

XYZ Association Constitution & Bylaws

Constitution

ARTICLE I

NAME AND AFFILIATION

Section One: The name of this Association shall be the XYZ Association of the KEYSTONE Conference of the United Church of Christ.

Section Two: The area of the Association shall be those counties and areas defined as part of the predecessor Penn Northeast Conference.

Section Three: This XYZ Association shall continue without break, the corporate entity and historic traditions of the Penn Northeast Conference acting as an Association.

ARTICLE II

PURPOSE

Section One: To unite the Local Churches of the United Church of Christ within its boundaries in Christian fellowship, to admit Local Churches and ministers to standing in the United Church of Christ, to assist its member Local Churches and ministers, and to further the work of the Kingdom of God through the KEYSTONE Conference and of the United Church of Christ in this locality, the nation and the world.

Section Two: Nothing in the Constitution or By-Laws of this Association shall destroy or limit the right of each member Local Church to continue to operate in the way customary to it, nor shall it be construed as giving the Association now or at any future time the power, to abridge or impair the autonomy of any member Local Church in the management of its own affairs.

ARTICLE III

MEMBERSHIP

Section One: Membership shall consist of the Local Churches in the United Church of Christ in the XYZ Association area and Authorized Ministers, holding standing in the Association.

Section Two: The voting membership shall consist of the Authorized Ministers, holding standing in the Association and of the Lay Delegates selected by and representing the member Local Churches, as provided in the By-Laws.

ARTICLE IV

ORGANIZATION

Section One: The officers shall be a Moderator, Assistant Moderator, Secretary, Treasurer, and Registrar and such other officers as the Association may from time to time determine, they shall be responsible to the XYZ Association.

Section Two: The Board of Directors shall consist of the officers and the Standing Committee Chairs as are specified by the By-Laws.

Section Three: The Board of Directors shall have general supervision of the affairs, in accordance with the provisions of the Constitution and By-Laws of this Association, of the KEYSTONE Conference, and the United Church of Christ, and subject to the will of the Association expressed in its regular and special meetings.

ARTICLE V

MEETINGS

The Association shall meet at a minimum annually and at such other times as may be necessary for the discharge of its responsibilities, as provided in the By-Laws.

ARTICLE VI

MINISTERIAL STANDING

This Association shall determine, confer and certify authorized ministerial standing in accordance with the Constitution and By-Laws of the United Church of Christ.

ARTICLE VII

AMENDMENTS

This Constitution may be amended by a two-thirds vote of those voting in a duly called meeting of this Association, provided that the Amendment has been presented to the Association at a previous duly called meeting or recommended to the Association by the Board of Directors. In either case, a copy of the proposed amendment shall be provided to each Authorized Minister and each Local Church holding membership in the Association, with the call for meeting, not less than 30 days prior to the meeting at which action on the proposed Amendment is to be taken.

By-Laws of the XYZ Association of the KEYSTONE Conference of the United Church of Christ

ARTICLE I

MEMBERSHIP AND AREA

Section One: The Association shall consist of the Local Churches and Authorized Ministers which have standing in the XYZ Association of the KEYSTONE Conference of the United Church of Christ.

Section Two: The area of this Association shall be the counties and areas located in the Commonwealth of Pennsylvania and the State of New Jersey that were part of the predecessor Penn Northeast Conference

ARTICLE II

OFFICERS AND BOARD OF DIRECTORS

Section One: The officers shall be: Moderator, Assistant Moderator, Secretary, Treasurer, and Registrar

Section Two: The Board of Directors of the Association shall consist of nine people. The nine shall be the officers and the chairpersons, or their designee, of the standing committees as are specified by the By-Laws. The Board of Directors shall provide vision, oversight, and resources to the Local Churches of the Association. It shall receive and disburse the funds of the Association.

Section Three:

- a) The officers of the Board of Directors shall be elected by the Association at the Annual Meeting.
- b) The Moderator and Assistant Moderator shall be elected for a term of two years, and no person may serve in one of these offices for more than one term.

- c) The Secretary shall be elected for a term of three years. No person shall be elected as Secretary for more than two consecutive terms.
- d) The Treasurer and Registrar shall be elected for a term of three years. No person shall be elected as Treasurer and Registrar for more than two consecutive terms.
- e) The Chairpersons of the Standing Committees shall be selected by members of their committees. The term of office for all officers and members of the Board of Directors shall begin on the first day of January following the Annual Meeting at which they were elected.
- f) The Officers shall be either Authorized Ministers or Lay Persons.

Section Four: The Moderator shall preside at meetings of the Association and the Board of Directors and perform such other duties as are appropriate to the Moderator.

Section Five: The Assistant Moderator shall assist the Moderator with the work of the Association and perform the duties in the absence of the Moderator. This person shall be responsible for the planning of the Annual Meetings of the Association.

Section Six: The Secretary shall keep the minutes for the meetings of the Association and the Board of Directors and carry on such correspondence and perform such other duties as are appropriate to the office.

Section Seven: The Treasurer shall have custody of the funds of the Association and shall make such disposition of them as the Board of Directors authorizes. A report shall be submitted to the Annual Meeting and such other reports made available as the Board of Directors requires. The Treasurer shall be bonded for an amount deemed sufficient by the Board of Directors. The books shall be professionally reviewed annually and audited as requested by the Association Board of Directors.

Section Eight: The Registrar shall keep an accurate list of the Local Churches which are members of the Association and Authorized Ministers who have standing in the same, and Ministers having Dual Standing or Privilege of Call. A permanent record shall be kept of the Local Churches and ministers which have been members of the Association, indicating the date when they were admitted and dismissed. The Registrar shall be responsible for maintaining communication and accurate records with the Conference Registrar. The Registrar shall be a member of the Committee on Ministry, serving as its secretary.

Section Nine: Meetings of the Board of Directors shall be called by the Moderator. The Board of Directors shall meet at least two times a year.

Section Ten: Five members of the Board of Directors shall constitute a quorum.

Section Eleven: If any officer or member of the Board of Directors resigns or is unable to serve or moves from geographic bounds of the Association or no longer holds membership in a Local Church of the Association, the Board of Directors shall appoint another person to complete the term of office. This person shall still be eligible for election to a full term in the same office.

ARTICLE III

STANDING COMMITTEES

Section One: The Association shall have the following Standing Committees:

- a) Committee on Ministry
- b) Nominating Committee
- c) Search and Call Committee
- d) Program Committee

Section Two: The Committee on Ministry shall consist of the members of its three Working Groups: Authorization Working Group, Oversight Working Group, and Local Congregational Support Working

Group. The Association Board shall determine annually a minimum and maximum number of members of the Committee on Ministry and Working Groups.

- a) Each Annual Meeting of the Association shall elect the following:
 - 1) One third, at least two of whom shall be lay people to serve on the Authorization Working Group.
 - 2) One third, at least two of whom shall be lay people to serve on the Oversight Working Group.
 - 3) One third, at least two of whom shall be lay people to serve on the Local Congregational Support Working Group.
- b) Working Group members are elected to a three (3) year term not to exceed two (2) consecutive terms on one of the three Working Groups.
- c) The chairperson of the Committee on Ministry shall be chosen annually by the committee and shall have at least one year of service in one of the Working Groups and shall be elected to a two-year term at the last meeting of the Committee on Ministry prior to the Association Annual Meeting where committee members are elected.
- d) Each Working Groups will consist of a chairperson and a vice chairperson, who will have at least one year of service in that Working Group. They shall be elected to one-year terms at the last meeting of their Working Group prior to the Association Annual Meeting where committee members are elected.
- e) The chairpersons and vice-chairpersons of each Working Group will constitute an executive committee convened by the Committee on Ministry chairperson as needed.
- f) The Registrar shall serve as Secretary of both the Authorization and Oversight Working Groups. Both the Registrar and the Moderator will serve ex-officio with voice, and without vote.

Section Three: The Nominating Committee shall consist of at least three people, at least one of whom shall be a lay person. They shall be elected by the Association at the Annual Meeting for a term of one year, being eligible for re-election for two additional consecutive terms

Section Four: The Search and Call Committee shall consist of at least four appointed members.

- a) Members of the committee shall be identified by the Nominating Committee and appointed by the Association Board.
- b) The chairperson shall be chosen annually by the committee, shall have at least one year of service on the Committee.

Section Five: The Program Committee shall consist of at least six members plus the Assistant Moderator, at least two of whom shall be lay people.

- a) Each Annual Meeting of the Association shall elect two people, who are elected to a three (3) year term, not to exceed two (2) consecutive terms.
- b) The chairperson shall be chosen annually by the committee, shall have at least one year of service on the Committee.

Section Six: The term of office of all committee members shall begin the first day of month following the election at the Annual Meeting.

Section Seven: A vacancy on a Standing Committee shall be filled by the committee on which the vacancy occurs, with the approval of the Board of Directors.

Section Eight: The Association Moderator is an ex-officio member of all Standing Committees with voice, and without vote.

Section Nine: The Board of Directors may from time to time create additional teams or task forces for specific purposes. The chairs of these teams or task forces do not have a vote on the Board of Directors.

ARTICLE IV

MEETINGS

Section One: The Annual Meeting of the Association shall be held at such time and place as the Board of Directors shall determine.

Section Two: Special Meetings of the Association may be called by the Board of Directors stating the purpose for which the meeting is called.

Section Three: Notice for the Annual Meeting of the Association shall be provided 60 days in advance of the meeting date. Notice for any Special Meeting of the Association shall be provided 14 days in advance of the meeting date. Notices shall be given by the secretary and provided to the Authorized Ministers and Local Churches holding membership in the Association

Section Four: The voting membership of the Association shall consist of the Authorized Ministers holding standing in the Association, the Board of Directors, and the Lay Delegates selected by and representing the member Local Churches. Each Local Church having up to 500 members as reported in the UCC Yearbook, shall be entitled to be represented by one delegate, plus one youth delegate. Each Local Church having 501 or more members as reported in the UCC Yearbook, shall be entitled to be represented by two delegates, plus two youth delegates. Other representatives of the Local Churches and visitors shall be welcome with the privilege of voice without vote.

Section Five: A quorum for a meeting shall be Authorized Ministers or lay delegates representing 30% of the local churches with standing in the Association.

ARTICLE V

DUTIES OF STANDING COMMITTEES

Section One: The Committee on Ministry is responsible for the authorization and oversight of individuals seeking or serving in an Authorized Ministerial capacity within the Association as well as the standing and support of Local Churches in the Association.

- a) The Committee on Ministry will convene an Ecclesiastical Council when needed as part of its quarterly meetings; authorization of candidates for ordination; removal of an Authorized Minister's standing; and approval of Local Churches requesting affiliation with the United Church of Christ.
- b) The Authorization Working Group of the Committee on Ministry reviews and decides on requests for: Member in Discernment; Lay Ministerial Standing; Privilege of Call; and, Dual Standing.
- c) The Oversight Working Group of the Committee on Ministry determines the criteria for Authorized Ministerial Standing; reviews and decides on requests for Authorized Ministerial Standing; provides Periodic Support consultations; conducts Situational Support Consultations; and conducts Fitness Reviews in consultation with the UCC Manual on Ministry.
- d) The Local Congregational Support Working Group identifies resources for Local Churches in crisis; refers coaches to Local Churches; and organizes training for lay leaders and lay education programs. The Committee also reviews and recommends to the Committee on Ministry granting standing to a new United Church of Christ Local Church. It reviews and recommends the revocation of standing of an existing United Church of Christ Local Church.
- e) Any member of any of the Association's committees, or any participant in an Association's oversight actions, who has financial, personal, or official interest in, or conflict or appearance of a conflict with any matter pending, of such nature that it prevents or may prevent that member from acting in an impartial manner, will offer to voluntarily recuse themselves and refrain from discussion of, participation in and/or voting in the activity where the conflict or appearance of conflict exists. If there is a conflict either real or perceived and the individual does not voluntarily recuse themselves, the

Association's committee may, by a vote of two-thirds of the members then present and voting, require involuntary recusal.

Section Two: The Nominating Committee shall nominate candidates for officers and members of the standing committees except Search and Call Committee. It shall secure the consent of each nominee to serve, if elected. The chairperson shall submit the names of the nominees at the Annual Association Meeting.

- a) Nominations may be made from the floor. Such nominees shall have consented to serve, if elected.
- b) Elections shall be held by ballot. However, if only one candidate for each position has been nominated for Board officers, Committee on Ministry members, Program Committee and Nominating Committee members that those candidates may be elected by a voice vote.

Section Three: The Search and Call Committee will work with Local Churches who are seeking pastoral leadership. Committee Members will be assigned to each vacant Local Church, working with its Search Committee to determine the pastoral leadership needs of the Local Church and the methods to identify such leadership. The Search and Call Committee will work in close collaboration with the Regional Minister and/or other staff and the search process of the national setting of the United Church of Christ.

Section Four: The Program committee will seek to identify needs across Local Churches of the Association and develop programs and identify resources to respond to those needs. The Program Committee is responsible for any program content occurring at the Association Annual Meeting.

ARTICLE VI

FISCAL YEAR

Section One: The fiscal year of the XYZ Association of the KEYSTONE Conference of the United Church of Christ shall be from January 1 through December 31.

ARTICLE VII

STEWARDSHIP AND FINANCES

Section One: The Association retains the right to maintain a treasury. Member Local Churches of the Association are encouraged to create a line item in their annual budget to support the Association. The amount can be calculated based either by membership or as a percentage of the budget.

Section Two: Funds contributed to the Association shall be disbursed to further the mission of the Local Church, including, but not limited to the following:

- a) To support individuals in the call to Christian ministry, while ensuring adequate financial, professional, and spiritual support for their journey.
- b) To create opportunities for communal celebrations that enrich our covenantal relationships and shared ministries.
- c) To work together in mission, education, and other forms of ministry that celebrate and reveal the reign of Christ in and beyond the Association.

Section Three: Proceeds from the closing of Local Churches within the Association will be the possession of the KEYSTONE Conference.

ARTICLE VIII

AMENDMENTS

Section One: Notice of any proposed amendments to these Bylaws shall be provided at least thirty days prior to the Annual Association Meeting at which a vote is to be taken. The proposed amendments require a majority vote of the Association members present at said Annual Association Meeting for approval.

ARTICLE IX

DISSOLUTION

Section One: In the event of the dissolution of the XYZ Association, its assets and all property and interests, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall vest in the KEYSTONE Conference of the United Church of Christ or its successor.