Southwest Conference United Church of Christ

Bylaws

Approved 4/30/2011

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Definitions

Local Church/Congregation: Those churches as defined by the UCC Constitution and Bylaws that exist within the geographical boundaries of the Conference and that have active standing held through the Committee on Church and Ministry.

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

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

Search Committee: A subcommittee of the Executive Board (EB) created for the sole purpose of recommending a candidate to the EB to fill a vacancy in the office of the Conference Minister.

Standing Committee: Permanent committees established by these bylaws (Nominating, Endowment Fund Management, Personnel and Committee on Church and Ministry). The Executive Board has sole authority for creating or discontinuing Standing Committees.

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

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

Conference Delegates: Those elected at the Annual Meeting of the Conference to serve on behalf of the Conference to General Synod or any other Special Called Meetings of the United Church of Christ.

Local Church Delegates: Delegates elected by their local church to represent their church at the Annual Meeting, or any Special Meetings, of the Southwest Conference.
Called Staff: Conference staff who are authorized ministers and are exempt from the wage and hour provisions of the Fair Labor Standards Act (FLSA).

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

**Article I  Mission/Purpose Statement**

A. The Mission Statement of the Southwest Conference reads:

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

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

1. Caring for and overseeing clergy;

2. Equipping congregations, communities and clergy to do their best possible ministry/accomplish their mission;

3. Building and maintaining relationships with the Conference’s missional and covenental partners; and

4. Encouraging local church discernment and participation in shared mission by engaging all covenant partners in dialogue that engenders relevance, courage and adaptability.

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

1. Covenant relationships that are the fundamental basis of our shared mission;

2. Polity that acknowledges God speaks through each individual, and the voice of God is always tested in Community under the guidance of the Holy Spirit;

3. Healthy and vital churches and communities of faith;

4. Networks and relationships to facilitate our shared mission;

5. Creative and innovative ministry opportunities for, to, and with youth and young adults.

6. Clear commitment to justice and compassion;

7. Service and mission to communities of need;
8. Extravagant welcome and radical inclusivity; and

9. Courage to be a voice of prophetic witness.

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

Article II  Covenant Partnerships

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

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

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

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

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

Article III Responsibilities of the Southwest Conference

A. RESPONSIBILITIES

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

B. SOUTHWEST CONFERENCE RESPONSIBILITIES
1. The Conference shall seek to undergird the mission and ministry of the local churches, communities and ministers of which it is composed and of the General Synod and the instrumentalities of the United Church of Christ.

2. The Conference shall seek to nurture the spiritual life and witness of its members.

3. The Conference shall participate with local churches, communities, and ministers in the moral struggles of our time.

4. The Conference shall be an instrument of Christ’s mission by helping to establish new communities of faith, and assisting existing congregations in their effort to remain vital and healthy.

5. The Conference shall provide a communications network among its members and national instrumentalities.

6. The Conference shall maintain a depository for historical records and for such records as any individual churches may entrust to it.

7. The Conference shall act as an association of the United Church of Christ in all ecclesiastical functions.

C. RIGHTS AND RESPONSIBILITIES OF THE LOCAL CHURCHES AND COMMUNITIES

1. The Conference shall respect and recognize the rights of the local church as set forth in the constitution of the United Church of Christ which reads, “The autonomy of the local church is inherent and modifiable only by its own action. Nothing in the constitution and the Bylaws of the United Church of Christ 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 General Synod, or to any Conference or association 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 which affairs include, but are not limited to, the right to retain or adopt its own methods of organization, worship and education; to retain or secure its own charter and name; to adopt its own constitution and Bylaws; to formulate its own covenants and confessions of faith; to admit members in its own way and to provide for their discipline or dismissal; to call or dismiss its pastor or pastors by such procedure as it shall determine; to own, manage and dispose of property and funds; to control its own benevolences; and to withdraw by its own decision from the United Church of Christ at any time without forfeiture of ownership or control of any real or personal property owned by it.”

2. Membership of a local church or community in the Southwest Conference involves the following minimum rights and responsibilities:
a. Paying of the Conference per capita dues;

b. Financially supporting “Our Church’s Wider Mission;”

c. Participating in the Annual Meeting and any Special Meetings by delegates;

d. Supplying information requested by the Conference;

e. Recognizing that “actions by, or decisions or advice emanating from the General Synod, a Conference or Association, should be held in the highest regard by every local church,” (Constitution of the United Church of Christ;)

f. Recognizing the Conference as a ministry with the churches and communities in our common life and service; and

g. Using the staff and facilities of the Conference in order to strengthen the life and work of the local church/community, or to negotiate internal conflict in the life of the congregation/community.

D. MEMBERSHIP

1. Members of the Southwest Conference are local churches, communities, and authorized ministers who hold standing in the Conference.

2. Local churches are those within the geographic boundaries of the Conference described in the Constitution of the United Church of Christ.

3. Communities are networks of people organized around the presence of Christ, which embraces a United Church of Christ identity and the values of the Southwest Conference, that exist within the geographical boundaries of the Conference, and that have standing held through the Committee on Church and Ministry.

E. DELEGATES

1. Local Churches

Local churches shall be represented in the meetings of the Conference by voting delegates. The number of voting delegates representing each local church will relate, in general, to the number of members of that church. Churches of five hundred members or fewer shall be entitled to five delegates. Churches of more than five hundred members shall be entitled to five delegates for the first five hundred members, plus one additional delegate for every additional five hundred members or fraction thereof. No church shall have more than a total of ten delegates. The official number of members for a given local church will be that number reported by the church to the Conference as of December 31st in the preceding year. Each member church shall select its own delegates according to
its own policy. All delegates must be active members of a United Church of Christ congregation within the geographical area of the Conference. Insofar as possible, it is recommended that at least one delegate from each church be under thirty (30) years of age, that both race and gender be considered in determining church representation, and that delegates be key leaders in the congregation. Insofar as possible, delegates to Conference shall represent their local church at all Association Meetings.

Ministers

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

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

Communities

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

Official Leaders

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

Honorary Delegates

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

General Synod Delegates

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

b. All General Synod delegates shall be delegates to the Annual and Special Meetings of the Southwest Conference with voice and vote.
F. SOUTHWEST CONFERENCE MEETINGS

1. Annual Meeting

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

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

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

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

iii. Receive the reports of the Officers, staff, committees, member churches and organizations related to the Conference;

iv. Approve the budget of the Conference;

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

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

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

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

2. Special Meetings

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

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

c. The meeting will not be held sooner than forty-five (45) days and not later than sixty-five (65) days from the vote of the Executive Board, or receipt of the petition.
d. Notice of the Special Meeting shall be made not fewer than thirty-one (31) days in advance. Use of electronic media is permitted when available.

e. The time and place of the Special Meeting shall be determined by the Executive Board.

f. Actions taken at a Special Meeting shall be only on those matters for which the meeting was specifically called.

3. Quorum

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

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

a. Regular business shall be decided by majority vote of the quorum.

b. Special or corporate business shall require two-thirds (2/3) majority vote of the delegates present for passage. (Special or corporate business shall include sale or disposal of real property, amendments to the Bylaws, the call or dismissal of the Conference Minister, and approval of a special or new capital funds budget.)

c. There shall be no vote by proxy or absentee ballot.

d. The delegates assembled in Special or Annual Meetings shall be the final authority for affairs of the Conference.

e. Members of the professional and support staff of the office of the Southwest Conference shall have voice but not vote. They may speak to any action that is before delegates at a meeting of the Conference, but may not initiate an action to come before that body.

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

G. COMMITTEES

1. Permanent standing committees of the Southwest Conference shall be: the Nominating Committee, the Personnel Committee, the Church and Ministry
Committee, Sections A and B, and the Endowment Fund Management Committee,

The Executive Board shall designate those other committees that shall be called standing committees.

All standing committees shall be responsible for filling vacancies on their committee between Annual Meetings. Such interim appointments must be confirmed by the Executive Board. Appointments by the committee are valid only until the next Annual Meeting when such vacancy shall be filled by election.

The Nominating Committee shall serve between Annual Meetings to nominate individuals to fill vacancies in offices. Such appointments are subject to confirmation by the Executive Board.

Committee members shall be elected at the Annual Meeting of the Southwest Conference.

Each committee shall review its purpose statement annually with the Executive Board of the Southwest Conference.

Nominating Committee

a. The Nominating Committee shall consist of six (6) members elected by the delegates at the Annual Meeting. The Committee shall include one member from each of the five Historic Associations of the Conference and shall represent the diversity of the Conference. There shall be a second person from the greater Phoenix area on the Committee. The Nominating Committee shall make all nominations to the Conference for officers and other elected persons, applying, in so far as possible, affirmative action principles. Following presentation of the Nominating Committee report to the delegates at the Annual Meeting, there shall be an opportunity for nomination from the floor. After a suitable period of time, an election shall be conducted. Nominees must have agreed to serve if elected.

b. Terms of office shall be two (2) years. A person may serve no more than two (2) terms and then shall not be eligible for re-election for a period of one (1) year. Terms shall be staggered to allow one half of the committee’s terms to expire every two years.

Personnel Committee

a. The conference shall elect to the Personnel Committee four (4) members. These persons shall be elected at-large from the Conference for a term of three (3) years except that initially one will be elected for one (1) year, one
will be elected for two (2) years, and two will be elected for three (3) years. The
Moderator-Elect shall serve on the Personnel Committee as an Ex-Officio Member with vote. The Conference Minister may attend all meetings with voice but not vote.

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

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

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

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

a. The Conference shall elect to the Committee on Church and Ministry, Section A, twelve (12) members. There shall be at least four (4) lay members on the committee. There shall be at least two (2) members from the Central Arizona Association, and at least one from the other four Associations (Northern Arizona, Southern Arizona, Northern New Mexico, Southern New Mexico/El Paso TX). Each Association shall be represented by at least one (1) clergy.

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

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

d. Oversight actions that result in the change of ministerial authorization by the Southwest Conference (SWC) Committee on Church and Ministry A (CoCAM A) are subject to appeal. The appeal will be made to and heard by the Executive Board (EB). The only grounds upon which an appeal can be made will be regarding whether CoCAM A materially departed from the process adopted by the SWC so as to guarantee consistency of policy implementation, control access to confidential and sensitive material, promote information sharing, and minimize politicization of an ecclesiastical authorization matter.
Only the minister under review whose authorization status changed as a result of the Committees deliberations may file the appeal. An appeal must be filed within 30 days of CoCAM A’s decision. The EB must undergo a full orientation to the process prior to hearing the appeal. Only those members of the EB who are present for the orientation and for the entirety of the hearing for the appeal may vote on the outcome of the appeal. Possible outcomes of the vote include: affirmation that the process used was sufficiently consistent with the one adopted by the SWC; acknowledgement that the process used was in a sufficient way not the one adopted for use by the SWC. If the latter, the EB will direct CoCAM A to reconsider the action, without materially departing from the adopted process, policies, and procedures of the SWC.

10. The Committee on Church and Ministry, Section B

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

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

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

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

11. Endowment Fund Management Committee (EFMC)

a. The conference shall elect 4 members to the Endowment Fund Management Committee. These persons shall be elected at-large from the Conference for a term of three (3) years except that initially one will be elected for one (1) year and one for two (2) years, and two will be elected for three (3) years. The Treasurer shall serve on the EFMC as an Ex-Officio Member with vote. A person may serve no more than two (2) successive terms.
b. The purpose of the Committee is to manage the Conference endowment funds, both undesignated and designated funds, to ensure the greatest return while ensuring the funds are invested with the values of the Conference in mind.

c. The Endowment Fund Management Committee is accountable to the Executive Board and all reports of its deliberations shall be provided to the Executive Board.

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

A. PURPOSE/MISSION

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

B. RESOURCES

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

C. COMPOSITION/MEMBERSHIP

1. The MCVC shall be composed of one (1) delegate from every church with standing in the Conference. The MCVC will also include the elected officers of the Conference, and will be chaired by the Conference Moderator. Anyone serving as a Conference representative to any of the National Bodies of the United Church of Christ shall also be a member of the MCVC. Called staff of the Conference will be granted voice without vote at all meetings of the MCVC. Each local church bears responsibility for any expense incurred by its elected delegate to attend the meetings of the MCVC; travel pool assistance may be made available to congregations more than 150 miles from the meeting site.

2. Any person elected to serve on the MCVC as the representative of his/her local church is responsible to attend all meetings of the MCVC. Absences shall be reported to the Secretary of the Conference. Any elected representative to the MCVC who is unable to attend can, with permission of her/his church governing Board, send a proxy. If said proxy reports his/her attendance at the meeting to the Secretary one full week in advance of the meeting, he/she will be granted voice and vote.
3. In addition to attending faithfully all scheduled meetings of the MCVC, each representative will covenant with the Conference to serve as interpreter of the Conference Mission in and to his/her local church. At the very least, this should include an oral report to the church following each MCVC meeting of the important and relevant actions being undertaken by the Conference. Representatives should also consider printed reports to their church governing boards and other publications utilized by their local church for communication to their active members (worship bulletins, newsletters, webpages, etc.).

4. Any member community operating within the boundaries of the Southwest Conference may elect one representative from their organization to serve on the Mission and Church Vitality Committee.

D. ELECTION

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

E. TERMS

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

F. DUTIES AND RESPONSIBILITIES

1. The MCVC shall receive and review all written reports submitted by all other entities of the Conference and discern the extent to which the mission of the Conference is being either enhanced or compromised by their efforts.

2. The Conference Office and Staff bear the responsibility for providing all representatives to the MCVC information sufficient to allow them to function with full awareness of and preparation for the meetings at least one week in advance of the next scheduled meeting of the MCVC.

3. The MCVC shall annually provide a list to the Nominating Committee identifying which skills and/or passions it feels should be represented on the Executive Board, and the main challenges the MCVC believes the Board should address. The
MCVC shall seek to compile that list as a means of ensuring the greatest possible outcomes relative to the undertaking of our stated mission.

G. MEETINGS

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

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

Article V  Executive Board (EB)

A. MEMBERSHIP AND ELECTION

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

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

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

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

B. RESPONSIBILITIES OF THE EXECUTIVE BOARD

1. The EB shall have the policy-making responsibilities of SWC between the meetings of the Conference. This shall include coordinating current programs and
projects, establishing new churches, developing priorities consistent with the mission of the SWC, and long range plans and strategies. The EB shall make decisions with respect to staff and take action on financial matters as may be necessary or required.

2. The EB shall control and manage all property of the Conference, and whenever they shall deem it for the best interest of the Conference may assign, buy, mortgage, lease, sell, or convey any real or personal property. The deeds, conveyances, notes, mortgages, pledge agreements, trust deeds, and any instruments required in such authorized transactions shall be signed by any two (2) of the following: the Moderator of the Conference, the Moderator-Elect, the Secretary, or the Treasurer, who shall affix the Conference Seal to such instruments. The EB shall designate the officers or persons who shall have the power to sign receipts, endorse checks, deposit funds, and draw checks or other orders for withdrawal of funds belonging to the Corporation.

3. Whenever the EB shall authorize the execution of delivery of a conveyance or real property to a United Church of Christ, it shall be the policy to include in such conveyance a “Reversionary Clause” providing in substance for the reversion of the title to the Conference in the event the grantee shall cease to be or function as a United Church of Christ, or shall fail and neglect to conform to any other condition that may be prescribed by the grantor in said conveyance. There will be a recommendation that such “Reversionary Clause” be included in the Bylaws of the Church.

4. The EB shall make an Annual Report to the Conference.

5. The EB shall have the power to interpret these Bylaws.

6. The EB shall have the authority to create task forces or temporary committees in order to facilitate the work and mission of the Conference.

7. Meetings of the EB are open to members of the Conference, except that Executive Sessions may be called to discuss sensitive personnel matters and certain legal issues.

8. Upon notice of a vacancy in the office of the Conference Minister, the EB will recommend and appoint a Conference Minister Search Committee composed of nine (9) to eleven (11) members. In addition, the Moderator or Moderator-Elect may serve Ex-Officio with voice but not vote. Search Committee members will represent a cross-section of the membership of the churches and associations. The EB will appoint a chairperson from among the members of the Search Committee.
9. Meetings of the EB may be conducted with the use of available technology to reduce time and travel costs. All votes taken during and recorded at meetings held by use of this technology are binding.

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

C. OFFICERS

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

2. Election and Terms

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

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

Duties

a. Moderator

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

b. Moderator-Elect

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

c. Secretary

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

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

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

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

Article VI. Ministries of the Southwest Conference

A. PURPOSE

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

B. COMPOSITION

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

C. MEETINGS

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

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

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

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

Article VII Conference Minister and Staff - Personnel

A. DUTIES

1. The Conference Minister shall be an ordained minister in full standing with the United Church of Christ and shall be the Chief Executive Officer of the Conference in accordance with the policies established by the EB.

2. It shall be the Conference Minister’s duty to be informed in regard to every phase of the work undertaken by the Conference.

3. It shall be the Conference Minister’s special duty to organize, direct, and coordinate all the work of the conference so that each phase of the work may be done with the greatest efficiency, economy, and Christian concern.

4. The Conference Minister shall represent the Conference before the churches and in all ecumenical and interfaith gatherings, unless the Conference specifically provides otherwise.

5. The Conference Minister shall be a Pastor to all the ministers and churches, and shall be available to assist in pastoral placement.

6. The Conference Minister shall be an advisory and ex-officio member of all Boards, Committees, and Ministries of the Conference with voice but not vote. The Conference Minister shall make a report to each meeting of the Executive Board and be accountable to the Executive Board.

B. ELECTION

1. The Conference Minister shall be elected and called by the Conference upon nomination by the Executive Board and shall serve for an indefinite period.

2. The Conference Minister’s call agreement can be ended with two (2) months notice only by either the Conference Minister submitting a letter of resignation to the EB, or by a 2/3 majority vote of the delegates at an Annual or Special meeting of the Conference, provided notice has been mailed to all members 31 days in advance of the meeting. The dismissal may be in less than two (2) months if mutually agreed to by the EB and the Conference Minister.
3. In case of a vacancy in the office of Conference Minister, the EB shall have power to appoint a Conference Minister ad interim.

C. PROFESSIONAL ASSOCIATES AND OTHER STAFF

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

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

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

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

d. Rates of compensation and other benefits pertaining to Called Staff shall be decided by the Executive Board and set forth in their Call Agreement.

Article VIII Rules of Order

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

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

Article IX Dissolution Clause

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

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

Article X Endowment Fund

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

Article XI Amendments

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

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

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

CERTIFICATION

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

Karen Richter, Secretary