

PREAMBLE

Under God, we, the Vermont Conference of the United Church of Christ, proclaim as our sole head, Jesus the Christ, our Lord and Savior. We embrace in Christ all who share in this confession. We look to the word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper us in creative and redemptive work in the world. We claim as our own the faith of the historic church expressed in the ancient creeds and reclaimed in the insights of the Protestant reformers through the centuries. We affirm the responsibility of the Church in each generation to make this faith its own reality in worship, in honesty of thought and expression, and in purity of heart before God. In accordance with the teaching of our Savior and Lord and the practice prevailing among evangelical Christians, we recognize two sacraments: Baptism and Lord's Supper or Holy Communion.

Local Churches are in covenant with each other and with their respective Associations, and through those Associations to the Conference and through the Conference to the General Synod.

ARTICLE I NAME

The name of this Conference shall be the Vermont Conference of the United Church of Christ ("Conference").

ARTICLE II PURPOSE, VISION AND MISSION AND STATEMENT OF FAITH

The purpose of the Conference is to be the conference with standing in the General Synod of the United Church of Christ within the geographic boundaries of the state of Vermont, and, as such, to love God with all our hearts, minds, souls and strength.

The Conference's vision is to be united in Christ's love, having a vision of a just world for all.

The Conference's mission is to be united in Spirit and inspired by God's grace, welcoming all, loving all and seeking justice for all.

In carrying out its purpose, vision and mission, the Conference shall engage in religious and charitable activities and programs, including grant making, as may be carried out by a 501 (c) (3) organization.

The following Statement of Faith is a testimony of common faith and not a test of membership:

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and Our God, and to your deeds we testify:

You call the worlds into being, create persons in your own image and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior, you have come to us and shared our common lot, conquering sin and death and reconciling the world to yourself.

You bestow upon us your Holy Spirit, creating and renewing the Church of Jesus Christ binding in covenant faithful people of all ages, tongues, and races.

You call us into your church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in his passion and victory.

You promise to all who trust your forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, your presence in trial and rejoicing, and eternal life in your realm which has no end.

Blessing and honor, glory and power be unto you. Amen.

ARTICLE III LOCAL CHURCHES AND ASSOCIATIONS

The Conference is composed of all the Local Churches of the United Church of Christ within the State of Vermont and all Authorized Ministers having ministerial standing in an Association of the Conference.

Local Churches of the United Church of Christ have, in fellowship, a God-given responsibility for that church, its labors and its extension, even as the United Church of Christ has, in fellowship, a God-given responsibility for the well-being and needs and aspirations of its local churches. In mutual Christian concern and in dedication to Jesus Christ, the head of the Church, the one and the many share in common Christian experience and responsibility.

An Association is that body of the Conference which is composed of all the Local Churches of the United Church of Christ in a geographical area and all Authorized Ministers having ministerial standing in that Association. The standing of an Association as a body of the United Church of Christ is determined by vote of the Annual Meeting as provided in Article VII. The number of Associations within the Conference's geographical area and the boundaries between Associations shall be determined by the Associations concerned, with the approval of the Conference.

The Conference may exercise the functions of an Association when they are delegated to it by an Association or where no Association exists.

An Association elects officers and elects or appoints such committees as it deems necessary for the transaction of its business and the correlation of its work with that of the Conference and of the United Church of Christ, such officers to include a moderator, a registrar, and a treasurer. An Association determines its own method of securing an amount of such financial support as it may need. It may collect within the Association area any per capita amount voted by the Association for its support. It may, alternatively, ask the Conference to collect for it such an amount within the Association area.

An Association with the counsel of the Conference: (1) is concerned with the welfare of all Local Churches within its boundaries; (2) seeks ways and means to assist Local Churches when they are undergoing unusual difficulties requiring help beyond their own resources; (3) offers encouragement, guidance, and assistance in the organization of new Local Churches; (4) receives Local Churches into the United Church of Christ; and (5) determines, confers, and certifies to the standing of the Local Churches of the United Church of Christ within its area.

An Association with the counsel of the Conference: (1) extends to Members in Discernment of Local Churches within its boundaries fellowship, counsel, and assistance during their academic and/or alternate path preparation; (2) grants licensure; (3) commissions qualified applicants; (4) ordains qualified applicants; (5) installs ministers; and (6) determines, confers, and certifies to Authorized Ministerial standing in the United Church of Christ.

An Association receives and acts upon business referred to it by its Local Churches, the Conference, the General Synod, and other bodies. An Association may petition and overture the Conference or the General Synod.

It is recognized that historically God, the Holy Spirit, has spoken and continues to speak in diverse ways and through diverse channels: through individual persons, through Local Churches, through the wider Church, and through various groupings thereof including Associations and Conferences. This Conference recognizes the need and desire to accord maximum freedom whereby the Holy Spirit may speak to men and women through whatever channel or channels the Spirit may choose, so that we may faithfully hear and faithfully obey.

The historic principle of the autonomy of Local Churches is a guarantee of the freedom of the Holy Spirit to speak through the Local Church with force and power. Equally, the historic principle of loyalty and faithfulness to the wider Church beyond the Local Church, the whole people of God, is a guarantee of the freedom of the Holy Spirit. Highest allegiance, however, is neither local autonomy nor to the larger Church, but to God who may speak with force and power through either or both channels.

The Conference will work with Local Churches and Associations in the determination of the will of God in humble recognition that no level of the whole church may claim absolute knowledge of this will over and against any other level. The right of the Local Church faithfully to seek the will of God in the determination of its internal affairs is affirmed, and the Conference shall in no way impose its own will in relation to these affairs.

In the light of the possibility that the Holy Spirit may speak to us in diverse ways and through diverse channels, actions by or advice emanating from the General Synod, the Conference, or an Association should be held in highest regard by every Local Church.

Nothing herein shall be construed as limiting, in any way, the autonomy of Local Churches in the conduct of their respective affairs.

ARTICLE IV OFFICERS AND REGISTRAR

The Officers of the Conference shall be a Moderator, a Vice Moderator, a Treasurer, and shall be elected as provided in Article VII. (Collectively, "Officers")

The Moderator and Vice Moderator may serve two consecutive one-year terms. They each may also serve additional two consecutive one-year terms, provided that there is a gap of at least one year between the completion of the second of those terms and the commencement of the next term of service. The Treasurer may serve for ten consecutive one-year terms.

The Moderator shall be a member of the Board of Directors (the "Board"); shall oversee preparations for the Annual Meeting and any Special Meetings; and shall preside at the Annual Meeting and at any Special Meeting.

The Vice-Moderator shall perform the functions of the Moderator in the latter's absence or inability to

serve, and shall be a member of the Board.

The Treasurer shall monitor the receipt, accounting for, and disbursal of all current funds of the Conference, including income of endowments and trusts, pursuant to such regulations and directives as may be made by the Board; and shall advise the Conference Minister concerning Conference office records and procedures. The Treasurer shall exhibit annually an audited account of the state of the treasury and also exhibit the books at other times as requested by the Board, a designated representative of any Local Church or any Authorized Minister with standing in one of the Associations of the Conference. The Treasurer shall be a member of the Board and member ex-officio of the Finance and Investment Committees. Any outgoing Treasurer shall be responsible for a smooth transition for the next Treasurer.

The Registrar, with the advice of the Board, shall attest by their signature the authenticity and avowed accuracy of all legal, financial, and membership documents and records requiring such certification. The Registrar shall be elected by the Annual Meeting for a two year-term and may be re-elected. The Registrar may serve as another officer of the Conference.

Resignation of an Officer shall be by written notice to the Chair of the Board, and shall be effective as of the date stated in such notice. The Board shall fill any vacancy resulting from such resignations upon recommendation of the Nominating Committee.

ARTICLE V CONFERENCE MINISTER

There shall be a Conference Minister, who shall be the spiritual leader of the Conference. The Conference Minister will also act as the Conference's Chief Executive Officer. The Conference Minister shall have the responsibility for interpreting the policies of the Conference and for the effective implementation of the Conference's policies. The Conference Minister is responsible for providing leadership for the oversight and strategic planning of the Conference, and is responsible for the day to day management of the Conference, including the supervision of any staff. In carrying out these duties, the Conference Minister shall have the assistance of any Associate Conference Minister(s) of the Conference. The Conference Minister serves ex officio on the Board of Directors and all committees, with voice but not vote.

On nomination by the Board, the Conference Minister and any Associate Conference Minister shall be called, elected, and installed, by the Conference, at an Annual or Special Meeting or by any other mechanism adopted and warned by the Board. The Conference Minister and any Associate Conference Minister shall be called and elected for an indeterminate period, which may be terminated by a two-thirds vote of the Annual Meeting or a Special Meeting, acting on the recommendation of the Board, or by a letter of resignation to the Chair of the Board. At least ninety days' notice shall be given in either case, unless a shorter time is mutually agreeable. The Board shall determine the process for selection of nominees when such a vacancy occurs.

ARTICLE VI BOARD OF DIRECTORS

Subject to the Authority of the Annual Meeting, the Board shall have general management and control of the Conference's affairs, including setting Conference policies and providing strategic planning for the Conference. The Board shall have the power to perform all acts necessary to promote the interests

and welfare of the Conference that are otherwise provided for and not inconsistent with the Articles of Incorporation, nor with any of the provisions of this Constitution and By-laws or with the laws of the State of Vermont. The Board shall formulate and execute governing policies in order to fulfill its responsibilities. The Board shall recommend an annual budget to the Annual Meeting for its adoption. The Board of Directors shall formulate the procedures and agenda for the Annual Meeting and any Special Meeting.

In addition to the Moderator, Vice Moderator, Treasurer and the Conference Minister, the Board shall consist of eight Directors elected by the Annual Meeting for a term of three years as provided in ARTICLE VII (“Directors”). In the event of a vacancy, the Board shall fill that vacancy for that period of time until the next election of Directors. No Director shall serve more than two terms. The Board shall elect a chair from those who are either Officers or Directors.

In the absence of an Annual Meeting in any particular year the Board shall: A: adopt a budget that it would have otherwise recommended to the Annual Meeting, such adoption to be ratified by confirmation at the next Annual or Special Meeting, whichever occurs first; and B: appoint Directors in that year to be ratified by vote at such Annual or Special Meeting.

The Board shall meet as often as it deems necessary at such date, time and place as determined by chair of the Board, but there will be at least ten regularly scheduled meetings annually. Meetings may be held by electronic communications such that all participants can hear one another at the same time. Except when the Board is in Executive session, all of its meetings shall be open to any member of a Local Church, a representative of any Association of the Conference, Authorized Ministers having standing within such Associations, or any invited guest.

Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by causing such notice to be sent by electronic mail, or other means of written communication at least five business days before the meeting to the Director’s contact information as noted in the Conference's records; or (b) by providing such notice in person or by telephone at least five business days before the meeting. However, separate notice of the ten required regular meetings, when fixed in advance or occurring on a regular schedule agreed upon in advance by the Board is not required, provided that all directors have notice of such fixed or scheduled date, time and place.

An official meeting of the Board shall require a quorum consisting of one more than 50 % of the number of Officers and Directors, not counting vacancies.

Resignation from the Board shall be by written notice to the Board Chair effective as of the date stated in such notice. Failure to attend three consecutive Board meetings without the approval of the Board Chair shall also constitute a resignation.

The Board shall have the following standing committees to be appointed by the Board, including any vacancies thereof:

A Stewardship Committee; a Finance Committee; an Investment Committee; a Nominating Committee; a Ministerial Standing and Standards Committee; a Justice and Witness Committee; and a Personnel Committee. (the “Standing Committees”). The Board shall appoint such other committees as the Board determines from time to time to act in furtherance of the Conference's purpose, vision and mission as stated in Article II (the “Non-Standing Committees”). Membership on any Standing Committee of the Board of Directors shall consist of a minimum of three members and is limited to two terms of three years each, but reelection can occur only after two years have elapsed from the last year served. Each Committee shall elect a chair from its membership annually. Non-Standing Committees shall serve at the pleasure of the Board.

The **Nominating Committee** shall recommend candidates to the Annual Meeting for those positions that are to be elected by the Annual Meeting pursuant to Article VII. The Nominating Committee shall also recommend candidates to the Board for the various positions that are to be elected or filled by the Board pursuant to this Article, including Conference delegates to the General Synod. In making its recommendations, the Nominating Committee shall take into account the diversity, in its broadest sense, balancing membership of the Board, of the Standing Committees and of the Non-Standing Committees, reflecting a cross section of the population and geography of the state of Vermont, while also taking into account the necessary skills and experience which can contribute to each committee for which it is making a recommendation. In the case of the Board, the nominating committee should consider a wide range of skills and experience, including, but not limited to, ministerial, managerial, geography, stewardship and finance and investments. Whenever possible, the Nominating Committee shall seek the advice of the Associations of the Conference to ensure geographic representation. Nominations to be voted on by the Annual Meeting must first be approved by the Board and are to be reported at least thirty days in advance of the Annual Meeting to the Board. It is the responsibility of the Board to make sure that all positions to be voted on at the Annual Meeting have a nominee. If a position falls vacant, the Board has the authority to appoint a person to fill the position. As provided in the Bylaws of the United Church of Christ as they may be amended from time to time, the Nominating Committee shall recommend to the Board, the Conference's Delegates to General Synod, also keeping in mind geographic representation from the whole State after seeking suggestions from the Associations.

The **Stewardship, Finance and Investment Committees** shall take into account Conference priorities. The **Finance Committee** shall prepare and recommend an annual budget to the Board, review income and expense numbers and recommend any budgetary adjustments to the Board. The **Investment Committee** shall oversee the investment of the Conference's restricted and unrestricted funds, review policies and results, and make recommendations to the Board. Any vacancies shall be filled by the Board with the advice of the Nominating Committee, Treasurer, and Conference Minister. The **Stewardship Committee** shall educate Local Churches and Associations about Our Church's Wider Mission Basic Support and engage in financial development, including promotion of Friends of the Conference, and planned giving efforts to raise funds necessary to support the ongoing mission and ministry of the Conference and of the United Church of Christ.

The **Committee on Justice and Witness** shall determine and appropriately implement specific actions – whether encouragement, education, assistance, advocacy, intervention, or other – arising out of a creative tension between, on the one hand, the hopes and needs of the world and, on the other hand, the capacities, talents, and passions of the churches and others to act. Such actions shall be ecumenical wherever possible and interfaith where appropriate.

The **Ministerial Standing and Standards Committee** (“MSSC”) shall have the responsibility for ministerial nurture and oversight on behalf of those Associations of the Conference that have voted to delegate their responsibility for such oversight to MSSC, thus making MSSC in the language of the United Church of Christ Constitution and Bylaws a Conference acting as an Association. MSSC's delegated responsibilities include: Receiving, nurturing and discerning the nature of call for Members in Discernment; providing opportunities for boundary awareness training, continuing education and other events that nurture and move authorized ministers towards excellence; meeting periodically with licensed and ordained Authorized Ministers to hear about their ministry and ask about their needs for support; providing Situational Support Consultations upon request or upon recognition of need in situations of concern or conflict between pastor and congregation as a way of seeking to repair fraying relationships if possible; overseeing and adjudicating Fitness for Ministry Reviews in situations where there is question about whether an Authorized Minister's behavior is in violation of the Minister's Code

of Ethics and/or ordination vows. The only basis for an appeal of a Fitness Review shall be whether MSSC followed the appropriate process in making its decision and not on the outcome. The Board of Directors shall adjudicate all appeals. In carrying out its responsibilities, MSSC shall use as its standard the United Church of Christ Manual on Ministry, as it is amended from time to time.

The **Personnel Committee** shall consult and advise the Conference Minister in matters regarding just and equitable compensation of the staff of the Vermont Conference of the UCC. The committee shall also: provide overall policy guidance for all other personnel matters including leaves of absence (including sabbatical leaves and leaves for continuing education, medical leave) and procedures for grievance; review the Personnel Policies Manual for possible revision at least every five years; provide advice and counsel to the Conference Minister on any staff-related concerns; provide assistance to the Board of Directors, Conference Minister, or search committee in the hiring of and termination of any staff.

ARTICLE VII CONFERENCE MEETINGS

There shall be an Annual Meeting of the Conference to be held at a time and place determined by the Board. Special Meetings of the Conference may be held at a time and place determined by the Board. An Annual or Special Meeting of the Conference may be held electronically. At least thirty days prior to an Annual or a Special Meeting, including electronic meetings, official warning notice of the time, date, place and proposed program shall be sent to each Local Church. Those Voting Delegates present at such meetings shall constitute a quorum, provided proper warning has been given.

Robert's Rules of Order, as they may be amended from time to time, shall govern the conduct of all meetings of the Conference, unless the Board deems another form is warranted and so notifies those gathered. The Moderator shall appoint a Parliamentarian and Scribe(s).

Voting Delegates at any Annual or Special Meeting shall be those lay delegates elected by each Local Church as provided in this Article VII, Officers of the Conference, Directors, all past Moderators of the Conference, current Moderators of each Association of the Conference, Members in Discernment, all current Delegates to the General Synod, and all other Authorized Ministers having standing in an Association of the Conference. Voting Delegates also include, except on matters pertaining to Authorized Ministry in the UCC, ministers of other denominations serving a Local Church, provided any such minister holds full ministerial standing in their denomination. Each Local Church shall select lay delegates to Annual or Special Meetings according to its customs based on its membership as of the preceding December 31 and on whether any delegates are under the age of twenty-five.

Those Local Churches having membership under three hundred shall have three delegates. Those Local Churches having membership over three hundred shall have an additional delegate for each one hundred additional members. Each Local Church shall also be entitled to one Youth Delegate, such delegate to be under the age of twenty-five.

Voting Delegates shall elect Directors to fill open seats on the Board and the Moderator, Vice Moderator, Treasurer and Registrar. Voting Delegates shall vote on the following: accepting the Conference Budget as proposed by the Board; granting visitors to Conference Meetings voice without vote; deciding whether an Association has standing in the Conference; deciding whether the Conference shall be dissolved; amending this Constitution and Bylaws as provided in Article IX; any

matters required by federal or state law to be voted by Voting Delegates; any other matters referred by the Board for a vote.

ARTICLE VIII DISSOLUTION

Upon dissolution of the Conference, its assets, all property, real or otherwise, and any interest of which it shall then be possessed, including any devise, gift or grant contained in any Will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to a successor Conference of the United Church of Christ, if any, or, if there be no successor, to the National Setting of the United Church of Christ.

ARTICLE IX AMENDMENTS

These Bylaws may be amended by a two thirds vote of the Voting Delegates present at an Annual Meeting or at a Special Meeting especially called for that purpose, as provided herein: Any such proposed amendment shall be submitted in the required thirty day warning to the Delegates of the Annual Meeting, or Special Meeting, in which the vote is to occur; such proposed amendments shall have been submitted in writing to the Conference Minister at least ninety days prior to the meeting in which the vote is to be taken; the Conference Minister shall have transmitted such proposed amendment(s) to the minister and clerk of each Local Church, as well to as the moderator and registrar of each Association and to such others as the Board may designate, at least sixty days prior to such meeting.

Bylaws approved: