term, if nominated and elected at the Annual Meeting, and to serve one
402 successive full term, if nominated and elected at the Annual Meeting.
- 403 g. COCAM-B is empowered to conduct ministerial oversight proceedings
404 when COCAM-A is unable to do so.
- 405 6. Finance and Endowment Committee (FEC)
- 406 a. The Conference shall elect four (4) members to the FEC. These persons
407 shall be elected at-large from the Conference and shall prioritize
408 inclusivity as a key value of the Conference. The Treasurer shall serve on
409 the FEC as an ex-officio Member with vote.
- 410 b. The Committee shall elect its own chairperson.
- 411 c. Terms of office shall be three (3) years except that initially one will be
412 elected for one (1) year and one for two (2) years, and two will be elected
413 for three (3) years.
- 414 d. A person may serve two consecutive terms and then shall not be eligible
415 for re-election for a period of one (1) year.
- 416 e. Anyone asked to fill an unexpired term, and who serves less than 1.5
417 years in that position, is eligible to serve a full term following that partial
418 term, if nominated and elected at the Annual Meeting, and to serve one

419 successive full term, if nominated and elected at the Annual Meeting.

420 f. The purpose of the FEC is:

421 i) to manage the Conference endowment funds, both undesignated
422 and designated funds, to ensure the greatest return while
423 ensuring the funds are invested consistent with the values of the
424 Conference.

425 ii) to manage the Conference finances generally in coordination with
426 the Treasurer and EB.

427 g. FEC is accountable to the EB and all reports of its deliberations shall be
428 provided to the EB.

429 **Article IV – Executive Board**

430 A. Membership and Election

431 1. The EB shall be comprised of nine (9) members. Both lay and clergy are eligible
432 to serve. All members of the EB shall be active members in a Local Church or
433 Community in the SWC. The EB composition shall have the widest possible
434 representation of the Local Churches and Communities and shall prioritize
435 inclusivity as a key value. The nine members shall include the four officers of the
436 Conference, and five at-large members.

437 2. Terms of office for at-large members of the EB shall be three (3) years. Terms
438 shall be staggered such that at-large members are elected in two (2) classes, of
439 two (2) and three (3) members respectively.

440 3. At-large members may serve two consecutive terms and then shall not be
441 eligible for re-election for a period of one (1) year.

442 4. Any vacant unexpired term will be filled by consent of the Nominating
443 Committee. Anyone asked to fill an unexpired term, and who serves less than 1.5
444 years in that position, is eligible to serve two full terms following that if
445 nominated and if elected at the Annual Meeting.

446 5. For purposes of Arizona law concerning the governance of 501(c) 3 corporations,
447 the EB is the Board of Directors of the SWC.

448 B. Responsibilities of the EB

449 1. The EB shall handle the policy-making responsibilities of the SWC between
450 Annual Meetings of the Conference. This shall include coordinating current
451 programs and projects, establishing new churches, developing priorities
452 consistent with the mission of the SWC, and long-range plans and strategies. The

- 453 EB shall make decisions with respect to Staff, and act on financial matters as may
454 be necessary or required.
- 455 2. Between Annual Meetings of the Conference, the EB may convene at least one
456 Town Hall Meeting with one or more Delegates from Local Churches and
457 Communities, and any Authorized Ministers. The purpose of the meeting shall be
458 informational and not decision making. The EB will give status reports to the
459 Delegates and the Delegates shall have the opportunity to express policy goals
460 and directions to the EB.
- 461 3. The EB shall control and manage all property of the Conference, and whenever
462 they shall deem it for the best interest of the Conference may assign, buy,
463 mortgage, lease, sell, or convey any real or personal property. The deeds,
464 conveyances, notes, mortgages, pledge agreements, trust deeds, and any
465 instruments required in such authorized transactions shall be signed by any two
466 (2) EB Officers. The EB shall designate the Officers or persons who shall have the
467 power to sign receipts, endorse checks, deposit funds, and draw checks or other
468 orders for withdrawal of funds belonging to the Corporation.
- 469 4. Whenever the EB shall authorize the execution of delivery of a conveyance of
470 real property to a Local Church or Community within the SWC, it shall be the
471 policy to include in such conveyance a "Reversionary Clause" providing in
472 substance for the reversion of the title to the Conference in the event the
473 grantee shall cease to be or function as a UCC Local Church or Community, or
474 shall fail or neglect to conform to any other condition that may be prescribed by
475 the grantor in said conveyance. There will be a recommendation that such
476 "Reversionary Clause" be included in the title, deed, or conveyancing instrument
477 and in the bylaws of the Local Church or Community.
- 478 5. The EB shall make an Annual Report to the Conference.
- 479 6. The EB shall have the power to interpret these Bylaws.
- 480 7. The EB shall have the authority to create Task Forces in order to facilitate the
481 work and mission of the Conference.
- 482 8. Meetings of the EB are open to members of the Conference; however, closed
483 Executive Sessions may be called to discuss sensitive personnel matters and
484 certain legal issues.
- 485 9. Upon notice of a vacancy in the office of the Conference Minister, the EB will
486 recommend and appoint a Conference Minister Transition Team and/or Search
487 Committee. A Transition Team shall be composed of five (5) members. A Search
488 Committee shall be composed of nine (9) to eleven (11) members. In addition,
489 the Moderator or Moderator-Elect may serve ex-officio with voice but no vote.
490 Search Committee members will represent a cross-section of the membership of
491 the Local Churches and Communities and shall prioritize inclusivity as a key

492 value. The EB will appoint a chairperson from among the members of the Search
493 Committee.

494 10. Meetings of the EB will function according to Robert's Rules of Order.

495 C. Officers

496 1. Officers of the Conference shall be the Moderator, who is also the Chairperson
497 of the EB; The Moderator-Elect; the Secretary; and the Treasurer. All officers
498 serve with voice and vote on the EB.

499 2. Election and Terms. Officers shall be elected by the Conference at the Annual
500 Meeting. Terms of office shall be two (2) years. The Moderator Elect shall serve
501 one (1) year as Moderator-Elect and succeed to the office of Moderator for one
502 (1) year without subsequent election. However, the EB may request the outgoing
503 Moderator to remain as a member of the EB with voice but no vote for an
504 additional year. The Secretary and Treasurer may serve two consecutive terms
505 and then shall not be eligible for re-election for a period of one (1) year.

506 3. Moderator. The Moderator shall preside at all meetings of the Conference and
507 the EB; make a report to the Annual Meeting of the Conference; and do such
508 other duties as requested by the EB. The Moderator shall consult with the
509 Conference Minister.

510 4. Moderator-Elect. The Moderator-Elect shall assume the duties of the Moderator
511 in his/her/their absence, or when requested by the Moderator to do so, and
512 other duties as prescribed by the EB. The Moderator-Elect is also a member of
513 the Personnel Committee.

514 5. Secretary. The Secretary shall record the minutes of all meetings, issue the call to
515 the Meetings of the Conference, and conduct such correspondence as requested
516 by the EB.

517 6. Treasurer. The Treasurer shall maintain the financial records of the SWC and
518 shall be responsible for income, expenditures, investments, and other financial
519 business. The Treasurer shall report annually to the Conference. An audit or
520 review shall be conducted periodically. The Treasurer shall report to the EB and
521 the Annual Meeting of the Conference. In the event of the absence of both the
522 Moderator and the Moderator-Elect, the Treasurer shall preside at the meetings
523 of the EB. The Treasurer is also a member of the FEC.

524 **Article V – SWC Task Forces**

525 A. Purpose.

526 1. SWC Task Forces will be formed to facilitate the mission of the Conference, to
527 build a network of allies from within and outside the Conference to support that

528 mission, to identify any resources that would help our covenant partners fulfill
529 that mission, and to find effective ways to communicate relevant information to
530 those engaged in that mission.

531 B. Composition

532 1. SWC Task Forces will remain open to people who feel called to, qualified for, and
533 passionate about the undertaking of the specific purpose for which the task
534 Force is formed.

535 C. Meetings

536 1. Each Task Force will bear responsibility for organizing itself, and for scheduling
537 meeting times and locations that enable its participants to be fully engaged in
538 the work of the Task Force.

539 2. All meetings of the SWC Task Forces will operate with consensus.

540 3. Each year that a Task Force continues to operate, it will appoint a Chair and a
541 Recording Secretary. It will inform the Conference Office who it has appointed to
542 fill these roles. The Chair will work with Conference Staff to arrange and organize
543 its meetings. The Recording Secretary will document the content of the meeting
544 discussions, and record any actions agreed to by the Task Force. Copies of the
545 minutes of Task Force meetings are to be filed with the Conference Office.

546 D. Budget

547 1. The Budget of the SWC may include line items for each Task Force called for by
548 the EB. Those budgeted funds are to be used to cover the meeting expenses of
549 the Task Force. If any Task Force anticipates budgetary expenses in addition to
550 meeting costs, that request must be submitted to the EB no later than sixty days
551 prior to the fiscal year for which the funds are being requested.

552 **Article VI - Conference Minister and Staff/Personnel**

553 A. Conference Minister

554 1. The Conference Minister shall be an ordained minister in full standing with the
555 UCC or an Ordained Ministerial Standing Partner and shall be the Chief Executive
556 Officer of the Conference in accordance with the policies established by the EB
557 and Call Agreement.

558 2. The Conference Minister shall be informed in regard to every phase of the work
559 undertaken by the Conference.

560 3. The Conference Minister shall organize, direct, and coordinate all the work of the
561 Conference consistent with the values of the SWC.

- 562 4. The Conference Minister shall represent the Conference before the Local
563 Churches and Communities and in all ecumenical and interfaith gatherings unless
564 the EB specifically directs otherwise.
- 565 5. The Conference Minister shall ensure all clergy with standing in the SWC receive
566 pastoral care from a pastor of their choosing and shall provide pastoral care as
567 requested for clergy serving in ministry settings.
- 568 6. The Conference Minister shall assist Local Churches in pastoral search and call.
- 569 7. The Conference Minister, when called upon, shall provide pastoral care to Local
570 Churches and Communities in the absence of a local pastor.
- 571 8. The Conference Minister shall be an advisory and ex-officio member of all
572 Boards, Committees, and Task Forces of the Conference with voice but no vote,
573 except for Delegate assemblies of the Conference where the privilege of both
574 voice and vote are granted.
- 575 9. The Conference Minister shall make a report to each meeting of the EB and be
576 accountable to the EB.
- 577 10. Election
- 578 a. The Conference Minister shall be elected and called by the Conference
579 upon nomination by the EB and shall serve for an indefinite period.
- 580 b. The Conference Minister's call agreement can be ended with two (2)
581 months' notice only by either the Conference Minister resigning
582 according to the Call Agreement, or by a 2/3 majority vote of the
583 Delegates at an Annual or Special Meeting of the Conference. The
584 dismissal may be in less than two (2) months if mutually agreed to by the
585 EB and the Conference Minister. The Conference Minister may be
586 terminated immediately for cause by the EB. Such a decision will be made
587 transparent with due process by the EB.
- 588 c. In case of a vacancy in the office of the Conference Minister, the EB shall
589 have power to appoint an Interim, Acting, Transitional or Designated
590 Conference Minister.
- 591 B. Called Ministerial Associates and Other Employed Staff
- 592 1. The Staff shall be employed or dismissed as follows:
- 593 a. Ministerial Associates of the Conference Minister shall be called and
594 elected by the EB upon nomination by a subcommittee in consultation
595 with the Conference Minister. Such Associates serving under specific job
596 descriptions will be supervised by the Conference Minister and

- 597 accountable to the Conference Minister and the EB.
- 598 b. Ministerial Associates shall serve for an indefinite period of time which
599 shall end with two months' notice only by either the Ministerial Associate
600 submitting a letter of resignation to the EB according to their Call
601 Agreement, or by the recommendation and approval of the Conference
602 Minister and the EB.
- 603 c. Employed Staff and other office support staff shall be selected, employed,
604 and dismissed by the Conference Minister, in accordance with the
605 Personnel Policies and Procedures of the SWC.
- 606 d. Rates of compensation and other benefits pertaining to Ministerial
607 Associates shall be decided by the EB and set forth in their Call
608 Agreement(s). Rates of compensation and other benefits pertaining to
609 Ministerial Associates shall be decided by the Conference Minister, in
610 accordance with the Personnel Policies and Procedures of the SWC.

611 **Article VII Rules of Order**

- 612 A. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
613 govern the SWC of the UCC in all cases to which they are applicable and in which they
614 are not inconsistent with these Bylaws and any special rules of order the SWC of the
615 UCC may adopt.
- 616 B. The SWC permits the use of available technology to conduct Annual and Special
617 Meetings, all meetings of boards and committees. Any decisions reached while using
618 technology designed to enhance communication and reduce cost shall be deemed
619 binding and effective. Such decisions shall be reflected in the minutes of that board or
620 committee.
- 621 C. Unanimous consent via email or other form of documented communication is permitted
622 in lieu of a noticed meeting.

623 **Article VIII - Dissolution Clause**

- 624 A. Upon dissolution of the Conference, no part of its property, not any of its proceeds
625 thereof, nor any of its net assets shall be distributed to or accrue to the benefit of any
626 members of the Conference that are not registered 501(c)3 corporations.
- 627 B. Upon said dissolution, after paying or adequately providing for the Conference's debts
628 and obligations, the Directors or persons in charge of liquidation shall distribute all of
629 the Conference's said remaining property, proceeds and net earnings, as directed by the
630 members of the Conference, to an organization, fund, foundation, or church organized
631 and operated exclusively for religious or charitable purposes that is a subsidiary of or
632 affiliated with the UCC or any successor thereto.

633

Article IX - Amendments

634 A. The Bylaws may be temporarily amended by a 2/3 vote of the EB, but such vote is only
635 binding until the next scheduled Meeting of the Conference. Proposed amendments to
636 the Bylaws must be in writing to the EB one full week before any Meeting at which the
637 temporary amendment will be considered.

638 B. Any Bylaw amendments enacted by 2/3 vote of the EB must be submitted for vote at
639 the next scheduled Meeting of the Conference and will be permanently ratified only
640 after a 2/3 vote of the Delegates at the Meeting. Such amendment proposals must be
641 sent to all Churches and clergy of the Conference one month prior to the scheduled
642 meeting.

643 C. The Bylaws may be amended by a 2/3 vote of any scheduled and duly called Meeting of
644 the Conference. Amendments must be sent to all members of the Conference at least
645 one month prior to the scheduled meeting.

646 **CERTIFICATION**

647

648 I hereby certify that the foregoing bylaws were duly adopted by the Annual Meeting of the
649 Corporation as of the 29 of April 2023.

650

651 _____

652 Deb Church, Secretary