

PENN CENTRAL CONFERENCE
UNITED CHURCH OF CHRIST

BYLAWS

I. INCORPORATION

This Conference shall be incorporated as a non-profit corporation under the laws of the Commonwealth of Pennsylvania.

II. NAME

The name of the Conference shall be “PENN CENTRAL CONFERENCE OF THE UNITED CHURCH OF CHRIST.”

III. PURPOSE

As a Conference of the United Church of Christ this Conference shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and Bylaws of the United Church of Christ, adopted July 4, 1961 and as subsequently amended, relating to conferences. This Conference shall serve the common needs and purposes of the local churches in its geographical area as follows:

1. To continue without break the ecclesiastical and legal identities of the Congregational and Christian Churches and the synods of the Evangelical and Reformed Church composing it;
2. To further the life, work, witness, worship and fellowship of the member churches;
3. To extend the work, witness and outreach of the United Church of Christ in the Conference area, and to work with other denominations and religious agencies in the work of the Christian Church;
4. To serve as a liaison, connecting the local churches and associations with the other conferences, the General Synod and its covenanted, associated and affiliated ministries;
5. To assist the local churches, associations and ministers in developing their own programs;
6. To render counsel to local churches and ministers in situations calling for help beyond their own resources;
7. To render an advisory service to local churches and ministers with reference to pastoral placement;

8. To sponsor in-service training for ministers; and to conduct conferences, retreats, clinics and workshops in all areas of religious life and service.
9. To maintain relations with other religious bodies to the end that mutual understanding and cooperation may be advanced.
10. Nothing in the Constitution shall be construed as giving the Conference any authority over the local churches in the expression of their Christian faith or in the conduct of their own affairs; nor shall the Conference have any authority over a local church in the ownership, control or disposition of its property, except in cases where a legal obligation to the Conference exists, defined in a mortgage, note, deed, charter or other instrument.

However, when a congregation votes to dissolve, or terminates its existence by inactivity, without disposing of its property, then the assets of such extinct congregation shall become the property of Penn Central Conference to the extent allowed by law.

IV. COVENANTAL RELATIONSHIPS

Within the United Church of Christ, the various expressions of the church relate to each other in a covenantal manner. Each expression of the church has responsibilities and rights in relation to the others, to the end that the whole church will seek God's will and be faithful to God's mission. Decisions are made in consultation and collaboration among the various parts of the structure. As members of the Body of Christ, each expression of the church is called to honor and respect the work and ministry of each other part. Each expression of the church listens, hears, and carefully considers the advice, counsel and requests of others. In this covenant, the various expressions of the United Church of Christ seek to walk together in all God's ways.

V. MEMBERSHIP

1. The membership of the Corporation shall be composed of churches in the geographical area constituting the Penn Central Conference which are members of the United Church of Christ, as defined in the Constitution of the United Church of Christ, and of all ordained, licensed and commissioned ministers who have standing or ecclesiastical authorization in the associations of the Conference.
2. Upon requests, the Board of Directors may admit as an "associate member" of the Conference, a church which wishes to participate in its activities but does not wish to become a member of the United Church of Christ, as provided in the Constitution of the United Church of Christ. The names and statistics of such churches shall be kept separately; their members shall not be counted in determining the number of delegates which the Conference is entitled to send to General Synod; nor shall a member of such a church be a delegate to the General Synod. No direct or indirect participation by any such church in the work of this Conference shall be construed as making it a part of the United Church of Christ.

3. An ordained minister of another denomination, serving as a pastor of a church in this Conference, may request to be granted standing in that church's association and in the Conference for the duration of that pastorate with all the rights and privileges of such membership.

VI. FINANCE

1. The Conference shall be supported by the voluntary contributions of the churches and individuals.
2. The Conference shall request from each member church each year a suggested goal for basic support of Our Church's Wider Mission. This goal shall include support of local and extended ministries of the Conference as well as support of the denominational budget of the United Church of Christ.
3. The Board of Directors shall consult with the Office of General Minister and President (United Church of Christ) to reach mutual agreement upon the percentage of dollar amount distribution of the undesignated gifts for Our Church's Wider Mission (basic support). On the basis of such agreement the Conference shall transmit each month the appropriate monies to the central treasury of the United Church of Christ.
4. The Conference may conduct or endorse such special campaigns or appeals for funds as approved by the Board of Directors. All such campaigns or appeals are to be reviewed by the Board of Directors.
5. The Board of Directors shall prepare the conference budget for approval by the Conference at the Annual Meeting.
6. The budget and financial records of the Conference may be kept on a calendar year basis as determined by the Conference delegates at the time of approving the budget at an Annual Meeting.

VII. OFFICERS

1. The Officers of this Conference shall be the President (herein referred to as the "Conference Minister"), 1st Vice President (herein referred to as the "Moderator"), 2nd Vice President (herein referred to as the "Assistant Moderator"), the Secretary and the Treasurer.
2. The chief executive and administrative officer and spiritual leader of the Conference shall be the Conference Minister who shall:
 - a) be an ordained minister of the United Church of Christ;
 - b) have general supervision of all phases of the Conference program;
 - c) represent the Conference at meetings of churches and associations and at denominational and interdenominational gatherings;
 - d) be an ex officio member, with vote, of the Board of Directors and the Executive Committee;

- e) give guidance to the Board and be subject to its direction and decisions;
 - f) supervise the work of all staff members and employees;
 - g) perform such legal functions as President of the Corporation which are assigned by the Board of Directors and authorized by them.
3. The Conference Minister shall be nominated by the Board of Directors and elected by ballot of the Conference at an Annual or Special Meeting. The Conference Minister shall be elected to serve a term of six years or until a successor is elected and shall be eligible for reelection. A Conference Minister whose full six (6) year term expires at or after age 65 may be reelected on a year by year basis. The Board of Directors shall determine the salary and conditions of employment. These shall be set forth in the call. Tenure in office may be terminated either by the Conference Minister or by the Board of Directors upon ninety (90) days notice.
 4. The Moderator, Assistant Moderator, Secretary and Treasurer shall be elected at the annual Meeting. If not elected members of the Board of Directors they shall be members ex officio, with vote. The Moderator and Assistant Moderator shall be elected to serve for a term of two years, or until their successors are elected. They may not succeed themselves, but may be reelected at a later time. The Secretary shall be elected to serve for a term of two years or until a successor is elected and may be reelected; no person shall serve as Secretary for more than three consecutive terms. The Treasurer shall be elected to serve for a term of two years or until a successor is elected and may be reelected.
 5. The Moderator shall preside at the annual and Special Meetings of the Conference and shall be chairperson of the Board of Directors and the Executive Committee. Other responsibilities may include representing the Conference at meetings of churches, associations or other bodies. If the position of Conference Minister is vacant, the Moderator shall perform the functions of President of the Corporation.
 6. The Assistant Moderator shall perform the duties of the Moderator when the Moderator is absent or when requested to do so.
 7. The Secretary shall keep the minutes of the meetings of the Annual and Special Meetings of the Conference and of the Board of Directors and the Executive Committee. Other duties shall include:
 - a) the signing of legal papers as Secretary of the Corporation as directed and authorized by the Board of Directors;
 - b) conduct correspondence as is pertinent to this office;
 - c) keep an accurate list of all the ministers and churches that are members of the Conference.
 8. The Treasurer, working with the Conference Office, shall establish a procedure consistent with accepted accounting practices to receive, hold and disburse all funds. The Treasurer shall keep accurate accounts of all monies, funds and properties of the Conference and shall make regular financial reports to the Board of Directors and to the Annual Meeting of the

Conference. The Treasurer shall be bonded as the Board of Directors requires. All accounts shall be audited as the Board of Directors provides.

9. The term of office of all officers (except the Conference Minister) shall begin at the close of the Annual Meeting when they are elected and terminate at the close of the Annual Meeting when their successors are elected. The initial term of the Conference Minister shall begin as set forth in the call. Any subsequent terms shall begin at the close of the Annual Meeting at which the Conference Minister is reelected.
10. If an officer ceases to be an active member of a church holding membership in the Conference, that person's tenure in office shall cease.
11. If any of the officers (except the Conference Minister) resigns or becomes unable or ineligible to serve, the Board of Directors shall elect a person to fill the remainder of the term.
12. If the position of Conference Minister becomes vacant the Board of Directors may employ a person to give temporary professional leadership until the beginning of the term of an elected Conference Minister.

VIII. BOARD OF DIRECTORS

1. The Board of Directors shall consist of 24 persons, one-third ordained ministers, one-third laywomen, one-third laymen plus the officers ex officio if they are not elected members of the Board. It is recommended that at least three Board members shall be under 30 years of age at the time of their election. The Board shall be a rotating body, with eight members being elected or re-elected each year. Eight directors shall be elected at each Annual Meeting to serve for a term of three years or until their successors are elected. The term of office of directors shall begin at the close of the Annual Meeting when they are elected. A director who has been elected to and completes a three-year term is eligible to be re-elected for one additional three-year term. No person shall serve more than six consecutive years [two 3-year terms] as a director. A person who fills an unexpired term is eligible for one additional three-year term.
2. The corporate powers of the Conference shall be vested in the Board of Directors who shall formulate policy, have and exercise the general control and management of its property, funds and affairs, subject to its Articles of Incorporation, the provisions of these Bylaws and the laws of the Commonwealth. The Board of Directors may, by a majority vote of the Board, assign, buy, sell, lease, convey or mortgage any real or personal property belonging to the Conference and borrow money. The Board of Directors shall designate the officers or other persons who shall have power to sign receipts, checks and other instruments for the withdrawal of funds from banks or savings institutions.
3. The Board of Directors shall meet quarterly. Other meetings may be held at times it shall determine.

4. Between meetings of the Board of Directors, its administrative functions (as distinguished from corporate powers) shall be carried on by the Executive Committee. It shall be made up of the officers and the eight members of the Board who are serving the final year of their term. A quorum of the Executive Committee shall consist of seven members.
5. Special meetings of the Board of Directors or of the Executive Committee may be called by the Conference Minister, the Moderator or the Assistant Moderator or any five members of the Board.
6. Notices of all meetings of the Board shall be sent to all Board members at least 14 days prior to the meeting, unless this requirement is waived by two-thirds of the Board members.
7. A quorum of the Board of Directors shall consist of fifteen members of the Board.
8. If any director ceases to be an active member of a church which holds membership in the Conference, that director's membership on the Board shall cease.
9. If any member of the Board of Directors resigns or is unable or ineligible to serve, the Board shall elect a person to fill the remainder of this term.
10. The Board of Directors shall have the authority to establish such committees as it deems necessary to conduct the work of the Conference.
11. The Conference shall not be indebted for more than one million dollars (\$1,000,000.00) at one time, with a ceiling of \$1.25 million, without a vote of 2/3 majority of the total Board members.

IX. MEETINGS

1. The Annual Meeting of the Conference shall be held at such time and place as the Board of Directors shall determine. Special meetings may be called by the Board of Directors.
2. When the Conference meets, its voting membership shall be composed of the members of the Board of Directors, the ordained, licensed and commissioned ministers holding standing in its Associations, and of the lay delegates selected by and representing the member churches, as set forth below.
3. Two hundred twenty-five (225) persons qualified to vote shall constitute a quorum at meetings of the Conference.
4. The Board of Directors shall appoint such committees (Program, Business, Resolutions, Credentials, etc.) as are essential to the meeting.

5. Notice of the Annual and special meetings shall be sent to the pastor and an appropriate lay officer of each member church and to the other ministers holding standing in the associations of the Conference at least 30 days prior to the meeting. Notice shall be given by the Secretary, as directed by the Board of Directors.
6. Each church shall be entitled to be represented by two (2) lay delegates at least one of whom should be under 21 years of age, wherever feasible in the local situation; churches having memberships exceeding 500 members shall be entitled to two (2) additional lay delegates for each additional 500 members or the major fraction thereof, one of whom should be under 21 years of age, if feasible.

Each church shall choose alternate delegates according to the number and age to which they are entitled.

Visitors are welcome.

7. In questions of parliamentary procedure, Roberts' Rules of Order (most recent revision) shall be observed.

X. ELECTIONS

Elections shall be held at the Annual Meeting under the direction of the Moderator. Elections shall be by ballot, except that when only one candidate has been nominated for election, that election may be by voice vote. Nominations may be made from the floor of the Annual Meeting. Persons so nominated must give their consent to having their names placed in nomination. Unless otherwise provided in these bylaws, the term of office of persons elected at the annual Meeting shall begin at the close of said meeting and shall terminate at the close of the Annual Meeting when their successors are elected.

XI. STAFF

The Board of Directors shall have the authority to call or employ such staff members as it deems wise, and shall determine the conditions of their employment. The creation of new conference ministerial positions shall first be approved by the Conference at Annual or Special Meeting.

XII. COMMISSIONS AND COUNCILS

1. The Commissions of the Conference shall be those set forth in these Bylaws. Other Commissions shall be established only by action of the conference at an Annual or Special Meeting.
2. Commissions shall have the authority to establish, subject to the approval of the Board, such committees and task groups with limited purpose and duration as deemed necessary.
3. The Conference Minister and the Moderator shall be ex officio members of all Commissions and Councils, without vote.

4. A quorum of any Commission or Council shall consist of a majority of the full membership of such Commission or Council.
5. Two types of Commissions, Elected and Delegate, shall oversee the programs and procedures of the Conference. In both cases, they shall each be comprised of persons representing each of the various associations.
 - a) Elected Commissions are accountable to the Board of Directors and are primarily responsible for matters referred to them by the Board of Directors, the Annual Meeting or as described elsewhere in the Bylaws. These shall include the Communications Commission, the Judicial Commission, the Hartman Center Advisory Council, and the Theological Commission. Members shall be elected at the Annual Meeting of Conference and shall serve on a three-year rotating basis, one-third of the positions to become vacant each year. Unless otherwise provided in the bylaws, a member of a Commission who has completed two consecutive three year terms shall not be eligible for election to another three year term until one year has elapsed. Vacancies on elected Commissions shall be filled by the Board of Directors for the remainder of an unexpired term. Anyone appointed to serve an unexpired term of two years or longer shall be deemed to have served a full term.
 - b) Delegate Commissions shall be accountable to the Board of Directors and primarily responsible for providing programs supportive of the work of the associations and the local churches and to provide or support ministries on behalf of the associations and local churches. These shall include the Church and Ministry Commission, the Ministries Planning Commission and the Nominations Commission. Delegate Commissions shall be comprised of the designated representatives of the corresponding committees of the various Associations, normally one clergy and one lay. Vacancies on delegate Commissions shall be filled at the direction of the Association in which the vacancy has occurred.
6. There shall be a Hartman Center Advisory Council.

XIII. COMMUNICATIONS COMMISSION

The Communications Commission shall be an elected Commission to oversee the dissemination of information from the various Conference entities to the members and leaders of local churches and the general promotion of Conference ministries and programs. It shall be comprised of one person from each Association plus one member at large.

XIV. JUDICIAL COMMISSION

The Judicial Commission shall be an elected Commission responsible for: 1) interpreting the Bylaws of the Penn Central Conference, including procedural questions and proposed amendments thereto, and, when requested, interpreting the Bylaws of an Association, 2) reviewing the Conference Bylaws every three (3) years for possible revision, and 3) rendering an

opinion on any other matter referred to it by official bodies of the Conference or by an Association, a local church or a minister with standing in an Association of the Conference. It shall be comprised of one person from each Association plus one member at large. The Conference Parliamentarian shall be a member of this Commission during his or her tenure.

XV. HARTMAN CENTER ADVISORY COUNCIL

The Hartman Center Advisory Council is an elected body which is responsible to the Board of Directors. It shall be made up of sixteen members, two to be nominated from each Association and elected at the Conference Annual Meeting.

Twelve members shall comprise the Program, Fundraising and Promotion Committee of the Council. They will work closely with the Executive Director on programs and fundraising events to support the camp and the Outdoor Ministries programs. They will also have special responsibility for raising awareness of Hartman center, its facilities and activities among the churches of Penn Central Conference. It is, however, expected that all Hartman Center Advisory Council members and all Penn Central Conference Board of Directors members will promote and interpret camp and outdoor ministries programs and offerings.

Two members shall be named by the Council to work with the Board of Directors Personnel Committee on such issues as pertain to Hartman Center employees, including but not limited to the *Conference Associate for Youth, Young Adults and Outdoor Ministries*. A subcommittee of the Personnel Committee shall be formed with the two Council members and three members of the Board and called the Joint Hartman Center Personnel Subcommittee. *Within the subcommittee all members shall have voice and vote.*

Two members shall be named by the Council to work with the Board of Directors Finance Committee on such issues as pertain to the Hartman Center budget and finances. A subcommittee of the Finance Committee shall be formed and called the Joint Hartman Center Finance, Facilities and Health and Safety Committee. *Within the subcommittee all members shall have voice and vote.*

The Hartman Center Advisory Council members serving on Board Committees or subcommittees shall have voice but not vote in the full Board when matters pertain to Hartman Center, its programs or operation.

The Board of Directors shall be responsible for maintaining regular contact with and awareness of the work of the Hartman Center Advisory Council.

XVI. THEOLOGICAL COMMISSION

The Theological Commission shall be an elected Commission responsible for providing comment on matters referred to it by official bodies of the Conference, Associations or local churches and for serving as a forum for the exploration of issues facing the United Church of Christ and the Penn Central Conference. Its voting membership shall be comprised of one representative from each Association plus a Lancaster Theological Seminary representative. The Commission shall invite and encourage all members of the Conference to provide input on

matters under consideration in order to give representation to the variety of theological expressions in the Conference.

XVII. CHURCH AND MINISTRY COMMISSION

The Church and Ministry Commission shall be a delegate Commission of the conference comprised of two representatives from each Association's corresponding committee. Its duties include the following:

1. The Church and Ministry Commission shall cooperate and counsel with the similar Committees of the Associations regarding the admission of churches and ministers to membership in the Association and Conference.
2. The Church and Ministry Commission shall cooperate and counsel with the similar Committees of the Associations regarding the examination of candidates for the status of Member in Discernment of Association and applicants for commissioning, licensing, ordination and privilege of call as provided in the Bylaws of the United Church of Christ.
3. The Conference Minister shall promptly notify the Associate General Minister of the United Church of Christ and Local Church Ministries (United Church of Christ) regarding commissioning, licensing and ordaining of ministers and changes in standing of such ministers.
4. The Conference Minister shall promptly notify the Associate General Minister of the United Church of Christ and Local Church Ministries (United Church of Christ) when a pastor or a local church has decided to terminate the pastoral relationship, and promptly report all such vacancies.

XVIII. MINISTRIES PLANNING COMMISSION

The Ministries Planning Commission shall be a delegate commission fostering collaboration and coordination between Association, Conference and denominational ministries. Its composition shall include Penn Central Association Presidents, Ministry Team Chairs, Resource Consultants, UCC Covenanted Ministries Board members, the Conference Minister, Conference Associate Ministers and program staff.

The Ministries Planning Commission provides a multidimensional setting for discerning, developing and deploying Penn Central Conference program ministries. Ministry teams shall oversee ministries pertaining to justice and witness, local church and wider church matters, consistent with denominational structures.

XIX. NOMINATIONS COMMISSION

The Nominations Commission shall be a delegate Commission consisting of two representatives from each of the Associations' corresponding committees. The Nominations Commission shall nominate persons for General Synod delegates, Conference Officers (except the conference Minister) and Board of Directors, elected commissions of the conference and for other positions as requested and required, according to the policies adopted by the Annual Meeting of the conference and the Board of Directors and as defined in the Bylaws. It shall maintain records of suggested nominees and their qualifications for the use of successive committees. It shall actively solicit persons qualified and willing to serve on the Covenanted Ministries Boards of Directors and other agencies or committees of the denomination as requested.

XX. ASSOCIATIONS

1. The Conference shall assist the local churches in forming local Associations, as provided in the Constitution of the United Church of Christ. The Board of Directors shall have the authority to recognize such associations as being affiliated with the Conference and the United Church of Christ.
2. The formation of new associations within the Conference, or the adjustment of boundaries of associations, shall be subject to the approval of the Board of Directors.
3. The Conference may exercise the functions of an association when they are delegated to it by an association or where no association exists.

XXI. RELATION TO THE GENERAL SYNOD

The Conference, its Associations and local churches shall relate to the General Synod as described in the Constitution and Bylaws of the United Church of Christ.

XXII. LIMITATION OF PERSONAL LIABILITY OF BOARD MEMBERS; INDEMNIFICATION OF BOARD MEMBERS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

1. Limitation of Personal Liability of Board Members: A Board Member shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless: the Board Member has breached or failed to perform the duties of his or her office as defined below, and the breach or failure to perform constitutes self dealing, willful misconduct or recklessness. The provisions of this section shall not apply to (a) the responsibility or liability of a Board Member pursuant to any criminal statute; or (b) the liability of a Board Member for the payment of taxes pursuant to local, state or federal law.
2. Standard of Care and Justifiable Reliance:
 - a) A Board Member shall stand in a fiduciary relationship to the Conference, and shall perform his or her duties as a Board Member, including his or her duties as a member

of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Conference, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Board Member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- 1) One or more officers or employees of the Conference whom the Board Member reasonably believes to be reliable and competent in the matters presented;
 - 2) Counsel, public accountants or other persons as to matters which the Board Member reasonably believes to be within the professional or expert competence of such person;
 - 3) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Board Member reasonably believes to merit confidence.
- b) A Board Member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
 - c) In discharging the duties of their respective positions, the Board, committees of the Board and individual Board Members may, in considering the best interests of the Conference, consider the effects of any action upon employees, upon persons with whom the Conference has business and other relations and upon communities in which the offices or other establishments of or related to the Conference are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection a) of this section.
 - d) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Board Member or any failure to take any action shall be presumed to be in the best interests of the Conference.
3. Indemnification in Third Party Proceedings: The Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Conference) by reason of the fact that he or she is or was a representative of the Conference, or is or was serving at the request of the Conference as a representative of another expression of the church, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Conference, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

4. Indemnification in Derivative Actions: The Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Conference to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Conference, or is or was serving at the request of the Conference as a representative of another expression of the church, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Conference and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Conference unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
5. Mandatory Indemnification: Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the Conference has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either section 3 or section 4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
6. Determination of Entitlement to Indemnification: Unless ordered by a court, any indemnification under section 3 or 4 above shall be made by the Conference only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:
 - a) by the Board by a majority vote of a quorum consisting of Board Members who were not parties to such action, suit or proceeding; or
 - b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.
7. Advancing Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Conference in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Conference as authorized in paragraphs 1 through 3 above.
8. Indemnification of Former Representatives: Each such indemnity may continue as to a person who has ceased to be a representative of the Conference and may inure to the benefit of the heirs, executors and administrators of such person.
9. Insurance: The Conference shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board Member, officer, employee or agent of the

Conference or is or was serving at the request of the Conference as a Board Member, officer, employee or agent of another expression of the church, against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Conference would otherwise have the power to indemnify such person against such liability.

10. Reliance on Provisions: Each person who shall act as an authorized representative of the Conference shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

XXIII. INTERPRETATION OF THESE BYLAWS

These Bylaws are prepared with a view to consistency with the Constitution and Bylaws of the United Church of Christ. Should they, at any time, be found to be inconsistent with the Constitution and Bylaws of the United Church of Christ, the Judicial Commission shall determine the procedure to be followed.

XXIV. AMENDMENT

Amendments to these Bylaws may be proposed by the Board of Directors, an association, a local church, or any group of one hundred members of local churches which are members of the Conference. Such proposed amendments shall be submitted in writing to the Secretary of the conference at least three months prior to the meeting of the Conference at which they are to be presented. At least two months prior to the meeting of the Conference, the Secretary shall transmit such proposed amendments to each local church, addressing them to the ministers and an appropriate lay officer. Adoption of an amendment shall require a two-thirds vote of those voting delegates present and voting at the meeting of the Conference. Amendments may be adopted at any Annual Meeting or a Special Meeting called for the purpose.

Adopted 06/11/88
Amended 06/17/95
Amended 6/15/02
Amended 6/18/05
Amended 6/11/11
Amended 6/14/14