

**BYLAWS**  
**MICHIGAN CONFERENCE U.C.C.**

**PREAMBLE**

We, the members of the Michigan Conference of the United Church of Christ, are the members of the Body of Christ--the Christian Church. We have been commissioned by our Lord Jesus who guides us by His teachings and His life and who gives us vision and strength as we are able to receive them. Looking to God's Word and responding to the empowering guidance of the Holy Spirit, we work and pray together to advance the mission to which we have been called.

Under the Lordship of Christ, we proclaim our need for and fellowship with all other members of the Body of Christ. We seek the eternal life which has already begun in us and the fulfillment of the Kingdom of God already in our midst.

We recognize the Michigan Conference as a tangible and visible instrument which binds together "faithful people of all ages, tongues, and races" in the churches and Associations of the United Church of Christ for fellowship, mutual support, and cooperative mission and action in the name of Christ.

The Conference seeks to equip Associations to work with churches to fulfill their ministries. It challenges Associations, churches, and ministers to be prophetic and loving in their ministries. It enables them, through human and material resources, to accomplish their task more effectively.

The Conference relates the churches and Associations in Michigan to the General Synod and the Covenanted, Affiliated, and Associated Ministries of the United Church of Christ, to other denominations, and to ecumenical councils. (6-2-01)

**Article I – Polity**

The Conference, Associations, and churches are autonomous and covenanting bodies seeking to be responsible in their mutual relationships. (See latest edition of the Bylaws of the United Church of Christ and Art. V, Michigan Conference Articles of Incorporation.)

**Article II – Inclusiveness**

The Conference is committed to inclusiveness and extravagant welcome, seeking to embody the commitment of the United Church of Christ to be multicultural and multiracial, open and affirming, reflecting the racial and ethnic diversity of society with a balance of leadership between youth, young adults, women and men, and accessible to all.

### **Article III – Conference Membership**

Section A: The Michigan Conference shall perform all functions identified as those of a Conference in the Constitution (ARTICLE VIII) and Bylaws (ARTICLE II) of the United Church of Christ.

#### Section B: Michigan Conference Responsibilities

Par. 1: 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 and Ministries of the United Church of Christ.

Par. 2: The Conference shall seek to nurture the spiritual life and witness of local churches and ministers.

Par. 3: The Conference shall participate with local churches and ministers in the moral struggles of our time.

Par. 4: The Conference shall provide a communications network among the churches, Associations, and National Setting of the United Church of Christ.

#### Section C: Rights and Responsibilities of the local Church

Par. 1: The Conference shall respect and recognize the rights of the local church as set forth in ARTICLE V, Paragraph 18 of the Constitution of the United Church of Christ.

Par. 2: Membership of a church in the Michigan Conference involves the following minimum rights and responsibilities:

- a. Financially supporting “Our Church’s Wider Mission;”
- b. Participating in the Annual Meeting and any Special Meetings by delegates;
- c. Sharing information requested by the Conference
- d. Recognizing the “actions by, or decision or advice emanating from the General Synod, a Conference or Association, should be held in the highest regard by every local church,” (ARTICLE V, Paragraph 19 of the Constitution of the United Church of Christ);
- e. Using staff and facilities of the Conference in order to strengthen the life and work of the church, or to negotiate internal conflict in the life of the congregation.

#### Section D: Membership

Par. 1: Members of the Michigan Conference are local churches and authorized ministers (ordained, commissioned, licensed) who hold standing in the Conference.

Par. 2: Local churches are those within the geographic boundaries of the Conference described in ARTICLE V of the Constitution of the United Church of Christ.

#### Section E: Associations

The Associations in the Michigan Conference shall be composed of all Local Churches in a prescribed geographical area and perform all functions identified as those of an Association in the Constitution (Article VIII) and Bylaws (Article II) of the United Church of Christ

## **Article IV – Conference Meetings**

### Section A: Annual Meeting.

The Annual Meeting of the Conference shall be held at a place, date, and time determined by the Board of Directors or the immediate previous Annual Meeting of the Conference. Notification of the place, date and time of the Annual Meeting shall be communicated to all member congregations by the Secretary of the Conference Board of Directors no less than sixty days in advance of the Annual Meeting.

Section B: The Purpose of the Annual Meeting shall be to elect the following: Moderator, Treasurer, Board of Directors, and delegates to the General Synod of the UCC., to receive the annual Treasurer's report, adopt a budget(s), to receive resolutions and act upon the reports of the Mission Area Teams and various committees and member groups of the Conference.

### Section C: Additional Meetings

Par. 1: Special Meetings may be called by the Board of Directors for various purposes. A Special Meeting may be held in conjunction with the Annual Meeting or at other times.

Par. 2: Emergency Meetings may be called when the life of the Conference is threatened. Emergency Meetings may be called by the Conference Minister, the Moderator, the Executive Committee of the Board of Directors, by petition of the Moderators of at least three Associations, or upon petition by seventy-five delegates from member churches. The business of the Emergency Meeting shall be limited to the Call to the Meeting. The Emergency Meeting shall be held as soon as possible.

### Section D: Process, Procedure, Voting, and Resolutions Policies

The Conference shall establish, maintain, and distribute these policies including: notification times, definition of delegates, voting rights, resolution processes, agendas, parliamentary procedure and other matters deemed necessary as they arise.

### Section E: Quorum.

Seventy-five persons present at any meeting and entitled to vote shall constitute a quorum, provided that churches from a majority of the Associations are represented.

### Sec. F- Parliamentarian.

A parliamentarian shall be present at all business meetings of the Conference to serve as the authority on procedure for business meetings.

## **ARTICLE V – Nominations**

Sec. A – Responsibility. A Nominating Committee established by the Board of Directors and its Vice-President shall nominate persons for election as officers of the Michigan Conference, members of the Michigan Conference Board of Directors, and delegates to the General Synod.

## **ARTICLE VI - Officers**

Sec. A – Election: The officers of the Conference shall be Moderator, President of the Board of Directors, Vice-President of the Board of Directors, Secretary of the Board of

the Directors, Treasurer and Conference Minister. The Moderator and Treasurer shall be elected at Annual Meeting for a period of two (2) years from the close of the meeting at which they are elected and thereafter until they are re-elected or replaced. The other officers are elected by the Board of Directors, except the Conference Minister whose election shall be governed by Article IX.

Sec. B – Accountability and Removal The elected offices will be responsible and accountable to the actions of the Annual Meeting or any Special Meeting of the Conference. The officers of the Conference may be removed by a 2/3 vote of the Annual Meeting or any Special Meeting of the Conference, whenever doing so, is deemed to be in the best interests of the Conference.

Sec. C – Vacancies – See Article VII Section D.

Sec. D – Duties of Officers:

The officers of the Conference shall make up the Executive Committee of the Conference which shall carry out the business of the conference and work of the Board of Directors in between meetings of the Board. The decisions of the Executive Committee shall be reported to and confirmed by the full Board of Directors at their next meeting.

Par. 1

The Moderator shall preside at meetings of the Conference, shall be a member of the Board of Directors with voice and vote and a part of the Executive Committee. The Moderator shall be a member of the Annual Meeting Planning Committee.

Par. 2

The President of the Board of Directors, elected by the Board, shall be responsible for the effective functioning of the Board and its Executive Committee, and shall preside at all their meetings. The President shall serve on the Personnel Committee.

Par. 3

The Vice President of the Board of Directors, elected by the Board, shall serve in the absence of the President. The Vice-President shall serve as chair of the Nominating Committee.

Par. 4

The Treasurer shall be the Chief Financial Officer of the Conference, and shall fulfill all of the duties thereof as assigned in the most current Financial Policies and Procedures manual. The Treasurer shall serve on the Budget and Finance Committee.

Par. 5

The Secretary of the Board of Directors, elected by the Board, shall record the minutes of meetings of the Conference and of the Board of Directors, and of its Executive Committee, and shall see to their distribution and archival, and shall be a member of the Board with voice and vote.

Par. 6

The Conference Minister shall be the Chief Executive Officer of the Conference. (See Article IX)

Sec. F – Fidelity Bond

The Board of Directors shall provide for a fidelity bond for all officers and employees of the Conference who handle money or securities.

## **ARTICLE VII - Board of Directors**

Section A

Par. 1

The elected members of the Board of Directors shall include 12 persons who shall be members of the churches in this Conference and who shall reflect the inclusiveness commitments of the Conference. There will be one member nominated from each of the six Associations. There shall be six members elected at-large by the Conference. They shall be elected to staggered three year terms at the Conference Annual Meeting. Having served two full terms a person may not be re-elected until two years has passed.

Par. 2

A Moderator and Treasurer will be elected at the Conference Annual Meeting and shall serve on the Board of Directors. The Moderator shall serve on the Annual Meeting Planning Committee with voice and vote. The Treasurer shall serve on the Budget and Finance Committee, with voice and vote.

Par. 3

The Conference Minister and all Associate Conference Ministers shall be members' ex-officio, of the Board of Directors. The Conference Minister shall have voice and vote. Associate Conference Ministers shall have voice but not vote.

Par. 4

A Christian Church (DOC) representative may be named by the DOC, as an ex-officio member with voice but not vote.

Par. 5

The Board of Directors shall provide planning and oversight for the general mission of the Michigan Conference, and provide authorization and direction to the Mission Area Teams.

Par. 6

The members of the Board shall serve on the Mission Area Teams. At least one and a maximum of three Board members shall serve on each MAT. The Mission Area Teams may recruit additional members and develop programs to fulfill the ministries in their area of responsibility.

Par. 7

The Board of Directors may adjust the organizational structure of the Conference to accomplish its mission.

Par. 8

The Board of Directors shall also establish committees and working groups in the following areas to support its mission, such as: Annual Meeting Planning, Audit, Budget and Finance, Ecumenical Relations, Nominating, Personnel, and Property.

Par. 9

The Board of Directors shall develop, review, and maintain the Policies And Procedures Manual of the Michigan Conference, including meetings (Article IV Section D), financial, investment, and personnel policies.

Par. 10

The Board of Directors will meet at least quarterly for fiduciary purposes, planning, policy making and evaluating.

Par. 11

An Executive Team made up of the Moderator, President, Vice-President, Treasurer, Secretary, and Conference Minister shall meet between Board of Directors meetings for fiduciary and monitoring purposes.

Sec. B – Notice of Meetings.

Members shall be notified of the date, time, place, and agenda of each meeting of the Board by written notice or electronic devise at least 7 days prior to the meeting. In the case of a special meeting, the purpose of the meeting shall be specified. Only business specified in the notice shall be acted upon at a special meeting. The Board may act upon matters not included in the notice agenda of any regular meeting.

Sec. C – Quorum and Voting

Par. 1

A majority of the voting members shall constitute a quorum to do business at meetings of the Board of Directors and the Executive Committee. Any or all Directors may participate in any duly called meeting of the Board, or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear (or read all the words of) each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. Unless otherwise specified, a simple majority of votes cast by those present shall provide approval or disapproval of a proposal.

Par. 2

In cases when an entire meeting and votes of the Board of Directors or its Executive Team are held electronically; for any vote to be binding, it must be unanimous.  
(Michigan State Law)

#### Sec. D – Vacancies

Mindful of the Conference's commitment to be inclusive in regard to laity, clergy, race, age, sex, differing abilities, sexual orientation, historically underrepresented groups, and geographical distribution, the Board shall fill all vacancies on the Board of Directors, among officers, and among delegates to General Synod, with persons appointed serving until the next Annual Meeting, when persons shall be elected by the Conference to fulfill the remainder of the unexpired terms.

### **ARTICLE VIII - Mission Area Teams**

#### Section A – Faith Formation Mission Area Team

The Faith Formation Mission Area Team will assist and resource local churches and clergy with respect to worship and education. The MAT shall facilitate youth, young adult, and outdoor ministries of the Conference. This MAT will also provide for representation to the STEM Board and/or leadership for lay leadership development.

#### Section B – Prophetic Integrity Mission Area Team

The Prophetic Integrity Mission Area Team will assist local churches and clergy in engaging the social justice and ethical issues lifted up by the United Church of Christ, the Conference, and local congregations. It will speak in prophetic ways and develop tangible methods of addressing these issues.

#### Section C – Compassionate Generosity Mission Area Team

The Compassionate Generosity Mission Area Team will assist local churches and clergy, to develop and strengthen their financial stewardship and OCWM support. The Mission Area Team will resource congregations for effective stewardship in and on behalf of the local church, the Conference, and the wider church.

#### Section D – Vital Growth Mission Area Team

The Vital Growth Mission Area Team is directed to strengthening and revitalizing local congregations and clergy. It will assist local congregations and clergy in social networking, evangelism, marketing, and promotion of the U.C.C. identity. It will assist congregations in addressing growth issues. The Vital Growth Mission Area Team will initiate new church starts.

### **ARTICLE IX – Executive Staff**

#### **Sec. A. – The Executive Staff**

Shall be composed of the Conference Minister, Associate Conference Ministers, Area Ministers, and such other employees as the Board shall designate.

#### **Sec. B. The Conference Minister**

Shall be an ordained minister in full standing with the United Church of Christ and shall be the Chief Executive Officer of the Conference having general oversight of the

program and operations of the Conference in accordance with policies established by the Board.

**Par. 1 Election, Accountability and Termination**

- a. When a vacancy occurs in the office of the Conference Minister, a Search Committee shall be appointed by the Board. It shall include representatives from each Association and reflect the United Church of Christ's commitment to affirmative action by including racial and ethnic persons, women, and youth and young adults.<sup>1</sup>
- b. The Conference Minister shall be responsible and accountable to the Conference in Annual and Special meetings and to the Board between Conference meetings.
- c. Employment of the Conference Minister is at will and can be ended upon three months' notice by either a.) The Conference Minister submitting a letter of resignation, or b.) The Board giving three months' notice. In case of vacancy in the office of Conference Minister, the Board shall have power to appoint a Conference Minister ad interim.

**Par. 2 Duties.** The Conference Minister shall:

- a. Serve as chief of the Conference staff, including interns, planning and consulting with them, supervising and supporting them in their work, and coordinating their efforts to achieve the purpose, and promote the core values, of the Conference.
- b. Serve as ex officio, with voice and vote, as a member of the Board of Directors.
- c. Be a Pastor to all authorized ministers and their families, and to churches; and be available to assist in the search and call process.
- d. Resource Mission Area Teams and staff Associations when necessary.
- e. Represent the Conference to the churches, within the denomination, in Conference partnerships, and in all ecumenical and inter-faith gatherings, unless the Conference specifically provides otherwise.
- f. Be responsible for the custody of Conference records and maintain a record of the standing of churches and authorized ministers.
- g. Be able to delegate any portion of these duties while retaining responsibility for their performance.
- h. Perform such duties as may be determined necessary by action of the Conference in meeting or by the Board.

**Sec. C - Associate Conference Ministers.**

There shall be as many Associate Conference Ministers as determined by the recommendation of the Board and vote of the Conference. The Conference Minister, with the confirmation of the Board, shall assign them to specific program portfolios of Conference work.

**Par. 1 Election, Accountability, and Termination**

- a. When a vacancy occurs in the office of an Associate Conference Minister, a Search Committee shall be appointed by the Board. It shall include

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<sup>1</sup> This is language from the Bylaws of the United Church of Christ

representatives from the Associations and constituencies served, and reflect the United Church of Christ's commitment to affirmative action by including racial and ethnic persons, women, and youth and young adults. With the concurrence of the Conference Minister, it shall recommend a candidate to the Board. A candidate shall be elected by the Board for an indefinite period.

- b. The Associate Conference Minister shall be responsible and accountable to the Conference Minister, and, ultimately to the Board of Directors.
- c. Employment of the Associate Conference Minister is at will and is terminable by the Associate Conference Minister, the Board of Directors, or the Conference Minister, upon sixty-day's notice without having to provide or prove cause.

**Par. 2 Duties.** Associate Conference Ministers shall:

- a. Be staff to Conference Mission Area Teams – as assigned.
- b. Provide pastoral care for authorized ministers and their families.
- c. Assist churches in search for professional leadership.
- d. Serve as liaison between Conference and Associations and churches.
- e. Resource Associations when necessary.
- f. Serve as ex –officio, with voice by not vote, members of the Board.
- g. Perform such other duties as may be assigned by the Conference Minister.

#### **Sec. D - Other Executive Staff**

The Board may designate employees as members of the Executive Staff with such duties and powers as it may from time-to-time determine. This may include Area Ministers<sup>2</sup> to staff particular Associations and Regions, or specific program personnel. Such employment is at will and is terminable by such employee, or by either the Conference Minister or the Board, upon two months written notice without having to provide or prove cause.

#### **Sec. E**

There shall be annual performance reviews of the Executive Staff in accordance with current personnel policies.

### **Article X – Delegates**

#### **Section A – General Synod, United Church of Christ**

The Conference shall participate in the fellowship and cooperate in the program of the United Church of Christ and shall elect delegates to the General Synod of that Church in the manner prescribed in the Constitution and Bylaws of the United Church of Christ (latest edition).

##### **Par. 1 – Responsibilities**

Delegates shall be responsible for attending pre-Synod orientations, participating in the full range of activities at the regular and special meetings, being available to churches and Associations following Synod meetings to report and interpret the actions of the

body, and assuming an advocacy role in the life of the Conference as conscience permits on behalf of those issues to which Conferences are called to respond.

**Par. 2 – Selection Process**

Synod delegates shall be representative of the Conference Areas and comply with the requirements stipulated by the Constitution and Bylaws of the United Church of Christ with regard to race, sex, clergy, laity, youth and number. The Nominating Committee shall be sensitive to nominate delegates over sixty as well as those under thirty years of age. Each Association shall name one person for election at the Conference Annual Meeting prior to General Synod. The balance of the delegation, and any alternates, shall be elected at-large from Conference membership. The Nominating Committee shall consult the Associations and churches in identifying these potential nominees.

**Par. 3 – Length of Term**

A delegate shall be elected to a four year term which commences at the opening of the next regular meeting of the General Synod following election and terminates at the opening of the third regular meeting of the Synod following election. No person shall be re-elected until at least two years have passed. A delegate shall cease to represent the Conference if the delegate moves church membership or ministerial standing outside the Conference. However, if church membership, ministerial standing, or residence change occurs from one church to another within the Conference, a person shall continue to serve as Synod delegate. Should a delegate be unable to fulfill the term of office, the delegate shall immediately notify the Board of Directors of the resignation in order that an alternate may be secured.

**Sec. B – Denominational, Interdenominational and Ecumenical Representation:** Representatives or delegates from the Michigan Conference UCC to denominational, interdenominational, inter-faith, or ecumenical organizational organizations shall be named by the Board of Directors and/or brought to the Board by the Nominating Committee.

**ARTICLE XI – Parliamentary Authority**

The most recently revised edition of Roberts Rules of Order shall be the standard for all parliamentary procedures of this Conference, subject to special rules which have been or will be adopted.

**ARTICLE XII – Amendments**

These Bylaws may be amended at a duly called meeting by a two-thirds vote of those present and voting provided that such amendments shall have been:

1. Recommended to the Conference by the Board of Directors or requested by the official action of not less than ten member churches, such request, including the official action, having been received by the Conference Secretary.
2. Mailed with notice of meeting to all voting members then known to the Conference Registrar not less than 60 days *prior to the meeting at which action on the proposed amendment is to be taken.*