

BYLAWS OF WISCONSIN CONFERENCE
of the
UNITED CHURCH OF CHRIST

PREAMBLE

Wisconsin Conference of the United Church of Christ (“**Corporation**”) serves with congregations, pastors, laity, the wider church of the United Church of Christ and ecumenical partners to witness to God's love in Jesus Christ, help people respond to the Spirit's call, grow in faith and discipleship, and participate in God's transforming work of peace, justice, and reconciliation.

The members of the Corporation who act in covenant as a conference of the United Church of Christ, hereinafter referred to as the “**Conference**,” under the Constitution and Bylaws of the United Church of Christ, seek to be a faithful ecclesiastical and legal successor, continuing the corporate form without break of the Wisconsin Congregational Conference, the North Wisconsin Synod of the Evangelical and Reformed Church, Inc., and the South Wisconsin Synod of the Evangelical and Reformed Church, Inc. and to conduct the work of these historic predecessor bodies.

The Conference acknowledges as its sole head, Jesus Christ and welcomes all persons who seek to follow Christ and live lives of faith and service in the world.

The Conference claims the faith of the historic Church, expressed in ancient creeds and renewed in the Protestant Reformation, and it trusts in a continuing revelation of God’s purposes as the Church receives yet more light to guide faith and action and to make the historic faith its own. It has received and recognizes two sacraments from Christ – Baptism and Holy Communion.

It recognizes that God calls the whole church to extend the ministry of Jesus Christ by witnessing to the gospel in church and society. The Conference seeks to support and extend the ministries of individual members and congregations by nurturing gifts, calling forth faith, and equipping members for Christian service.

ARTICLE I. NAME, SEAL AND OFFICES

A. The name of the Corporation is Wisconsin Conference of the United Church of Christ, Inc., a corporation created by Articles of Consolidation, which incorporated Articles of Incorporation, dated October 25, 1962, and filed with the Office of the Secretary of State of the State of Wisconsin.

B. The Corporation shall have no seal unless otherwise authorized by the Board of Directors.

C. The principal office of the Corporation shall be located at 4459 Gray Road, DeForest, WI 53532-0435. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE II. MEMBERSHIP

A. Corporation has no shareholders, but has members who act in covenant as a conference of the United Church of Christ under the Constitution and Bylaws of the United Church of Christ. The “**Members**” of the Conference are:

1. All authorized ministers granted standing by an association of the Conference (“**Association**”).
 2. All Local Churches, as defined below, holding standing in an Association.
- B.** When the Conference meets, its voting Members are:
- (i) authorized ministers who are Members;
 - (ii) two lay delegates from each Local Church that is a Member, plus one additional delegate for each 500 members or major fraction thereof beyond the first 500;
 - (iii) lay persons, not delegates from their Local Churches, who are at the time serving as an officer of the Conference or a member of the Board of Directors; and
 - (iv) Directors of Christian Education who have been certified both by the United Church of Christ through its appropriate agency and by an Association.

ARTICLE III. LOCAL CHURCHES

The basic unit of the life and organization of the United Church of Christ is the Local Church (“**Local Church(es)**”). The autonomy of the Local Church is inherent and modifiable only by its own action. Nothing in these Bylaws shall destroy or limit the right of each Local Church to continue to operate in the way customary to it; nor shall be construed as giving to the Conference, now or at any future time, the power to abridge or impair the autonomy of any Local Church in the management of its own affairs.

ARTICLE IV. ASSOCIATIONS AND BOUNDARIES

- A.** The Conference established four Associations:
1. Northwest Wisconsin Association of the United Church of Christ;
 2. Northeast Wisconsin Association of the United Church of Christ;
 3. Southwest Wisconsin Association of the United Church of Christ; and
 4. Southeast Wisconsin Association of the United Church of Christ.

B. The area of the Conference and of its Associations in the aggregate, shall be substantially the State of Wisconsin. The area of each Association shall be a contiguous geographical territory as defined by the Conference, subject to such exceptions for churches near boundaries, and as modified from time to time, as may be approved by the Conference and each affected Association. All changes affecting the boundaries of the Conference shall be subject to approval of the General Synod of the United Church of Christ.

C. Whenever any Association shall not exist, the Conference itself shall exercise all functions of such Association.

ARTICLE V. MEETINGS

Control of the Conference resides in its voting Members and may be exercised directly at any annual or special meeting (“**Meeting**”) of the voting Members or through or by its Board of Directors (“**Board**”).

A. The Conference shall hold an annual meeting at such time and place within the State of Wisconsin as may be determined by the Board.

B. Special meetings of the Conference may be called by the Board for any purpose, and shall be called by it for such purpose as requested by one-third of all ministers or one-third of all Local Churches. All special meetings shall be held at such time and place within the State of Wisconsin as may be determined by the Board and shall take action upon only such business as shall be within the specific purposes described in the notice of the meeting.

C. A quorum for a Meeting shall consist of representatives, either authorized ministers or lay delegates, from at least one-third of the Local Churches.

D. With the exception of an overture addressed to the General Synod that requires an affirmative vote of those present and voting as specified by the General Synod, a majority vote of those present and entitled to vote on the business under consideration shall be necessary for the transaction of business unless otherwise provided in the Bylaws or by statute

E. Only Members physically present at a Meeting shall be entitled to vote.

F. Subject to waiver by an affirmative vote of at least two-thirds of those present and entitled to vote, no resolution or other action, except elections, matters of procedure and amenities and actions on reports of review committees, shall be voted upon at an annual meeting unless a recommendation that the same be presented for vote shall have been adopted by the Board or a committee established by it, or by not less than ten Local Churches and a copy thereof furnished to the Conference office at least sixty days before the annual meeting, to be mailed to the Local Churches at least thirty days prior to the annual meeting, or unless the presentation thereof shall have been approved by the Business Committee at the annual meeting.

ARTICLE VI. OFFICERS OF THE CONFERENCE

The officers of the Conference shall be a Moderator, a Vice-Moderator, a Secretary and a Treasurer, each of whom at the time of taking office shall be a member of a Local Church. When required for corporate legal purposes, the Conference Minister, who shall also serve as Registrar of the Conference, shall be the president of the Corporation.

A. The Moderator shall serve a one-year term commencing immediately upon adjournment of the annual meeting at which he/she served as Vice-Moderator. He/she shall preside at all meetings of the Conference during this term. The office of Moderator shall alternate between minister and lay person.

B. The Vice-Moderator shall be nominated by the Nominating Committee or from the floor of the Conference annual meeting, and shall be elected by ballot at each annual meeting for a term of one year commencing at the conclusion of said annual meeting. The Vice-Moderator shall assist the Moderator in administration, chair the planning committee for the annual meeting, and represent the Moderator when so requested by the Moderator. Should a vacancy occur in the office of Moderator, the Vice-Moderator shall immediately assume the powers and duties of Moderator until the next annual meeting, at which time he/she shall become Moderator in the normal manner and a new Vice-Moderator shall be elected. Should a vacancy occur in the position of Vice-Moderator, the vacancy shall be filled by the Board until the next annual meeting, at which time a new Moderator and Vice-Moderator shall be elected.

C. The Secretary shall be nominated by the Nominating Committee or from the floor of the Conference annual meeting, and shall be elected in odd numbered years by ballot at the annual meeting

for a term of two years and until his/her successor shall have been chosen and taken office. His/her duties shall be those customary for a secretary of a corporation as specified by statute or as directed by the Board, including keeping an accurate and permanent record of the minutes of Meetings and of meetings of the Board.

D. The Treasurer shall be nominated by the Nominating Committee or from the floor of the Conference annual meeting, and shall be elected in even numbered years by ballot at the annual meeting for a term of two years, and until his/her successor shall have been chosen and taken office. His/her duties shall be those customary for a treasurer of a corporation as specified by statute or as directed by the Board, including receiving, depositing in authorized banks and keeping detailed records of the contributions of Local Churches for Our Church's Wider Mission, Association expense per capita, and special appeals or campaigns. He/she shall disburse the Conference share of such funds as directed by or under the authority of the Board and shall report to the Conference Minister, the Moderator and the Board whenever so requested.

E. Should a vacancy occur in the office of Secretary or Treasurer, the vacancy shall be filled by the Board until the next annual meeting, at which time the unexpired term shall be filled by vote as set forth above.

F. The Board may appoint such Assistant Secretaries and Assistant Treasurers as it deems appropriate, and define by resolution their powers and duties, which may include delegation of powers and duties of other officers whenever it is impracticable for such other officers to act in person or whenever advisable in the interests of orderly administration.

G. The Conference Minister shall be nominated by the Board and shall be elected by ballot by the Conference for a term of not more than four years from the commencement of his/her duties with no limit on the number terms. The person nominated shall be an ordained minister with standing in the United Church of Christ. The Conference Minister is the chief operating and executive officer of the Corporation and Conference and shall, subject to the direction of the Conference and the Board, have general charge of its mission and activities. The Conference Minister shall: (i) be an ex-officio member of the Board and all committees of the Conference; (ii) represent the Conference among the Local Churches and in denominational and ecumenical bodies; and (iii) direct the staff and employ and release hired employees in accordance with procedures adopted by the Board.

ARTICLE VII. BOARD OF DIRECTORS

A. The Board shall administer the affairs of the Corporation and the Conference between its Meetings. The Board shall hold an organizational meeting immediately after the annual meeting. The Board shall meet at least quarterly thereafter, at a time and place and upon notice fixed by the Board, or if not so fixed, then by the Chairperson of the Board.

B. The number of Directors shall be twenty, three elected by each Association, one from each Association nominated by the Nominating Committee and elected at the annual meeting, Moderator, Vice-Moderator, Secretary and Treasurer. The Directors from each Association shall serve two-year terms, so arranged that the terms of two Directors expire each year at the close of the annual meeting of the Conference. No Director may serve more than three consecutive terms. Any Director who moves from the area of the electing Association shall vacate his/her office. In case of vacancy in the office of any Association elected Director, the vacancy may be filled by the Association for the remainder of the term vacated. In case any Association shall have failed, prior to the adjournment of the

annual meeting of the Conference, to fill any office of Director that it is entitled to elect, the Board may, in its discretion, fill such office for the term thereof by election thereto of any member of a Local Church in such Association. Each Director shall be a member of a Local Church. Insofar as possible, there should be equitable representation of ministers, lay men and lay women.

C. A quorum for a meeting of the Board is a majority of the Directors. If at any meeting less than a quorum is present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director. The participation by a Director in a meeting by conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other, shall constitute the attendance in person of such Director at such meeting.

D. All actions of the Board may be made by a majority of the Directors at a meeting, except a majority of all Directors must approve any action related to personnel or a non-budgeted expenditure in excess of \$100,000.00.

E. Any action that is required to be or may be taken at a meeting of the Board may be taken without a meeting if consents in writing, including an email response, setting forth the action so taken, are signed by the required percentage of Directors. Such consents shall have the same force and effect as a vote at a meeting duly held, and may be certified as such. The Secretary shall file the consents with the minutes of the meetings of the Board.

F. The Board may elect from the Directors an Executive Committee of not less than five, which shall possess and exercise such powers and functions of the Board as the Board shall, from time to time, delegate to it.

G. The Board shall elect from the Directors the offices of Chairperson and Vice-Chairperson. They shall hold office for one year and until their successors shall have been chosen and taken office. They may be re-elected as long as a Director.

H. Among others, the duties of the Board include:

1. general management of the affairs of the Corporation and the Conference, and unless otherwise directed by the Conference or by these Bylaws, full power to organize in such manner as its work requires;
2. collection and management of the funds of the Conference;
3. an annual report to the Conference with such recommendation as it may deem wise;
4. submission of a certified financial report to the Conference at its annual meeting;
5. filling vacancies in positions that the Conference is otherwise entitled to elect or appoint on any Committee of the Conference until the next annual meeting, at which time the Conference shall fill the vacancies for the unexpired terms; and
6. acting as the Business Committee of the Conference.

ARTICLE VIII. COMMITTEES

The Conference shall have the following committees (“**Committees**”):

A. The **Personnel Committee** shall:

1. evaluate all Conference personnel, in cooperation with the Conference Minister, utilizing interviews, conferences and reports that reflect Local Church concerns and contributions

- toward such evaluations;
- 2. recommend all conditions of employment of any Conference personnel to the Board;
- 3. review compensation policy; and
- 4. review and evaluate employment policies.

The Personnel Committee shall consist of six members: the Chair of the Board, a chairperson appointed by the Board for a four year term, and a representative from each Association appointed by the Board for one four year term with one Association representative ending his/her term each year.

B. The Finance Committee shall:

- 1. review budget requests for all program areas;
- 2. recommend a target of Our Churches Wider Mission (“OCWM”) and other income;
- 3. develop and recommend a budget to the Board for its approval and submission to the Conference for adoption; and
- 4. meet at least quarterly to review actual performance versus budget and recommend to the Board strategic financial planning.

The Finance Committee shall consist of eleven members: the Chair of the Board, the Treasurer and a chairperson who is not an officer of the Conference; four Directors, one from each Association and a representative from each Association who are not members of the Board appointed by the Board. Each person is appointed for a one year term and may serve four successive terms.

C. The Nominating Committee shall:

- 1. nominate for the Officers of the Conference, the Nominating Committee, the Conference directors of the United Church Camps, Inc., and for such other committees as the Board shall direct;
- 2. invite and consider suggestions for nominations from Associations and Local Churches; and
- 3. present the slate of nominations at the annual meeting

The Nominating Committee shall consist of eight persons: two from each Association, one of whom is nominated to chair the committee. Each person shall be elected for a two year term and may serve three successive terms.

D. The Church Development and Renewal Committee shall:

- 1. identify opportunities for new church development in the Conference and provide leadership in creating new congregations;
- 2. work with existing congregations that are preparing to establish new directions and intentional growth in ministry;
- 3. identify, assess, and train leaders for the specialized ministries of establishing new congregations and engaging in intentional church renewal;
- 4. provide training for laity and clergy in church development and renewal;
- 5. propose policies for assisting and funding new church starts, renewal projects, and ministries of presence;
- 6. consult with staff to identify opportunities and needs in church renewal; and
- 7. administer the various Conference church development funds, according to the mission priorities of the Conference and report to the Board who will vote to release funds.

The Church Development and Renewal Committee shall consist of nine persons: two from each Association, elected by the Conference to a two-year term, with a maximum of two consecutive terms, and one representative of the Board who shall be appointed by the Board. Conference staff with church de-

velopment responsibilities shall be ex-officio members without vote. The chairperson shall be chosen by the committee from its members.

E. All Committees shall serve under and in accordance with the policy direction of the Conference and the Board. The Board and its Executive Committee shall: (i) resolve all questions relating to which Association divisions or committees correspond with or relate to any Conference Committee; (ii) resolve all questions as to the relative areas of responsibility and jurisdiction of all Committees; and (iii) from time to time, assign or reassign such areas, all to the end that duplication or overlapping of effort and gaps in responsibility and communication shall be avoided.

E. Other Committees. The Board may appoint other committees of such number of members and for such definite or indefinite terms as it may determine necessary and define their duties and responsibilities.

ARTICLE IX. COUNCIL ON HEALTH AND HUMAN SERVICE MINISTRIES (WI)

The Conference shall have a Council on Health and Human Service Ministries (“**Council**”) composed of five members elected by the Conference, one from each Association, and one elected as its chairperson, serving two year terms with continuous service limited to three full terms. The chief executive, executive director, or administrator and one additional member of each corporation that is a member of CHHSM (WI) as certified by the Board shall also be members of the Council.

The Council shall:

1. serve as a coordinating, consultative and advisory body that provides a means of communications among the member institutions and between institutions and the Conference;
2. plan and coordinate programs of common benefit to the member institutions and promote relationships between the institutions and the Local Churches;
3. regularly report to the Board and to the Conference on the work of the institutions and encourage support of the institutions;
4. recommend to the Finance Committee support for the institutions; and
5. allocate to individual member institutions the funds provided for Health and Human Service Ministries in the Conference budget.

ARTICLE X. DELEGATES AND ALTERNATES TO THE GENERAL SYNOD.

The Conference delegates and alternates to the General Synod of the United Church of Christ shall be chosen in the following manner.

A. The number of Conference delegates and alternates shall be allocated by the Board to the Associations as nearly as practicable on the basis of the number and categories of persons who have membership in the Local Churches within the Associations.

B. The Associations shall, under their own procedures, nominate the persons to act as Conference delegates and alternates.

C. Nominations are to be distributed as required by the UCC Constitution and Bylaws.

D. The Conference shall elect as Conference delegates and alternates those persons nominated by the Associations.

ARTICLE XI. DISSOLUTION

Upon dissolution of the Corporation, its assets and properties, including any devise, bequest, gift, or grant contained in any will or other instrument in trust or otherwise made before or after such dissolution, shall be transferred as directed by the Board to such entities as are qualified 501(c)(3) corporations, and to the General Synod if not otherwise directed.

ARTICLE XII. INVESTMENTS AND SECURITIES

A. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments that a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

B. All investments shall be made pursuant to any investment policies that may be formulated by the Board.

C. Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Corporation (i) to attend, act and vote at any meeting of stockholders of any company in which the Corporation may hold stock or other security; (ii) at any such meeting, to exercise all rights and powers incident to the ownership of such security; and (iii) to execute and deliver proxies and consents in connection with the exercise of the rights and powers incident to the ownership of any such security. The Board from time to time may confer like powers upon any other person or persons.

D. If a stock certificate or other security registered in the name of the Corporation is sold or otherwise transferred, an endorsement thereof by the President or the Treasurer may be relied upon by anyone without need of a resolution.

ARTICLE XIII. FISCAL MATTERS

A. The Board, except as these Bylaws otherwise provide, may authorize any Officer to enter into any contract or execute and deliver any instrument in the name and on behalf of this corporation or the Conference. Any such authority may be general or confined to a specific instance. Unless so authorized by the Board, no Director, Officer, or agent shall have any power or authority to bind this corporation or the Conference by any contract or engagement, or to pledge its credit, or render it liable for any purpose or in any amount.

B. No loans shall be contracted on behalf of the Conference and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Conference. Such authorization may be general or confined to specific instances.

C. Directors are expected to contribute their services. It is not expected, however, that they will bear any out-of-pocket expenses directly related to meetings and projects. Accordingly, they shall be reimbursed for any such out-of-pocket expenses reasonably incurred in accordance with Conference policy.

D. No Director, Officer, or person connected with the Conference, or any other private individual shall receive at any time any of the income or profit from the operations of the Conference; provided this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Conference in effecting any of its purposes as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Conference.

ARTICLE XIV. LIABILITY and INDEMNIFICATION

A. Each Director shall be fully protected in relying in good faith upon the books of account of the Conference or statements prepared by the Treasurer as to the value and amount of the assets, liabilities, or net profits of the Conference, or any other facts pertinent to the existence of the Conference.

B. No person shall be liable to the Conference for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person as a Director in good faith if such person (i) exercised or used that degree of care and skill a prudent person would have exercised or used under the circumstances in the conduct of such person's own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the Conference or upon statements made or information furnished by the Officers that such person had reasonable grounds to believe or upon financial statements of the Conference prepared by the Treasurer.

C. Each Director or former Director, and his or her legal representatives, shall be indemnified by the Conference against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of his or her being, or having been, such Director; provided that such person shall not be indemnified with respect to any matter as to which he or she shall be finally adjudged in any such action, suit, or proceeding, to have been liable for negligence or gross misconduct in the performance of his or her duties as such Director. This indemnification shall apply also in respect of any amount paid to compromise any such action, suit, proceeding, or claim, including expenses, counsel fees and costs reasonably incurred in connection therewith, provided the Board shall have first approved such proposed compromise settlement and determined that the Director involved was not guilty of negligence or gross misconduct; but, in taking such action, any Director involved shall not be qualified to vote thereon and if for this reason the Directors cannot vote on such matter, it shall be determined by the Conference.

D. In determining whether or not a Director was guilty of negligence or gross misconduct in relation to any such matter, the Directors or the Conference, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by the Directors or the Conference.

E. The right of indemnification herein provided shall not exclude any other rights to which such Director may be lawfully entitled.

ARTICLE XV. EXEMPT ACTIVITIES

The Corporation is organized exclusively for religious, educational, and charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. The status of the Corporation as a tax exempt entity was confirmed by a blanket ruling issued by the Internal Revenue Service to the United Church of Christ on June 1, 1964. Notwithstanding any other provision of these Bylaws, no Director, Officer, or representative of the Conference shall take any action or carry on any activity by or on behalf of the Conference not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended, or by an or-

ganization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or may hereafter be amended.

ARTICLE XVI. CONTINUITY

Pursuant to the formation of the United Church of Christ on June 25, 1957, the Conference was formed October 26, 1962, by consolidating the South Wisconsin Synod of the Evangelical and Reformed Church, the North Wisconsin Synod of the Evangelical and Reformed Church, and the Wisconsin Congregational Conference to continue the ministry of each and is the successor to each. These Bylaws amend and restate in its entirety the Constitution of the Corporation that was last amended June 12, 2011.

ARTICLE XVII. POLICIES and RULES

Policies and procedural rules not inconsistent with these Bylaws, the Articles of Incorporation of the Corporation, the Constitution and Bylaws of the United Church of Christ or the laws of the State of Wisconsin, may be adopted by the Board, but any rules so adopted shall be subject to amendment or repeal by the Conference.

ARTICLE XVIII. AMENDMENTS

A. These Bylaws may be amended at a duly called Meeting by a two-thirds vote of those present and voting, provided that such amendment shall have been:

1. presented to the Conference at the last previous regularly called Meeting of the Conference, or
2. presented to the Conference signed by not less than ten Local Churches, and a copy mailed to each Local Church and minister in the Conference not less than thirty days prior to the Meeting at which action on the proposed amendment is to be taken, or
3. recommended to the Conference by the Board and a copy thereof mailed to each Local Church and minister in the Conference not less than thirty days prior to the Meeting at which action on the proposed amendment is to be taken.

B. Any amendment to these Bylaws that would be inconsistent with the then existing provisions of the Articles of Incorporation of the Corporation, will become effective only when such Articles of Incorporation are also appropriately amended in accordance with all applicable Wisconsin statutes.

Adopted June 10, 2012