

Adopted, October, 2021

BYLAWS OF THE CENTRAL ATLANTIC CONFERENCE
OF THE
UNITED CHURCH OF CHRIST

ARTICLE I - PURPOSE

The Central Atlantic Conference of the United Church of Christ exists to provide its Associations, Churches, clergy and laity with an extensive and varied support system, challenging them to a higher, broader and deeper vision of Christian ministry; strengthening and sustaining them in their efforts to be faithful in mission, and linking them to wider church agencies and each other; to lift up and celebrate our unity in Christ, the gift of our heritage and the richness of our diversity; and to be an agent of mission in our society and the global community.

The purpose of the Conference, in all its elements, is to support, challenge and strengthen the local churches, bringing them together in community and mission and in relation to the larger church and society, consistent with the Constitution and Bylaws of the United Church of Christ.

In order to fulfill that purpose, all appointments called for in these Bylaws shall be made in such a way as to assure reasonable and useful diversity in a variety of areas, including but not limited to, residence, cultural background, expertise, age, race, gender, gender identity or expression, sexual orientation, disabilities and clergy-lay representation.

ARTICLE II - MEMBERSHIP

Section 1. Members The following shall be members of the Conference:

- a) All local churches and authorized ministers who have standing in the Potomac Synod of the Evangelical and Reformed Church and in the Associations of The Middle Atlantic Conference of Congregational Christian Churches at the time the Articles of Consolidation of the aforesaid Synod and Conference shall have been adopted.
- b) Such other local churches and authorized ministers as may thereafter be granted standing and have maintained standing in any Association of the United Church of Christ within the boundaries of the Conference or by the Conference itself.

- c) A local church with standing in an association may have its standing terminated by vote of the congregation according to its own bylaws, and notification to the association. A minister with standing may request termination of their standing in writing to the Association.
- d) An Association may terminate the standing of a local church or a minister.

Section 2. Privileges and Responsibilities All members of this Conference are entitled to participate fully in all the privileges and responsibilities of the Conference, subject to the limitations contained in the Constitution and Bylaws of the United Church of Christ currently in force and as they may be subsequently amended.

Section 3. Voting Members

The following shall constitute the voting members of the Conference:

- a) Each local church shall be entitled to representation at meetings of the conference by the clergy leadership or chief lay officer designated by the local church and two lay delegates, and one additional lay delegate provided such delegate is under thirty years of age, each of whom shall be entitled to one vote.
- b) Each authorized minister who has standing as specified in Section 1 of this article shall be a voting member.
- c) Members of each Association's governing body, members of the Conference Board of Directors, and the Conference delegates to the General Synod shall each be entitled to one vote.

ARTICLE III - MEETINGS

Section 1. Annual Meeting

- a) Time and Method. The Annual Meeting of the Conference shall be held at such time and method as shall have been fixed by the Conference at the last preceding Annual Meeting, or in the event of the failure of such action, or in other emergencies, by the Board of Directors.
- b) Role of Board of Directors. The Board of Directors shall plan and administer the operations of the Annual Meeting. It may appoint committees as required to plan and oversee the Annual Meeting. It shall publish an accurate account of the Annual Meeting for distribution to members of the Conference.
- c) Functions. The Annual Meeting shall:

- 1) Establish major goals and objectives for the Conference program for the forthcoming year in light of program recommendations from the Associations and/or the Board of Directors.
 - 2) Act to continue programs on the basis of performance evaluations.
 - 3) Act on proposals from local churches, from delegates, from Associations of the Conference, the Board of Directors, and from the United Church of Christ.
 - 4) Elect Conference officials as specified in these Bylaws, after receipt of a report from the Nominating Committee. Additional nominations may be made from the floor, except as otherwise provided by these Bylaws.
 - 5) Involve the delegates in the ongoing work of the Conference through planned opportunities for information sharing, decision-making, corporate worship, and personal fellowship.
- d) Delegates may participate in a meeting via a means of communication that enables all members to simultaneously hear each other, and such a participant shall be deemed to be present at the meeting. The delegates may vote by mail or electronic means if the number of ballots cast equals at least a quorum.

Section 2. Special Meetings Special Meetings of the Conference shall be called by the Board of Directors when it deems such meetings necessary or on petition to it of at least ten percent of the local churches composing the Conference. Only such business as shall be stated in the call of the meeting and set forth in the notice thereof may be transacted at such meeting.

Section 3. Notice of Meetings Notice of the time and method of the Annual Meeting of the Conference and notices of Special Meetings stating the time, method, and purpose of such Special Meeting shall be sent under the direction of the President to each member of the Conference at least thirty days prior to the date of such meeting.

Section 4. Quorum and Procedures

- a) Quorum The quorum will be defined as the lesser of either a minimum of 25% of the eligible voting delegates, or a total of 100 eligible voting delegates.
 - 1) At least 40% of the quorum shall be clergy and at least 40% of the quorum shall be lay people.
 - 2) The quorum shall be determined immediately prior to the convening of the first plenary session at the Annual Meeting.
- b) Parliamentary Authority The most recent edition of Robert's Rules of Order shall

govern all questions of order except as set forth in these Bylaws or in the standing rules adopted at the Annual Meeting.

Section 5. Resolutions

- a) Definition A resolution is a statement of concern with recommendation for action, approved by the Conference and directed primarily to local churches and the public; also a formal proposal or request by the Conference to the General Synod.
- b) Initiation Any local church which is a member of the Conference, any group of ten or more members of one or more such local churches, any Association within the Conference, or the Board of Directors may propose a resolution to be acted upon at a meeting of the Conference. Each proposal shall be accompanied by the name and address of the sponsor and the name and address of one or more advocates who could defend the proposal before appropriate committees or task forces of the Conference, the Board of Directors, or the assembled Conference in session. For the purposes of this section, the term "local church" shall be construed to mean the congregation or any person or organized body authorized by that congregation to act in its behalf.
- c) Receipt Each proposal shall be forwarded in time to reach the Conference Minister at least sixty days before the date of the meeting at which the action is to be taken. Upon receipt, each proposal shall be carefully reviewed by the Conference Minister to avoid duplication and to assure that each proposal is factually correct and in proper form. Any proposal not received at least 60 days before the date of the meeting may be received for consideration upon the affirmative vote of two-thirds of the voting members present and voting.
- d) For Associations Only The two-thirds rule is waived for any proposal approved at a meeting of an Association and received at the Conference office at least thirty days prior to the Conference meeting.
- e) Distribution A copy of each proposal received by the Conference Minister as indicated above, revised as necessary, shall be distributed with the call of the meeting. Any proposals received after the deadline date must be received in sufficient copies for further distribution to the committee, task force, or person having cognizance of the subject matter, and to any other person or group suggested by the sponsor and shall be distributed by mail if at all feasible, or shall be distributed at the meeting.
- f) Adoption Resolutions shall be adopted upon the affirmative vote of a majority of the voting members present and voting.

- g) Dissemination Those proposals that are adopted shall be distributed to the local churches and ministerial members for study and action. Adopted proposals may be distributed to public or other officials and/or to the news media for dissemination.

Section 6. Actions Affecting Conference Finances Any proposal that affects the Conference finances, or staff time, to the extent of an amount equal to one per cent or more of the proposed budget, either as a Budget item or outside the Budget, shall be brought to the attention of the Board of Directors for review and recommendation prior to action at the meeting where such action is required. (see Article III Section 5-c)

Section 7. Open Meetings The policy of the Conference shall be that all meetings of the Conference, the Board of Directors, and its bodies shall be open to the public. Exceptions may be made when confidential matters such as matters regarding personnel, ministerial standing and/or possible legal action or legal advice will be considered.

ARTICLE IV - OFFICERS

Section 1. Officers The officers of the Conference shall be a President, Vice-President, Moderator, Associate Moderator, Secretary, Treasurer, Assistant Treasurer and the Conference Minister

Section 2. President and Vice-President The President and the Vice-President of the Board of Directors shall be, respectively, the President and Vice-President of the Conference. They shall normally serve one-year terms, with the expectation that they will serve two consecutive terms to provide continuity.

- a) The President shall sign and execute in the name of the Conference all deeds, mortgages, bonds, contracts, or other instruments as are authorized by the Board of Directors to be signed on behalf of the Conference and may delegate to the Conference Minister or some other Officer this function in their absence.
- b) The Vice-President shall perform the duties of the President in the absence of, or at the request of, the President. Should a vacancy occur in the office of President, the Vice-President shall assume the duties of the President until such time as a President has been chosen for a full term or has been appointed by the Board of Directors

Section 3. Election The Conference shall elect at its Annual Meeting for a term of one year the President and Vice-President of the Conference; the Moderator and Associate Moderator. The Conference shall elect at its Annual Meeting: in even numbered years, a Treasurer for a term of two years; and in odd numbered years, a Secretary, and an Assistant Treasurer for terms of two years.

Section 4. Term of Office Officers elected by the Conference shall begin their terms immediately following the close of the meeting at which they are elected or appointed. All officers shall serve until their successors have been elected. With the exception of the Moderator, Associate Moderator and Conference Minister (who is not elected), officers shall be eligible to serve two full consecutive elected terms. On completion of the second full term, such officers shall be ineligible for election to the same office for a period of one year.

Section 5. Moderator The Moderator shall preside at all meetings of the Conference; shall appoint all committees which function only during meetings of the Conference; and shall decide questions of order.

Section 6. Associate Moderator The Associate Moderator shall perform the duties of the Moderator at the request of, or in the absence of, the Moderator.

Section 7. Secretary The Secretary shall keep an accurate record of the proceedings of the Conference meetings and shall serve also as Secretary of the Board of Directors.

Section 8. Treasurer The Treasurer shall oversee the receipt and proper disbursement of all funds and other assets, including Our Church's Wider Mission and other benevolence contributions. The Treasurer shall regularly review financial reports and present such reports to the Board of Directors. The Treasurer shall report on the financial operations and make recommendations at each meeting of the Board .

Section 9. Assistant Treasurer The Assistant Treasurer shall perform the duties of the Treasurer at the request of, or in the absence of, the Treasurer.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Composition The Board of Directors shall consist of the President, Vice-President, Moderator, Associate Moderator, Secretary, Treasurer, Assistant Treasurer and members elected as hereinafter provided. The Conference Minister and Associate Conference Ministers and chairs or duly appointed representatives of Board-appointed committees shall be ex officio members of the Board of Directors with voice but not vote.

Section 2. Election Each Association within the Conference shall be entitled at each Annual Meeting to certify to the Conference Nominating Committee the name of one member of one of the local churches which have standing in such Association for nomination as a member of the Board of Directors, and the name of this person shall be placed in nomination by the Nominating Committee to be elected to the Board of Directors by the Conference for a term of three years; if such nominees shall have been

nominated by election at a regular meeting of their Associations, then no additional nominations shall be accepted.

- a) The Nominating Committee also shall present at each Annual Meeting names of members of local churches that have standing in the Associations, two of which are to be elected at each Annual Meeting as members at large of the Board of Directors for a term of three years.
- b) Members of the Board of Directors, who are not Officers, may be re-elected once and shall take office at the close of the meeting at which they are elected.
- c) A non-Officer member of the Board of Directors shall be eligible for election to two consecutive three-year terms, in addition to whatever portion of an unexpired term the member may fill.
- d) A member of the Board who misses two consecutive meetings of the Board without notifying the Board President in advance may be disqualified from serving as a director, and that director's Association or the Nominating Committee (whichever is appropriate) shall name a substitute member of the Board to serve the unexpired term of the disqualified director.
- e) Members of the Board of Directors may participate in a meeting via a means of communication that enables all members to simultaneously hear each other, and such a participant shall be deemed to be present at the meeting.
- f) Members may vote by mail or electronic means if the number of ballots cast equals at least a quorum.

Section 3. Organization Members of the Board of Directors shall take office at the close of the meeting at which they are elected, or upon appointment if appointed to fill a vacancy. Immediately following the Annual Meeting of the Conference, the Board of Directors shall meet and organize itself and assign responsibilities to the individual Directors.

Section 4. Meetings The Board of Directors shall meet as required. A majority of the directors shall constitute a quorum. At the President's direction, at least seven days' notice of each meeting of the Board of Directors shall be provided to each Board member and the proposed agenda will be sent in advance of the board meeting.

Section 5. Duties All actions, except as otherwise may be provided in these Bylaws, shall require the affirmative vote of a majority of the Board present and voting at the meeting. The Board of Directors is responsible for the oversight and management of the Conference and shall:

- a) Set policy, plan for the future, and evaluate present work and functioning of the Conference with staff advice. The Board shall take into account the needs and

concerns of local churches and Associations, decisions of Annual Meeting, priorities and resolutions adopted by General Synod, and other events in order to say which matters the Conference can and should address effectively.

- b) Coordinate the implementation of Conference-wide programs in the Associations.
- c) Be responsible for the strategic planning, budgeting, and evaluation of the use of Conference resources.
- d) Determine Human Resources policy for the Conference Minister, Associate Conference Ministers, and all other persons employed by the Conference.
- e) Be responsible for carrying out the constitutional and legal requirements of these Bylaws and the Articles of Consolidation.

Section 6. Vacancies In the case of a vacancy in the office of President of the Board of Directors, the Vice-President shall assume the duties of the President until the Conference at Annual Meeting elects a President for a full term or until the Board of Directors appoints a new President. Unless otherwise provided herein, the Board of Directors shall fill all vacancies in office or in the membership of the Board until the next Annual Meeting of the Conference at which time the Conference shall elect a person to fill the unexpired portion of the term. In filling the unexpired term of a Board member who has been certified by an Association, the Board shall fill the vacancy with a person nominated by the appropriate Association Council or Board.

Section 7. Executive Committee

- a) The following members of the Board of Directors shall constitute the Executive Committee: President, Vice President, Secretary, Treasurer, Assistant Treasurer, the Conference Minister and the Board Members who serve as chairs of the Board of Directors' Working Groups.
- b) Meetings of the Executive Committee may be called as needed to carry out the business of the Conference between the regular meetings of the Board of Directors. These meetings may be called upon the request of three (3) members of the Executive Committee, the President, or the Conference Minister. A quorum shall consist of a majority (excluding any vacancies) of the Executive Committee.
- c) The Executive Committee shall be subject to the direction of the Board of Directors, and none of its actions shall conflict with actions of the Board of Directors. All actions of the Executive Committee shall be reported in a timely manner to each member of the Board of Directors.
- d) Executive Committee members may participate in a meeting via a means of communication that enables all members to simultaneously hear each other, and

such a participant shall be deemed to be present at the meeting. The Committee may vote by mail or electronic means if the number of ballots cast equals at least a quorum.

Section 8. Nominating Committee.

- a) The Nominating Committee shall be composed of the Vice-President of the Board of Directors, as chair, and one member of each Association, appointed or elected by such Association for a term of two years. Each member shall be a member of a local church that has standing in an Association.
- b) The Nominating Committee shall be responsible for receiving, certifying, and placing in nomination the names of those individuals designated by their respective Associations as nominees to the Board of Directors for election by the Annual Meeting of the Conference in accordance with these Bylaws.
- c) The Nominating Committee shall nominate and present to each Annual Meeting the names of individuals who are to be elected at the Annual Meeting of the CAC as members -at-large of the Board of Directors for a term of three years, two of which are to be elected at each Annual Meeting of the CAC. Each nominee shall be a member of a local church that has standing in an Association.
- d) The Nominating Committee shall nominate and present to each Annual Meeting the names of individuals for election by the Annual Meeting to serve as officers of the Conference. Each nominee shall be a member of a local church that has standing in an Association.
- e) The Nominating Committee shall offer names of individuals to the Board of Directors for appointment to complete unfulfilled terms of officers and members-at-large. Each shall be a member of a local church that has standing in an Association.
- f) The Nominating Committee shall collaborate with the Conference Minister in preparing the names of individuals for nomination to the Boards and Committees of the National Bodies of the United Church of Christ in accordance with the By-Laws of the United Church of Christ and report such nominations to the Board of Directors.

Section 9. Functional Organization. The Board of Directors shall organize itself into one or more Working Groups for the purpose of conducting Board business. The chair of each Working Group must be a member of the Board of Directors. In addition, the Board of Directors may appoint other individuals or groups, not necessarily from the

Board of Directors, as needed to implement the programs and promote the mission of the Conference as follows:

- a) Standing Committees to be responsible for continuing functions of the Conference.
- b) A Task Force or an individual to be responsible for a particular task for a specified period of time not to exceed three (3) years, such task defined so as to include necessary financial and staff resources. The mandate of a Task Force may be renewed.
- c) Individuals to be Conference representatives to external organizations.
- d) All such appointed committees, task forces or individuals shall be accountable to the Board of Directors through a specified Working Group.

ARTICLE VI - THE CONFERENCE MINISTRY

Section 1. The Conference Minister

- a) Call
 - 1) The Conference shall call a Conference Minister.
 - 2) The Board of Directors shall serve as a nominating committee, and the procedures in the current Bylaws of the United Church of Christ for "Calling a Pastor" shall be used in the selection process. When a vacancy or potential vacancy exists, the Board of Directors shall appoint a broadly based search committee to aid in this effort.
- b) Functions - With respect to the Conference itself, the Conference Minister shall:
 - 1) be the spiritual leader and the chief executive of the Conference;
 - 2) be responsible to the Conference and the Board of Directors, and make regular reports to them;
 - 3) provide prophetic leadership relating the Gospel to the issues of society and the conditions of people;
 - 4) coordinate the program adopted by the Conference or the Board of Directors, encouraging adequate emphasis on each facet of the program, and seeking to avoid duplication of work and conflicting priorities
 - 5) be a pastor to the churches and pastors of the Conference along with the

Associate Conference Ministers;

- 6) maintain the official records of the Conference; and
 - 7) be accountable for the implementation of policies involving Conference financial matters, including provisions for assuring adequate oversight of such financial matters.
- c) With respect to the United Church of Christ, the Conference Minister shall:
- 1) be the liaison between the Conference and the General Synod, the officers, and the instrumentalities of the United Church of Christ, transmitting their programs to the appropriate elements of the Conference in order that the local churches may be better informed and bound together in service;
 - 2) forward recommendations of the local churches and other elements of the Conference to the proper instrumentalities or other organizations of the United Church of Christ;
 - 3) certify the elected delegates to the General Synod; and
 - 4) perform the responsibilities of a Conference Minister as stated in the Constitution and Bylaws of the United Church of Christ.
- d) With respect to other denominations, religious groups and ecumenical organizations, the Conference Minister shall serve as the principal intermediary for the Conference with the ecumenical agencies functioning within the borders of the Conference; and see that proper and effective representation of them is made to the local churches.
- e) Incapacitation.
- 1) In the event that the Conference Minister is temporarily unable to perform their duties as Conference Minister, the Board of Directors shall be responsible for appointing leadership as required.
- f) Separation.
- 1) Should the Conference Minister desire to resign the office, at least ninety days notice shall be given to the Conference Board of Directors.
 - 2) Upon the recommendation of the Board of Directors, the Conference may remove the Conference Minister from their office in a regular or special called meeting.

- 3) The notice of such meeting shall include the proposed action and the proposed effective date for the termination.
- 4) Removal shall be by a two-thirds vote of the members present and entitled to vote at the meeting.
- 5) Should a vacancy occur in the position of Conference Minister through resignation, retirement, removal, or other cause, the Board of Directors shall be responsible for appointing such leadership as may be required to sustain the operations of the Conference.

Section 2. Associate Conference Ministers.

a) Call

1. When a vacancy or potential vacancy exists for an Associate Conference Minister, the Board of Directors shall appoint a search committee, which will utilize the search and call policies and procedures of the United Church of Christ.
2. The search committee shall be convened by the Conference Minister and shall support the Conference Minister in the search process.
3. If an Associate Conference Minister is to serve a particular Association, at least one-third of the search committee members shall be selected from that Association.
4. Upon completion of the search process, the Conference Minister, in consultation with the search committee, shall recommend their selection of the Associate Conference Minister to the Board of Directors for a vote on final approval.

b) Functions

1. Upon the call of an Associate Conference Minister, and periodically thereafter, the Conference Minister and the Associate who has been called shall together develop a work plan with consideration of the Association's goals and needs, including the details and functions of the position, for presentation to and affirmation by the Working Group of the Board of Directors delegated with Human Resources responsibilities.
2. Ongoing evaluation and review of work responsibilities will be undertaken according to Conference Human Resources policies.

c) Separation.

1. Should an Associate Conference Minister desire to resign or retire, at least 90 days notice shall be given to the Conference Minister.
 2. An Associate Conference Minister may be removed by a two-thirds vote of the Board of Directors. Such action shall be taken upon the recommendation of the Working Group of the Board of Directors delegated with Human Resources responsibilities and the Conference Minister.
 3. The Conference's Personnel Policies and Procedures shall be followed in this process. If there is an inconsistency between these By-laws and any Conference policy, the By-laws will take precedence.
 4. Should a vacancy in the position of Associate Conference Minister occur, the Conference Minister shall ensure that the duties of the Associate Conference Minister are performed.
- d) Incapacitation: In the event that an Associate Conference Minister is temporarily unable to perform their duties, the Conference Minister shall be responsible for appointing leadership as required

Section 3. Other Professional Staff.

- a) The Conference Minister may hire personnel as needed for special ministries or specific projects.
- b) Such action will be taken in consultation with the working group responsible for Human Resources policies and other Board members, as appropriate

ARTICLE VII - FINANCE

Section 1. Stewardship The Conference, in seeking financial participation by the local churches and by individuals, shall adhere to the policy of the United Church of Christ.

Section 2. Fiscal Year The fiscal year shall be the calendar year.

Section 3. Budget

- a) System: The Conference shall operate under a budget system that provides for estimated programmed expenditures not to exceed the total realistically anticipated financial resources.
- b) Preparation:

1. The Conference Minister shall prepare the budget with the consultation and approval of the Finance Working Group and the Board of Directors, for the total operation of the Conference for the calendar year following the Annual Meeting.
2. This proposed budget shall be recommended to the Annual Meeting for approval.

c) Adjustment

1. The Board of Directors is authorized to adjust the budget subsequent to its approval at the Annual Meeting as deemed advisable to meet changing conditions. All such changes shall be reported to the Conference at the next Annual Meeting.

d) Our Church's Wider Mission (OCWM). The Conference in business session shall determine the percentage of OCWM receipts shared with the national and global ministries of the United Church of Christ.

1. The percentage of OCWM receipts shared with the national and global ministries may be adjusted only by vote of the Conference.

Section 5. Audit The Board of Directors shall provide for an audit of the Conference financial books and records for each fiscal year.

ARTICLE VIII - THE ASSOCIATIONS

Section 1. Composition and Function An Association is that body within the Conference that is composed of all local churches in a geographical area and all ordained ministers who have standing in that Association. It determines, confers, and certifies to the standing of the local churches of the United Church of Christ within its area. It determines, confers, and certifies to ordination and ministerial standing in the United Church of Christ.

Section 2. Associational Areas Associational areas within the Conference shall be as follows:

- a) The Shenandoah Association-- that portion of Virginia and West Virginia within the Conference area and not in the area of any other Association.
- b) The Catoctin Association—that portion of Maryland, Virginia, Pennsylvania, and West Virginia within the Conference area and not in the area of any other Association.
- c) The Chesapeake Association—that portion of Maryland and Delaware within the

Conference area and not in the area of any other Association.

d) The Potomac Association--the District of Columbia, that portion of Virginia and Maryland within the Conference area and not in the area of any other Association.

e) The New Jersey Association—that portion of New Jersey within the Conference area and not in the area of any other Association.

Section 3. Organization, Program and Accountability Each Association shall initiate and implement programs to carry out the mission of the United Church of Christ.

- a) Each Association shall elect a governing body, and shall establish such organizational elements as it deems appropriate.
- b) Mutual accountability between the Conference and its Associations is the responsibility of the Conference Minister, the Associate Conference Ministers, and the members of the Board of Directors.

ARTICLE IX - DELEGATES TO GENERAL SYNOD

The delegates to the General Synod shall be selected in accordance with the Constitution and Bylaws of the United Church of Christ and the Standing Rules of the General Synod.

ARTICLE X - AMENDMENTS.

These Bylaws may be amended at any Annual Meeting or Special Meeting by a two-thirds vote of the members present and voting, provided that said amendment has been previously approved by the Board of Directors, or submitted in writing by at least ten local churches of the Conference, and copies of the proposed amendment have been mailed and/or distributed by electronic means to all members at least 30 days prior to the meeting at which the vote is to be taken. Unless otherwise specified in the enabling action, amendments shall become effective immediately upon affirmative vote.