

Constitution and Bylaws of the Rocky Mountain Conference

PREAMBLE

The Rocky Mountain Conference of the United Church of Christ acknowledges as its sole Head, Jesus Christ, Lord of the Church and Lord of Life. It acknowledges as kindred in Christ all who share this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the Church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God.

ARTICLE I: NAME

The name of this corporation shall be THE ROCKY MOUNTAIN CONFERENCE OF THE UNITED CHURCH OF CHRIST. It shall so be incorporated under the laws of the State of Colorado as a corporation not for profit.

ARTICLE II: PURPOSES

The purposes of the Conference shall be:

- A. To continue without break the ecclesiastical and legal identity of THE COLORADO CONGREGATIONAL CONFERENCE, THE ROCKY MOUNTAIN SYNOD OF THE EVANGELICAL AND REFORMED CHURCH, THE COLORADO CONFERENCE OF GERMAN CONGREGATIONAL CHURCHES, THE COLORADO CONFERENCE UNITED CHURCH OF CHRIST and THE INTERMOUNTAIN CONFERENCE OF THE UNITED CHURCH OF CHRIST, and to conduct their work and to have all their powers, duties and obligations.

- B. To be a Conference of the United Church of Christ composed of each of the local churches which were a part of THE COLORADO CONGREGATIONAL CONFERENCE, the ROCKY MOUNTAIN SYNOD OF THE EVANGELICAL AND REFORMED CHURCH, the COLORADO CONFERENCE OF GERMAN CONGREGATIONAL CHURCHES, and which were upon merger a member of THE COLORADO CONFERENCE UNITED CHURCH OF CHRIST and THE INTERMOUNTAIN CONFERENCE OF THE UNITED CHURCH OF CHRIST, and of all ministers who composed such Conferences or Synod and of all local churches and ministers that are hereafter received into and granted standing by any Associations of the United Church of Christ within the boundaries of this Conference.

- C. To promote the life and strength of the churches, the Associations within its boundaries, and to relate the churches and Associations to the total life and work of the United Church of Christ. It shall seek to promote and interpret the work of the General Synod in the

Conference through its Associations, churches and committees by all reasonable means consistent with the spirit of Christ. It shall seek to develop the spiritual life, Christian education, stewardship, Christian social concern, and support of Our Church's Wider Mission in the churches and shall be responsible for the relationship of the Conference to ecumenical bodies within the boundaries of the Conference. It shall undertake to assist churches having special needs, establish new churches, and promote the general welfare of churches and ministers through the ministries of its committees, ministry teams, and staff.

- D. To acquire by purchase, gift, devise, bequest or otherwise and to own, hold, invest, reinvest or dispose of property both real and personal for such religious, educational, philanthropic and other related work as the Conference may undertake and to purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer and convey such property for the general purposes of the Conference; to receive and hold in trust both real and personal property for churches, boards, institutions and instrumentalities of the United Church of Christ or which are affiliated with the United Church of Christ and to invest or reinvest the same; and to make any contracts for promoting the objects and purposes of the Conference which are not inconsistent with the laws of the State of Colorado.
- E. To provide leadership to the local churches, associations, and organizations as we seek to share in faith and minister in the world.
- F. To nurture and strengthen the clergy, lay leadership and local churches of the Conference.
- G. To help identify, develop, and use resources that equip disciples for ministry.
- H. To strengthen the covenant among local churches, the Conference and the wider church, both denominationally and ecumenically.
- I. To exercise the functions of an Association of the United Church of Christ when they are delegated to it by such an Association or where no such Association exists.
- J. In general, have the authority to exercise any, all and every power for which a nonprofit corporation organized under the laws of the State of Colorado applicable to the Conference can be authorized to exercise, but no other power. No part of the assets of this corporation or income derived there from shall be given to or inure to the benefit of any person, corporation or organization if the gift or inurement would cause the Conference to cease to be tax exempt under the Internal Revenue Code of the United States of America. In the event of dissolution of this corporation, its property shall be distributed in accordance with the provisions of its Articles of Incorporation.

ARTICLE III: MEMBERSHIP

The Rocky Mountain Conference of the United Church of Christ is composed of local churches which have membership in the Associations within the Conference boundaries, or in the Conference itself, and of ministers who hold standing in such Associations or in the Conference itself. Voting membership shall be all the ministers holding such ministerial standing and lay delegates selected by those local churches, as specified in the bylaws.

ARTICLE IV: AFFILIATIONS

The Rocky Mountain Conference of the United Church of Christ shall have that relation to the General Synod of the United Church of Christ as is described in those portions of the Constitution and Bylaws of the United Church of Christ adopted July 4, 1961, and as revised, and which relate to Conferences of the United Church of Christ.

ARTICLE V: ORGANIZATION

- A. Meetings. The administration of the Rocky Mountain Conference of the United Church of Christ shall be the responsibility of its members. It shall hold an annual meeting and such other special meetings as defined in the Bylaws.
- B. Officers. The officers of this Conference shall be a Moderator, Vice Moderator, Conference Minister who shall be Secretary of the Conference, and Treasurer, with such other officers as the Conference or the Board of Directors may, from time to time, determine, all of whom shall be members of local churches composing this Conference. The powers and duties of the officers of this Conference shall be set forth in its Bylaws provided, however, that the Conference Minister shall be the chief executive and administrative officer and spiritual leader of the Conference.
- C. Board of Directors. There shall be a Board of Directors who shall administer the affairs of the Conference between its meetings and shall be the trustees of all Conference properties. Members of the Board of Directors shall be appointed or elected as provided in the Bylaws.
- D. Meetings of the Conference shall be conducted under *Roberts Rules of Order* as amended, except as provided otherwise in the Bylaws.
- E. Associations. An Association is that body within the Rocky Mountain Conference of the United Church of Christ which is composed of Local Churches in a geographical area, all Ordained Ministers holding standing or ordained ministerial partner standing therein, all Commissioned Ministers of that Association, and those Licensed Ministers who have been granted voting membership in that Association. An Association is that body which determines, confers, and certifies to the standing of the Local Churches of the United Church of Christ within its area. An Association is that body which grants, certifies to, transfers and terminates ministerial standing or ministerial partner standing in the United Church of Christ. An Association may retain or secure its own charter, and adopt its own constitution, bylaws and other rules, which it deems essential to its own welfare and not

inconsistent with this Constitution and the Bylaws of the Rocky Mountain Conference of the United Church of Christ. Each Association may have one representative of the Association serving as a member of the Conference Board of Directors. Association Representatives will be nominated by the respective Associations and elected by a majority vote at a Conference Annual Meeting. Should resignation or termination occur, the vacancy shall be filled in accordance with bylaw provision 6.3 (g). The Rocky Mountain Conference may function as an Association when delegated that responsibility by its Association(s).

F. Work of the Conference. The work of the Conference shall be done through the Board of Directors, committees, ministry teams, and staff as provided for in the Bylaws.

G. Indemnification of Officials and Agents.

(1) The Conference shall indemnify any Board of Directors member, Committee member, Ministry Team member, officer, employee or agent, either current or former, against any and all liability or expenses incurred in connection with any proceeding arising out of their role on behalf of the Conference to the fullest extent permitted by law. Expenses are intended to be broadly interpreted to include attorney's fees, costs and any other reasonable and necessarily incurred expenses.

(2) The Conference shall maintain liability insurance for the benefit of any corporate official, agent, or employee against any liability asserted against or incurred by a corporate official, agent, or employee.

(3) It is the intention of this section to provide the maximum protection available under Colorado law. This coverage shall extend to any and all acts or omissions other than willful misconduct. The Conference may advance expenses or undertake the defense of any individual covered in this section provided, however, that the individual shall reimburse the Conference for these expenses if it should ultimately be determined that the individual is not entitled to indemnification based on willful misconduct.

ARTICLE VI: DURATION

The duration and term the Conference is to continue in perpetuity.

ARTICLE VII: CORPORATE SEAL

The Conference shall have a corporate seal as described in the Bylaws.

ARTICLE VIII: AMENDMENTS

The Constitution of the Conference may be amended at a duly called meeting by two-thirds vote of those present and voting, providing that such amendment shall have been:

A. Presented to the Conference at the last previous regularly called meeting of the Conference, signed by not less than ten (10) of the local churches composing the Conference, or

- B. Recommended to the Conference by the Board of Directors and a copy thereof sent to each church and minister of which the Conference is comprised not less than thirty (30) days prior to the meeting at which action on the proposed amendment is to be taken.

ARTICLE IX: INTERPRETATION

Except as specifically provided to the contrary in the Articles of Incorporation, this Constitution or any agreement between a local church and the Conference, nothing in the Constitution or Bylaws of the Conference shall destroy or limit the right of each local church to continue to operate in the way customary to it; nor 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 X: AMENDMENTS TO BYLAWS

The Bylaws of the Conference may be amended as follows: Amendments of the Bylaws may be proposed by the Board of Directors, by an Association, or by five local churches; notice of the proposed amendments, including the full text of the amendments, must be given thirty (30) days prior to any duly called annual or special meeting at which action on the proposed amendment is to be taken. An affirmative vote of two-thirds of the delegates present and voting at the meeting shall be necessary to adopt an amendment of the Bylaws. (Adopted June 6, 1962. Amendments: May 25, 1973, May 9, 1974, and June 11, 2005, November 10, 2021)

BYLAWS

PREAMBLE

These Bylaws, consistent with the Constitution of the Rocky Mountain Conference of the United Church of Christ and with the Constitution of the United Church of Christ, further define and regulate the Rocky Mountain Conference and those agencies established by or responsible to it and describe the free and voluntary relationships which the local churches, Associations, and ministers sustain with the Rocky Mountain Conference and with each other. Any interpretation of these Bylaws shall be in compliance with Colorado nonprofit law and the RMC constitution. All RMC policies and procedures shall be consistent with these bylaws.

ARTICLE I: STATEMENT OF PURPOSE

- 1.1 The purposes of the Rocky Mountain Conference of the United Church of Christ (hereafter, "Conference") are the purposes stated in the Constitution of the Conference.

ARTICLE II: MEMBERSHIP

- 2.1 The following shall be deemed to be churches and ministers with membership in the Conference:
 - a) Churches and ministers with standing which were members of the predecessor bodies of this Colorado Conference of the United Church of Christ: the Rocky Mountain Synod of the Evangelical and Reformed Church; the Colorado Conference of the German Congregational Churches; the Colorado Congregational Conference.
 - b) Churches and ministers with standing which were members of one of the Associations of the intermountain Conference of the United Church of Christ as of July 1, 1974.
 - c) All other churches and ministers with standing in the States of Colorado, Wyoming, and Utah who are admitted to membership into an association of the United Church of Christ within this Conference.
- 2.2 When any church connected with the Conference, or with one of the Associations recognized by the Conference, or which has at any time been a member of the Conference and not released from its jurisdiction, has ceased to hold regular church services or church school, for a period of two years, upon the recommendation of the Association of which it is a member, the Board of Directors of the Conference shall declare it to be an extinct church. If a church has been declared to be an extinct church, then any unpaid investments, subsidies, grants or loans which may have been made to such a church by the Conference or its predecessors and/or any agent of and/or group within the United Church of Christ or its predecessors, shall come immediately under the control and jurisdiction of the Conference for the purpose of safeguarding the interest of the extinct church's ministry and the Conference. No extinct church or any organization or society related to it shall dispose of any property of the church, real or personal, without the

consent and approval of the Conference, and the title to such property, real or personal, shall revert to the Conference. A church, which is a member of the Conference or an Association recognized by the Conference, shall be deemed to have agreed by becoming a member to the provisions of this Article II, Section 2.2.

- 2.3 The Conference shall cooperate with Associations of the United Church of Christ within its boundaries and, in accordance with the Conference Constitution; the Conference itself may act as an Association.

ARTICLE III: MEETINGS

- 3.1 Meetings. The Rocky Mountain Conference of the United Church of Christ shall hold an annual meeting and such other special meetings as it may determine. Special meetings shall be called by the Moderator upon the request by either the Board of Directors of the Conference, or the Executive Committee of that Board, or by one Association, or by ten (10) churches of the Conference. The request shall include the purpose for which the meeting is requested. The requested special meeting shall be scheduled by the moderator within 30 days of receipt of request for special meeting by requesting party. Written notice shall be given to the churches thirty (30) days prior to any annual or special meeting. Notice of an annual or special meeting shall include a description of any matter required to be included by law, the Constitution, or these Bylaws. The purpose of each special meeting as stated by the entity making the request shall be included in the notice. A quorum for any duly called meeting shall consist of official representatives from one third of the member churches of the Conference. Proxies may not be used at any annual or special meeting of the Conference.
- a) The annual meeting shall be called the Annual Celebration, which will be composed of a celebration and a business meeting. At each Annual Celebration the sacrament of the Lord's Supper shall be celebrated.
 - b) Any meeting may be conducted by teleconference or other electronic means following due notice to all intended participants and voting taken according to the guidelines for non-profits in the state of Colorado.
- 3.2 Fiscal Year. The fiscal year of the Conference shall commence July 1 and conclude June 30 the following year.
- 3.3 Ecclesiastical Councils. Ecclesiastical Councils are meetings of the Conference acting as an Association for the purpose of examining and acting on candidates for Ordained Ministry and candidates for Privilege of Call, or for the purpose of considering Conference membership for new church starts, and existing congregations seeking to affiliate with the Conference. The Committee on Ministry (see Article 7.2(3)) will call such Ecclesiastical Councils, determine policies and procedures for their conduct, including the establishment of a quorum of authorized ministers, and of delegates from Local Churches with standing in the Association or in the Conference appropriate to the region of the Conference where

the Council meeting is held, and report the actions of the Ecclesiastical Councils to the Conference. Ecclesiastical Councils shall be noticed, held, and conducted as follows: Each Local Church shall be notified and may send to such Council up to the number of lay delegates specified in Article 4.1. Each Authorized Minister with standing in the Conference or an Association of the Conference shall be entitled to notice of an Ecclesiastical Council; each authorized minister and delegate in attendance at the Ecclesiastical Council shall be entitled to one (1) vote. All other attendees will be granted voice without vote.

ARTICLE IV: VOTING MEMBERSHIP

- 4.1 Every local church with standing in an association of the Conference, or in the Conference itself, shall be entitled to voting representatives in the Conference by two lay delegates, plus one additional lay delegate for each 200 members, or major fraction thereof above 200 members, provided that no church may thus be represented by more than seven lay delegates, of which one can be a youth (age 15-20 years.) The last annual Year Book statistics will be the basis for computing the number of delegates. Delegates shall be elected or appointed by each church and, unless otherwise ordered by the church, shall serve for a term of one year or until their successors have been elected, except that a delegate's term of office shall terminate upon removal from membership in the local church. Each church may appoint or elect alternates which shall be designated by the church as voting delegates in the event any one or more of regular delegates cannot be in attendance at the annual or special meetings. The recommendation is that no delegate be self-succeeding for more than three successive years and that, so far as possible, delegates should be representative of the church and reflective of the diversity of people within the congregation.
- 4.2 All persons holding authorized ministerial standing in an Association of the Conference, or in the Conference itself, shall be voting members at the annual or special meetings of the Conference.
- 4.3 The members of the Board of Directors shall be voting members of the Conference during their terms of office.

ARTICLE V: VISITORS

- 5.1 At all meetings of the Conference, visitors who are members of a Rocky Mountain Conference Church shall have the privilege of voice but not vote. There is no limit to the number of visitors who may attend.
- 5.2 Authorized ministers holding standing in other Conferences or denominations while serving as ministers or interim ministers in local churches in Associations of the Conference may have the privilege of voice but not vote at meetings of the Conference.

ARTICLE VI: THE BOARD OF DIRECTORS

- 6.1 The Board of Directors (hereafter “Board”) shall be composed of the Moderator who shall also be chair of the Board, a Vice Moderator, and a Treasurer, who shall also serve as the chair of the Finance Committee, all of whom shall be duly elected by the Conference membership at the annual meeting; the Conference Minister (hereafter “CM”) who shall be Executive Secretary of the Conference shall serve ex-officio without vote; the chair of the Personnel Committee, who shall be duly elected by the Conference membership at the business meeting of the Annual Celebration; the coordinator of the Committee on Ministry who shall be duly elected by the Conference membership at the business meeting of the Annual Celebration; and one (1) representative from each of the Associations as nominated by the Association and elected by the Conference membership at the business meeting of the Annual Celebration. Additional positions may be added to the Board as needed to conduct the business of the Conference. Such positions shall be duly elected by the Conference membership at the Annual Celebration. The number of directors may be increased or decreased by a resolution adopted by the Board or the voting members. The total voting membership of the Board may not be less than ten (10) or more than sixteen (16). If a board member misses two consecutive meetings without reason or acts improperly or illegally, the Vice Moderator shall contact the person and may request a resignation. In the absence of a resignation, the board may vote to terminate the membership. Should resignation or termination occur, the vacancy shall be filled in accordance with bylaw provision 6.3 (g).
- 6.2 Meetings. The Board shall meet at least six (6) times a year and on call of the CM, the Moderator, or three of its members. Notice by any means shall be given at least forty-eight (48) hours in advance. A majority of the directors shall constitute a quorum for the transaction of business. Meetings may be conducted by teleconference, or other means as are allowed under Colorado statutes.
- 6.3 Duties. The Board manages the affairs of the Conference between meetings of the members and carries out the directives and directions of the meetings of the members. The Board shall use all reasonable means within its power to maintain the objectives and purpose of the Conference and the United Church of Christ. It shall ascertain by frequent review of services and accounts whether contributions are administered faithfully and responsibly. The Board shall be the executive arm of the Conference, providing correlation and direction for the Conference staff, committees and other groups authorized by the Board to strengthen the witness and mission of the United Church of Christ.
- a) The Directors shall correlate and oversee the work of the Conference committees, ministry teams, and wider ministries established pursuant to Article VII. The committees, ministry teams, and wider ministries shall be accountable to the Board.
 - b) The Board shall have the responsibility of regularly evaluating the work of the CM in cooperation with the Personnel Committee, and generally directing the work of the CM, and, through the CM, the Conference staff.

- c) The Board, through direction to the CM, shall consult on a regular basis with the National Office of the United Church of Christ, acting on behalf of the General Synod, to reach mutual agreement upon the percentage, or dollar amount, of the undesignated gifts for Our Church's Wider Mission to be retained for the support of the Conference.
- d) The Board shall be responsible and accountable for the fiscal management of the Conference, including all properties.
- e) The Board shall submit an annual budget for the succeeding fiscal year or biennium to the Annual Celebration of the Conference for approval.
- f) The Board shall have the power to make minor adjustments in the budget as may be needed for the current fiscal year.
- g) The Board shall have the power to fill vacancies on the Board, committees, and ministry teams by appointment until the next Annual Celebration. The Board shall seek the recommendation of the Nominating Committee to fill vacancies. In the case of a vacancy in the position of Association Board Representative or Association Nominating Committee Representative, the Nominating Committee will request names from that Association.
- h) In case of a vacancy in the office of CM, the Board shall appoint a Supply, Intentional Interim, or Designated CM to serve.
- i) The Board shall seek the recommendations of the Nominating Committee when required to establish a Search Committee for either a vacant Associate Conference Minister (hereafter "ACM") or CM position. The search committee will consist minimally of one clergy and one lay member of each Association and three Board members. The Search Committee will select its chair.
- j) The Board or the voting members may adjust the organizational structure of the Conference to accomplish its mission. The organizational structure refers to staff, Committees, Ministry Teams, Wider Ministries and Task Forces.
- k) The Board shall have authority to design, appoint, and subsequently give oversight to such Task Forces as may be necessary to fulfill the responsibilities of the Board. The Board shall dissolve such groups upon completion of their task.
- l) The Board shall have power to designate persons authorized to sign checks and legal documents on behalf of the Conference and shall arrange for the bonding of those persons.
- m) The Board may engage the services of an attorney or attorneys, an accountant or accountants and other consultants or agents on behalf of the Conference.
- n) The Board shall have the power to enter into contractual agreements on behalf of the Conference.
- o) The Board may appoint an Assistant Treasurer and an Assistant Secretary, specifying term and assignment of duties. The Assistant Treasurer shall also be bonded and otherwise subject to all regulations applicable to the Treasurer. The Assistant Secretary shall perform the duties of the Executive Secretary as instructed by, or in the absence

of, the Executive Secretary. The Assistant Treasurer and the Assistant Secretary may be employees of the Conference.

- p) The Board shall direct the Finance Committee to provide for an annual independent review or audit of RMC financial records.

6.4 The Executive Committee shall be composed of the following members: Moderator, Vice Moderator, Executive Secretary, and Treasurer. The Executive Committee shall meet as needed to deal with business authorized by the Board, to call special meetings of the Board, or to carry out the duties of the Board if the Board is unable to meet. All actions of the Executive Committee must be approved by the Board to remain in effect.

ARTICLE VII: COMMITTEES, MINISTRY TEAMS, AND WIDER MINISTRIES

7.1 Committees, Ministry Teams, and Wider Ministries of the Conference shall be created and authorized by the Board to exercise the work and ministries of the Conference.

7.2 Committees. There shall be five (5) committees to address the administrative, fiduciary and oversight functions of the Conference. Four (4) of these committees -- Finance, Personnel, Ministry, and Nominating -- shall consist of Conference constituents as elected by the members at the business meeting of the Conference Annual Celebration. Finance, Personnel, and Nominating committee members shall be elected for staggered terms of two years and may succeed themselves for a second two-year term. Committee on Ministry members shall be elected for staggered terms of three (3) years and may succeed themselves for a second three (3) year term. In the first year of the COM's establishment, one third of the membership will be elected for a three (3) year term, one third for a two-year (2) term, and one third for a one (1) year term. The Business Committee shall be appointed by the Board. If a Committee member misses meetings such that their investment in the Committee is compromised as determined by the chair of the Committee, the chair shall contact the person and may request a resignation. In the absence of a resignation, the Committee may vote to terminate the membership. Should resignation or termination occur, the vacancy may be filled in accordance with Bylaw provision 6.3 (g)).

- a) Each of the Committees shall have authority to design, appoint, and subsequently give oversight to its structure and organization in ways consistent with these Bylaws, including the formation of such task force as may be necessary to fulfill its responsibilities and objectives. The Committee may modify its structure and organization in ways consistent with these Bylaws and may terminate task forces it established at its discretion.

b) The five (5) committees are:

(1) Finance Committee. This committee shall:

- a. solicit input from Conference Committees, Ministry Teams, and other parties regarding the annual budget of the Conference;
- b. prepare a proposed annual budget in consultation with the CM;

- c. monitor income and expenses;
- d. present recommendations to the Board regarding budget adjustments;
- e. conduct a continuing review of Conference accounting and financial management procedures;
- f. oversee and evaluate budget building procedures;
- g. provide consultation and guidance regarding accounting procedures, practice and policy;
- h. recommend an independent audit when determined to be advisable;
- i. make recommendations to the Board for policy and/or procedural changes;
- j. implement investment policies of the Conference;
- k. propose, oversee, and evaluate the management of liquid assets and long-term assets of the Conference: the investment portfolio and capital assets. This committee shall optimally consist of five or more persons with representation shared among multiple associations and shall meet at least quarterly. The Treasurer shall be chair of the Finance Committee.

(2) Personnel Committee. This committee shall:

- a. review the Personnel Manual on an annual basis, recommend to the Board for approval, policies to set forth and clarify personnel procedures for employees of the Conference in their day-to-day services and relationships with co-workers and with the RMC as the employer. These policies outline the responsibilities of the RMC and the employee, provide direction, and define authority in certain employment and personnel matters, and speak to the Conference's interest in promoting just and equitable treatment of all employees;
- b. create and maintain, in consultation with the CM job descriptions for RMC employees and assure personnel policies of the Conference are fairly administered;
- c. conduct a bi-annual performance review of the CM;
- d. recommend salary action for the CM to the Board for approval;
- e. conduct, in consultation with the CM reviews of other staff members' performance and make recommendations for salary and benefits for all employees;
- f. consult with the CM, the Board, and an external HR consultant (To be retained, chosen, and renewed on a routine basis by the Board) on any employment actions (hiring, performance improvement issues and terminations) for any employees and Associate Ministers in the Conference. Any exceptional cases involving the ACMs or CM may be escalated referred to the Committee on Ministry for a Situational Support Consultation "to address circumstances or dynamics within the covenantal relationship that need support," or a Fitness Review is the concern involves "unhealthy behavior or misconduct...in light of the UCC Ministerial Code." (UCC Manual on Ministry, 2018);

- g. conduct quarterly meetings with the CM to discuss all RMC employees, ensure performance is meeting expectations and to collaborate on potential remedial actions, if any. This committee shall optimally consist of five persons with representation shared among multiple associations and shall meet as needed.
- (3) The Committee on Ministry (COM). The Committee on Ministry (COM) shall, on behalf of the Associations of the Conference that have delegated their authority to the Conference: authorize ministers and local churches; provide supportive oversight for authorized ministers and local churches; and maintain standards and standing for authorized ministers and churches. The COM shall organize itself to:
- a. administer the In Discernment process that receives new ministers and local churches;
 - b. provide for supportive oversight for authorized ministers and local churches;
 - c. ensure accountable and ethical conduct, practices, and relationships for authorized ministers and local churches. The scope and detail of the work of the COM is described in the Constitution (Articles V – IX) and Bylaws (Articles I and II) of the United Church of Christ, and in the current editions of the UCC Manual on Ministry and UCC Manual on Church. The Committee shall consist of no fewer than twenty-five (25) and no more than forty (40) and shall meet as needed.
- (4) Nominating Committee. The Nominating Committee shall consist of six members elected at the Annual Celebration of the Conference to serve for a period of two years. Each association shall be represented on the committee. Associations shall submit a nominee to serve as a representative of the association on the Committee. A member of the Nominating Committee who has served two full terms shall not be eligible for re-election until one year has elapsed. Terms of members shall begin at the close of the Annual Celebration at which they were elected. One at-large member shall also be elected. The committee shall select its chair. See Article IX for committee duties and responsibilities.
- (5) Business Committee. The Board shall appoint three of the Association representatives who are members of the Board to act as the business committee for the meetings of the Conference. The Business Committee shall receive resolutions in accordance with the Standing Rules for Annual Celebrations and manage the business agenda for meetings of the Conference.
- 7.3 Ministry Teams shall consist of Conference constituents as elected by the members at the Conference Annual Celebration. Ministry Team members shall be elected for a term of two years and may succeed themselves for a second two-year term. If a Ministry Team member misses meetings such that their investment in the Committee is compromised as determined by the chair of the Ministry Team, the chair shall contact the person and may

request a resignation. In the absence of a resignation, the Ministry Team may vote to terminate the membership. Should resignation or termination occur, the vacancy may be filled in accordance with Bylaw provision 6.3 (g).

- a) Ministry Teams shall implement the purpose and work of the Conference. The Board shall have authority to design, appoint, and give oversight to such Ministry Teams as may be necessary to fulfill the Board's objectives. Ministry Teams shall meet at least three times per year. Each Ministry Team shall submit a written report of its activities to the Annual Celebration.
- b) The Board shall develop a charter with each Ministry Team. The charter shall include purpose, objectives, number of members, and accountability measures.
- c) By January of each year, the Board shall define a list of Ministry Teams for the succeeding year and provide the charter for each Ministry Team. Those charters will be given to the Nominating Committee. The Nominating Committee shall seek to provide a balanced constituency of elected members for all Ministry Teams, i.e., geography, gender, sexual orientation, age, ethnic background, laity, clergy. The Nominating Committee shall also consider any specialized skills, interests or experiences that would enhance the work of the Ministry Team.
- d) When a new Ministry Team is formed, the Nominating Committee shall propose members nominated to staggered terms, and shall name a candidate to be elected as chairperson.
- e) A member of the Board shall serve as a liaison to each Ministry Team. The designated liaison shall maintain regular contact with the chair of the Ministry Team, sufficient to communicate actions or concerns of the Board, and to inform the Board of the plans and accomplishments of the Ministry Team.
- f) A Ministry Team shall have authority to design, appoint, and subsequently give oversight to such task force groups as may be necessary to fulfill their responsibilities and objectives. The Ministry Team shall terminate such groups at their discretion.
- g) The Board may determine that an existing Ministry Team is no longer necessary, and discontinue that Ministry Team. The Board shall report to the Annual Celebration when a Ministry Team is discontinued, and the Ministry Team shall cease to exist at the close of that Annual Celebration.

7.4 Wider Ministries shall consist of Conference constituents and invited others having specialized skills needed to meet the objectives of the Wider Ministry. The chairperson of the Wider Ministry shall be a UCC member of the Conference.

- a) Wider Ministries shall implement the purpose and work of the Conference as defined in a charter created for the Wider Ministry. The charter shall include purpose, objectives, personnel skills required, and accountability measures. The charter shall be approved by the Board.
- b) Each Wider Ministry's membership shall be approved by the Board annually at the first Board meeting after the Annual Celebration.

- c) A member of the Board shall serve as a liaison to each Wider Ministry. The designated liaison shall maintain regular contact with the chair of the Wider Ministry, sufficient to communicate actions or concerns of the Board, and to inform the Board of the plans and accomplishments of the Wider Ministry.
- d) Each Wider Ministry shall prepare and submit an annual report 45 days prior to the Conference's Annual Business Meeting. The annual report shall include, at a minimum, discussion of accountability measures as provided in the Wider Ministry's charter. Funding for the next budgeting cycle for the Wider Ministry is dependent on the board receiving the report.
- e) If the Wider Ministry chooses to separate from the Conference, the Wider Ministry chair shall so inform the Board. It is understood that in this event, the Wider Ministry would no longer qualify for budgetary funding from the Conference effective with the next budgeting cycle.
- f) If the Wider Ministry's work ends or is dormant for a full budgetary cycle, the Board reserves the right to terminate the Wider Ministry at the Conference level.

7.5 Task forces shall be time-bound and outcome-focused groups that are convened to support the Board, CM, Committee or Ministry Team's mission, strategic objectives, or program activities.

- a) A task force shall be a small group, usually four to twelve people, that brings together a specific set of skills to accomplish a defined task. The task forces shall consist of Conference constituents enlisted by the convening organization.
- b) The convening organization shall provide the task force with a charter. The charter shall include purpose, objectives, specified timeframe lasting from a few months to a year, and accountability measures.
- c) The convening entity shall appoint the chair.

ARTICLE VIII: OFFICERS AND STAFF

8.1 Moderator and Vice Moderator

- a) The Moderator and Vice Moderator shall be elected at the Annual Celebration to serve for a term of one year, and be eligible for reelection once, to begin at the adjournment of the Annual Celebration and shall serve until their successors are elected and installed. Moderator and Vice Moderator shall be alternately a lay person and a minister; if the Moderator is a lay person the Vice Moderator shall be a minister, and vice versa.
- b) The Moderator shall preside at all meetings of the Conference.
- c) The Moderator shall be President of the Conference and chairperson of the Board and shall report all findings and acts of the Board to the Conference at the Annual Celebration or at such other times as the Moderator or the Board shall determine to be appropriate.

- d) The Vice Moderator shall perform the duties of the Moderator in case of absence or inability to act or by request of the Moderator and shall perform other duties as specified in these Bylaws or by the Board.
- 8.2 Treasurer. The Treasurer shall be elected at an Annual Celebration for a term of two years, to begin July 1 after election, and shall be eligible for reelection for one additional term. The Treasurer shall receive and be custodian of all funds, securities and personal property belonging to or entrusted to or in any manner committed to the care or custody of the Conference. The Treasurer shall disburse, pay over, and deliver same as authorized in the Conference budget, or as shall from time to time be ordered by the Board. Direct gifts received by the Conference shall be processed as indicated by the donor. The Treasurer shall make reports to the Board and an Annual Report to the Conference. The Treasurer shall give bond for the faithful discharge of duties in such sum as the Board may require, the expense of such bond to be paid by the Conference. The Treasurer shall chair the Finance Committee.
- 8.3 Chair of the Personnel Committee. The Chair of the Personnel Committee shall be elected at an Annual Celebration for a term of two years and be eligible for reelection once.
- 8.4 Additional Board Members. As needed to support the work of the Conference, additional Board members may be elected at an Annual Celebration for a term of two years and be eligible for reelection once. Such Board members may be given specific portfolio responsibilities by the Board or the voting members.
- 8.5 The Conference Minister.
- a) The CM shall have or be eligible for ministerial standing in the United Church of Christ and shall be nominated by the Board and elected at the Annual Celebration of the Conference or a special meeting called for that purpose. A service of installation shall be held in coordination with the Committee on Ministry for such persons. The CM shall serve at the pleasure of the Conference under a Call Agreement between the Conference and the CM. The CM may resign by giving three months written notice to the Board. The Call Agreement with the CM may be terminated by three-fourths (3/4) of the directors. If the directors vote to terminate the Call Agreement, the CM may, by written request submitted to the Conference Moderator with in ten (10) days of notification, appeal the termination to the members of the Conference at the next Annual Celebration or, a special meeting of the Conference called to consider the appeal. In addition, three Directors, two Associations or ten churches of the Conference may request the termination of the Call Agreement. In that case the Board shall consider the request and if it determines by a majority vote of all the directors that the request should be submitted to a meeting of the Conference it shall submit the request to a meeting of the Conference held within sixty (60) days after the Board makes its determination. The Call Agreement shall then be terminated if the request

- receives a majority vote at the meeting of the Conference. Upon a vote to terminate, the CM may immediately be relieved of all duties. Upon a vote to terminate, the CM shall be compensated a minimum of three months salary and benefits, not including business expenses. The CM's employment ends immediately if the ministerial standing of the CM is terminated, or if the CM resigns their ministerial standing. In the case of loss of standing or resignation of standing, severance compensation may be waived.
- b) The CM shall have general supervision over the work of the Conference under the guidance of the Board. The CM, in consultation with the Personnel Committee and the Board, shall recommend job descriptions for the staff. select, employ, and evaluate staff and supervise the services of all staff members.
 - c) The CM shall be Executive Secretary of the Corporation and be authorized to sign checks and negotiate legal documents and shall be bonded in such amounts as the Board shall determine the expense of such bonds to be paid by the Conference. Further, the CM shall act as Registrar of the Conference acting as an Association. The CM shall report to the Board and shall make an annual report to the Conference.
 - d) The CM shall attend the meetings of the Conference, the Board, and he/she, or a designated staff member, shall be a member ex-officio of all committees and ministry teams of the Conference. The CM shall be the liaison officer between the Conference and denominational, ecumenical, and interfaith bodies.
 - e) The CM shall facilitate communications with and between ministers, churches, Associations of the Conference, the Conference, and the national settings of the United Church of Christ; be available to consult with and advise individuals and/or congregations on matters affecting the faithful functioning of the church; and upon request, shall represent, or appoint another to represent, the Conference at ceremonies and functions related to the missions and ministries of the Conference.
 - f) On adjournment of the Annual Celebration, the CM shall ensure that all persons who have been appointed or elected to any position by the Conference or the Board are notified and welcomed. The CM shall work with each chair to convene all Committees and Ministry Teams within four months after the Annual Celebration.
 - g) The CM shall cause to be published the minutes of the Conference and such other data connected with the office as may be instructed by the Conference.
 - h) The CM shall be custodian of the records, papers, pamphlets and general archives of the Conference and shall see that these are arranged in an orderly manner and carefully preserved in the office of the Conference.
 - i) The CM shall facilitate the Search and Call Process within the Conference, assisting clergy seeking calls and congregations searching for ministerial leadership.
 - j) The salary of the CM shall be determined by the Board. The CM shall recommend to the Board the compensation of staff members. Total compensation of the CM and the staff members shall not exceed the amount for compensation included in the budget for approval by the Conference.

- 8.6 The Board may call one or more ACMs. Such calls will occur in consultation with the CM who will serve as supervisor of ACMs. Services of installation or recognition shall be held for such persons in coordination with the Committee on Ministry. The Call Agreement with an ACM may be terminated by three-fourths (3/4) of the directors, and the concurrence of the CM. Upon a vote to terminate, the ACM may immediately be relieved of all duties. Upon a vote to terminate, not for cause, the CM shall be compensated with a minimum of three months salary and benefits, not including business expenses. The ACM's employment ends immediately if the ministerial standing of the ACM is terminated, or if the ACM resigns their ministerial standing. In the case of loss of standing or resignation of standing, severance compensation may be waived.
- 8.7 With approval of the Board, the CM may employ administrative staff members as provided for in the budget and as necessary for the efficient work of the Conference.

ARTICLE IX: ELECTIONS

- 9.1 The Nominating Committee shall make a report to the Annual Celebration of all nominations for each office and all committees as provided in the Bylaws.
- a) When selecting candidates for office, the Nominating Committee shall consider all names submitted and seek a diverse pool with regard to age, race, ethnicity, ability, gender, sexual orientation, gender identity, and geographic location.
 - b) Members of committees and ministry teams shall be selected in accordance with job descriptions and specific qualifications as established by the Board or the voting members.
 - c) The Committee may make more than one nomination for each office. Nominations from the floor also will be allowed.
 - d) The Nominating Committee shall notify each church of the Conference during the first quarter of each election year of vacancies to be filled at the next Annual Celebration of the following: Board positions, Committees, Ministry Teams, and delegate assignments.
 - e) The Nominating Committee shall recommend nominees to the Board to fill vacancies created throughout the year in Committees or Ministry teams.
 - f) Persons named on the Nominating Committee slate shall have been notified in advance of their nomination and shall have indicated their acceptance.
 - g) The Nominating Committee shall provide each nominee with a committee, ministry team, or job description as promulgated by the Board.
- 9.2 The Nominating Committee shall request from each association the name of a representative to serve on the Board. The Nominating Committee shall present the name of each association representative for election at the Annual Celebration. Service shall be one term of three years in duration. Association nominees may be currently serving as an officer of the association or may be designated to serve specifically for the purpose of representing the association on the Conference Board.

- 9.3 The Nominating Committee shall invite and consider nominations from Associations for General Synod delegates. The Rocky Mountain Conference delegation shall conform to General Synod guidelines.

ARTICLE X: SEAL

- 10.1 The Conference shall have a corporate seal, consisting of a circle containing the words, "The Rocky Mountain Conference of the United Church of Christ" and such other words or emblems as may be determined by the Board.

ARTICLE XI: AMENDMENTS

- 11.1 These Bylaws may be amended pursuant to Article X of the Constitution. Colorado Conference UCC Bylaws adopted October 30-31,1962.

Amended May 13-15, 1966; May 25,1973. Further amended May 9, 1974, to form the Rocky Mountain Conference 7/1/74.

Amended May 9, 1975; May 11,1984; Revised and Amended May 30, 1987; June 2, 1990; May 25,1991; May 19,1996; June 13,1998; June 10, 2000; June 11, 2005; July 7, 2009; June 8, 2013; June 8, 2019; June 12, 2021; November 10, 2021; June 17, 2023; November 28, 2023.