

**Constitution & Bylaws
of the Indiana-Kentucky Conference
2019 Proposed Revision**

ARTICLE I NAME

The name of this corporation shall be INDIANA-KENTUCKY CONFERENCE OF THE UNITED CHURCH OF CHRIST, INC. This corporation is incorporated in the State of Indiana, and subject to its statutes.

ARTICLE II PURPOSE & MISSION

The purpose and mission of this corporation are as follows:

1. To carry out the mission of the Indiana-Kentucky Conference, as identified in its current mission statement;
2. To be a Conference of the United Church of Christ, composed of Local Churches and authorized ministers who hold standing in an Association within the boundaries of this Conference;
3. To conduct the work, duties, obligations, and commitments of a Conference of the United Church of Christ;
4. To exercise the functions of an Association of the United Church of Christ when they are delegated to it by such Association or where no such Association exists;
5. To aid Local Churches in their ministry and mission;
6. To proclaim the Gospel to the world, advance faith, promote Christian formation, and encourage Christian mission;
7. To maintain relations with the General Synod of the United Church of Christ, its agencies, and its covenanted ministries, to the end that the work of the denomination may be advanced among the churches of this Conference;
8. To maintain relations with other faith fellowships and ecumenical bodies to the end that community, mutual understanding, and cooperation may be advanced;
9. 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 covenanted ministries 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 which are not inconsistent with the laws of the State of Indiana for promoting the objects and purposes of the Conference;

10. In general, to exercise any, all, and every power for which a not-for-profit corporation organized under "The Indiana General Not-for-Profit Corporation Act" of 1935, as amended, relating to religious and charitable associations, can be authorized to exercise but no other power. No substantial part of the activities of this corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation. No part of the earnings or assets of this corporation shall inure to the benefit of any individual person thereof, contribution thereto, or for any private, personal, or selfish purposes. No part of the assets of this corporation or income derived therefrom shall be given to or inure to the benefit of any person, corporation, or organization not tax exempt under Sub-Title (A) or Sub-Title (B) of the Internal Revenue Code of the United States of America. Upon dissolution, all of its property shall be distributed at such time solely for the purposes set forth in Article II hereof.

ARTICLE III RELATIONSHIPS & COVENANTS

1. Covenantal relationships exist between the Conference, the General Synod of the United Church of Christ, Associations, Local Churches, and authorized ministers of the Conference.
2. This Conference 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 which relate to the Conferences of the United Church of Christ.
3. This Conference shall have that relation to its Associations, and its Associations shall have the privileges and responsibilities, as described in those portions of the Constitution and Bylaws of the United Church of Christ which relate to Conferences and Associations.
4. The Local Churches of the Indiana-Kentucky Conference have, in fellowship, a God-given responsibility for this Conference, even as the Conference has, in fellowship, a God-given responsibility for the well-being, needs, and aspirations of its Local Churches. The Conference recognizes and supports the autonomy of each Local Church in the management of its own affairs.
5. Authorized ministers who hold standing in an Association of the Indiana-Kentucky Conference have, in fellowship, a God-given responsibility for this Conference, even as the Conference has, in fellowship, a God-given responsibility for the well-being, needs, and aspirations of its authorized ministers.

ARTICLE IV MEMBERSHIP

The Indiana-Kentucky Conference of the United Church of Christ is composed of all Local Churches and authorized ministers, that have standing with any Association of this Conference.

1. The area of this Conference shall be substantially the state of Indiana and the Commonwealth of Kentucky except the counties of Bell, Boone, Campbell, Harlan, Kenton, Knox, McCreary, Whitley, within the latter.
2. Changes to the boundaries of the Conference, as well as boundary changes to Associations within the Conference, require approval by the affected Local Churches, Associations, and Conferences.
 - a. Local Churches near the boundaries of the Conference may be attached to or detached from the Conference and its Associations with approval by General Synod.
 - b. Adjustments to boundaries of Associations within the Conference, including dissolution of an Association, shall be approved by the Conference at a business meeting and/or the Board of Directors ad interim.

ARTICLE V GOVERNANCE & GATHERINGS

1. Governance
 - a. The control of the Conference shall reside in its voting members and may be exercised directly at any business meeting of the Conference.
 - b. Items requiring approval by a vote of the Conference at a business meeting are:
 - i. Approval of the budget
 - ii. Calling a Conference Minister
 - iii. Amendments and other changes to this Constitution & Bylaws
 - iv. Election of persons to all positions as provided for in this Constitution & Bylaws; vacancies occurring between business meetings may be filled by the Board of Directors
 - c. A Board of Directors, elected by the Conference, shall act on behalf of the Conference outside of business meetings of the Conference, excluding the above mentioned items.
 - d. Business that is not completed at a Conference business meeting shall become the responsibility of the Board of Directors, excluding the above mentioned items.
2. Gatherings & Business Meetings
 - a. The Board of Directors shall determine the time and place of gatherings and business meetings, according to the timings provided in this Constitution & Bylaws.
 - b. The Conference shall hold at least one membership gathering each year between June 1 and October 31. These gatherings shall include in its objectives ministry, worship, mission, relationship building, education, inspiration, and/or planning. These gatherings shall also include an update of the Conference's financial condition.
 - c. Business meetings of the Conference shall be held every even-numbered calendar year. They may be part of that year's membership gathering. These business meetings will include a financial update, passage of the budget for the next two years, election of the Board of Directors and Officers, election of General Synod delegates, and/or other items determined by the Board of Directors. All members of the Conference shall be invited to attend.
 - d. Other business meetings of the Conference may be called by the Board of Directors or by written request of at least 25% of all Local Churches in the Conference. Only such business shall be transacted as is specified in the call for the special business meeting.

- e. Items requested for consideration at a business meeting shall be presented to the Board of Directors in writing at least one month prior to a proposed business meeting. Additional items for consideration can be requested for review by the Executive Committee of the Board of Directors up to noon of the day preceding the business meeting.
- f. Gathering and business meeting notices shall be sent by the Conference Office at least fourteen days prior to the event to each church president or moderator, and authorized ministers of the Conference. These business meetings and gatherings may include the ability to meet electronically.
- g. A quorum at any business meeting of the Conference shall consist of at least one voting member from not less than twenty-five percent of the Local Churches of the Conference.
- h. At any business meeting and gathering of the Conference, a majority vote of those present and voting shall be necessary for the transaction of any business, except as otherwise provided in the Constitution & Bylaws.
- i. The voting membership of the Conference consists of:
 - i. Authorized ministers holding standing in its Associations;
 - ii. Members of the Board of Directors that are not authorized ministers or Local Church delegates;
 - iii. Delegates from each Local Church, in addition to its authorized ministers, based on the following:

0-325 members	2 delegates
326-625 members	3 delegates
More than 625 members	4 delegates

Each Local Church may have an additional youth delegate, aged 14-18.
- j. Each even-numbered calendar year, the following positions shall be presented by the Nominating Committee to the Conference for approval at a business meeting:
 - i. The Moderator, who shall have a two year term; the position shall alternate between a lay person and an authorized minister;
 - ii. The Secretary, Treasurer, and at-large members of the Board of Directors. The Secretary, Treasurer, and at-large members of the Board of Directors shall have a two year term and be eligible for re-election, as long as they will not be serving more than 7 consecutive years on the Board of Directors in any function.
- k. Where a rule of procedure is not set forth in the Constitution & Bylaws, the latest edition of Robert's Rules of Order shall prevail. Business meetings and gatherings may adopt Standing Rules presented by the Board of Directors.

ARTICLE VI ADMINISTRATION

- 1. There shall be a Board of Directors that administers the affairs of the Conference between business meetings of the Conference, and have such powers and duties as are usual and customary to a Board of Directors under the laws of the State of Indiana.
 - a. The Board of Directors shall consist of the Moderator, Secretary, Treasurer, Conference Minister, and twelve members at-large with at least one member representing three-fourths of Associations in the Conference.

- b. The Board shall meet shortly after the business meeting where they are elected for the purpose of organizing itself. It shall elect from the members at-large its own Chair and Vice-Chair.
 - c. Each Director shall be a member of a Local Church of this Conference.
 - d. The Board of Directors shall hold at least four meetings each calendar year. Special meetings may be called by the Chair of the Board, or by the Secretary on written petition of at least one-third of the members of the Board.
 - e. A quorum for a meeting shall consist of a majority of the members of the Board.
 - f. The Board of Directors is authorized to fill any vacancies which occur ad interim of business meetings on the Board of Directors, the Officers of the Conference, and General Synod delegates who cannot fulfill their obligations.
 - g. Any director or officer may be removed by a vote of two-thirds of those present and voting of the Board of Directors after notice to the director or officer.
2. The Officers of this Conference shall be the Chair of the Board of Directors, the Vice-Chair of the Board, the Moderator, the Secretary, the Treasurer, and the Conference Minister. Functions of the Officers include:
- a. The Chair of the Board of Directors shall serve as the President of the Conference, preside at all Board meetings, and assume such legal responsibilities as defined by the laws of the State of Indiana.
 - b. The Vice-Chair of the Board of Directors shall act as the Chair, when the Chair is not available. The Vice-Chair shall also serve as the Chair of the Nominating Committee.
 - c. The Moderator shall preside at all Conference business meetings.
 - d. The Secretary shall keep the minutes of the Conference business meetings, and the meetings of the Board of Directors and the Executive Committee.
 - e. The Treasurer shall oversee the receipt and distribution of money contributed from any source to the Conference, and give an official receipt for the same.
 - i. The Treasurer, with the assistance of a business administrator designated by the Board of Directors, shall administer and expend all funds of the Conference as provided in the budget or as authorized by the Board, in accordance with procedures approved by the Board of Directors, and under the direction of the Conference Minister.
 - ii. The Treasurer and all who administer and expend funds shall furnish to the Board of Directors a corporate surety bond in and for the amount determined by the Board of Directors, the premium of which shall be paid by the Conference.
 - iii. The Treasurer, with the assistance of the designated business administrator, shall present reports to the Board of Directors as directed by it and shall present a report at Conference business meetings.
3. Staff
- a. Conference Minister
 - i. The Conference Minister shall be the spiritual and administrative head of the Conference, oversee the work of the Conference, manage the staff, and have primary responsibility for administration, denominational, and ecumenical and interfaith relations.
 - ii. The Conference Minister shall be called by the Conference at a Conference business meeting. The Board of Directors shall appoint a search committee to

- secure a candidate for this office. The name of one candidate shall be submitted to the Board of Directors for approval to be recommended to the Conference. If the candidate is elected at a business meeting of the Conference, the Board shall tender a Call to this person.
- iii. The length of the Call shall be open-ended. The Call is subject to termination in accordance with the provisions of the Call, which shall be consistent with the Personnel Policy.
 - iv. The Conference Minister shall be reviewed by the Personnel Committee in accordance with the Personnel Policy of the Conference.
 - v. In the absence of a called Conference Minister, the Board of Directors shall designate a person, or persons, to have responsibility for the tasks of a Conference Minister.
- b. Associate Conference Ministers and Ministerial Staff
 - i. Ministerial staff shall be called by the Board of Directors with the agreement of the Conference Minister. The description of ministry for each position shall be determined by the Conference Minister and approved by the Board of Directors.
 - ii. A Search Committee shall be appointed by the Board of Directors and shall include the Conference Minister.
 - iii. Ministerial staff shall report to, and be reviewed by the Conference Minister in accordance with the Personnel Policy of the Conference.
 - iv. The Call of a ministerial staff position is subject to termination in accordance with the provisions of the Call, which shall be consistent with the Personnel Policy.
 - c. Additional staff to carry on the work of the Conference shall be hired by, report to, and reviewed by the Conference Minister in accordance with the Personnel Policy of the Conference. The job descriptions for these staff positions shall be approved by the Board of Directors.
4. All officers, volunteers, or staff of the Conference who handle money must be insured. The Conference shall also provide Directors and Officers Liability Insurance for all officers and members of the Board of Directors. The Conference shall indemnify and hold harmless the officers and directors to the fullest extent permitted by Indiana law and reimburse any expenses from claims arising from their decisions as permitted by Indiana law.

ARTICLE VII COMMITTEES

- 1. Executive Committee
 - a. The Executive Committee shall consist of the Officers of the Conference, the Chair of the Finance and Budget Committee, and the Chair of the Personnel Committee. The Chair of the Board of Directors shall serve as Chair of the Executive Committee.
 - b. The Executive Committee shall administer the affairs of the Conference within the authority provided to it by the Board of Directors.
- 2. Finance and Budget Committee
 - a. The Finance and Budget Committee shall include the Treasurer, the Chair of the Board of Directors, and at least three additional people, as approved by the Board of Directors.

The Chair of the Committee shall be one of the at-large members of the Board of Directors. The Conference Minister shall serve ex-officio without vote.

- b. The Committee shall meet to monitor the overall management of the Conference budget, and the Conference finances and property, both real and personal.
- c. The fiscal year for the Conference shall be January 1 to December 31.
- d. The Finance and Budget Committee shall receive requests for budget considerations, and shall develop and prepare a budget recommendation. This shall be presented in detail to the Board of Directors for review and approval at least four weeks prior to the business meeting scheduled for its approval.
- e. The allocation of funding to the United Church of Christ shall be approved at the business meeting where the budget is scheduled for approval.
- f. On behalf of the Board of Directors, this Committee shall provide for an audit or financial review of all financial records of the Conference no less than once every two years.

3. Personnel Committee

- a. The Personnel Committee shall include at least four people, as approved by the Board of Directors. The Chair of the Committee shall be one of the at-large members of the Board of Directors. It shall include a member of the Board of Directors with personnel experience, or it will seek outside expertise in matters of policy development and review.
- b. The Personnel Committee shall review, at least once every 2 years, the Personnel Policy of the Conference in cooperation with the Conference Minister, and recommend any changes for approval by the Board.
- c. The Personnel Committee shall conduct reviews of the Conference Minister as designated by the Personnel Policy, or as directed by the Board.
- d. The Personnel Committee shall handle personnel concerns as directed by the Personnel Policy.

4. Annual Gathering Planning Committee

- a. The Annual Gathering Planning Committee shall include the Conference Minister and at least three people, as approved by the Board of Directors.
- b. The Committee shall make plans for the Annual Gathering(s) that shall be approved by the Board of Directors.

5. Nominating Committee

- a. The Nominating Committee shall consist of at least 6 members, as approved by the Board of Directors, representing at least three-fourths of the Associations of the Conference. It shall be chaired by the Vice-Chair of the Board of Directors.
- b. The duties of this Committee shall be to nominate the Officers, members of the Board of Directors, and delegates to the General Synod of the United Church of Christ. The Nominating Committee shall strive to assure that those nominated shall have fair representation of the diversity of the Conference membership.
- c. This Committee shall seek and consider suggestions for nominations from the Associations, Local Churches, authorized ministers, and laity of the Conference.
- d. With the approval of the nominees, the Nominating Committee shall present one nominee for each position to be filled.

- e. Additional nominations in any election may be made from the floor. The consent of each nominee must be secured before that name is presented on the floor of the business meeting and the person must meet the requirements for that particular position. Any contested races shall be decided by ballot, with a majority vote required.
 - f. Delegates to the General Synod of the United Church of Christ shall be elected at the business meeting that is at least one year prior to the General Synod that they shall attend. They shall serve for a term to cover two biennial General Synod meetings. As provided by the Bylaws of the United Church of Christ, lay persons shall constitute at least fifty percent of the delegates. The delegation shall reflect the United Church of Christ's commitment to diversity. No more than one person from a Local Church may serve as a General Synod delegate at the same time.
6. In order to provide for the ministry of the Conference, other committees, teams, and task forces shall be endorsed or created by the Board of Directors, in coordination with the Conference Minister.
- a. These may include, but are not limited to:
 - i. Disaster relief
 - ii. Outdoor ministry
 - iii. New church starts
 - iv. Church vitality
 - v. Social justice issues
 - vi. Faith formation
 - vii. Stewardship
 - viii. Communication and technology
 - ix. Constituency groups, such as women, youth, young adults
 - b. Endorsed groups shall be responsible to the Board of Directors, or a Committee designated by the Board of Directors, and shall make a report at least annually.
 - c. The Nominating Committee may be requested to help fill positions.
 - d. These groups shall have specific objectives and tasks. When these are completed, or there is no longer energy to continue, the work of the group will conclude at the request of either the group or the Board of Directors.
7. Attendance at all Board or Committee meetings, except Personnel or Board of Directors meetings in Executive Session, shall be open to any member of the Conference.

ARTICLE VIII AMENDMENTS

The Constitution & Bylaws of this Conference may be amended at a duly called business meeting of the Conference by a two-thirds vote of those present and voting provided that such amendment shall have been recommended to the Conference by the Board of Directors and a copy thereof sent to each church president or moderator, and authorized ministers of the Conference, and to two or more officers of each Association not less than thirty days prior to the business meeting at which action on the proposed amendment is to be taken.