

Southwest Conference United Church of Christ Bylaws

Approved 4/30/2011

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Definitions

Local Church/Congregation: Those 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.

Authorized Clergy (AC): All clergy with standing in the Southwest Conference.

Community: a network of people organized around the presence of Christ, which embraces a United Church of Christ identity and the values of the Southwest Conference, which exists within the geographical boundaries of the Conference and that has active standing held through the Committee on Church and Ministry.

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, Endowment Fund Management, Personnel and Committee on Church and Ministry). The Executive Board has sole authority for creating or discontinuing Standing Committees.

Task Force: A group built by the Executive Board for the purpose of completing a task. They will function until the EB deems that their work is completed. The size, purpose, and composition of any Task Force will be left to the discretion of the EB.

Temporary Committee: Any committee established by the EB for the purpose of meeting a present need. These committees will exist only to meet that need, and will dissolve when that need is fully met. The size, purpose, and composition of these committees will be left to the discretion of the EB.

Conference Delegates: Those 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 United Church of Christ.

Local Church Delegates: Delegates elected by their local church to represent their church at the Annual Meeting, or any Special Meetings, of the Southwest Conference

32 *Called Staff*: Conference staff who are authorized ministers and are exempt from the wage and
33 hour provisions of the Fair Labor Standards Act (FLSA).

34 *Employed Staff*: Conference staff who are not authorized ministers and are not exempt from the
35 wage and hour provisions of FLSA.

36 **Article I Mission/Purpose Statement**

37 A. The Mission Statement of the Southwest Conference reads:

38 We, the Southwest Conference of the United Church of Christ, are extravagantly
39 welcoming and affirming followers of Christ called to embody God's unconditional
40 justice and love.

41 B. To live out this mission as covenant partners, we affirm the core tasks of the
42 Southwest Conference are:

- 43 1. Caring for and overseeing clergy;
- 44 2. Equipping congregations, communities and clergy to do their best possible
45 ministry/accomplish their mission;
- 46 3. Building and maintaining relationships with the Conference's missional and
47 covenantal partners; and
- 48 4. Encouraging local church discernment and participation in shared mission by
49 engaging all covenant partners in dialogue that engenders relevance, courage
50 and adaptability.

51 C. In acting upon our mission, we must always be mindful of our shared common
52 values, which include:

- 53 1. Covenant relationships that are the fundamental basis of our shared mission;
- 54 2. Polity that acknowledges God speaks through each individual, and the voice
55 of God is always tested in Community under the guidance of the Holy Spirit;
- 56 3. Healthy and vital churches and communities of faith;
- 57 4. Networks and relationships to facilitate our shared mission;
- 58 5. Creative and innovative ministry opportunities for, to, and with youth and
59 young adults.
- 60 6. Clear commitment to justice and compassion;
- 61 7. Service and mission to communities of need;

62 8. Extravagant welcome and radical inclusivity; and

63 9. Courage to be a voice of prophetic witness.

64 D. These Bylaws state that the administrative structure of the Southwest Conference of
65 the United Church of Christ exists to facilitate organization and decisions necessary
66 to carry out our shared mission. In all things, these Bylaws are intended, under the
67 guidance of the Holy Spirit, to encourage rather than hinder our shared mission and
68 values.

69 **Article II Covenant Partnerships**

70 A. The Southwest Conference of the United Church of Christ recognizes that covenant is
71 of the essence of its existence and therefore shall enjoy and celebrate its relationship
72 with the General Synod of the United Church of Christ as that relationship is
73 described in the Constitution of the United Church of Christ. The Southwest
74 Conference shall also enjoy and celebrate its relationships with other organizations as
75 authorized by the membership of this conference.

76 B. The Southwest Conference further recognizes that it exists to live out its covenantal
77 relationship with the member congregations and communities that comprise the
78 conference, and shall do so by supporting those congregations in their missions and
79 ministries, enabling them as and when possible to accomplish what they could not do
80 alone; e.g., in planting new congregations, renewing existing congregations, and
81 making available training for clergy and laity.

82 C. In addition, the Southwest Conference shall provide services to its members in the
83 Search and Call process, following the policies and guidelines of the United Church
84 of Christ.

85 D. The Southwest Conference shall offer its guidance and direction to its members in
86 areas that affect those congregations' continuing health and future faithfulness to their
87 calling.

88 E. The Southwest Conference shall also encourage, empower, exhort, and even at times
89 admonish its members to enjoy and celebrate their covenantal relationship with each
90 other, the Southwest Conference, the wider United Church of Christ, and the
91 ecumenical church.

92 **Article III Responsibilities of the Southwest Conference**

93 A. RESPONSIBILITIES

94 The Southwest Conference shall perform all functions identified as those of a
95 Conference in the Constitution and Bylaws of the United Church of Christ.

96 B. SOUTHWEST CONFERENCE RESPONSIBILITIES

- 97 1. The Conference shall seek to undergird the mission and ministry of the local
98 churches, communities and ministers of which it is composed and of the General
99 Synod and the instrumentalities of the United Church of Christ.
- 100 2. The Conference shall seek to nurture the spiritual life and witness of its members.
- 101 3. The Conference shall participate with local churches, communities, and ministers
102 in the moral struggles of our time.
- 103 4. The Conference shall be an instrument of Christ's mission by helping to establish
104 new communities of faith, and assisting existing congregations in their effort to
105 remain vital and healthy.
- 106 5. The Conference shall provide a communications network among its members and
107 national instrumentalities.
- 108 6. The Conference shall maintain a depository for historical records and for such
109 records as any individual churches may entrust to it.
- 110 7. The Conference shall act as an association of the United Church of Christ in all
111 ecclesiastical functions.

112 C. RIGHTS AND RESPONSIBILITIES OF THE LOCAL CHURCHES AND
113 COMMUNITIES

- 114 1. The Conference shall respect and recognize the rights of the local church as set
115 forth in the constitution of the United Church of Christ which reads, "The
116 autonomy of the local church is inherent and modifiable only by its own action.
117 Nothing in the constitution and the Bylaws of the United Church of Christ shall
118 destroy or limit the right of each local church to continue to operate in the way
119 customary to it; nor shall be construed as giving to the General Synod, or to any
120 Conference or association now, or at any future time, the power to abridge or
121 impair the autonomy of any local church in the management of its own affairs
122 which affairs include, but are not limited to, the right to retain or adopt its own
123 methods of organization, worship and education; to retain or secure its own
124 charter and name; to adopt its own constitution and Bylaws; to formulate its own
125 covenants and confessions of faith; to admit members in its own way and to
126 provide for their discipline or dismissal; to call or dismiss its pastor or pastors by
127 such procedure as it shall determine; to own, manage and dispose of property and
128 funds; to control its own benevolences; and to withdraw by its own decision from
129 the United Church of Christ at any time without forfeiture of ownership or control
130 of any real or personal property owned by it."
- 131 2. Membership of a local church or community in the Southwest Conference
132 involves the following minimum rights and responsibilities:

- 133 a. Paying of the Conference per capita dues;
- 134 b. Financially supporting “Our Church’s Wider Mission;”
- 135 c. Participating in the Annual Meeting and any Special Meetings by delegates;
- 136 d. Supplying information requested by the Conference;
- 137 e. Recognizing that “actions by, or decisions or advice emanating from the
- 138 General Synod, a Conference or Association, should be held in the highest
- 139 regard by every local church,” (Constitution of the United Church of Christ;)
- 140 f. Recognizing the Conference as a ministry with the churches and communities
- 141 in our common life and service; and
- 142 g. Using the staff and facilities of the Conference in order to strengthen the life
- 143 and work of the local church/community, or to negotiate internal conflict in
- 144 the life of the congregation/community.

145 D. MEMBERSHIP

- 146 1. Members of the Southwest Conference are local churches, communities, and
- 147 authorized ministers who hold standing in the Conference.
- 148
- 149 2. Local churches are those within the geographic boundaries of the Conference
- 150 described in the Constitution of the United Church of Christ.
- 151 3. Communities are networks of people organized around the presence of Christ,
- 152 which embraces a United Church of Christ identity and the values of the
- 153 Southwest Conference, that exist within the geographical boundaries of the
- 154 Conference, and that have standing held through the Committee on Church and
- 155 Ministry.

156 E. DELEGATES

157 1. Local Churches

158 Local churches shall be represented in the meetings of the Conference by voting
159 delegates. The number of voting delegates representing each local church will
160 relate, in general, to the number of members of that church. Churches of five
161 hundred members or fewer shall be entitled to five delegates. Churches of more
162 than five hundred members shall be entitled to five delegates for the first five
163 hundred members, plus one additional delegate for every additional five hundred
164 members or fraction thereof. No church shall have more than a total of ten
165 delegates. The official number of members for a given local church will be that
166 number reported by the church to the Conference as of December 31st in the
167 preceding year. Each member church shall select its own delegates according to

168 its own policy. All delegates must be active members of a United Church of
169 Christ congregation within the geographical area of the Conference. Insofar as
170 possible, it is recommended that at least one delegate from each church be under
171 thirty (30) years of age, that both race and gender be considered in determining
172 church representation, and that delegates be key leaders in the congregation.
173 Insofar as possible, delegates to Conference shall represent their local church at
174 all Association Meetings.

175 2. Ministers

176 a. Authorized ministers who hold standing in the Southwest Conference shall be
177 voting delegates at meetings of the Conference, and they will not count in the
178 total number of delegates permitted to each church.

179 b. Authorized ministers holding standing in another denomination while serving
180 as a minister in a local church of the Southwest Conference will be voting
181 members if they currently hold Dual Standing in the Conference.

182 3. Communities

183 Member communities shall be represented in the meetings of the Conference by
184 voting delegates. Each community shall be entitled to five delegates.

185 4. Official Leaders

186 Officers, Executive Board members, and the Chairperson of the Nominating
187 Committee of the Southwest Conference, shall be delegates by virtue of office,
188 and shall not be counted as delegates from the congregation in which they hold
189 membership.

190 5. Honorary Delegates

191 The Conference may extend to persons who are not members of the Southwest
192 Conference an Honorary Delegate status by vote of the assembled delegates,
193 allowing voice but not vote.

194 6. General Synod Delegates

195 a. All delegates to the General Synod of the United Church of Christ shall be
196 elected by the Conference from among its members at its Annual Meeting with
197 the widest possible representation of the churches. The Nominating
198 Committee shall nominate delegates according to the Bylaws of the General
199 Synod.

200 b. All General Synod delegates shall be delegates to the Annual and Special
201 Meetings of the Southwest Conference with voice and vote.
202

203 F. SOUTHWEST CONFERENCE MEETINGS

204 1. Annual Meeting

205 a. The Conference shall meet annually at a time and place to be determined by
206 the Executive Board. Such meetings will normally occur at about twelve (12)
207 month intervals. Official notice of the meeting shall be made not less than
208 two months in advance. When possible, notice can be made by use of
209 electronic media.

210 b. The purposes of the Annual Meeting shall be to:

211 i. Provide an opportunity for fellowship among the churches of the
212 Conference;

213 ii. Elect Officers, Executive Board members, and other positions as
214 provided for in these bylaws;

215 iii. Receive the reports of the Officers, staff, committees, member churches
216 and organizations related to the Conference; iv. Approve the budget of
217 the Conference;

218 v. Adopt the mission objectives of the Conference when presented by the
219 Mission and Church Vitality Committee;

220 vi. Act on business forwarded to the meeting by the United Church of
221 Christ, churches, associations and the Executive Board of the Conference
222 according to standing rules.

223 vii. Transact any other business which may be properly brought before the
224 Conference.

225 viii. Elect, when necessary, a Conference Minister as recommended by the
226 Executive Board from the Search Committee.

227 2. Special Meetings

228 a. Special Meetings of the Conference shall be convened only under the
229 following rules:

230 b. By majority vote of a quorum of the Executive Board, or upon written
231 petition from at least twenty percent (20%) of the member churches directed
232 to the Moderator of the Conference.

233 c. The meeting will not be held sooner than forty-five (45) days and not later
234 than sixty-five (65) days from the vote of the Executive Board, or receipt of
235 the petition.

- 236 d. Notice of the Special Meeting shall be made not fewer than thirty-one (31)
237 days in advance. Use of electronic media is permitted when available.
- 238 e. The time and place of the Special Meeting shall be determined by the
239 Executive Board.
- 240 f. Actions taken at a Special Meeting shall be only on those matters for which
241 the meeting was specifically called.

242 3. Quorum

243 A quorum at any regular or special meeting of the Conference shall consist of
244 those ministers, delegates and officers of the Southwest Conference present,
245 provided fifty percent (50%) of the Conference churches and communities are
246 represented.

247 4. Voting (see: ARTICLE III,E,1, 2, 3, 4, 5, 6b and D,4,e below for persons eligible
248 to vote)

- 249 a. Regular business shall be decided by majority vote of the quorum.
- 250 b. Special or corporate business shall require two-thirds (2/3) majority vote of the
251 delegates present for passage. (Special or corporate business shall include sale
252 or disposal of real property, amendments to the Bylaws, the call or dismissal
253 of the Conference Minister, and approval of a special or new capital funds
254 budget.)
- 255 c. There shall be no vote by proxy or absentee ballot.
- 256 d. The delegates assembled in Special or Annual Meetings shall be the final
257 authority for affairs of the Conference.
- 258 e. Members of the professional and support staff of the office of the Southwest
259 Conference shall have voice but not vote. They may speak to any action that
260 is before delegates at a meeting of the Conference, but may not initiate an
261 action to come before that body.

262 All ministers with standing, officers of the Southwest Conference, and delegates
263 of member churches and communities shall have a vote in all meetings of the
264 Conference.

265 G. COMMITTEES

- 266 1. Permanent standing committees of the Southwest Conference shall be: the
267 Nominating Committee, the Personnel Committee, the Church and Ministry

- 268 Committee, Sections A and B, and the Endowment Fund Management
269 Committee,
- 270 2. The Executive Board shall designate those other committees that shall be called
271 standing committees.
- 272 3. All standing committees shall be responsible for filling vacancies on their
273 committee between Annual Meetings. Such interim appointments must be
274 confirmed by the Executive Board. Appointments by the committee are valid
275 only until the next Annual Meeting when such vacancy shall be filled by election.
- 276 4. The Nominating Committee shall serve between Annual Meetings to nominate
277 individuals to fill vacancies in offices. Such appointments are subject to
278 confirmation by the Executive Board.
- 279 5. Committee members shall be elected at the Annual Meeting of the Southwest
280 Conference.
- 281 6. Each committee shall review its purpose statement annually with the Executive
282 Board of the Southwest Conference.
- 283 7. Nominating Committee
- 284 a. The Nominating Committee shall consist of six (6) members elected by the
285 delegates at the Annual Meeting. The Committee shall include one member
286 from each of the five Historic Associations of the Conference and shall
287 represent the diversity of the Conference. There shall be a second person from
288 the greater Phoenix area on the Committee. The Nominating Committee shall
289 make all nominations to the Conference for officers and other elected persons,
290 applying, in so far as possible, affirmative action principles. Following
291 presentation of the Nominating Committee report to the delegates at the
292 Annual Meeting, there shall be an opportunity for nomination from the floor.
293 After a suitable period of time, an election shall be conducted. Nominees must
294 have agreed to serve if elected.
- 295 b. Terms of office shall be two (2) years. A person may serve no more than two
296 (2) terms and then shall not be eligible for re-election for a period of one (1)
297 year. Terms shall be staggered to allow one half of the committee's terms to
298 expire every two years.
- 299 8. Personnel Committee
- 300 a. The conference shall elect to the Personnel Committee four (4) members.
301 These persons shall be elected at-large from the Conference for a term of three
302 (3) years except that initially one will be elected for one (1) year, one will be
303 elected for two (2) years, and two will be elected for three (3) years. The

304 Moderator-Elect shall serve on the Personnel Committee as an Ex-Officio
305 Member with vote. The Conference Minister may attend all meetings with
306 voice but not vote.

307 b. The Personnel Committee shall be responsible for the administration of the
308 Personnel Policy of the Southwest Conference and for the conduct of a
309 periodic evaluation of all professional staff.

310 c. The Personnel Committee is accountable to the Executive Board and all
311 reports of its deliberations go to it, except for confidential matters as
312 determined by the Personnel Committee.

313 d. The Personnel Committee responds to requests from external constituencies
314 for personnel information/actions only with the consent of the Moderator and
315 the advice of legal counsel. A person may serve no more than two (2)
316 successive terms. The Committee shall select its own chairperson annually.

317 9. Committee on Church and Ministry, Section A- Pastoral Authorization

318 a. The Conference shall elect to the Committee on Church and Ministry, Section
319 A, twelve (12) members. There shall be at least four (4) lay members on the
320 committee. There shall be at least two (2) members from the Central Arizona
321 Association, and at least one from the other four Associations. Each
322 Association shall be represented by at least one (1) clergy.

323 b. The Committee on Church and Ministry, Section A, shall handle matters of
324 ministerial authorization according to the policies, practices and
325 recommendations of the United Church of Christ as well as its own rules, so
326 long as they are consistent with those of the United Church of Christ. Terms
327 of office shall be three (3) years. Terms shall be staggered such that members
328 are elected in three (3) classes, each with four (4) members. One successive
329 term is permitted. The Committee shall select its own chairperson annually.

330 c. Anyone asked to fill an unexpired term, and who serves less than 1.5 years in
331 that position, is eligible to serve a full term following that partial term, if
332 nominated and elected at the Annual Meeting, and to serve one successive full
333 term, if nominated and elected at the Annual Meeting.

334 d. Oversight actions that result in the change of ministerial authorization by the
335 Southwest Conference (SWC) Committee on Church and Ministry A (CoCAM
336 A) are subject to appeal. The appeal will be made to and heard by the
337 Executive Board (EB). The only grounds upon which an appeal can be made
338 will be regarding whether CoCAM A materially departed from the process
339 adopted by the SWC so as to guarantee consistency of policy implementation,
340 control access to confidential and sensitive material, promote information
341 sharing, and minimize politicization of an ecclesiastical authorization matter.

342 Only the minister under review whose authorization status changed as a result
343 of the Committees deliberations may file the appeal. An appeal must be filed
344 within 30 days of CoCAM A's decision. The EB must undergo a full
345 orientation to the process prior to hearing the appeal. Only those members of
346 the EB who are present for the orientation and for the entirety of the hearing
347 for the appeal may vote on the outcome of the appeal. Possible outcomes of
348 the vote include: affirmation that the process used was sufficiently consistent
349 with the one adopted by the SWC; acknowledgement that the process used
350 was in a sufficient way not the one adopted for use by the SWC. If the latter,
351 the EB will direct CoCAM A to reconsider the action, without materially
352 departing from the adopted process, policies, and procedures of the SWC.

353 10. The Committee on Church and Ministry, Section B

354 a. The Conference shall elect to the Committee on Church and Ministry, Section
355 B, nine (9) members. There shall be three (3) lay members on the committee.
356 There shall be at least two (2) members from the Central Arizona Association,
357 and at least one from the other four Associations.

358 b. The Committee on Church and Ministry, Section B, shall handle matters of
359 church standing and covenant relations according to the policies, practices and
360 recommendations of the United Church of Christ as well as its own rules, so
361 long as they are consistent with those of the United Church of Christ. Terms
362 of office shall be three (3) years. Terms shall be staggered such that members
363 are elected in three (3) classes, each with two (2) members. One successive
364 term is permitted. The Committee shall select its own chairperson annually.

365 c. Anyone asked to fill an unexpired term, and who serves less than 1.5 years in
366 that position, is eligible to serve a full term following that partial term, if
367 nominated and elected at the Annual Meeting, and to serve one successive full
368 term, if nominated and elected at the Annual Meeting.

369 d. CoCAM B is empowered to conduct ministerial oversight proceedings when
370 CoCAM A is unable to do so for reasons of conflict of interest.

371 11. Endowment Fund Management Committee (EFMC)

372 a. The conference shall elect 4 members to the Endowment Fund Management
373 Committee. These persons shall be elected at-large from the Conference for a
374 term of three (3) years except that initially one will be elected for one (1) year
375 and one for two (2) years, and two will be elected for three (3) years. The
376 Treasurer shall serve on the EFMC as an Ex-Officio Member with vote. A
377 person may serve no more than two (2) successive terms.

- 378 b. The purpose of the Committee is to manage the Conference endowment funds,
379 both undesignated and designated funds, to ensure the greatest return while
380 ensuring the funds are invested with the values of the Conference in mind.
- 381 c. The Endowment Fund Management Committee is accountable to the
382 Executive Board and all reports of its deliberations shall be provided to the
383 Executive Board.

384 **Article IV Mission and Church Vitality Committee (MCVC)**

385 A. PURPOSE/MISSION

386 The MCVC bears the responsibility for celebrating what's working in our
387 congregations; encouraging one another to go beyond our comfort zones; supporting
388 one another in our advocacy; listening to and appreciating our differing
389 perspectives; discovering new ways to address our common and differing
390 challenges; and advising the Executive Board regarding the mission of the
391 Conference. It shall undertake an annual evaluation to discern both whether or not
392 that mission is in keeping with the call of the Holy Spirit in our time, and whether
393 or not that mission maintains our relevance as an agent of transformation.

394 B. RESOURCES

395 The MCVC bears the responsibility for ensuring that every available resource, all
396 covenant partnerships, and all entities created by the Conference are being utilized to
397 enhance, ensure, and enable the mission of the Conference.

398 C. COMPOSITION/MEMBERSHIP

399 1. The MCVC shall be composed of one (1) delegate from every church with
400 standing in the Conference. The MCVC will also include the elected officers of
401 the Conference, and will be chaired by the Conference Moderator. Anyone
402 serving as a Conference representative to any of the National Bodies of the United
403 Church of Christ shall also be a member of the MCVC. Called staff of the
404 Conference will be granted voice without vote at all meetings of the MCVC. Each
405 local church bears responsibility for any expense incurred by its elected delegate
406 to attend the meetings of the MCVC.

407 2. Any person elected to serve on the MCVC as the representative of his/her local
408 church is responsible to attend all meetings of the MCVC. Absences shall be
409 reported to the Secretary of the Conference. Any elected representative to the
410 Board who is unable to attend can, with permission of her/his church governing
411 Board, send a proxy. If said proxy reports his/her attendance at the meeting to the
412 Secretary one full week in advance of the meeting, he/she will be granted voice
413 and vote.

- 414 3. In addition to attending faithfully all scheduled meetings of the MCVC, each
415 representative will covenant with the Conference to serve as interpreter of the
416 Conference Mission in and to his/her local church. At the very least, this should
417 include an oral report to the church following each MCVC meeting of the
418 important and relevant actions being undertaken by the Conference.
419 Representatives should also consider printed reports to their church governing
420 boards and other publications utilized by their local church for communication to
421 their active members (worship bulletins, newsletters, webpages, etc.).
- 422 4. Any member community operating within the boundaries of the Southwest
423 Conference may elect one representative from their organization to serve on the
424 Mission and Church Vitality Committee.

425 D. ELECTION

426 Representatives of the MCVC will be chosen by the respective local churches or
427 community to which they belong.

428 E. TERMS

429 MCVC members, whether lay or clergy, are eligible to serve for two consecutive
430 three (3) year terms. A local church or community has the option, if it so chooses, to
431 name a new delegate to represent it every year, but no one will be allowed to serve
432 more than two consecutive terms. Local churches and communities are responsible to
433 manage vacancies in terms. Terms will begin at the first MCVC meeting the delegate
434 attends. Churches or communities in the process of affiliating with the United Church
435 of Christ or the Southwest Conference, but without standing, may ask a member to
436 attend any meeting of the SWC Mission and Church Vitality Committee with voice
437 but not vote.

438 F. DUTIES AND RESPONSIBILITIES

- 439 1. The MCVC shall receive and review all written reports submitted by all other
440 entities of the Conference and discern the extent to which the mission of the
441 Conference is being either enhanced or compromised by their efforts.
- 442 2. The Conference Office and Staff bear the responsibility for providing all
443 representatives to the MCVC information sufficient to allow them to function with
444 full awareness of and preparation for the meetings at least one week in advance of
445 the next scheduled meeting of the MCVC.
- 446 3. The MCVC shall annually provide a list to the Nominating Committee identifying
447 which skills and/or passions it feels should be represented on the Executive Board,
448 and the main challenges the MCVC believes the Board should address. The

449 MCVC shall seek to compile that list as a means of ensuring the greatest possible
450 outcomes relative to the undertaking of our stated mission.

451 **G. MEETINGS**

452 1. The MCVC shall schedule two meetings each year, one in mid-spring and one in
453 mid-fall. The dates for those meetings shall be set and announced at the previous
454 year’s fall meeting of the MCVC. Those dates shall be communicated to all
455 churches prior to their Annual Meetings. The MCVC shall make use of all
456 current, affordable, and available technologies to reduce time and travel expenses
457 incurred by its members.

458 2. Meetings of the MCVC shall operate according to consensus. It shall not be the
459 practice of the MCVC to resolve dispute or conflict among the representatives by
460 vote.

461 **Article V Executive Board (EB)**

462 **A. MEMBERSHIP AND ELECTION**

463 1. The Executive Board shall be comprised of nine (9) members. All members of the
464 Executive Board shall be active members in a local church or community with
465 standing in the Southwest Conference. Those nine shall include the four officers
466 of the Conference, and five at-large members. At-large members will serve two
467 year terms and will be eligible for renewal at the end of their first term.

468 2. The Nominating Committee will present a slate of nominees to fill any vacancies
469 on the EB to the Annual Meeting delegates, who will vote up or down the entire
470 slate.

471 3. The Nominating Committee is asked to give strong consideration to representing
472 the full geography of the Conference in assembling the EB, but more weight is to
473 be given to ensuring that the skills and talents called for are present if at all
474 possible.

475 4. Any vacant unexpired term will be filled by consent of the Nominating
476 Committee. Anyone asked to fill an unexpired term, and who serves less than one
477 year in that position, is eligible to serve two full terms following that if nominated
478 and if elected at the Annual Meeting. For purposes of Arizona law concerning the
479 governance of 501(c) 3 corporations, the Executive Board serves as the de facto
480 Board of Directors of the Southwest Conference.

481 **B. RESPONSIBILITIES OF THE EXECUTIVE BOARD**

482 1. The EB shall have the policy-making responsibilities of SWC between the
483 meetings of the Conference. This shall include coordinating current programs and

- 484 projects, establishing new churches, developing priorities consistent with the
485 mission of the SWC, and long range plans and strategies. The EB shall make
486 decisions with respect to staff and take action on financial matters as may be
487 necessary or required.
- 488 2. The EB shall control and manage all property of the Conference, and whenever
489 they shall deem it for the best interest of the Conference may assign, buy,
490 mortgage, lease, sell, or convey any real or personal property. The deeds,
491 conveyances, notes, mortgages, pledge agreements, trust deeds, and any
492 instruments required in such authorized transactions shall be signed by any two
493 (2) of the following: the Moderator of the Conference, the Moderator-Elect, he
494 Secretary, or the Treasurer, who shall affix the Conference Seal to such
495 instruments. The EB shall designate the officers or persons who shall have the
496 power to sign receipts, endorse checks, deposit funds, and draw checks or other
497 orders for withdrawal of funds belonging to the Corporation.
- 498 3. Whenever the EB shall authorize the execution of delivery of a conveyance or real
499 property to a United Church of Christ, it shall be the policy to include in such
500 conveyance a “Reversionary Clause” providing in substance for the reversion of
501 the title to the Conference in the event the grantee shall cease to be or function as
502 a United Church of Christ, or shall fail and neglect to conform to any other
503 condition that may be prescribed by the grantor in said conveyance. There will be
504 a recommendation that such “Reversionary Clause” be included in the Bylaws of
505 the Church.
- 506 4. The EB shall make an Annual Report to the Conference.
- 507 5. The EB shall have the power to interpret these Bylaws.
- 508 6. The EB shall have the authority to create task forces or temporary committees in
509 order to facilitate the work and mission of the Conference.
- 510 7. Meetings of the EB are open to members of the Conference, except that Executive
511 Sessions may be called to discuss sensitive personnel matters and certain legal
512 issues.
- 513 8. Upon notice of a vacancy in the office of the Conference Minister, the EB will
514 recommend and appoint a Conference Minister Search Committee composed of
515 nine (9) to eleven (11) members. In addition, the Moderator or Moderator-Elect
516 may serve Ex-Officio with voice but not vote. Search Committee members will
517 represent a cross-section of the membership of the churches and associations. The
518 EB will appoint a chairperson from among the members of the Search Committee.

519 9. Meetings of the EB may be conducted with the use of available technology to
520 reduce time and travel costs. All votes taken during and recorded at meetings held
521 by use of this technology are binding.

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

523 C. OFFICERS

524 1. Officers of the Conference shall be the Moderator, who is also the Chairperson of
525 the MCVC and the EB; The Moderator-Elect; the Secretary; and the Treasurer.
526 All officers serve with voice and vote on both the MCVC and the EB.

527 2. Election and Terms

528 1. All Officers shall be elected by the Conference at the Annual Meeting.

529 2. Terms of office shall be two (2) years. The Moderator Elect shall serve one (1)
530 year as Moderator-Elect and succeed to the office of Moderator without
531 subsequent election. The Secretary and Treasurer may serve two (2)
532 consecutive terms, but then are ineligible for re-election to the EB for a full
533 two years following their time of service.

534 3. Duties

535 a. Moderator

536 The Moderator shall preside at all meetings of the Conference, its MCVC
537 and EB; make a report to the Annual Meeting of the Conference; and do
538 such other duties as requested by the EB or the MCVC. The Moderator
539 shall consult with the Conference Minister.

540 b. Moderator-Elect

541 The Moderator-Elect shall assume the duties of the Moderator in his/her
542 absence, or when requested by the Moderator to do so, and others duties as
543 prescribed by the MCVC or the EB.

544 c. Secretary

545 The Secretary shall record the minutes of all meetings, issue the call to the
546 meetings of the Conference, and conduct such correspondence as
547 requested by the MCVC or the EB.

548 d. Treasurer

549 The Treasurer shall maintain the financial records of the SWC and shall be
550 responsible for income, expenditures, investments, and other financial
551 business. The Treasurer shall report annually to the Conference. An audit
552 or special review shall be conducted annually.

553 The Treasurer shall report to the MCVC, the EB, and the Annual Meeting
554 of the Conference.

555 In the event of the absence of both the Moderator and the Moderator-
556 Elect, the Treasurer shall preside at the meetings of the EB and the MCVC.

557 **Article VI. Ministries of the Southwest Conference**

558 A. PURPOSE

559 Designated Ministries of the Southwest Conference will be formed to facilitate the
560 mission of the Conference, to build a network of allies from within and outside the
561 Conference to support that mission, to identify any resources that would help our
562 covenant partners fulfill that mission, and to find effective ways to communicate
563 relevant information to those engaged in that mission.

564 B. COMPOSITION

565 All Ministries of the SWC will remain open to those who feel called to, qualified for,
566 and passionate about the undertaking of the specific purpose for which the Ministry is
567 formed. Each year the Mission and Church Vitality Committee will guide each
568 Ministry and affiliated group to reflect the spirit of inclusion; mutuality; awareness
569 of, solidarity with, and advocacy for the needs of diverse communities.

570 C. MEETINGS

571 1. Each Ministry will bear responsibility for organizing itself, and for scheduling
572 meeting times and locations that enable its participants to be fully engaged in the
573 work of the Ministry. The use of appropriate and available technology to support
574 time and cost efficiency is strongly encouraged.

575 2. All meetings of the Ministries of the SWC will operate with consensus.

576 3. Each year that a Ministry continues to operate, it will appoint a Chair and a
577 Recording Secretary. It will inform the Conference Office who it has appointed to
578 fill these roles. The Chair will work with Conference Staff to arrange and organize
579 its meetings. The Recording Secretary will document the content of the meeting
580 discussions, and record any actions agreed to by the Ministry. Copies of the
581 minutes of Ministry meetings are to be filed with the Conference Office.

582 D. BUDGET

583 The Budget of the SWC will include line items for each Ministry called for by the
584 Executive Board. Those budgeted funds are to be used to cover the meeting
585 expenses of the Ministry. If any Ministry anticipates budgetary expenses in
586 addition to meeting costs, that request must be to the Executive Board no later
587 than sixty days prior to the fiscal year for which the funds are being requested.

588 **Article VII Conference Minister and Staff - Personnel**

589 A. DUTIES

- 590 1. The Conference Minister shall be an ordained minister in full standing with the
591 United Church of Christ and shall be the Chief Executive Officer of the
592 Conference in accordance with the policies established by the EB.
- 593 2. It shall be the Conference Minister's duty to be informed in regard to every phase
594 of the work undertaken by the Conference.
- 595 3. It shall be the Conference Minister's special duty to organize, direct, and
596 coordinate all the work of the conference so that each phase of the work may be
597 done with the greatest efficiency, economy, and Christian concern.
- 598 4. The Conference Minister shall represent the Conference before the churches and
599 in all ecumenical and interfaith gatherings, unless the Conference specifically
600 provides otherwise.
- 601 5. The Conference Minister shall be a Pastor to all the ministers and churches, and
602 shall be available to assist in pastoral placement.
- 603 6. The Conference Minister shall be an advisory and ex-officio member of all
604 Boards, Committees, and Ministries of the Conference with voice but not vote.
605 The Conference Minister shall make a report to each meeting of the Executive
606 Board and be accountable to the Executive Board.

607 B. ELECTION

- 608 1. The Conference Minister shall be elected and called by the Conference upon
609 nomination by the Executive Board and shall serve for an indefinite period.
- 610 2. The Conference Minister's call agreement can be ended with two (2) months
611 notice only by either the Conference Minister submitting a letter of resignation to
612 the EB, or by a 2/3 majority vote of the delegates at an Annual or Special meeting
613 of the Conference, provided notice has been mailed to all members 31 days in
614 advance of the meeting. The dismissal may be in less than two (2) months if
615 mutually agreed to by the EB and the Conference Minister.

616 3. In case of a vacancy in the office of Conference Minister, the EB shall have
617 power to appoint a Conference Minister ad interim.

618 C. PROFESSIONAL ASSOCIATES AND OTHER STAFF

619 1. The staff shall be employed or dismissed as follows:

620 a. Professional Associates of the Conference Minister shall be called and elected
621 by the Executive Board upon nomination by a subcommittee in consultation
622 with the Conference Minister. Such Associates serving under specific job
623 descriptions will be supervised by the Conference Minister and accountable to
624 the Conference Minister and the EB.

625 b. Professional Associates shall serve for an indefinite period of time which shall
626 end with two months notice only by either the Professional Associate
627 submitting a letter of resignation to the Executive Board, or by the
628 recommendation and approval of the Conference Minister and the Executive
629 Board.

630 c. Clerical staff and other office support staff shall be selected, employed, and
631 dismissed by the Conference Minister, in accordance with the Personnel
632 Policies and Procedures of the SWC.

633 ~~d. Rates of compensation and other benefits pertaining to all staff members shall~~
634 ~~be recommended by the Executive Board and approved by the Mission and~~
635 ~~Church Vitality Committee.~~ d. Rates of compensation and other benefits
636 pertaining to Called Staff shall be decided by the Executive Board and set
637 forth in their Call Agreement.

638 **Article VIII Rules of Order**

639 A. The rules contained in the current edition of *Robert's Rules of Order Newly Revised*
640 shall govern the Southwest Conference of the United Church of Christ in all cases to
641 which they are applicable and in which they are not inconsistent with these Bylaws
642 and any special rules of order the Southwest Conference of the United Church of
643 Christ may adopt.

644 B. The SWC permits the use of available technology to conduct meetings of all boards
645 and committees. Any decisions reached while using technology designed to enhance
646 communication and reduce cost shall be deemed binding and effective. Such
647 decisions shall be reflected in the minutes of that board or committee.

648 **Article IX Dissolution Clause**

649 A. Upon Dissolution of the Conference, no part of its property, not any of its proceeds
650 thereof, not any of its net assets shall be distributed to or insure to the benefit of any
651 members of the Conference that are not registered 501(c)3 corporations.

652 B. Upon said dissolution, after paying or adequately providing for the Conference's
653 debts and obligations, the Directors of persons in charge of liquidation shall distribute
654 all of the Conference's said remaining property, proceeds and net earnings, as
655 directed by the members of the Conference, to a fund, foundation or church organized
656 and operated exclusively for religious or charitable purposes that is a subsidiary of or
657 affiliated with the United Church of Christ or any successor thereto.

658 **Article X Endowment Fund**

659 The Southwest Conference is authorized to establish a segregated Endowment Fund
660 to receive and administer all legacies, conditional gifts, and trust funds which are to
661 be employed and disbursed only for the uses and purposes for which they have been
662 received and held, and for the uses and purposes that are in keeping with the mission/
663 program of the Southwest Conference. The endowed funds are to be invested and
664 reinvested in accordance with the policy guidelines and under the general direction
665 established by the Endowment Fund Management Committee and approved by the
666 Executive Board, and in keeping with the provisions of the Arizona statutes.

667 **Article XI Amendments**

668 A. The Bylaws may be temporarily amended by a 2/3 vote of the Executive Board, but
669 such vote is only binding until the next scheduled meeting of the Conference.
670 Proposed amendments to the Bylaws must be in writing to the Executive Board one
671 full week before any meeting at which the temporary amendment will be considered.

672 B. Any Bylaws amendments enacted by 2/3 vote of the Executive Board must be
673 submitted for vote at the next schedule meeting of the Conference, and will be
674 permanently ratified only after a 2/3 vote of the delegates at the meeting. Such
675 amendment proposals must be sent to all churches and clergy of the Conference one
676 month prior to the scheduled meeting.

677 C. The Bylaws may be amended by a 2/3 vote of any scheduled and duly called meeting
678 of the Conference. Amendments must be sent to all members of the Conference one
679 month prior to the scheduled meeting.

680 **CERTIFICATION**

681
682 I hereby certify that the foregoing bylaws were duly adopted by the Annual
683 Meeting of the Corporation as of the 21st of April, 2018.

684
685
686 _____
687 Karen Richter, Secretary