

National Association of Congregational Christian Churches

Bylaw Proposals – June, 2022

(For action at the Annual Meeting and Conference – June, 2022)

~~Strike-outs in red~~, Additions in blue.

Summary:

The following proposals stem from a full review of the bylaws of the NACCC, with a particular focus on changes necessitated by the continued emergence of digital engagement in meetings and conferences, that was administered by the Board of Directors throughout 2021. The changes listed below can be found, in context, in the edited bylaws available on the NACCC website. The Board of Directors recommends these amendments to the bylaws of the NACCC, with a vote of the assembly to take place during the Annual Meeting and Conference of the NACCC in June, 2022.

Recommended Changes:

- Article II.1.a.i (establishing a definition for a church): “...*which is complete under God in spiritual authority and ecclesiastical power, regularly meeting and worshipping **in one place**...*”
 - Recommendation: In light of many churches meeting in non-traditional ways, strike ~~‘in one place.’~~
- Article III.1 (Annual Meeting): *Require digital access to Annual Meetings*
 - Recommendation: Add a second sentence, immediately after the first, that reads, “All annual meetings of the Association shall include the opportunity for members to participate in the meeting, remotely, through reasonably accessible electronic means.”
- Article III.2 (Special Meetings): *Require digital access to Special Meetings*
 - Recommendation: Add a second sentence, immediately after the first, that reads, “All special meetings of the Association shall include the opportunity for members to participate in the meeting, remotely, through reasonably accessible electronic means.”
- Article III.4 (Official Meeting Delegates): “*Such registration may be **mailed** to the Secretary...*”
 - Recommendation: In the face of digitized systems that are currently in use, or might be employed in the future, change the word ~~‘mailed’~~ to ‘submitted.’

- Article III.4 (Official Meeting Delegates): *Eliminate options for proxy representation.*
 - Recommendation: In light of the digital options now available for participation in meetings of the NACCC, remove the existing option of proxy representation and rewrite Article III, section 4, as follows (underlined sections to be added, ~~strikeouts~~ to be removed).
 - ***Official Meeting Delegates.*** *Each active member Church of the NACCC shall select a member of that church to serve as an Official Meeting Delegate, chosen in such manner as the Church may determine, to represent said church at meetings of the NACCC. The church shall provide credentials for such delegate, certified by a proper officer of the Church, to be included with the registration forms and fees for each meeting the delegate is to attend. Such registration may be ~~mailed~~ submitted to the Secretary not less than ten (10) days preceding the first day of the meeting, or may be presented in person at the registration desk on the first day of the meeting. ~~A person may act as the Official Meeting Delegate for more than one (1) Church but not more than a total of three (3) Churches, except that any minister of a yoked parish may represent all those Churches which the minister serves.~~ All Official Meeting Delegates and alternate delegates shall have equal privileges of debate and in making motions or otherwise bringing matters before a meeting.*
- Article IV.1.a (number of members on the Board of Directors): “*The affairs of the NACCC shall be managed by a Board of Directors consisting of **nine (9) persons**...*”
 - Recommendation: With the Foundation representative being removed (recommendation from legal counsel that the Foundation should not be formally represented in NACCC leadership), change this number from ~~9 (nine)~~ to 8 (eight).
- Article IV.1.a.iii (Foundation representation on the Board of Directors)
 - Recommendation: Per the recommendation of legal counsel, ~~remove this section from the bylaws.~~
- Article IV.4.a (annual meetings of the Board of Directors): “*The annual meeting of the Board of Directors shall be held **during the annual meeting of the active members** of the NACCC...*”
 - Recommendation: Given the current practice for these meetings (often before and after the Annual Meeting of the NACCC), change this line to read, “during the Annual Meeting and Conference of the NACCC...”
- Article IV.4.b (calling special meetings of the Board of Directors): “*Special meetings of the Board of Directors may be called by the **Vice-Moderator** or by any two Directors...*”
 - Recommendation: While the Vice-Moderator typically serves as the chair of the Board of Directors, this is not necessarily required to be the case. Thus, change ‘~~Vice-Moderator~~’ to read ‘Chair of the Board of Directors.’

- Article IV.4.c (digital meeting participation for the Board of Directors)
 - Recommendation: Digital participation in all meetings is to be covered in a new article that will be added to the bylaws (see ‘Added Article’ on page 5 of this summary). For this reason, **remove this section from the bylaws.**

- Article IV.5 (establishing a quorum for meetings of the Board of Directors): *“Except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these bylaws, **the presence of six (6) of the directors shall constitute a quorum...**”*
 - Recommendation: Based on change to a total membership of 8 (Article IV.1.a), [change this number to 5.](#)

- Article V.1.a.ii (non-voting members of the Leadership Council): *“Members with voice, but not vote, **include a liaison from the Board of Governors...**”*
 - Recommendation: Per the recommendation of legal counsel (see notes on Article IV.1.a, above), **remove this line from the bylaws.**

- Article V.4 (annual meetings of the Leadership Council)
 - Recommendation: As in the case of the Board of Directors (Article IV.4.a), change this line to read, [“The annual meeting of the Leadership Council shall be held during the Annual Meeting and Conference of the NACCC...”](#)

- Article VI.4 (Secretary): *Missing period in the second sentence...*
 - Recommendation: “The Secretary shall be elected at the annual meeting of the NACCC by the active members of the NACCC.”

- Article VII.1.b (Ministry Council members and terms): *Clarify term-limits for those serving on Ministry Councils.*
 - Recommendation: Change the second sentence of this subsection to read, “After ~~six~~ [seven](#) consecutive years on a Ministry Council, [including time spent filling an unexpired term](#), a person must wait a minimum of one year before being eligible to serve on that Ministry Council again.”

- Article VII.1.d.iii (Ministry Council names and purpose): *Fix Typo*
 - Recommendation: “4) supporting ongoing communication with state and regional ~~s~~ [associations...](#)”

- Article VII.3.f (Nomination slate): *“The Nominating Committee shall accept the two nominees from each Ministry Council to serve on the Leadership Council **and a nominee from the Congregational Foundation to serve on the Board of Directors...**”*
 - Recommendation: Due to the elimination of a Foundation representative on the Board of Directors, **remove the related portion of this line.**

- Article VII.3.g (nominations): “...nominations for any elective office may be made **from the floor of the meeting...**”
 - Like that of VII.3.b, change the second sentence of this section to read, “Nominations for any elective office may be made from the [registered delegates, alternates, or attendees of the meeting...](#)”
- Article VII.3.g (nominations): “*The Moderator shall, in every instance call for such nominations from the floor...*”
 - Recommendation: Change to, “The Moderator shall, in every instance call for such nominations from the [delegates, alternates or attendees present.](#)”
- Article VII.3 (Nominating Committee; Nominations and Elections): *Pattern Nominating Committee Nominations after that of Ministry Council representatives on the Leadership Council, with nominations coming from the Board of Directors in consultation with the Leadership Council. The full article VII.3, including notes indicated above, would read as follows...*

3. Nominating Committee; Nominations and Elections.

- a. There shall be a Nominating Committee that shall operate under the direction of the Board of Directors. The Board of Directors shall oversee the work of the Nominating Committee in consultation with the Leadership Council.
- b. A Nominating Committee shall consist of six (6) members, two of whom shall be elected at each annual meeting of the NACCC. Nominations for the Nominating Committee will come from ~~the floor at the annual meeting of the NACCC~~ [the Board of Directors with the consultation and consent of the Leadership Council, which shall not be unreasonably withheld.](#) Members of the Nominating Committee shall be members of active member Churches. Each member shall serve from the adjournment of the meeting at which they are elected until the adjournment of the third annual meeting following the meeting at which they are elected.
- ~~e. Nominations for members of the Nominating Committee shall be complete on the day preceding the vote upon their election which shall be by written ballot, except that, in case there are only the required numbers of nominees, they may be elected by a voice vote on the day of nomination. A plurality shall be considered sufficient to elect.~~
- c. Any person accepting nomination and election to the Nominating Committee, shall, by that acceptance, be ineligible, while serving on the Committee, for nomination to any NACCC office for which the Committee makes nominations.
- d. Any person serving an elected role in the NACCC shall be ineligible for nomination and election to concurrent service on the Nominating Committee.
- e. The Nominating Committee shall present a complete slate of officers and the required number of persons for the Leadership Council, Board of Directors of the Corporation, Ministry Councils, [Nominating Committee](#) and Annual Meeting and Conference Committee, to be voted upon at each annual meeting during which they shall serve. The Nominating Committee shall accept the two nominees from each Ministry Council to serve on the Leadership Council and ~~a nominee from the Congregational Foundation to Serve on the Board of Directors~~ [the two nominees from the Board of Directors to serve on the Nominating Committee,](#) and incorporate such nominees in their report.

- f. The Nominating Committee's nominations shall be transmitted to the NACCC Secretary who shall transmit such list of nominees to all member Churches at least thirty days prior to such regular meeting. In addition to any nominations so made, in every case, nominations for any elective office may be made from the ~~floor~~ [registered delegates, alternates, or attendees](#) of the meeting. The Moderator shall in every instance call for such nominations from the ~~floor~~ [delegates, alternates or attendees present](#). In cases where there is no contest the nominees may be elected by voice vote. If there is a contest, the vote shall be by written ballot the following day.
- g. All persons elected to any office, board, council, or committee must be, and remain, a member of an active member Church. In the event such person fails to maintain membership in an active member Church, such person shall rectify their status or resign from the position within ninety (90) days.

Added Article:

- In order to best reflect the ongoing potential of digital/electronic/virtual engagement of business of the NACCC, both on the board/committee level as well as that of the gathered assembly, the following article will be added to the bylaws to open the opportunity for such engagement.
- This article will be numbered VIII, immediately following the articles on boards, councils, and officers. All following articles will be re-numbered accordingly.
- Note that the current draft rules for governing electronic engagement in meetings is available on the NACCC website.
- Recommended Article VIII:
 - [Except as otherwise provided in these bylaws, participation in meetings of any board, council, committee, or team of the Association, as well as Annual and Special Meetings of the Association, may include, and/or rely entirely upon, electronic services including teleconferencing, video conferencing, live streaming, or any other digital medium available and suited for the purpose of the meeting. Any meeting including electronic participation shall be subject to all rules established by the Board of Directors of the Association prior to the call of the meeting. Rules for electronic participation in meetings may include reasonable limitations on, and requirements for, members' participation. Any such rules shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule, bylaw, or decision of the Association. All votes conducted in accordance with the adopted rules for electronic participation in meetings shall be deemed to have fulfilled any requirement in the bylaws that govern the conduct of such vote.](#)