

AMENDED AND RESTATED CONSTITUTION OF THE WESTERN RESERVE ASSOCIATION OF THE UNITED CHURCH OF CHRIST

An Association is that body within a Conference of the United Church of Christ which is composed of all Local Churches in a geographical area, all Authorized Ministers holding standing or ordained ministerial partner standing therein, who have been granted voting membership in that 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
 - 1. Determine, confer, and certify the respective standings of the local churches and authorized ministers.
 - 2. Strengthen and undergird the work and witness of the local churches.
 - 3. 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 to the local church.
- B. The local churches of the Western Reserve Association of the United Church of Christ have a God-given responsibility for the Association, its labors and its extension even as the

Association has, in fellowship, a God-given responsibility for the well-being and needs and aspirations of its local churches. In mutual concern and in dedication to Jesus Christ, the Head of the Church, the one and the many share in common Christian experience and responsibility. Existing in a covenant relationship with all settings within the United Church of Christ, all actions by, or decisions or advise emanating from the General Synod, the Ohio Conference and this Association should be held in highest regard by each local church. (UCC Manual on Church)

- C. The following local churches have standing in the Association unless they have determined otherwise and have officially notified the Association:
 - 1. All local churches within the Association currently having standing with the Western Reserve Association.
 - 2. All local churches that are hereinafter received into and granted standing in the Association.
 - 3. Churches are granted standing by the Association at the request of a local church provided the Constitution and By-Laws of the local church are compatible with those of the United Church of Christ, the Ohio Conference and the Association.
- D. The standing and 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 Association 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.
- E. The basic geographical area of the Association shall include the counties of Lorain, Lake, Cuyahoga, Ashtabula, and Geauga. Changes in the area of the Association, 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).

ARTICLE V. ORGANIZATION

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

- A. Elected Officers

The Elected Officers of the Association shall be:

1. Moderator
2. Vice Moderator
3. Secretary
4. Treasurer

B. Association General Minister

The Association shall call an ordained minister to be its full-time executive officer and spiritual leader.

C. Association Associates

The Association may employ additional staff as determined by the Association General Minister to meet the professional needs for its program, life and mission.

D. Association Council

1. The Association Council shall be composed of elected officers, and nine members to be elected by the Association at the Annual Meeting. Members without vote shall be the Association General Minister and other employed professional staff.
2. The Council shall serve as the governing body for the Association between Association annual meetings.
3. The Council shall employ such personnel (other than the professional staff) as determined needed by the Association General Minister. All personnel shall work under the direction of the Association General Minister.
4. The Council shall establish ministry teams, committees, working groups as needed.

E. Committees

1. The standing committees of the Association shall include:
 - a. The Committee on Ministry, whose members are elected by the Association to have authority for authorization for ministry.
 - b. Nominating Committee, whose members are recommended by the Association Council and elected by the Association to nominate candidates prior to annual meeting.
 - c. Committee on Personnel 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.

2. Ministry Teams that implement an essential ministry of the association. Its 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.
3. Prophetic Witness Teams that address an issue of social concern. Its 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.
4. 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.
- B. The Association may call a special meeting 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 ministers, and members in discernment); all members of the Association Council; and lay delegates selected by local churches.
 1. 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 fraction thereof.
- E. A quorum at any meeting of the Association shall consist of 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.

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, 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 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 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. The Moderator and Vice Moderator
 - 1. The Moderator and the 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 the Vice-Moderator shall be elected for terms of two years and shall not be eligible to succeed themselves. The Moderator shall preside at meetings of the Association and the Association Council.
 - 2. The Moderator shall serve as exofficio member of all committees of the Association without vote.
 - 3. 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. 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.

4. 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.
- B. The Secretary
1. 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.
- C. The Treasurer
1. 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.
 2. The Treasurer shall be responsible for the receipt of all other 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.
 3. The Treasurer, with the approval of 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.

ARTICLE X. Powers of Officers

The Moderator, Vice-Moderator, Secretary, Treasurer and Association General Minister shall, in addition to 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 other 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.

ARTICLE XI. The Association General Minister

- A. CALL
1. 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
 2. In case of a vacancy, the Association Council shall appoint a Search Committee.

3. The Search Committee using all available resources within our denomination, shall conduct a thorough search for a candidate to fill this office, following the Affirmative Action Guidelines of the Association.
4. The Search Committee shall recommend its candidate to the Association Council for action.
5. Upon Council approval of the Search Committee's recommendation, it shall then present its recommended candidate to the Association gathered in a meeting of the Association.
6. 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 (2/3'rds) majority in attendance shall be required for election to this office.
7. 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

1. Duties and Responsibilities of the Association General Minister will be outlined in the job description and call agreement.

ARTICLE XII. THE ASSOCIATION 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 Council shall employ such personnel as the Association may determine. All personnel shall work under the direction of the Association General Minister.

ARTICLE XIII. STANDING COMMITTEES

- A. Members of the Nominating and Personnel Committee members are elected by the Association for a two year term and may be re-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 XIV. FISCAL YEAR

The fiscal year of the Association shall coincide with the calendar year.

ARTICLE XV. 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.