

## **Proposed Bylaws Changes – Frequently Asked Questions**

The bylaws are available at [www.ctucc.org/CTAM2019](http://www.ctucc.org/CTAM2019)

### **What are the roles of the Missionary Society of Connecticut (MSC) and the Trustees of the Fund For Ministers (TFM)?**

The Connecticut Conference (CTUCC) is an ecclesial body only. The CTUCC has two financial arms: The Missionary Society of Connecticut (MSC), established in 1798, and the Trustees of the Fund for Ministers (TFM), established in 1867. MSC conducts Conference operations, owns and operates Silver Lake Conference Center, and is the trustee of the Consolidated Trust Funds (CTF). CTF is the vehicle for investing Conference assets and is also open to member churches. TFM is a collection of endowments supporting the general welfare of the Conference Ministry. MSC is a party to the agreements forming the Southern New England Conference (SNEUCC) and will continue to exist with a role limited to the stewardship of the endowments and property held by MSC. TFM is not a party to the creation of the SNEUCC and will continue in its current role.

### **Why are we amending the bylaws for the MSC and adopting bylaws for the TFM?**

MSC and TFM, like most churches, are non-stock membership corporations. The current membership is the Board of Directors of the CTUCC. The members also serve as the Board of Directors of MSC and TFM. When the Southern New England Conference (SNEUCC) replaces the CTUCC as a UCC Conference, the CTUCC will be dissolved. This would leave MSC and TFM without members unless we amend or adopt bylaws. The MSC bylaws were adopted in 2018 to facilitate the formation of the SNEUCC. TFM has never had bylaws.

### **Who will be the members of MSC and TFM?**

The delegates to the SNEUCC associated with the churches and Associations of the historic CTUCC will be the members. You might think of this as “transferring” the members of the CTUCC to MSC and TFM. The rules for delegates for the SNEUCC are not identical to the rules for the CTUCC, so the two groups are not identical, but largely overlap.

### **Who will serve on the Board of Directors of MSC and TFM?**

The directors will be the directors of the SNEUCC associated with the churches and Associations of the historic CTUCC. In other words, if you are on the SNEUCC Board of Directors, and you are from a church or Association that was a part of the historic CTUCC, you will automatically, by virtue of your position, be a director of MSC and TFM. The composition of the Boards of Directors of MSC and TFM will be identical, as they have been for decades.

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**TFM is not a party to the SNEUCC. Does it make sense for the TFM directors to come from the SNEUCC Board?**

MSC and TFM have always been functionally integrated. The current CTUCC Board of Directors decided to emphasize the interdependence of the organizations, rather than the independence of TFM.

**If the members of MSC and TFM are not electing the directors, are there any member protections included in the bylaws?**

Yes. The protections are different for MSC and TFM due to the difference in relationship to the SNEUCC. There is some overlap. For both organizations members are entitled to attend an annual meeting or receive a report in lieu of an annual meeting. It will be up to the Board of Directors to decide whether to have a meeting or issue a report. For both organizations, the members must approve the transfer of endowments with market values in excess of \$150,000 and to approve the transfer or sale of any other asset with a market value in excess of \$1 million.

Recognizing that TFM is independent of the SNEUCC, TFM members have additional rights:

- Special meetings of the members may be called by written request from twenty delegates or upon the written request of two Associations or upon written request of the majority of At-Large Directors. Any business included in the call to the meeting could be put before the members to act upon.
- At special meetings, the members could enlarge the Board of Directors by creating At-Large Director positions and electing members to these positions; and
- At special meetings, the members could remove and replace directors who serve by virtue of their position on the SNEUCC board.

The creation of At-Large Directors and/or the removal and replacement of directors who serve by virtue of their positions would mean that the Board of Directors for TFM would be different from the Board of Directors for MSC. These provisions permit the members to put more emphasis on independence if the members discern that MSC or SNEUCC interests are being given too much weight at the expense of TFM interests.