

**SOUTH CENTRAL CONFERENCE
OF THE UNITED CHURCH OF CHRIST
BYLAWS
Adopted June 9, 2017**

PREAMBLE

These Bylaws, consistent with the Constitution of the South Central Conference of the United Church of Christ and with the Constitution of the United Church of Christ, further define and regulate the South Central Conference (hereafter, "Conference") and those agencies established by or responsible to it and describe the covenantal relationships which local churches, Associations, and authorized ministers sustain with the Conference and with each other.

ARTICLE I – MEMBERSHIP

Section 1 Regular Membership. The membership of the Conference shall be composed of: all local churches holding standing in an Association of the Conference and all authorized (ordained, commissioned and licensed) ministers holding standing in an Association of the Conference.

Section 2 Voting Membership.

- A. The voting membership of the Conference shall consist of:
- 1) All authorized ministers holding standing in an Association of the Conference.
 - 2) The officers of the Conference and members of the Board of Directors, except ex-officio members.
 - 3) Lay delegates to be determined as follows: Each local church shall be entitled to one lay delegate, one additional lay delegate if the membership is more than two hundred (200), and an additional delegate for every three hundred (300) members or portion thereof above five hundred (500) members. The lay delegate or delegates from each local church shall be elected or appointed by their local church in such manner as the church shall decide.
 - 4) Moderator/President of the Associations, Chairs of elected or appointed Conference committees, and the Director of Outdoor Ministry.

- 5) Should a Conference youth group be recognized by the Conference, their officers would have voting privileges at any Conference meeting.
- B. No delegate or official representative to the meetings of the Conference shall be entitled to more than one vote.

Section 3 Registered Attendees. Each registered attendee of meetings of the Conference, who is a member of the United Church of Christ, shall have voice on all matters to come before the meeting, without regard to voting status. Authorized ministers holding standing in other denominations while serving as settled, designated, or interim ministers of local churches in Associations of the Conference shall have the privilege of voice but no vote at meetings of the Conference.

ARTICLE II – MEETINGS

Section 1 Annual Meetings.

- A. The regular business of the Conference shall be: inspiration; fellowship; Bible study; examination of our role and mission in this part of the world; discussion of issues facing local churches, Associations and society; and voting on necessary corporation and administrative concerns.
- B. The Annual Meeting shall: elect Conference officers; elect members to other organizations; elect General Synod delegates; receive reports; have authority to adopt pronouncements/resolutions as set out herein; and conduct other such business as may be necessary.
- C. Cumulative, absentee, or proxy voting shall not be permitted at any Annual or special meeting of the Conference.

Section 2 Notice of Meeting. Notice of the date and place of the Annual Meeting and notice of date, place, and business to be transacted at special meetings shall be sent by the Board of Directors via U.S. mail or electronic communication to all authorized ministers holding standing in the Associations; each officer, Board member, Association moderator/president; and every church within the Conference at least thirty (30) days prior to the meeting.

Section 3 Agenda. The Board of Directors shall act as the business committee for the preparation of the agenda for the Annual Meeting and all special meetings.

Section 4 Pronouncements/Resolutions. A pronouncement/resolution relates to the theological, philosophical, or societal concerns of the church.

- A. Proposed pronouncements/resolutions shall be submitted to the Conference office in advance of the Annual Meeting by a date determined by the Board of Directors. The Board of Directors or the Annual Meeting may waive this requirement for pronouncements/resolutions of an urgent nature by a vote of two-thirds (2/3) of those present and voting.
- B. The Board of Directors shall set aside time on the agenda of the Annual Meeting and propose standing rules for the conduct of forums for the study and discussion of submitted pronouncements/resolutions.
- C. Each registered attendee of the Annual Meeting who is a member of a local church of the United Church of Christ may participate in a forum without regard to voting status.
- D. Adoption of pronouncements/resolutions by the Annual Meeting requires the concurrence of two-thirds (2/3) percent of those present and voting.

Section 5 Date and Place of the Annual Meeting. Annual meetings of the Conference shall be held in the second quarter of each year, or as changed by vote of the Conference or the Board of Directors.

ARTICLE III – CONFERENCE MINISTER AND STAFF

Section 1 The Conference Minister. There shall be a Conference Minister who shall serve the Conference on the following terms and conditions. Conference Minister titles may include Settled, Interim, or Designated.

A. Qualifications

- 1) The Conference Minister shall be an ordained minister with standing in the United Church of Christ.
- 2) The Conference Minister shall be elected in accordance with Article V of these Bylaws and shall serve the Conference under a Call Agreement between the Conference and Conference Minister.

B. Responsibilities. The Conference Minister shall:

- 1) Serve as the spiritual leader of the Conference, providing compassionate pastoral care to authorized ministers and local churches.
- 2) Serve as placement officer of the Conference.
- 3) Be the executive representative of the Conference and its Board of Directors to all churches, national boards and agencies, and those ecumenical and interfaith bodies with which the Conference is affiliated. These responsibilities may be delegated by the Conference Minister in consultation with the Board of Directors.
- 4) Assist in implementing the mission of the Conference.
- 5) Give general oversight and direction to the work of the Conference, including its subsidiaries, with guidance from the Board of Directors.
- 6) Attend all meetings of the Conference, unless the Board of Directors provides otherwise, and shall serve ex-officio with voice but no vote on all Conference boards and committees.
- 7) Make an annual report to the Conference and such other reports as the Board of Directors may require including reviews of the Conference, Specialized Ministries, and Conference staff.

C. Evaluation

- 1) The Personnel Committee, at the request of the Board of Directors, shall conduct performance reviews of the Conference Minister in accordance with evaluation policies established by the Board of Directors.
- 2) The review and any recommendations shall be shared with the Conference Minister and the Board of Directors prior to the Annual Meeting of that year.

D. Termination

- 1) The Conference Minister may be dismissed for cause on ninety (90) days' written notice after the Board of Directors has presented grounds for such action and by a majority vote of the Conference at any Annual Meeting or special meeting.
- 2) The Conference Minister may resign upon ninety (90) days' notice to the Board of Directors, unless an earlier time is mutually agreed upon between the Conference Minister and the Board of Directors.

Section 2 Associate Ministers and/or Executive Staff Persons.

- A. Associate Minister(s) and Executive Staff Person(s) shall be appointed by the Board of Directors, upon recommendation of the Conference Minister. The duties of such a minister/staff person shall begin at the discretion of the Board of Directors.
- B. Various duties of the Conference Minister, and others as may be required by the programs of the Conference, shall be assigned to the Associate Minister(s) or Executive Staff Person(s) by the Conference Minister in consultation with the Board of Directors.
- C. Financial arrangements for Associate Minister(s) and Executive Staff Person(s) shall be reviewed annually by the Board of Directors and included in the Conference's Statement of Faith and Mission including budget/spending plan.
- D. Termination
 - 1) An Associate Minister or Executive Staff Person may resign by giving a minimum of two (2) month written notice to the Board of Directors, unless an earlier time is mutually agreed upon between the minister/staff person and the Board of Directors.
 - 2) The Board of Directors may terminate an Associate Minister or Executive Staff Person either by
 - a) Giving a minimum of two (2) month written notice to the Associate Minister or Executive Staff Person, unless an earlier time is mutually agreed upon between the minister/staff person and the Board of Directors, or
 - b) A two-thirds (2/3) vote of the Board of Directors.

Section 3 Director of Outdoor Ministry at Slumber Falls Camp and Retreat Center.

- A. The Conference Minister, in consultation with the Slumber Falls Camp and Retreat Center Camp Council (hereafter, "Camp Council"), shall recommend to the Board of Directors the name of a person to serve as Director of Outdoor Ministry.
- B. The Director of Outdoor Ministry shall serve the Conference under a contract or call agreement between the Board of Directors and the Director of Outdoor Ministry.
- C. The Director of Outdoor Ministry shall be responsible to and supervised directly by the Conference Minister, ultimately answering to the Board of Directors.
- D. The Director of Outdoor Ministry shall serve on the Board of Directors ex-officio with voice but no vote.
- E. The responsibilities of the Director of Outdoor Ministry shall be developed by the Camp Council in consultation with the Conference Minister and the Board of Directors.

Section 4 Office Personnel. Secretaries and other office personnel may be employed by the Conference Minister for positions and at rates of compensation approved by the Board of Directors. They shall work under the direction of the Conference Minister and in cooperation with the members of the staff.

ARTICLE IV – THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the following persons:

- A. The four (4) officers of the Conference;
- B. Two (2) representatives from each Association, elected by the Conference;
- C. The moderator/president of each Association, who shall serve with voice but no vote, and who may delegate this position to a representative of the Association;
- D. Youth and Young Adult Representative, elected by the Conference, who shall serve with voice but no vote.
- E. A representative of, and appointed by, the Regional Council of the Christian Church of the Southwest (Disciples of Christ), who shall serve with voice and vote;

- F. The Conference Minister, who shall serve as ex-officio with voice but no vote;
- G. The Director of Outdoor Ministry, who shall serve as ex-officio with voice but no vote;
- H. At least one of the above voting members shall be under the age of thirty (30) at the time of election.

Section 2 Board of Director's Covenant.

- A. The Board of Directors shall establish a covenant providing the guidelines to which the members of the board shall abide by and shall hold each other accountable to.
 - 1) The covenant shall be reviewed each year and with new members.
 - 2) The covenant shall be read out loud together at the beginning of each board meeting to serve as a reminder of these guidelines and accountability.
- B. The Board of Directors, with a two-third (2/3) vote, may remove for cause any person continually acting in ways contrary to approved covenant.

Section 3. The Board of Directors shall be the Board of Trustees of the Conference. The signatures of the President and Secretary of the Board of Directors shall constitute legal signatures.

Section 4 Board of Director Meetings.

- A. The Board of Directors shall meet quarterly. A special meeting may be called by the President, the Conference Minister, or at least four (4) members of the Board of Directors. A roll call shall be taken to determine those in attendance and to ensure that a quorum is present.
- B. The Board of Directors may hold meetings by teleconference or other electronic device following due notice to all members. The Board of Directors may also allow electronic voting provided a quorum of the voting members participate and a minimum time period is set for electronic voting.

Section 5. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of its business.

Decisions shall be made by the majority of those present and voting. Attendance by voting Board members is expected. Should a voting Board member be absent from two (2) consecutive meetings, the Board Member shall be contacted by the President of the Board. After three (3) consecutive absences, the Board member shall be asked to resign. The vacancy shall then be filled by the Board of Directors.

Section 6. The Board of Directors shall regularly review Conference priorities in consultation with the Conference Minister, Associate Minister(s) and/or Executive Staff, to the end that the best possible stewardship of resources be secured.

- A. The Board of Directors shall regularly initiate an evaluation of structure and personnel, making appropriate recommendations and changes, when necessary.
- B. The Board of Directors shall present a Conference Statement of Faith and Mission for the succeeding year at the Annual Meeting for the purpose of it being developed, by the Board of Directors, into the official Conference budget/spending plan.
 - 1) The Board of Directors shall present and communicate a proposed Conference budget/spending plan in the third (3rd) quarter.
 - 2) The Board of Directors shall finalize, present, and communicate a finalized Conference budget/spending plan in the fourth (4th) quarter.
 - 3) Such Statement of Faith and Mission including finalized budget/spending plan shall take effect at the beginning of the next fiscal year.
 - 4) The Board of Directors shall have the power to adjust the budget/spending plan as may be needed during the fiscal year and will report and communicate adjustments as they occur.

Section 7. The Board of Directors, at the recommendation of the Conference Minister or on its own initiative, shall establish committees/ministry teams to exercise the work and ministries of the Conference. The Conference Minister, with guidance from the Board of Directors, shall design, appoint and direct them in order to accomplish the priorities and goals of the Conference. All such committees/ministry teams shall be accountable to the Board of Directors. The Board of Directors shall dissolve such groups upon completion of their tasks.

Section 8. A vacancy in any elective position of the Conference or Camp Council shall be filled by the Board of Directors until a successor is duly elected at the next Annual Meeting.

Section 9. Upon a vacancy occurring in the office of Conference Minister, the Board of Directors has the following options: The Board of Directors may

- A. Appoint a nine (9) member search committee, composed of four (4) authorized ministers and five (5) lay persons with each Association represented, to proceed at once with the task of searching for and recommending a successor. The Board of Directors shall receive the recommendation and upon concurrence shall nominate a successor. Procedures for calling the Conference Minister follow such provisions as set forth in Articles III and V of the Bylaws; or
- B. Secure an Interim Conference Minister for a called period of time with a specific agenda for that time while the Conference plans the next steps for leadership. An interim Conference Minister shall not be eligible for settled position; or
- C. Recommend a Designated Minister. Procedures for calling a Designated Conference Minister follow such provisions as set forth in Articles III and V of the Bylaws. The Designated Conference Minister shall serve under a call agreement for a specific period of time and defined purpose and may be eligible for the settled position or for a renewed designated term, if specified in initial call agreement.

Section 10. The Board of Directors may engage the services of attorneys, bookkeepers, accountants, auditors, financial advisors and/or other consultants or agents on behalf of the Conference to carry out their work and responsibilities. They shall have the authority to enter into contractual agreements on behalf of the Conference, to designate persons authorized to sign checks and legal documents on behalf of the Conference, and shall arrange bonding as needed.

Section 11 Officers.

- A. The President of the Conference shall
 - 1) Act as Moderator at all meetings of the Conference.
 - 2) Chair the Board of Directors and its Executive Committee
 - 3) Execute all deeds, contracts, and other documents requiring the official signature of the Conference.
 - 4) Perform such other duties usual to such office.
 - 5) The President may serve ex-officio on any committee described in these Bylaws or created in the future.
- B. The Vice President of the Conference shall perform the duties of the President in the President's absence, inability or refusal to act, or by request of the President.
- C. The Secretary of the Conference shall
 - 1) Keep a permanent, accurate, legible record of all meetings and transactions of the Conference and the Board of Directors and its Executive Committee.
 - 2) Be the custodian of the seal of the Conference.
 - 3) Affix said seal to all written documents requiring the seal and attest the same by signature.
 - 4) Perform such other duties as usually pertain to this office.
- D. The Treasurer shall be responsible for the oversight of financial policies and affairs of the Conference including Slumber Falls Retreat Center.
 - 1) The Treasurer shall be responsible for
 - a) Bank Accounts – selecting a bank, opening and closing accounts, signing checks, and investing excess funds wisely.
 - b) Financial Transaction Oversight – being knowledgeable about who has access to the Conference's funds, and any outstanding bills or debts owed, as well as developing systems for keeping cash flow manageable.

1. Bookkeepers, accountants, auditors and financial advisors may be utilized per Article IV Section 10.
 2. Slumber Falls Retreat Center may maintain their own bank accounts, financial transactions, budgets, and financial policies with Treasurer having full access and oversight as well.
- c) Records/Documentation
1. Recording true and accurate records of all business transacted.
 2. Ensuring that all funds, securities, papers, personal property and financial documents belonging to or entrusted to or in any way committed to the care of the Conference are maintained for the Conference at a place directed by the Board of Directors.
- d) Budget/Spending Plans – developing, with the Board of Directors, the annual Statement of Faith and Mission and budget/spending plan as well as comparing the actual revenues and expenses incurred against the budget.
- e) Annual Financial Review – ensuring annual financial review conducted per financial policies.
- f) Financial Policies – overseeing the development and observations of the Conference’s financial policies. Such policies are to be approved by the Board of Directors and shall be reviewed periodically.
- g) Reports
1. Keeping the Board of Directors regularly informed of key financial events, trends, concerns and assessment of fiscal health in addition to completing required financial reporting forms (balance sheet, summary of income and expense statement) in a timely fashion and making these forms available to the Board of Directors.
 2. Providing annual financial reports (balance sheet, summary of income and expense statement) to the Conference.
- h) Finance Subcommittee – if a finance subcommittee is needed and formed, serve as chair.
- i) Insurance - ensuring contracts are in place and current and that insurance is maintained on all Conference property.

- j) Taxes - tax accounting, reporting and completion of required tax forms.
 - k) Housing Allowances - insuring that the housing allowances of the Conference Minister and any other authorized ministers paid by Conference is approved prior to the end of the year preceding payments.
 - l) The Conference's OCWM percentage – assisting the Conference Minister and the Board of Directors in consulting with the National Office of the United Church of Christ in reaching a mutually agreed upon retained Conference percentage of contributions of Our Church's Wider Mission.
- 2) Perform such other duties as usually pertain to this office.

Section 12 Executive Committee. The Executive Committee of the Board of Directors shall include the four (4) officers of the Conference and the Conference Minister, who serves as an ex-officio member with voice but no vote. The Executive Committee shall perform such duties as assigned by the Board of Directors. It shall meet at the call of either the Board of Directors, the Conference Minister, or the President of the Conference. Reports of such meetings shall be made to the Board of Directors at its next scheduled meeting.

Section 13 Personnel Committee.

- A. The Board of Directors, shall establish a Personnel Committee comprised of three (3) persons appointed by the Board of Directors. A Member of the Board shall be one of the members and chair of the committee with voice and vote.
- B. The committee's responsibilities shall entail: providing encouragement and support, serving as an outside source of wisdom and guidance to staff, and being available to staff whenever concerns cannot be resolved administratively; recommending personnel policies to the Board of Directors; assisting in the development of position descriptions; and ensuring that performance reviews of staff are conducted.

- C. The Personnel Committee, at the request of the Board of Directors, shall conduct performance reviews of any Conference employee in accordance with evaluation performance policies established by the Board of Directors. Review and any recommendations shall be shared with the reviewee and the Board of Directors.

ARTICLE V – ELECTIONS

Section 1 Officers of the Board of Directors. The President, Vice President, Secretary, and Treasurer shall be elected at the Annual Meeting per Article V of the Constitution. Their terms of office shall begin immediately on the adjournment of the meeting at which they are elected and continue until their successors are elected and assume office. The President and Vice President, having served a full term, shall not be eligible for consecutive succession in the same office. The Secretary and Treasurer may be eligible for two (2) consecutive full terms in the same office, after which, they shall not be eligible for consecutive succession in the same office. Secretary and Treasurer must sit out one (1) full term before eligible to serve in that same office.

Section 2 Conference Minister.

- A. The Conference Minister shall be nominated by the Board of Directors and elected by the Conference at the Annual Meeting or a special meeting. If the nominee is elected, the Conference shall tender a call.
- B. The Conference Minister shall serve a seven (7) year term upon which the Conference Minister must be reelected at the Annual Meeting or a special meeting.

Section 3 Representatives of the Board of Directors. Representatives on the Board of Directors from Associations shall be elected by the Conference for three (3) year terms. All persons elected shall assume office immediately on the adjournment of the meeting at which they are elected. Representatives must wait at least one (1) year before eligible for reappointment as an Association representative to the Board of Directors.

Section 4 Nominating Committee.

A. Election of Nominating Committee

- 1) A Nominating Committee of six (6) members, nominated by the Board of Directors, shall be elected by the Conference at the Annual Meeting for three (3) year terms, to rotate.
- 2) A Member of the Board of Directors, who may be either an authorized minister or lay person, shall be appointed by the Board of Directors and serve as a seventh (7th) member and convener of the committee with voice and vote.
- 3) The membership of the nominating committee shall consist of three (3) authorized ministers and three (3) lay persons in addition to the Board of Directors' member.
- 4) Each Association shall be represented on the nominating committee but with no more than two (2) representative from any Association at a time. Associations may submit nominees to the Board of Directors, to serve as a representative of the Association on the nominating committee.
- 5) No member shall be eligible for consecutive terms.

B. The Nominating Committee shall nominate for election by the Conference

- 1) At least one person for each occurring vacancy in the Officers of the Conference and the elected Board of Directors;
- 2) Delegates and representatives to other bodies and institutions, per those bodies' and institutions' guidelines;
- 3) General Synod delegates and alternates after inviting and considering nominations from Associations;
 - a) Delegates and alternates to General Synod shall be divided as equally as possible between authorized ministers and lay persons, honoring the number of persons who must be under the age of thirty (30) as set forth in the United Church of Christ Bylaws.
 - b) The President and Vice President may be delegates during their terms of office.
- 4) Camp Council vacancies at each Annual Meeting per Camp Council's Plan of Organization and Operation.

C. Nomination Considerations

- 1) It is the policy of the Conference, in electing or selecting persons to Conference positions, to be inclusive, considering the diversity of the Conference. The nomination or selection to Conference offices and committees shall have due regard to diversity criteria of the national church. A person nominated for election to Conference office shall be a member of the United Church of Christ in good standing with a local church.
- 2) The Nominating Committee shall consider any specialized skills, interests, or experience that would enhance the work of the Conference for the vacancy.
- 3) Persons named on the Nominating Committee slate shall have been notified in advance of their nomination and shall have indicated their willingness to serve if elected. Nominations may be made from the floor for all positions except Conference Minister. Any person nominated from the floor must likewise have indicated a willingness to serve if elected.

ARTICLE VI – SPECIALIZED MINISTRIES

Section 1: Christian Education, Spiritual Formation and Outdoor Ministry.

- A. Christian education, spiritual formation, and outdoor ministries are sacred endeavors of the Conference. In order to provide church wide opportunities for Christian growth, designated spaces, and life giving atmospheres, the Conference owns, operates, and oversees Slumber Falls Camp and Retreat Center, located on River Road in Comal County near New Braunfels, Texas.
- B. The Board of Directors formed the Camp Council as a standing sub-committee under the Board of Directors through the Plan of Organization and Operation to manage and operate camp facilities and programs.

- C. The Director of Outdoor Ministry, in consultation with the Camp Council, is charged by the Board of Directors in maintaining, safeguarding, and growing this specialized ministry of the Conference by overseeing the management, operations, and programs as outlined in the Plan of Organization and Operation.
- D. The Plan of Organization and Operation shall be reviewed periodically by the Board of Directors. Any changes must have the approval of the Board of Directors prior to execution.
- E. The Director of Outdoor Ministry, in consultation with the Camp Council, shall review the camp operations and revenue on a yearly basis, and submit a budget to the Board of Directors to review, modify, and ratify. Changes to the budget shall be made in conjunction with the Director of Outdoor Ministry and Camp Council representative on the Board of Directors to ensure the feasibility of the requests and potential costs or changes that might occur.
- F. The Board of Directors and the Director of Outdoor Ministry, in consultation with the Camp Council, shall explore feasible and practical options for shared ministries, resources, and costs in order to be good stewards of capital and financial assets.

Section 2 Church Development and Renewal.

- A. The Conference Minister, with the approval of the Board of Directors, shall appoint members to the Church Development and Renewal Committee.
 - 1) Members shall have a term limit of three (3) consecutive years and must wait at least one (1) year before eligible for reappointment.
 - 2) Current recipients of Church Development and Renewal Conference funding shall not be eligible to serve on the Church Development and Renewal Committee.
 - 3) Any member seeking funding shall need to resign before the meeting at which a funding request is made.
- B. Duties include:
 - 1) Identifying opportunities for new church development in the Conference and providing leadership in creating new local churches.
 - 2) Working with existing local churches that are preparing to establish new and intentional growth in ministry.

- 3) Administering the various church development Conference funds in accordance with metrics-based disbursement policies developed by the Board of Directors.
- 4) Funds shall not be disbursed without Executive Committee approval in consultation with Conference Minister.

ARTICLE VII - RULES

Unless otherwise provided for herein or by vote of the Conference, the rules of parliamentary practice compiled in Roberts Rules of Order, Revised shall govern all meetings of the Conference.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Conference shall be the calendar year.

ARTICLE IX – AMENDMENTS

The Bylaws may be amended by a two-thirds (2/3) vote of those present and voting at any Annual Meeting or special meeting of the Conference, provided that the proposed amendments have been submitted to each church and authorized minister at least six (6) weeks prior to the meeting of the Conference.