

# SOC CORRECTED CONSTITUTION AND BYLAWS

**We have previously distributed a draft of proposed changes to the Southern Conference constitution and bylaws. After receiving feedback, the Board of Directors of the Southern Conference is prepared to propose the changes at the Annual Meeting in Virginia Beach June 22-24. The official list of proposed changes is attached. If you reviewed the previous document, please note that there are a few minor changes to the draft document, but there are two significant changes: (1) The proposed quorum is now 15%, a change from the current 25% - see #8, and (2) We are also proposing that under certain circumstances the board and its committees can vote by electronic mail – see #16.**

SOC Constitution and Bylaws – Proposed Changes (June 2017)

Blue – Minor corrections
Green – Update to current practice
Orange – Substantive change

Based on Official Copy dated June 15, 2012

#	Location	Current	Proposed	Rationale
1	Constitution, Article III.	“The principle office...”	“The principal office....”	Spelling correction
2	Constitution, Article IV.	“...a non profit corporation....”	“...a nonprofit corporation....”	Spelling correction
3	Constitution, Article IV.	“...member there of,...”	“...member thereof,...”	Spelling correction
4	Constitution, Article V.B.	“...United Church of Christ, which is composed....”	“United Church of Christ which is composed”	Punctuation correction
5	Constitution, Article V.C.	“...Bylaws of the United Church of Christ, adopted July 4, 1961....”	“...Bylaws of the United Church of Christ, adopted July 4, 1961, including all subsequent amendments approved by the General Synod....”	UCC bylaws have been changed many times since original adoption.
6	Constitution, Article VII.	“There shall be a Board of Directors who shall administer....”	“There shall be a Board of Directors which shall administer....”	Grammatical correction
7	Constitution, Article VII.	Executive Committee includes “...three persons, one from each Association, who are directors....”	“...the Presidents of each Association or their designees....”	Current practice is that Association presidents serve on the Executive Committee.
8	Constitution, Article IX	“One fourth (1/4) of those entitled to vote shall constitute a quorum at any meeting.”	“Fifteen percent (15%) of those entitled to vote shall constitute a quorum for any meeting.”	A quorum of 25% of all clergy and lay delegates is increasingly difficult to achieve.
9	Bylaws, Article I.B.3.(c)	Voting delegates include “...directors of Christian education who are members of the United Church of Christ and have been certified by the Division of Christian Education of the United Church of Christ....”	Replace with “...commissioned ministers and missionaries authorized by each Association’s Committee on Ministry.”	The “Division of Christian Education” no longer exists.
10	Bylaws, Article II.A.	“meting”	“meeting”	Spelling correction
11	Bylaws, Article II.D.	1/4 Quorum	Same as #8 above	

12	Bylaws, Article III.A.	“Conference Minister (Executive Vice-President),....”	“Conference Minister (Executive Vice-President),....”	Punctuation correction
#	<b>Location</b>	<b>Current</b>	<b>Proposed</b>	<b>Rationale</b>
13	Bylaws, Article III.B.1.	“The Committee on Nominations shall be elected by the Annual Meeting....”	The Committee on Nominations shall be nominated by the Executive Committee and elected by the Annual Meeting....”	Currently there is no explicit provision for who proposes the Nominating Committee names at the Annual Meeting.
14	Bylaws, Article III.B.2.	“The Conference Minister and the Associate Conference Minister of each Association shall provide staff support to the Nominating Committee....”	“The Conference Minister shall provide staff support to the Nominating Committee....”	We no longer have Associate Conference Ministers, and current Association staff members are part-time.
15	Bylaws, Article IV.B.4.(b)	“Each person present has an opportunity to have an aural input...”	“Each person present has an opportunity to have an oral input...”	Vocabulary correction
16	Bylaws, Article IV.B.5.	(new section)	“The Board of Directors, Executive Committee, and Committees may vote on a question by electronic mail under the following conditions: (a) Each member is notified by electronic mail or telephone at least 72 hours before the stated deadline for response, (b) No member objects to the vote by electronic mail, (c) Those without access to electronic mail are given the opportunity to register their vote with the secretary in person or by telephone, (d) A quorum of members eligible to vote responds prior to the deadline, and (e) The action is dated and recorded in the	It is not always possible or necessary to convene a deliberative meeting.

			minutes of the next meeting of that body.”	
--	--	--	--	--

#	Location	Current	Proposed	Rationale
17	Bylaws, Article V.A.5.	"In no case shall the Conference Minister serve past the Annual Meeting following his/her 65 <sup>th</sup> birthday."	Strike this sentence.	Eligibility and effectiveness should be determined by factors other than age.
18	Bylaws, Article IV.A.1.	Board of Directors includes "The Commission Coordinators."	Eliminate this provision.	Item # 39 (below) proposes eliminating standing commissions.
19	Bylaws, Article IV.A.1.	Board of Directors includes "The Representative of the Christian Churches (Disciples of Christ)."	Eliminate this provision.	We have not had a representative from the DOC for many years.
20	Bylaws, Article IV.B.2.	"When A Board Member...."	"When a Board Member...."	Capitalization error corrected.
21	Bylaws, Article IV.D.1.	Board has "duties authorities, and responsibilities...."	"duties, authorities, and responsibilities...."	Punctuation corrected.
22	Bylaws, Article IV.D.3.	Provides for Association Presidents to appoint at large members of SOC Executive Committee.	Eliminate this provision.	See #7 above. Association Presidents serve on Executive Committee.
23	Bylaws, Article IV.E.4.	"The Executive Committee will receive reports from the Stewardship, Budget and Finance Committee, the Personnel Committee, the New Church Development Committee, and the Property and Historical Preservation Committee, and all Commissions and make appropriate recommendations to the Board of Directors."	"The Executive Committee will monitor the work of each committee and make appropriate recommendations to the Board of Directors."	Simpler wording, more flexible structure.
24	Bylaws, Article IV.E.5.	Restricts capital campaigns by agencies and institutions.	Eliminate this provision.	The relationship between the conference and institutions has changed sufficiently to make this provision unnecessary.
25	Bylaws, Article IV.G.	"Stewardship, Budget, and Finance Committee"	"Finance Committee" (replacing all instances)	Shorter name.

#	Location	Current	Proposed	Rationale
26	Bylaws, Article IV.G.	"...will work cooperatively with the Association Stewardship and Missions Commissions...."	"...will work cooperatively with Association leaders...."	The names and duties of the appropriate Association leaders may vary.
27	Bylaws, Article IV.H.	"New Church Development Committee"	"New Church Committee"	Shorter name.
28	Bylaws, Article IV.H.2.	"...a budget for the mission projects to be supported through the proceeds of the Mission Board endowment funds."	"...a budget for the mission projects."	The source for funding may vary.
29	Bylaws, Article IV.H.5.	"...in cooperation with the United Church Board for Homeland Ministries."	"...in cooperation with the appropriate agency of the United Church of Christ."	UCBHM no longer exists. New wording is less likely to require future wording changes.
30	Bylaws, Article IV.J.	"Property and Historical Preservation Committee"	"Property and History Committee"	Shorter name.
31	Bylaws, Article IV.J.3.	"...properties under the care 2 of the Southern Conference, e.g., Mt. Bethel, O'Kelly Chapel, etc."	"...properties under the care of the Southern Conference."	The specific properties may change, and do not need to be listed.
32	Bylaws, Article IV.J.4.	"...other Conference owned properties, e.g., Johns River Valley Camp, Black Lake Lodge, etc."	"...other Conference owned properties."	The specific properties may change, and do not need to be listed.
33	Bylaws, Article IV.J.	(new section)	"The Board of Directors shall have the authority to appoint other committees that enable the Board to fulfill its duties."	This replaces section on commissions (#39 below).
34	Bylaws, Article V.C.3.	"The Conference Minister shall have printed the minutes of the Conference and other such data connected with his/her office as the Conference may order."	"The Conference Minister shall be responsible to preserve and distribute the official records of the Conference."	Printing is no longer necessarily the best way to preserve or distribute records.

#	Location	Current	Proposed	Rationale
35	Bylaws, Article V.C.6.	"The Conference Minister shall maintain a close contact with the Personnel Records Office of the United Church of Christ Office for Church Life and Leadership, and send to local churches data regarding ministers applying or available for pulpits. He/she shall report all pulpit vacancies promptly to the Secretary of the United Church of Christ."	"The Conference Minister shall provide or oversee communication between the placement services of the United Church of Christ and the Associations and local churches of the Southern Conference."	Processes and agency names tend to shift, so this bylaw provides flexibility.
36	Bylaws, Article V.C.9.	"...grounds for such action at least thirty days...."	"grounds for such action at least thirty days...."	Correction
37	Bylaws, Article V.C.9.	"If the services of he Conference Minister...."	"If the services of the Conference Minister...."	Correction
38	Bylaws, Article V.D.	A section on Associate Conference Ministers	Delete entire section and replace with "The Conference Minister shall employ, supervise, and terminate professional and support staff as approved by the Executive Committee and funded by the approved Southern Conference budget."	We no longer employ full-time ACMs, and need the flexibility to provide a staffing model consistent with needs and resources.
39	Bylaws, Article VI.	Commissions	Delete entire section and eliminate all references to commissions throughout the constitution and bylaws.	See #33 above.
40	Bylaws, Article IX.	"Said auditor shall be appointed by the Board of Directors."	"The auditor shall be approved by the Executive Committee."	Executive Committee meets more frequently.
41	Bylaws, Article XI.	"The Conference shall have a cooperate seal...."	"The Conference shall have a corporate seal...."	Spelling correction
42	Bylaws, Article XI.	"...words or emblems as my be determined...."	"words or emblems as may be determined...."	Spelling correction

#	Location	Current	Proposed	Rationale
43	Throughout	"sic"	Correct other minor errors and eliminate all uses of "sic" where corrections have been made.	Unnecessary
44	Throughout	Numbering	Re-number paragraphs as needed and correct Table of Contents to reflect changes	Correct finished document