

**THE BY-LAWS OF THE EASTERN ASSOCIATION
MISSOURI MID-SOUTH CONFERENCE
UNITED CHURCH OF CHRIST
(Revised May 2017)**

ARTICLE I- NAME

Section 1: Name

The name of this organization shall be the Eastern Association, Missouri Mid-South Conference, United Church of Christ, hereinafter referred to as the “Association” or the “Corporation”.

Section 2: No Distributions

No member, director, employee or other person shall receive any share or distribution of the property, income, or assets of the Corporation except that persons may be reimbursed for expenses of the Association paid out-of-pocket.

Section 3: Corporation Board

The Board of Directors of the Corporation shall be referred to as the “Association Council” and shall have all legal responsibilities of a Board of Directors of a Missouri nonprofit corporation, and shall see that all Articles of Incorporation, reports to the Secretary of State of the State of Missouri, and other matters required by the state are completed and that the Corporation is in compliance with all legal requirements which shall be made of nonprofit corporations in the State of Missouri.

ARTICLE II: MISSION AND WORK

Section 1: Mission

It is the mission of the Association to assist member churches in fulfilling the commands of the Gospel and Scripture. This mission affirms the importance of the local church as “the basic unit of the life and organization of the United Church of Christ,” in covenantal relationship with its own members, the Association, the Missouri Mid-South Conference, the General Synod, and above all the headship of Jesus Christ. (Background for study of this mission statement may be found, among other places, in the following New Testament Passages: Matthew 28:16-20; 1 Corinthians 1:2-8; Ephesians 1:15-23; Revelation 3:6)

Section 2: Work

The Association fulfills this mission through the following avenues of work:

- A. Expressing the unity of the member churches in the body of Christ, through fellowship, worship, witness and service;
- B. Assisting the member churches in teaching and proclaiming the Good News of the Gospel message, enlisting the churches and members in the work of evangelism and service and encouraging spiritual growth;
- C. Supporting the work of the Missouri Mid-South Conference and, through the Conference, supporting the work of the entire United Church of Christ;
- D. Determining, conferring and certifying the standing of member local churches of the United Church of Christ within the Association;
- E. Determining, conferring, and certifying the standing of authorized ministers of the United Church of Christ within the Association;
- F. Cultivating closer ecumenical relationships between all denominations and faiths;
- G. Doing all things that an Association of the United Church of Christ may do, empowered by the Holy Spirit, in order to build up the Church and extend the Gospel.

ARTICLE III: MEMBERSHIP

Membership in the Association shall consist of churches of the United Church of Christ within the boundaries of the Association, and all authorized ministers (ordained, licensed and commissioned) holding standing within the Association.

Section 1:

The boundaries of the Association shall include United Church of Christ Churches east of US 63 to the eastern state line of Missouri, from the north to the south state lines of Missouri, excluding areas in the St. Louis Association and Kahoka.

Section 2:

The Association determines, confers, and certifies the standing of member churches and authorized ministers of the United Church of Christ as provides in the Constitution (or Articles of Incorporation) and By-Laws of the United Church of Christ.

Section 3: Churches

The Churches which shall be included in the membership of the Association shall be the following:

- A. The churches of the United Church of Christ within the boundaries of the Association
- B. Any Church within the boundaries of the Association whose articles or statement of faith are in essential agreement with that of the Association and which, having covenanted with the Association to assume and fulfill faithfully the obligation of a member church as hereinafter set forth, and having been recommended by the Association's Committee on Ministry, is received into membership by a two-thirds (2/3) vote of the delegates present and voting at a duly called meeting of the Association.

Section 4: Authorized Ministers

All authorized ministers (ordained, licensed and commissioned) holding standing within the Association shall be included in the membership of the Association. They shall have voting rights in the Association. Standing shall be determined by the guidelines of the UCC By-Laws and include the review process through the Committee on Ministry to determine standing.

ARTICLE IV: PRIVILEGES AND RESPONSIBILITIES

Section 1: Privileges and Responsibilities of the Association

- A. This Association affirms the Constitution (or Articles of Incorporation) and By-Laws of the United Church of Christ in recognizing the members church as "the basic unit of the life and organization of the United Church of Christ." (Paragraph 9 of the most recent edition)
- B. This Association affirms its covenantal responsibilities to the member churches, the persons of faith within those churches, the Missouri Mid-South Conference, the United Church of Christ and its General Synod and, above all primarily to the Gospel of Jesus Christ.
- C. The Association is called:
 - 1. To the responsibility of communicating the actions, decisions or advice emanating from the Association, the Missouri Mid-South Conference of the United Church of Christ and its General Synod to the member churches.
 - 2. To be faithful to its duties and responsibilities as described in the current edition of the United Church of Christ "Manual on Ministry."
 - 3. To provide procedures for member churches to be involved in the wider Church's mission.

Section 2: Privileges and Responsibilities of the Member Churches

A. Member Churches are called to recognize that all Christians are in covenant with each other and with all of God's Creation through our covenant with God in Christ

B. In order to be faithful disciples of the covenantal life described in the polity of the United Church of Christ derived from the Gospel of Jesus Christ, each member church is called to:

1. Provide for the emotional, financial and spiritual support of its personnel staff;
2. Provide for the emotional and spiritual support of its membership;
3. Support the mission and work of the Gospel through support of the mission and work of the United Church of Christ by participation in this Association and the Missouri Mid-South Conference;
4. Encourage and engage in activities with other member churches within the United Church of Christ;
5. Lead and/or participate in interfaith and ecumenical activities.

C. Each member church is entitled to be represented at meetings of the Association by: two Delegates and two Youth Delegates (a communicant member who is less than 21 years old on July 1 of the year in which the business meeting at which he or she will vote is to be held) for the first 100 reported members, plus one additional Delegate for each additional 100 members or fraction thereof up to a maximum of seven. The maximum number of voting delegates from one church may not exceed seven (7). All members of the Association Council shall have voice and vote at any duly called meeting of the Association. Visitors who are members of member churches shall be welcome at all meetings with voice but without vote.

Section 3: Privileges and Responsibilities of Ministers

A. Ministry belongs to every member of each member church. The Association acknowledges that God calls certain persons to authorized ministries within the total ministry of the church. These include ordained, commissioned and licensed ministers.

B. As members of the Association, ordained, commissioned and licensed ministers, and members in discernment, have certain privileges. These are recommended by the current edition of the United Church of Christ "Manual on Ministry" and approved by the Association.

C. As members of the Association, ordained, commissioned and licensed ministers, and members in discernment, have certain obligations to the Association. These obligations shall include those specified in the latest edition of the United Church of Christ "Manual on Ministry," including participation in the Oversight of Ministries as outlined in section 8.

D. Ordained, commissioned and licensed ministers, and members in discernment, who are members of the Association are subject to the disciplinary procedures specified in the most recent edition of the United Church of Christ "Manual on Ministry" and/or such policies and procedures as may be adopted by the Association or the Association Council at the request of the Committee on Ministry.

Section 4: Responsibility of our Covenantal Life

A. The Association, the member churches, individual members and the ordained, commissioned and licensed ministers, and members in discernment, are called by God in Christ to the responsibility of covenant with each other. This covenant also extends to the

wider United Church of Christ. As partners of our mutual covenant in Jesus Christ all the faithful are called to:

1. Develop and nurture the life and vitality of the Wider Church by developing and nurturing each partner within the covenant.
2. Seek the guidance of the Holy Spirit in our partnership and mission.

B. In matters where there is a breakdown of our Covenant in Jesus Christ through violations of specific codes and violation of the member church's relation to its Pastor as outlined in the most recent edition of the United Church of Christ "Manual on Ministry," the following actions may occur:

1. A member church, by its own request, may be removed from the roll of members. A member church may not otherwise be removed from the roll of member churches of the Association unless the action to remove has been:
 - a. Recommended by the Committee on Ministry after consultation with the local church;
 - b. Sustained by a two thirds (2/3) majority of the members present and voting at any regular or special meeting of the Association Council; and
 - c. Voted and approved by a two thirds (2/3) majority of the delegates present at a regular meeting of the Association
2. A member church's withdrawal from the Association will not result in the forfeiture of ownership or control of real or personal property, or any rights therein, belonging to the church unless the member church specifies such action.
3. The Association shall have the right to initiate dialogue with any member church of the Association where concern exists regarding the fulfillment of the member church's covenanted responsibilities as described in Section 2 of this article.

ARTICLE V. MEETINGS

Section 1: Annual Business Meeting

The Annual Business Meeting of the Association shall be held in the fall of each year, the specific time and place to be determined by the Association Council. The purpose of this meeting shall be:

- A. To consider and adopt a budget for the Association;
- B. To receive and affirm the report of the Committee on Ministry, and other standing committees of the Association;
- C. To transact such other business as shall properly come before the meeting;
- D. To elect members of the Association council, members of the Association Standing Committees, and member of the Conference Ministries to be selected by the Association.

Section 2: Annual Program Meeting

A program meeting of the Association shall be held in the Spring of each year, the specific time and place to be determined by the Association Council. The purpose of this meeting shall be to encourage leadership skills and development, fellowship, spiritual growth, and the spread of the Spirit throughout the Association.

Section 3: Special Meetings

A special meeting of the Association may be called at any time by the Association Council or upon written request by petition signed by ten (10) member churches or ten (10) member

authorized ministers of the Association. Such special meetings shall be called by the Association Council within thirty (30) days of receipt of the petition.

Section 4: Notice of Meetings

A written notice of all Association meetings shall be mailed to all members of the Association not less than twenty-one (21) days, and not more than sixty (60) days, prior to any such special or regular meeting. This notice shall clearly designate the place, time and purpose of the meeting. If any action is to be taken on the budget or operation of the Association, a copy of the information relating to the action proposed thereon shall be included in such notice. In the case of a special meeting, the notice shall include a description of the matter or matters for which the meeting is called.

Section 5: Quorum

A quorum is constituted by the presence of lay delegates from 10% of the member churches and 10% of member ministers, provided that unless one-third of the voting power is present in person or by proxy, the only matters that may be voted upon at any annual or regular meeting of members are those matters that are described in the meeting notice.

ARTICLE VI: THE ASSOCIATION COUNCIL

Section 1: Duties and Responsibilities

- A. The Council shall use every means within its power to maintain the mission and work of the Association and of the United Church of Christ.
- B. The Council shall oversee the work of the standing committees of the Association and may establish additional committees and programs of the Association as it deems appropriate.
- C. The Council may establish or recognize programmatic clusters of churches to facilitate the work of the Association and of the churches of the Association, and provide appropriate guidance.
- D. The Council shall review and evaluate the performance of the various committees and programs of the Association.
- E. The Council shall establish a budget for the current fiscal year.
- F. The Council shall prepare the agenda for the annual business meeting and recommend any priorities, policy and programs best suited to carry out the mission of the Association.
- G. The Council shall be responsible for the implementation of policy and resolutions adopted by the Association and shall act on such matters as may require attention between meetings of the Association, including appeals of the actions by the Committee on Ministry.

Section 2: Members

- A. The Council shall consist of the officers (President, Vice President, Secretary/Registrar, and Treasurer): the chairpersons of the Association Standing Committees or their designated representatives; and eight (8) additional persons (4 each from the St. Charles and Hermann areas, consisting of two clergy and two lay persons), normally elected for a two-year term at the annual fall business meeting of the Association. All terms of office will be for two (2) years. After serving six (6) consecutive years, or three (2) consecutive elected terms, no Council or committee member shall be eligible for re-election until a one (1) year period has passed.
- B. The duties of the officers of the Association shall be those which fall generally to their respective offices according to the latest edition of *Robert's Rules of Order*. In addition,

the President, or the President's designated representative, shall be an ex-officio member of all committees of the Association, with voice but without vote.

Section 3: Meetings

- A. The Council shall meet at least quarterly, on a day and time determined by its members. Special meetings may be called at any time by the President or upon the request of three (3) voting members of the Council. The Council Secretary shall notify all members about all meetings not less than one week (7 days) prior to the meetings. A quorum shall consist of one-third of the Association Council members then in office.
- B. The Council meeting schedule for the coming year shall be determined at the Council meeting immediately following the annual business meeting and shall be distributed in a timely manner to member churches of the Association.

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1: Nominations

Nominations for the Council and any other position to be filled by the Association shall be made by a Nominating Committee.

Section 2: Elections

- A. The nominating Committee shall submit a slate containing the names of the candidates for all elected positions to the delegates of the Association. Additional nominations may be made from the floor by voting delegates.
- B. A simple majority of all votes cast shall be necessary for the election of any candidate.

ARTICLE VIII: STANDING COMMITTEES OF THE ASSOCIATION

Section 1: Standing Committees

The standing committees of the Association shall be Nominating, Committee on Ministry, Program, Mission and Social Concerns, Evangelism, Stewardship, and any other committees the Council feels is necessary to carry out the mission and work of the Association.

- A. Each standing committee shall provide an accurate description of its mission and work to the Nominating Committee to facilitate the nominating process and to assist in acclimating new committee members.
- B. Each standing committee shall provide a regular report of activity and finances to the Council and to the Annual Business Meeting of the Association.

Section 2: Membership

The makeup of the above committees shall be as follows: With the exception of the Committee on Ministry, each committee shall consist of eight (8) persons, four (4) of whom shall be authorized ministers having standing in the Association and four (4) of whom shall be lay persons. Four (4) members (2 authorized ministers and 2 lay) shall be elected each year by the Association at its Annual Fall Business Meeting and shall serve a term of two (2) years. The Committee on Ministry shall consist of twelve (12) persons, six (6) of whom shall be lay persons and six (6) of whom shall be authorized ministers having standing in the Association. Four (4) members (2 lay and 2 authorized ministers) shall be elected each year by the Association at its Annual Fall Business Meeting and shall serve a term of three (3) years with eligibility for election to a second three (3) year term.

- A. No member of any standing committee of the Association shall serve for more than three (3) consecutive terms (two (2) consecutive terms for the Committee on Ministry)

and each such committee shall elect its own chairperson annually at its first meeting following the Annual Business Meeting of the Association.

Section 3: Duties and Responsibilities

The duties and responsibilities of the standing committees shall be as follows:

A. Nominating Committee: This Committee shall select candidates for all positions on the Council and for all of the standing committees. It shall also select candidates for such other positions as the Association or Council may from time to time require. These nominations shall be presented for election by the Association at the annual business meeting. In the event of vacancies, the Nominating Committee shall recommend candidates to the Council for election to fill the unexpired term.

B. Committee on Ministry

1. For approving the standing of churches and authorized ministers in the Association, this committee, in covenant with the United Church of Christ, the Missouri Mid-South Conference, and the Association, shall use as guidelines the provisions of the Constitution (or Articles of Incorporation) and By-Laws of the United Church of Christ and the current edition of the United Church of Christ "Manual on Ministry," and the draft United Church of Christ Manual on Church.

2. In matters of the standing of churches in the Association, the Committee on Ministry shall cooperate with the Association Council and the Conference Minister(s) of the Missouri Mid-South Conference in the oversight of the covenant relationship between churches and between churches and the United Church of Christ. When a congregation seeks to affiliate with the United Church of Christ through the Eastern Association, it shall obtain authorization of standing through the Committee on Ministry.

3. In matters of ministerial standing, the purpose of the Committee on Ministry in carrying out its duties and responsibilities is the determination of fitness for ministry and authorization of ordained, commissioned, and licensed ministry.

4. Any church adversely affected by a decision of the Committee on Ministry may appeal such decision within 90 days to the Association Council, the decision of which may also be appealed to the Association, whose decision, by 2/3 majority vote, shall be final.

5. Any authorized minister adversely affected by a decision of the Committee on Ministry may appeal such decision to the Association Council within 90 days, whose decision, by 2/3 majority vote, shall be final.

C. Program Committee: This committee shall be responsible for making available and promoting resources and services to the churches in the Association. These resources should include but not be limited to education ministries, fellowship groups, worship and music, and youth development. Examples of programs include: confirmation retreat, quilt fair, choir festival, and clergy luncheon.

D. Mission and Social Concerns Committee: This committee shall identify mission opportunities and social concerns of the Association and shall educate and enable member churches to do mission work and social action.

E. Evangelism Committee: This committee shall both encourage member churches to develop evangelism programs and also offer workshops and make available resources and services to member churches.

F. Stewardship Committee: This Committee shall assist and provide resources to member churches in the teaching and practice of stewardship, especially the stewardship of financial resources in supporting God's mission. It shall interpret the Biblical and faith basis for stewardship of all life and invite personal dedication to Christian stewardship.

ARTICLE IX: FINANCES

The primary responsibility for securing the funds for financial support of the Association rests upon the Association Council in co-operation with member authorized ministers, member churches and their individual members. It is the responsibility of the Council to see that a budget is prepared.

Section 1: Fiscal Year

The fiscal year of the Association shall begin January 1 and end December 31.

Section 2: Financial Audit

An audit of the financial records of the Association shall be made annually.

ARTICLE X: ORDER OF BUSINESS

We shall be guided by the Spirit of Jesus Christ. The rules contained in the latest edition of *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

ARTICLE XI: DISSOLUTION

Should the Association, for any reason, dissolve by voluntary action or otherwise, then all of the money, assets and property of the Association shall be delivered, transferred and conveyed, if necessary, by good and sufficient bills of sale, transfers, deeds or other instruments, to the Missouri Mid-South Conference of the United Church of Christ, or its successor, for whatever uses and purposes it may designate in the pursuit of its religious endeavors, and under no circumstances shall said assets ever benefit one of more private individuals.

ARTICLE XII: ADMINISTRATION

The governing responsibility of the Association is vested in the officers, the authorized ministers, and the lay delegates of the churches, when they convene as the Association as defined in these By-Laws. The Council shall act on behalf of the Association between meetings of the Association.

ARTICLE XIII: AMENDMENTS

The By-Laws of the Association may be amended or revised by a two-thirds (2/3) vote at any meeting of the Association provided that such amendments or revisions have been reviewed at a previous meeting of the Association Council; and provided further that written notice of the vote to be taken on such amendments or revisions shall have been sent to the members of the Association not later than the notice required for such meeting as provided herein.

ARTICLE XIV: INTERPRETATION

These By-Laws shall be interpreted so as to be consistent with the Constitution and By-laws of the United Church of Christ and the By-laws of the Missouri Mid-South Conference.

ARTICLE XV: REVIEW

The Council shall appoint a committee to review, and if necessary revise, the Articles of Incorporation and these By-Laws at least every five (5) years or sooner at the discretion of the Council.

ARTICLE XVI: INDEMNIFICATION

Section 1:

Each person elected to any office within the Association or any former person elected to any office within the Association shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or her, or his or her estate, in conjunction with or arising out of, any action, suit, claim, or proceeding in which he or she is made a party by reason of his or her being, or having been a person elected to an office within the Association; provided that such person shall not be indemnified with respect to any matter as to which he or she shall be finally adjudged in any such action, suit, or proceeding, to have been liable for negligence or misconduct in the performance of his or her duties to the Association, unless and only to the extent that the court in which the action or suite was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper. This indemnification shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding, or claim, including expenses, counsel fees and court costs reasonably incurred in connection therewith, provided the Committee on Ministry and/or the Association Council shall have first approved such proposed compromise settlement and determined that the elected person involved shall not be qualified to vote thereon and if for this reason there cannot be a vote on such matter, it shall be determined by a committee of eleven (11) persons appointed by the Association Council at a duly called business meeting.

Section 2

In determining whether or not an elected person was guilty of negligence or misconduct in relation to any such matter, the Committee on Ministry, or the Association Council, or the committee appointed by the Association Council, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by the Committee on Ministry, or the Association Council, or the committee appointed by the Association Council.

Section 3

The right of indemnification herein provided shall not exclude any other rights to which an elected person may be lawfully entitled, including such rights under the Articles of Incorporation of the Association.

ARTICLE XVII: GIFTS AND PROPERTY

A. The Association may receive, take, or hold; by gift, purchase, devise, bequest or otherwise, any property, whether real, personal or mixed, in order to provide for any lawful uses and purposes of the Association; and may convey, lease, improve, mortgage or otherwise encumber such property for such purposes.

B. The Association may purchase or sell real property only after appraisal and advice of legal counsel and only after proper notice has been given to all Association members, and such purchase or sale is approved by majority vote at a duly called Association meeting.