

## **Constitution and Bylaws**

### **Western Reserve Association**

#### **Proposed Changes – November 4, 2017**

*An Association is that body within a Conference of the United Church of Christ which is composed of all Local Churches in a geographical are, all Authorized Ministers holding standing or ordained ministerial partner standing therein, who have been granted voting membership in the Association.*

*Constitution and Bylaws of the United Church of Christ  
Article VIII. Associations and Conferences*

#### **ARTICLE I. NAME**

The name of this Association of the Ohio Conference of the United Church of Christ shall be The Western Reserve Association of the United Church of Christ hereinafter referred to as the Association.

#### **ARTICLE II. PURPOSE**

The purpose of the Association is to:

- A. Be an Association of the Ohio Conference of the United Church of Christ
  - a. Determine, confer, and certify the respective standings of the local churches and authorized ministers.
  - b. Strengthen and undergird the work and witness of the local churches.
  - c. Counsel with both authorized ministers and local churches relative to pastoral relationships.
- B. Interpret and promote the work of the United Church of Christ and its Covenanted, Affiliated and Associated Ministries.
- C. Acquire, own, manage and dispose of property and funds.

#### **ARTICLE III. LOCAL CHURCHES**

- A. The basic unit of the life and organization of the United Church of Christ is the Local Church. The autonomy of the Local Church is inherent and modifiable only by its own action. The Western Reserve Association of the United Church of Christ follows the UCC Manual on Church as it relates to its relationship with the

Local Church. Existing in a covenant relationship **with Jesus Christ and** with all settings within the United Church of Christ, all actions by, or decisions or advice emanating from the General Synod, the Ohio Conference and this Association should be held in high regard by each local church. (UCC Manual on Church).

- B. The following local churches have standing in the Association unless they have determined otherwise and have officially notified the Association:
  - a. All local churches within the Association currently having standing with the Western Reserve Association.
  - b. All local churches that are hereinafter received into and granted standing in the Association at the request of a local church provided the Constitution and Bylaws of the local church are compatible with those of the United Church of Christ, the Ohio Conference and the Association.
- ~~C. The standing and the membership of a local church may be withdrawn at its request. The standing and membership of a local church may also be terminated at any meeting of the Associations upon two-thirds vote of the delegates, present and voting, of local churches holding membership in the Association, provided that notice of such proposed action is specified in the call of the meeting at which the action is taken.~~
- ~~D. The basic geographical area of the Association shall include the counties of Lorain, Lake, Cuyahoga, Ashtabula, and Geauga. Changes in the area of the Associations, if desired, shall be made by negotiation between the Association and another Association or Associations affected within the Ohio Conference, in consultation with the local churches involved and upon approval of the Ohio Conference~~

#### **ARTICLE IV. MEMBERSHIP**

~~Members of the Association are Local Churches and all authorized ministers (ordained, commissioned, licensed ministers and members in discernment).~~

- A. Members of the Association are Local Churches and all authorized ministers. Members of the Association exercise responsibility for its life directly at Annual Meeting or special meetings and in the interim through and by an Association Council chosen by the Association.**
- B. Local Church Standing**
  - a. The standing and membership of a local church in the Association may be involuntarily terminated at any meeting of the Association upon two-thirds vote of those present and voting, provided that notice of such proposed action is specified in the call of the meeting at which the action is taken.
- C. Authorized Ministerial Standing**
  - a. All authorized ministers with standing granted by the Committee on Ministry of the Association shall be considered members of the Association.

## ARTICLE V. ORGANIZATION

~~The members of the Association are responsible for the conduct of its affairs. The Association shall hold an annual meeting and other such meetings as it may determine, and shall organize as follows:~~

- A. Elected Officers
  - a. Moderator
  - b. Vice Moderator
  - c. Secretary
  - d. Treasurer
  
- B. Association General Minister
  - a. The Association shall call an ~~ordained~~ **authorized** minister to be its full-time executive office and spiritual leader.
  - b. **If the Association General Minister does not have standing at the time of call they will be given one year from start of service to obtain authorization and standing.**
  
- ~~C. Association Associates~~
  - ~~a. The Association shall employ additional staff as determined by the Association General Minister to meet the professional needs for its program, life and mission.~~
  
- D. Association Council
  - a. The Association Council shall be composed of elected officers and ~~nine~~ **eleven** members to be elected by the Association at the Annual Meeting. ~~Members without vote shall be the~~ **The Association General Minister shall be an ex-officio member without vote.** and other employed professional staff
  - b. The Council shall serve as the governing body for the Association between Association annual meetings.
  - c. The Council shall employ such personnel (~~other than professional staff~~) as determined needed by the Association General Minister. All personnel shall work under the direction of the Association General Minister.
  - d. The Council shall establish ministry teams, committees, working groups as needed.
  
- E. Committees
  - a. The standing committees of the Association shall include:
    - i. The Committee on Ministry, whose members are elected by the Association to have authority for authorization for ministry.

- ii. Nominating Committee, whose members are recommended by the Association Council and elected by the Association to nominate candidates prior to annual meeting.
  - iii. ~~Committee on~~ **The Personnel Committee, whose members are recommended by the Association Council and elected by the Association, shall be responsible for the total personnel and staff concerns of the Association.** ~~shall consist of six persons elected by the Association to be concerned with the professional and administrative staff, including job descriptions, salaries and other benefits, and evaluations.~~
- b. Ministry Teams that implement an essential ministry of the association. ~~Its~~ **Their** membership is comprised of those persons who have been identified for their expertise and interest. A list of members will be submitted to the Association Council on an annual basis to ensure diversity and ongoing recruitment.
  - c. Prophetic Witness Teams that address an issue of social concern. ~~Its~~ **Their** membership is comprised of those persons who have been identified for their expertise and interest. Its purpose is to engage the local setting and association in education and/or advocacy, to be a religious voice in the public sphere and to promote the creation of a just society.
  - d. The Association Council may declare any office vacant at any time for nonfeasance or malfeasance by the person holding such office and fill that office until the next Association Meeting.

## ARTICLE VI. MEETINGS

- A. ~~The Annual Meeting of the Association shall be held to approve the annual budget and elect officers.~~ **The Association shall gather in an Annual meeting.**
- B. ~~The Association may call a~~ **Special meetings may be called by the Association on the initiative of the Association Council or upon receipt of petition of not less than fifteen percent (15%) of the local churches or forty percent (40%) of the authorized ministers holding standing in the Association.** ~~whenever needed and must call a special Association meeting if petitioned by not less than fifteen percent of the local churches holding standing in the Association. Only matters specified in the call shall be acted upon at a special meeting.~~
- C. Written notice of any meeting of the Association shall be transmitted to the voting members at least thirty days prior to the meeting.
- D. The voting membership of the Association shall be: all authorized ministers (ordained, commissioned, licensed minister and members in discernment); all members of the Association Council; and lay delegates selected by local churches.
  - a. Every local church is entitled to two lay delegates at the meeting of the Association. A local church with reported membership of more than four

hundred (400) may send a delegate for every additional four hundred (400) members or fractions thereof.

- E. A quorum at any meeting of the Association shall consist of **one or more representatives (clergy or lay) from twenty-five percent (25%) of the local churches with standing in the Association. In no instance will any person be counted more than once in determining quorum.** ~~50 members entitled to vote at the meeting. It is the responsibility of delegates to prepare for the business of the meeting and to report the actions of the meeting to their local churches.~~
- F. ~~Any member in good standing in a local church of the Association shall have the privilege of the floor in all meetings of the Association.~~
- G. **Electronic voting by use of authorized communications equipment may be used. Authorized Communication Equipment is any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.**
  - a. **Meetings of the Association Council or any committee of the Council may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.”**
  - b. **Electronic voting will be allowed for actions taken by the Association Council and requires unanimous and written consent to be passed. Electronic voting will be allowed for actions taken by members of the Association and requires an affirmative vote of a majority of all members (not quorum) to be passed.**

## **ARTICLE VII: AMENDMENTS**

- A. **Amendments to this Constitution may be proposed by the Association Council or by at least five percent (5%) of the Local Churches of the Association. Proposed Amendments shall be submitted in writing to the Association Council at least two months prior to the Association Meeting at which they are to be considered. Notice of such amendments shall be transmitted in writing to the members of the Association at least one month prior to the Association Meeting at which they are to be considered. Amendments may be adopted at a regular or special meeting.**
- B. **Adoption of amendments to this Constitution shall require a two-thirds affirmative vote of those present and voting in an Association Meeting.**

## **BYLAWS**

**These Bylaws are consistent with the Constitution of the United Church of Christ and the Constitution of the Association, further define and regulate the Association and its Committees, and define the free and voluntary relationship which the Local Churches and ministers sustain with the Association and with each other. The pattern of relationships and procedures so**

described is recommended to the Local Churches and ministers to enable them more effectively to accomplish their work and the work of the Association.

## **ARTICLE VII. THE COMMITTEE ON MINISTRY**

~~The Western Reserve Association grants authority to the Committee on Ministry in all matters of authorization for ministry. The Committee on Ministry, in as much as it is practical, and unless superseded by other language, will follow the policies and guidelines of the United Church of Christ Manual on Ministry and the Constitution and Bylaws of the United Church of Christ, in regard to Members in Discernment, Ordained Ministry, Dual Standing and Privilege of Call, Ordained Ministerial Partners, Commissioned Ministry, and Licensed Ministry.~~

## **ARTICLE VIII. ELECTIONS AND APPOINTMENTS**

- A. The Nominating Committee shall, with the prior consent of the proposed nominees, make nominations for all other elective offices. Additional nominations may be made from the floor, provided the nominee has given prior consent.
- B. For an election, the Nominating Committee shall prepare a **written** ballot listing nominees with space provided for additional nominations. In the event a slate presents only one nominee per office, and there are no additional nominations, election by written ballot may be waived by unanimous consent. A majority vote of those present and voting shall be necessary to elect.
- ~~C. In the event, a vacancy occurs in an elective office, the Council shall have the power to appoint a person to fill the unexpired term by appointment for the remainder of the term.~~
- D. Officers and other elective or appointive members of various bodies shall take office at the close of the Annual Meeting and shall hold office until their successors are duly selected.

## **ARTICLE IX. OFFICERS**

- A. Officers of the Association may be ordained ministers with standing or lay persons who hold membership in a local church. The office of Moderator and Vice-Moderator shall rotate between ordained ministers and lay persons.**
- B. Moderator and Vice-Moderator shall be elected for terms of two years and shall not be eligible to succeed themselves.**
- C. The Secretary and Treasurer shall be elected for terms of two years and after two full terms of office shall not be eligible to succeed themselves.**

D. The Association General Minister must have ministerial authorization with the United Church of Christ. The term of service shall be indefinite. The Association Council shall appoint a committee to search for a candidate for this office. The name of one candidate shall be submitted to the Association at an annual meeting or a special meeting called for that purpose. The Association shall vote by ballot. An affirmative vote of a two-thirds ( $\frac{2}{3}$  rds) majority in attendance shall be required for election to this office. If elected, the Association Council issues the call.

a. If the Association General Minister does not have standing at the time of call they will be given one year from start of service to obtain authorization and standing.

E. Members of the Association Council shall be elected for terms of two years and after two full terms of office shall not eligible to succeed themselves.

~~F. The Moderator and Vice Moderator~~

~~a. The Moderator and Vice Moderator may be authorized ministers or lay persons. If the Moderator is an authorized minister, the Vice Moderator shall be a lay person. If the Moderator is a lay person, the Vice Moderator shall be an authorized minister. The Moderator and Vice Moderator shall be elected for terms of two years and shall not be able to succeed themselves. The Moderator shall preside at meetings of the Association and the Association Council.~~

~~b. The Moderator shall serve as exofficio member of all committees of the Association without vote.~~

~~c. The Moderator shall, in consultation of the Association General Minister and subject to prior confirmation by the Council, appoint such special committees and task forces as the Council or the Association shall direct. The Vice Moderator shall assist the Moderator in the duties of the office as requested by the Moderator, or in the absence of the Moderator, shall act as the Moderator.~~

~~d. When a vacancy occurs in the office of Moderator, the Vice Moderator shall assume all the rights and duties of Moderator until a successor is elected at the next Annual Meeting.~~

~~G. The Secretary~~

~~a. The Secretary shall keep and maintain accurate records of the meetings of the Association and the Association Council, and shall be elected for a two-year term. The Secretary is eligible for re-election for two additional terms.~~

~~H. The Treasurer~~

~~a. The Treasurer shall be elected for a two-year term and is eligible for re-election for two additional terms. The Treasurer shall be the fiscal agent of the Association.~~

~~b. The Treasurer shall be responsible for the receipt of all funds for the treasury of the Association and designated gifts for other agencies, and shall arrange for acknowledging all funds received. The Treasurer shall administer and be responsible for all the funds of the Association, including~~

~~the payment of budgeted salaries and bills for budgeted expenses when properly authorized.~~

- ~~c. The Treasurer, with the approval of Council, may delegate the authority for daily operation to delegated staff. However, the Treasurer shall have the continuing responsibility for overseeing accounting, authorization and review procedures to assure that funds are administered in a proper manner.~~

## **ARTICLE X. ~~POWERS OF OFFICERS~~ DUTIES OF STAFF, OFFICERS AND COMMITTEES**

The Moderator, Vice-Moderator, Secretary, Treasurer and Association General Minister shall, in addition the powers and duties which are expressly granted herein, have those powers and duties which usually pertain to such offices. Without in any way limiting their general powers, the Association General Minister, the Moderator and the Secretary are authorized by Council to sign all deeds, mortgages, contracts and such other written instruments as shall become necessary or appropriate in protecting and carrying on the business and property interests of the Association.

- A. Association General Minister shall be the Executive Officer of the Association. As Executive Officer, the Association General Minister shall fulfill such duties as outlined in the Call Agreement and the Job Description approved by the Association Council.
- B. The Moderator shall preside at all meetings of the Association and of the Association Council. The Moderator shall serve as exofficio member without vote of all committees of the Association. The Moderator shall, with consultation of the Association General Minister and subject to prior confirmation by the Council, appoint such special committees and task forces as the Council or the Association shall direct.
- C. The Vice-Moderator shall assist the Moderator in their duties and, when requested by the Moderator or in the Moderator's absence, shall act on their behalf.
- D. The Secretary shall keep accurate and permanent minutes of the meetings of the Association and Association Council.
- E. The Treasurer shall be the fiscal agent of the Association and will maintain its financial records. The Treasurer, with the approval of the Council, may delegate the authority for daily operation to designated staff. However, the Treasurer shall have the continuing responsibility for overseeing accounting, authorization and review procedures to assure that funds are administered in a proper manner.
- F. The Association Council shall consist of the members specified in the Constitution. The officers and eleven (11) at-large members shall serve two (2) year terms and shall be divided into two classes, members of each class to be elected in alternate years. Council members and officers shall serve no more than two (2) consecutive terms. The Association Council shall act for the Association ad-interim between Association meetings, pursuant to the direction



of the Association. The Association Council shall employ such personnel as the Association may determine. All personnel shall work under the direction of the Association General Minister.

#### **~~ARTICLE XI. THE ASSOCIATION GENERAL MINISTER~~**

- ~~A. The Association General Minister shall be an ordained minister with standing in the United Church of Christ. The term of the Association General Minister shall be stated in the call agreement.~~
- ~~a. In case of a vacancy, the Association Council shall appoint a Search Committee.~~
  - ~~b. The Search Committee using all available resources within our denomination shall conduct a thorough search a candidate to fill this office, following the Affirmative Actions of the Association.~~
  - ~~c. The Search Committee shall recommend its candidate to the Association Council for action.~~
  - ~~d. Upon Council approval of the Search Committee's recommendation, it shall then present is recommended candidate to the Association gathered in a meeting of the Association.~~
  - ~~e. The Association shall consider only one candidate at a time for this position, and shall vote by ballot for or against the candidate's election. An affirmative vote of a two-thirds (2/3rds) majority shall be required for election to this office.~~
  - ~~f. If the candidate is elected, the Association Council shall extend a call. In the call the terms of the relationship shall be stated. The call shall be signed by the Moderator and the Secretary of the Association.~~
- ~~B. Duties~~
- ~~a. Duties and responsibilities of the Association General Minister will be outlined in the job description and call agreement.~~

#### **~~ARTICLE XII. THE ASSOCIATON COUNCIL~~**

- ~~A. The Association Council shall consist of the members specified in the Constitution. (Moderator, Vice-Moderator, Secretary, Treasurer.) Nine members-at-large, shall serve two-year terms and shall be divided into two classes, members of each class to be elected in alternate years. Council members shall serve no more than two consecutive terms. The Association Council shall act for the Association ad interim between Association meetings, pursuant to the direction of the Association.~~
- ~~B. The Association shall employ such personnel as the Association may determine. All personnel shall work under the direction of the Association General Minister.~~

## ARTICLE XIII. XI. STANDING COMMITTEES

### A. COMMITTEE ON MINISTRY

- a. The Association, inasmuch as it is practical, and unless superseded by other language in these bylaws, will follow the policies, procedures and guidelines of the United Church of Christ Manual on Ministry, and the Constitution and Bylaws of the United Church of Christ, in regard to persons seeking authorization and those holding authorization and standing within the Association. The authority is given to the Committee on Ministry for implementation.
- b. There shall be twenty-seven (27) members of the Committee; two-thirds of its members shall be ordained and one-third shall be laity. Members of the Committee on Ministry shall be elected by the Association for a three (3) year term and may be elected for a second term.
- c. They shall coordinate and evaluate all areas related to preparation for ministry, the standing and oversight of clergy, clergy leadership development and continuing education.

### B. NOMINATING COMMITTEE

- a. There are nine (9) members of the Committee comprised of both clergy and laity. They shall be elected for a three-year (3) term and are not eligible to serve two consecutive terms.
- b. The Committee shall be responsible for nominating officers and members of the Association Council, the Committee on Ministry, and as asked, members of the Ohio Conference General Synod Delegation.

### C. PERSONNEL COMMITTEE

- a. There are six (6) members of the Committee comprised of both clergy and laity. They shall be elected for a three-year (3) term and may be eligible for a second term.
- b. The Committee shall be responsible for the total personnel and staff concerns of the Association including the approval of annual staff compensation recommendations. It shall be directly responsible to the Association Council. The Association General Minister, or designated staff person, shall be a staff consultant to this committee.

~~A. Members of the Nominating Committee and Personnel Committee are elected by the Association for a two-year term and may be elected for a second term. One half of those shall be elected each year. Each committee shall elect a chair from their membership for a two-year term.~~

~~B. Members of the Committee on Ministry shall be elected by the Association for a three-year term and may be elected for a second term. One third of those shall be elected each year.~~

## **ARTICLE XII. FISCAL YEAR**

- A. The fiscal year of the Association shall coincide with the calendar year.
- B. The Association Council shall be responsible for ensuring adequate resources for the ministry and operations of the Association.
- C. A Committee appointed by the Association Council will develop an annual budget. The Association, at its annual meeting, shall approve the operational budget for the upcoming year.

## **ARTICLE XV. XIII. AMENDMENTS**

- A. Amendments to this Constitution may be proposed by the Association Council or by at least five per cent (5%) of the local churches with standing in the Association. Proposed amendments shall be submitted in writing to the Association Council at least two months prior to the meeting at which they are to be considered.
- B. Notice of such amendments shall be transmitted in writing to the members of the Association at least thirty days prior to the meeting at which they are to be considered. This Constitution may be amended by a two-thirds affirmative vote at any regular or special meeting of the Association, provided that members have been advised in writing of the proposed amendments not less than thirty days prior to the meeting.