

**BYLAWS
OF THE
HAWAI'I CONFERENCE OF THE UNITED CHURCH OF CHRIST**

NOTE: 'AHA PAE'ĀINA is Hawaiian for the entire gathering of the islands of the archipelago and is the annual meeting of the members of the Hawai'i Conference. 'AHA MAKUA is Hawaiian for the business session of the 'Aha Pae'āina. These two distinctions are made throughout the whole Charter and Bylaws.

ARTICLE I: MEMBERSHIP

Section 1. CHURCHES. Any church that holds current authorized standing in an Association of this Conference shall be a member of the Conference.

Section 2. MINISTERS. Any ordained, commissioned or licensed minister who holds current authorized standing in an Association of the Conference shall be a member of the Conference.

ARTICLE II: VOTING PRIVILEGES

Section 1. A Church as defined in Article I, Section 1, shall be entitled to one voting lay delegate, except that those churches having more than 200 members shall be entitled to elect one additional lay delegate for each additional 100 members, or major fraction thereof, (for purposes of calculating the number of delegates accorded to a church, the church's membership shall be tallied and rounded to the nearest 100) up to a total of five delegates. Each church shall also be allowed a Youth/Young Adult delegate, thirty years of age or younger upon election, with vote in the 'Aha Pae'āina, in addition to the regular delegates to which the church is entitled.

Unless otherwise ordered by the church, a delegate selected by a church shall serve for a term of one year or until a successor has been elected, except that the delegate's term of office shall terminate upon removal from church membership. A church shall be entitled to select an alternate to act in the absence of a regular delegate.

Section 2. A minister, as defined in Article I, Section 2, shall be entitled to a vote.

Section 3. The members of the Conference Council, chairpersons of all standing and special committees and the presidents of the Associations shall be voting members of the Conference during their terms of office.

Section 4. In the event that any person serves in more than one office pursuant to this Article II, Section 1, 2 or 3 above (for example, a lay delegate or an ordained minister who also serves on the Conference Council or as a committee chairperson), such person shall have only one vote.

ARTICLE III: ASSOCIATE MEMBERS

Any of the following may register and by vote of the Conference become Associate Members with privilege of voice, but not vote, at meetings:

1. An ordained minister of the United Church of Christ holding standing in an Association outside of, or Conference other than the Hawai'i Conference.
2. A minister with Privilege of Call in an Association of the Hawai'i Conference.
3. A Member in Discernment ~~student holding in care status~~ in an Association of the Conference.
4. An ordained minister holding standing in another denomination while serving as a minister in a church of an Association of the Conference.
5. National leaders, speakers and other persons who are guests of the Conference.
6. A member in good standing of any church with standing in an Association of the Conference.
7. Any representative of the Conference to a UCC Covenanted Ministry, the UCC Board Executive Council or to an ecumenical body.

ARTICLE IV: MEETINGS

Section 1. ĀHA PAE'ĀINA (ANNUAL MEETING). The 'Aha Makua of the 'Aha Pae'āina is the final authority on all matters pertaining to the policies and programs of the Conference.

The 'Aha Pae'āina shall be held in the month of June for worship, inspiration, and fellowship and for the transaction of appropriate business and elections as necessary. The time and place of holding the meeting may be fixed or changed by vote of the 'Aha Pae'āina or the Conference Council.

Section 2. SPECIAL MEETINGS. Special meetings of the membership of the Conference may be called by the Conference Council or by the Executive Council or by petition of one-fourth (1/4) of the member churches.

Section 3. NOTICE OF MEETINGS. Notice of the time and place of the 'Aha Pae'āina and notice of special meetings stating the time, place and purpose of such special meetings shall be sent to each church and minister of the Conference, each member of the Conference Council, each chairperson of a standing committee and each president of an Association. Notice of meetings shall be given not less than 30 days prior to the date thereof.

Section 4. ELECTRONIC MEETINGS. Subject to the notice requirements in Article IV Section 3 of these Bylaws, members of the Council or any committee designated thereby may participate in a meeting of the Council or of such committee by means of a conference telephone, video conferencing technology, or similar communication equipment by means of which all person participating in the meeting can hear each other at the same time. Participation in a meeting held by remote communication shall constitute presence in person at a meeting for all purposes, including quorum and voting. Such meetings may be partially or wholly "virtual" meetings.

Section 54. QUORUM AND VOTE. Twenty-five (25) churches of the Conference shall constitute a quorum at any duly called meeting of the Conference. For the purpose of determining the presence of a quorum, no person shall represent more than one church. Except as otherwise provided by the charter, these bylaws or by law, the vote of a majority of those persons present and voting shall be necessary for the adoption or approval of any matter to come before the meeting.

Section 65. AGENDA. The Executive Council shall act as the business committee at the meetings of the Conference and shall have responsibility for implementing the agenda and the standing rules.

ARTICLE V: OFFICERS

Section 1. OFFICERS OF THE CONFERENCE. The officers of the Conference shall be the Chairperson of the Conference Council, the Vice Chairperson of the Conference Council, the Secretary, the Treasurer and the Conference Minister, and such other officers as the Conference may from time to time determine, each of whom shall be a member in good standing of a church of this Conference. The Chairperson and Vice Chairperson of the Conference Council shall alternate from term to term whenever possible between a lay person and an ordained minister. All officers shall be elected at the 'Aha Pae`āina following the procedure set forth in Article XI, Section 2, to serve until their successors are elected, except for the Conference Minister, who shall be elected following the procedure set forth in Article VI, Section 2.

Section 2. CHAIRPERSON OF THE CONFERENCE COUNCIL. The Chairperson of the Conference Council shall preside at all meetings of the Conference Council, the Executive Council, and the 'Aha Pae`āina. The Chairperson shall, by virtue of office, ~~preside over all of the meetings of the members of the Hawai'i Conference Foundation and shall~~ be a member of the Foundation Board of ~~Trustees~~Directors and, if applicable, ~~its Executive Committee~~. The Chairperson shall make an annual report to the Conference, shall perform such other duties as the Conference Council may prescribe and shall be an ex-officio member, without vote, of all committees of the Conference Council. The Chairperson shall attend the General Synod as an Associate Delegate of the Conference.

Section 3. VICE CHAIRPERSON OF THE CONFERENCE COUNCIL. The Vice Chairperson of the Conference Council shall perform the duties of the Chairperson, in case of that officer's absence or inability to act, and shall assist the Chairperson in his or her responsibilities.

Section 4. SECRETARY. The Secretary shall keep or cause to be kept a permanent, accurate and legible record of all meetings and transactions of the Conference, the Conference Council and the Executive Council and shall perform such other duties as usually pertain to that office. The Secretary shall distribute or cause to be distributed to the Conference Council, the Executive Council and all the members of the Conference, as defined in Article I, the minutes of the annual, regular and special meetings of the Conference, the Conference Council and the Executive Council.

Section 5. TREASURER. The Treasurer shall have the powers and perform the duties customary and incidental to the office and such other powers and duties as may be assigned by the Conference Council. The Treasurer shall provide regular, periodic statements of the financial operations of the Conference to the Conference Council and a full report to the 'Aha Pae`āina.

Section 6. TERMS OF OFFICE. The term of office for the elected officers of the Conference, except the Conference Minister, shall be two (2) years. The Chairperson and Vice Chairperson of the Conference Council may serve not more than two (2) consecutive terms. The Treasurer and the Secretary may serve not more than three (3) consecutive terms. The term of office for each officer shall begin at the close of the 'Aha Pae`āina at which such officer is elected. The Chairperson and the Secretary shall be elected in even-numbered years. The Vice Chairperson and the Treasurer shall be elected in odd-numbered years.

ARTICLE VI: THE CONFERENCE MINISTER

Section 1. THE CONFERENCE MINISTER. The Conference Minister shall be an ordained minister with authorized standing in an association of the United Church of Christ and shall be nominated by the Conference Council and elected by the 'Aha Pae`āina.

The term of office of the Conference Minister may be terminated upon ninety (90) days' written notice either by the 'Aha Pae`āina or Conference Council or by the Conference Minister.

In the event of a vacancy in the office of Conference Minister, the Conference Council shall appoint an Interim Conference Minister.

The Conference Minister is the Conference's spiritual leader, its chief executive and administrative officer, and registrar. The Conference Minister shall give general supervision over the work of the Conference and shall be directly accountable to the Conference Council. The Conference Minister shall be a member of the Conference Council with voice but not vote and, by virtue of office, a non-voting member of the Foundation Board of Directors~~Trustees and, if applicable, its Executive Committee~~. The Conference Minister shall attend the General Synod as an associate delegate of the Conference.

Section 2. THE SEARCH PROCESS. When the office of the Conference Minister is vacant, the Conference Council shall be authorized to appoint a Search Committee, whose chairperson, at the time of appointment, is a member of the Conference Council. This committee shall seek assistance in the search process

from the Office of the General Minister and President of the United Church Christ, and it shall receive names of applicants for the office of Conference Minister from the churches of the Conference and the wider United Church of Christ. All applicants shall have a UCC Ministerial Profile filed with Parish Life and Leadership of Local Church Ministries Ministerial Excellence, Support and Authorization team of the United Church of Christ. The Search Committee, after evaluation of the applicants, shall present to the Conference Council the name of the person it recommends for the office. If the Conference Council accepts the recommendation, it shall notify the 'Aha Pae`āina delegates of the name of its nominee at least three weeks prior to the 'Aha Pae`āina date of election.

ARTICLE VII: CONFERENCE COUNCIL

Section 1. FUNCTION. The Conference Council is the 'Aha Pae`āina ad interim. It functions as the Board of Directors in compliance with Chapter 414 D, Hawai'i Revised Statutes, as amended ("the Hawai'i Nonprofit Corporations Act"). All corporate powers of the Hawai'i Conference of the United Church of Christ, including management of its affairs, shall be exercised by or under the authority of the Conference Council, as set forth in the Hawai'i Nonprofit Corporations Act.

Section 2. COMPOSITION. The Conference Council shall be composed of:

- (a) Five Officers of the Conference Council, namely the Chairperson, Vice Chairperson, Secretary, Treasurer and Conference Minister (Article V);
- (b) Chairpersons of Missional Teams (Article VIII);
- (c) Five Presidents, or designated appointees, of Associations (Article IX);
- (d) Two (2) At-Large Youth/Young Adult members, thirty years of age or younger upon election, each serving two-year staggered terms, up to a maximum of two terms, and elected by the 'Aha Pae`āina;
- (e) One (1) Representative from the State Council of Hawaiian Congregational Churches,
- (f) Executive Director of the Hawai'i Conference Foundation.
- (g) Chairperson of the Personnel Committee (Article XI).

Council members shall be members in good standing of a local church in the Conference. The Conference Minister, Chairperson of the Personnel Committee and Executive Director of the Hawai'i Conference Foundation shall have voice but not vote on the Conference Council.

Terms of office shall begin immediately following the close of the 'Aha Pae`āina at which election took place.

Section 3. MEETINGS AND QUORUM. The Conference Council shall meet at least four times a year, and, in addition, at the call of the Chairperson,

Conference Minister, or a majority of its members. A majority of the voting membership of the Conference Council shall be present at any duly called meeting to constitute a quorum for the transaction of business and the act of a majority of the Council members present at any meeting at which there is a quorum shall be the act of the Conference Council. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the Council members present in person without notice other than by announcement at the meeting and without further notice to any absent member. Any action which might be taken at a meeting of the Conference Council may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Conference Council. The written consents shall be filed with the minutes of the proceedings of the Conference Council. The consent has the same effect as a vote of the Conference Council for all purposes. Members of the Conference Council or any committee may participate in a meeting of the Conference Council or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 4. DUTIES. The Conference Council shall provide leadership, theological discernment and spiritual oversight in articulating the vision of the Conference, and oversee the policies of the 'Aha Pae`āina and their implementation. The Conference Council shall establish policies consistent with the policies of the 'Aha Pae`āina to guide the implementation of the Conference's program, the operation of the Conference and the selection of Conference Minister; serve as a setting for collaboration, coordination and communication, linking with the local churches and associations; and coordinate the work and review the activities of Missional Teams, including annual budgets.

In promoting the mission of the Conference, the Conference Council shall review for faithfulness and effectiveness the use of all benevolent contributions to the Conference including Our Church's Wider Mission (OCWM), Basic and Special Support, and the funds held by the Conference and Foundation for the Conference.

The Conference Council shall be responsible for funding policy decisions and ensuring that the Conference is adequately financed. The Conference Council shall recommend an Annual Budget for adoption by the Conference at the 'Aha Pae`āina, such Budget to include the operating expenses of the Conference and a recommendation for the Conference percentage of OCWM Basic Support to be retained for the use of the Conference.

The Conference Council shall make appointments to fill vacancies of any member elected by the 'Aha Pae`āina occurring between meetings of the 'Aha Pae`āina, such appointments to continue until the subsequent 'Aha Pae`āina.

The Conference Council by two-thirds (2/3) vote, shall have the power to purchase, sell, transfer or otherwise deal with properties (real, personal or mixed) of the Conference; to borrow or lend money or to hypothecate or encumber any such properties; provided, however, in case of a sale, lease, exchange or transfer of all or substantially all of the Property and assets of the Conference, the affirmative vote or consent of three-fourths (3/4) of the members of the Conference is required.

The Conference Council members shall discharge their duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that such member believes to be in the best interest of the Conference, notwithstanding the fact that members may have been appointed or elected to the Conference Council by a different body of the church.

Unless otherwise provided in the Articles of Incorporation and Bylaws of the Hawai'i Conference Foundation, the Hawai'i Conference United Church of Christ's membership as Foundation Directors shall be composed of the following:

- a. Two members of the Conference Council elected by such Conference Council for a term of tow years or while a member of the Conference Council, whichever is shorter.
- b. The Conference Minister (ex-officio, non-voting) and the Council Chairperson (ex-officio, voting).
- c. Two persons nominated by the Conference Council and elected by the members of the Conference at the 'Aha Pae`āina for a term of three years.

~~Unless otherwise provided in the Articles of Incorporation and Bylaws of the Hawai'i Conference Foundation, the members of the Conference Council and the members of the Foundation Board of Trustees shall serve as the members of the Hawai'i Conference Foundation. The Foundation Board of Trustees shall be composed of the following:~~

- ~~a. Three members of the Conference Council elected by such Conference Council.~~
- ~~b. The Conference Minister and the Council Chairperson.~~
- ~~e. Four persons nominated by the Board of Trustees and elected by the Conference Council.~~

~~d. Two persons nominated by the Conference Council and elected by the members of the Conference at the Aha Pae`āina.~~

ARTICLE VIII: MISSIONAL TEAMS

Section 1. MISSIONAL TEAMS. The mission of the Conference shall be coordinated through Missional Teams, which shall be accountable to the Conference Council between meetings of the 'Aha Pae`āina. The 'Aha Pae`āina shall establish Missional Teams as needed to carry out the missional priorities of the Conference, including, initially, with the adoption of this Article, Administration, Formation, Stewardship, and Justice & Witness, as defined by the 'Aha Pae`āina. Missional Teams shall exist without term, or until dismissed by the 'Aha Pae`āina. The Conference Council may establish or dismiss Missional Teams between meetings of the 'Aha Pae`āina and with ratification at the subsequent meeting of the 'Aha Pae`āina. Missional Teams shall also endeavor to work with and relate to Affiliate organizations (Article XII).

Section 2. COMPOSITION. Each Missional Team shall consist of at least five Team members, where possible at least half shall be lay persons, who shall serve a one year term and be appointed each fiscal year by the Conference Council and who shall represent the broad diversity of the Conference, its churches, and its affiliate organizations. The chairperson of each Team shall serve a two (2) year term and be nominated by the Nominating Committee and elected at the 'Aha Pae`āina. Chairpersons may serve no more than two (2) full consecutive terms at any one time, provided, however, that with the initial adoption of this Article, terms for two Missional Team chairpersons shall be limited to term of one year in order to achieve staggered terms among Missional Team chairpersons. Chairpersons shall serve on the Conference Council (Article VII, Section 2). All members of Missional Teams shall be members in good standing of a church in this Conference.

ARTICLE IX: ASSOCIATIONS OF THE CONFERENCE

Section 1. PURPOSE.

- a. As God's people, we affirm the creation of Associations to enable closer ties and a greater sense of community within the Conference life. Associations are established as groups of local churches within which common concerns can be raised and more sharply focused; where celebrations of the joys and sorrows of congregational and denominational life can be shared; where Christian fellowship can flourish as churches come together for common purpose; where ecumenical outreach and sharing can be strengthened.

Each Association shall:

- (i) Determine, confer, and certify the standing of local churches of the United Church of Christ within its covenantal body.
- (ii) Grant, transfer, and terminate standing of ordained ministers in the United Church of Christ.
- (iii) Retain its own charter, constitution, and bylaws, not inconsistent with the Constitution and Bylaws of the United Church of Christ and the Charter and Bylaws of the Hawai'i Conference.
- (iv) Relate to the General Synod through the Conference.
- (v) Receive students for the ordained ministry under its care and extend to them fellowship, counsel, assistance and supervision during their academic preparation.
- (vi) Ordain, commission, and license qualified candidates; grant privilege of call and leaves of absence; transfer ordained ministerial standing and review and discipline ordained, commissioned and licensed ministers.
- (vii) Offer encouragement, guidance, and assistance in the organization of new local churches.

- (viii) Receive local churches into authorized standing in the United Church of Christ with the counsel of the Conference.
- b. The Conference shall be divided into five (5) Associations in order to:
 - (i) Bring to the churches the resources of the United Church of Christ in program and mission, and
 - (ii) Provide a forum for the discussion of mutual ministries, priorities, and resolutions of the local churches, the Conference, the General Synod, and Covenanted Ministries of the United Church of Christ.

Section 2. ORGANIZATION.

- a. The five (5) Associations are as follows: 'Aha O Nā Mokupuni 'O Maui, Moloka'i Ame Lāna'i; Association of Hawaiian Evangelical Churches; Hawai'i Island Association of the United Church of Christ; Kaua'i Association of the United Church of Christ; and O'ahu Association of the United Church of Christ.
- b. Each Association shall organize itself as it desires and schedule such activities as may be appropriate to the life of the Association.

ARTICLE X: THE HAWAI'I CONFERENCE FOUNDATION

The Hawai'i Conference established the Hawai'i Conference Foundation.

Unless otherwise provided in the Articles of Incorporation and the Bylaws of the Hawai'i Conference Foundation,

Section 1. The objects and purposes of the Foundation are as follows:

- a. To receive and administer funds, securities and other property for the purpose of advancing the mission of the Hawai'i Conference of the United Church of Christ, and its successors,

~~including its churches, ministers, and the General Synod and Covenanted Ministries of the United Church of Christ, through management of custodial accounts or otherwise. To be a Foundation and a depository of properties, real, personal, and mixed, for investments and use for the Hawai'i Conference of the United Church of Christ or its successors (hereinafter referred to as "the Conference"), its member churches and recognized organizations.~~

- ~~b. To advance the cause of Christian religion in such other manner as may be deemed suitable. To promote the interest and general welfare of the churches and ministers of which this Conference is composed, and of the General Synod, boards, institutions, agencies and Covenanted Ministries of the United Church of Christ, and of other organizations which are recognized to be affiliated with the United Church of Christ and with the Conference, insofar as their interests are within the area of concern of the Conference.~~
- ~~c. To advance the cause of the Christian religion in such other phases as may be deemed suitable and to exercise any power which a nonprofit corporation for religious and charitable purposes and exempt from taxation under the applicable provisions of the Internal Revenue Code and the laws of the State of Hawai'i is authorized to exercise.~~

~~**Section 2.** To the extent possible, the The Conference Minister shall work with the Executive Director of the Foundation to coordinate the operations of their respective organizations. The Membership shall consist of the members of the Hawai'i Conference Council and the Hawai'i Conference Foundation Board of Trustees as named in the Charter and Bylaws of the Hawai'i Conference Foundation and in Article VII, Section 4, of the Hawai'i Conference UCC Bylaws.~~

~~**Section 3.** The Executive Director shall be responsible for implementing the purpose of the Foundation in its support for the mission of the Hawai'i Conference, United Church of Christ and its local churches. The Executive Director reports to the Board of Trustees of the Foundation in carrying out the policies and decisions of the Board of Trustees; assists the Trustees in the performance of their duties and responsibilities; has overall supervision of the operations of the Foundation office and its employees; is responsible for the management of real properties and other assets held by the Foundation; and coordinates the operation of the Foundation with the Hawai'i Conference through its Conference Minister.~~

ARTICLE XI: STANDING COMMITTEES AND SPECIAL COMMITTEES

Section 1. EXECUTIVE COUNCIL The Executive Council is the direct executive instrument of the Conference Council. The Conference Council shall appoint an Executive Council to carry out the duties of the Conference Council in accordance with policies and limitations established by the Conference Council. The members of the Executive Council shall be the Chairperson of the Conference Council, Vice-Chairperson of the Conference Council, Secretary, Treasurer, Conference Minister, and one person from the Conference Council elected by the Council. The Chairperson shall chair the Executive Council. Meetings may be called by the Chairperson, the Conference Minister, or a majority of its members.

Section 2. NOMINATING COMMITTEE. There shall be a Nominating Committee which shall be a Standing Committee of the Conference, accountable to the Conference Council. The Nominating Committee shall consist of six (6) members, one from each Association, and one At-Large Member. Each member shall serve a term of two (2) years, staggered into two (2) classes. Association members of the Committee shall be nominated by their respective Association and elected by the 'Aha Pae`āina. The At-Large member of the Committee shall be nominated by the Conference Council and elected by the 'Aha Pae`āina. Members can serve no more than two (2) full consecutive terms at any one time. The Committee shall elect its own chairperson.

Not later than January 31 of each year, the Committee shall send to each church and Association a list of offices to be filled as provided by these Bylaws, inviting suggestions for candidates and their qualifications for these offices. Recommendations from other sources shall also be received and given equal consideration. The Nominating Committee shall work to assure that the slate provides broad representation of the life and composition of the Conference. Names of nominees shall be published in official media and publications of the Conference prior to the 'Aha Pae`āina.

The nomination of delegates to the General Synod shall be entrusted to Associations, which shall present names and profiles to the Conference Nominating Committee. Nominations of delegates to the General Synod and to national boards and Covenanted Ministries shall be in keeping with the current United Church of Christ Bylaws. To meet the United Church of Christ requirements, final determination of nominees rests with the Nominating Committee.

The Nominating Committee shall present its slate to the Conference Council for approval and recommendation to the 'Aha Pae`āina. Additional nominations, except for the office of Conference Minister, may be made from the floor, provided the written consent of the nominee and a petition signed by at least five delegates from three churches have been previously obtained and the qualifications of the nominee are presented in writing to the delegates present and voting.

If there is one candidate for an office, and only one possible to elect, the Secretary shall be instructed to cast an elective ballot for that candidate. This provision does not apply to the election of the Conference Minister.

When the Conference receives notice of positions to be filled or nominations to be made for bodies and committees of the national setting of the church, and if time permits, the Nominating Committee shall notify all churches and Associations of the Conference in time for their recommendations to be received by the Committee and considered before nominations are submitted to the Conference Council at any regular meeting or at a meeting called especially for that purpose. In cases requiring immediate response, the responsibility may rest with the Conference Council or the Conference Minister.

Section 3. PERSONNEL COMMITTEE. There shall be a Personnel Committee which shall be a Standing Committee of the Conference, accountable to the Conference Council. The Personnel Committee shall have one member from each Association, appointed by the Conference Council in consultation with the Association. Members shall serve two-year staggered terms and no more than two (2) consecutive terms. The Chairperson shall be elected annually by the Personnel Committee and shall serve on the Conference Council ex-officio. The Personnel Committee shall recommend personnel policies and annual salary adjustments of the staff to the Conference Council for approval; work in consultation with the Conference Council and the Conference Minister on personnel matters; conduct periodic evaluation of the Conference Minister and all ministerial staff; and oversee evaluations of all other office staff. The Personnel Committee shall report to the Conference Council except for confidential matters. The Personnel Committee and its members shall not respond to requests from external constituencies for personal information or action without the prior written consent of the Conference Council and the advice of legal counsel. The Personnel Committee shall maintain, at all times, a high level of confidentiality with the personnel matters of the Conference.

Section 4. CONFERENCE COMMITTEE ON MINISTRY. There shall be a Conference Committee on Ministry which shall be accountable to the Conference Council through the Conference Minister. The Committee shall consist of the

Chairperson of each Association's ~~Committee on Ministry Church and Ministry Committee~~, Associate Conference Ministers, ~~the Placement Coordinator (if not an Associate Conference Minister)~~, and the Conference Minister. ~~The Conference Minister, or designee, who~~ shall be the Chairperson of the Committee on Ministry. The Committee will help Association ~~Church and Ministry Committees~~ Committees on Ministry in their interpretation and application of the Manual on Ministry and any supplements, and recommend policy, program and resources for pastoral support and other ~~Church and Ministry Committee on Ministry~~ matters.

Section 5. SPECIAL COMMITTEES. The Conference Council may organize and establish such special committees not inconsistent with these bylaws as it may determine to be necessary.

ARTICLE XII: AFFILIATIONS AND RELATIONSHIPS

Section 1. An Association of this Conference is that body so defined in a way acceptable to the 'Aha Pae`āina composed of churches and ministers which historically or for other reasons clearly defined have been a structural unit of this Conference. The 'Aha Pae`āina determines and authorizes the number and nature of Associations in the Hawai'i Conference.

Section 2. Affiliates are organizations which in their purpose and program are in harmony with the purposes of the Conference. (Examples of Affiliate organizations of the Conference are: Sunday School Association, Woman's Board of Missions, Christian Endeavor ~~Association Hawai'i~~, State Council of Hawaiian Congregational Churches, ~~Samean Council, Council of Filipino Ministry~~, and Hawai'i Pacific Islander and Asian American Ministries.)

Affiliates shall participate in the life of the Conference through Missional Teams. The Conference Council may grant, on an annual basis, voice and vote at the 'Aha Pae`āina to Presidents or Chairpersons of Affiliates.

Any organization that seeks to be recognized as an Affiliate of the Hawai'i Conference must make request to, and be endorsed by, the Conference Council.

Section 3. 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 adopted July 4, 1961, and subsequently amended, which relate to Conferences of the United Church of Christ.

Section 4. This Conference may relate itself to ecumenical bodies which are recognized and supported by the United Church of Christ; to state and city Council of Churches functioning within the Conference boundaries; to missionary societies which are or may be established by groups of churches affiliated with the Conference; to hospitals, homes and agencies within the boundaries of the Conference; and to colleges and seminaries in which the Conference has a special interest.

ARTICLE XIII: EXECUTION OF INSTRUMENTS

Except as otherwise provided in these Bylaws or by resolutions of the Conference Council or by law, the persons authorized to make and execute all written instruments of the Conference, including drafts, notes, bonds, acceptances, deeds, leases and contracts shall be any two of the Chairperson, Vice Chairperson, Secretary or Treasurer.

ARTICLE XIV: FISCAL YEAR AND AUDIT

Section 1. The fiscal year of the Conference shall be July 1 through June 30.

Section 2. There shall be an annual audit of the Conference books by a certified public accountant appointed by the Conference Council.

ARTICLE XV: SEAL

The Conference shall have a corporate seal as may be determined by the Conference Council.

ARTICLE XVI: CONDUCT OF BUSINESS

The current edition of *Robert's Rules of Order Newly Revised* shall be followed in the conduct of official business unless otherwise specifically provided in these Bylaws.

ARTICLE XVII: AMENDMENTS

These Bylaws may be amended at any annual or special meeting by a two-thirds vote of those present with the privilege of vote, provided the proposed amendments have been mailed to each church and minister at least sixty (60) days prior to the meeting at which the vote is to be taken. A certified copy of the Bylaws containing all amendments or changes therein shall be filed with the appropriate agency of the State of Hawai'i, if required by law, within thirty (30) days after adoption.

ARTICLE XVIII: INTERPRETATION

The provisions herein describe the free and voluntary relationships which the churches, Associations and ministers sustain with the Hawai'i Conference of the United Church of Christ. Nothing in the Bylaws shall destroy or limit the right of each church to continue to operate in the way customary to it, nor shall the Bylaws be construed as giving the Conference now or any future time the power to abridge or impair the autonomy or property rights of any church.

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