## **RATIONALE**

The Vermont Conference is a small conference within the United Church of Christ. It has only \_\_\_\_\_ congregations, approximately 14,000 members and \_\_\_\_ ordained ministers. However, its current Bylaws are designed for a much larger conference. Like the bylaws of many small congregations, the Conference's current bylaws created a governance structure requiring more participants on its various governing bodies than is possible with the current available membership. For example,the current Department structure with its Department Councils and many committees requires many volunteers. Compounding the problem, the current Bylaws require that certain positions, such as the Moderator and Vice Moderator of the Conference and the chairs and vice chairs of the Departments be divided between between clergy and lay members. Further compounding the problem, Board directors and members of Department Councils represent each of the Conference's eight Associations, whose strength and vitality waxes and wanes, resulting in persistent vacancies on the Board and Department Councils.

In the twenty-first Century, the Conference needs to be flexible and nimble. Yet, the Conference's current governance structure is cumbersome, making it difficult for it to be so. The Board believes that the proposed bylaws would, if adopted, create a nimble and flexible governance structure by (1) reducing the number of positions needed to be filled by eliminating the Department structure; (2)eliminating the requirement to draw participants from each Association, while having the nominating committee consult with Associations and respect the various geographical regions of the state; (3) eliminating the requirement that one of the Moderator and Vice Moderator be clergy and one be lay; and (4) providing that the Board can quickly respond to changing needs and circumstances by creating non-standing committees that would serve at the pleasure of the Board.