

**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 composed of members as provided in ARTICLE IV.
- 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.
- D. Determine, confer, and certify the respective standings of the local churches, authorized ministers, church educators and others as defined in the Amended and Restated By-Laws.
- E. Interpret and promote the work of the United Church of Christ and its Covenanted, Affiliated and Associated Ministries.
- F. Develop the spiritual life and stewardship of the local churches and to challenge them to provide responsible support of Our Church's Wider Mission.
- G. Receive Our Church's Wider Mission and other benevolence offerings from local churches and individuals and transmit such funds to the appropriate agencies.
- H. Maintain, with Ohio Conference cooperation, relationships with local and state councils of churches and other ecumenical bodies.
- I. Assist, in cooperation with the Ohio Conference and the Covenanted Ministries of the United Church of Christ, in establishing new churches within the Association boundaries.

- J. Provide through appropriate staff, departments, committees and task forces such programs, resources and services that advance the mission of Christ.
- K. Acquire, own, manage and dispose of property and funds.
- L. Nominate, to the Ohio Conference, persons to be elected delegates to the General Synod of the United Church of Christ.

ARTICLE III. LOCAL CHURCHES

- A. A local church is composed of persons who, believing in God as heavenly Parent and accepting Jesus Christ as Lord and Savior and depending on the guidance of the Holy Spirit, are organized for Christian worship, for furtherance of Christian fellowship and for the ongoing work of Christian witness.
- B. 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.
- C. 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.
- D. Actions by, or decisions or advice emanating from the General Synod, the Ohio Conference and the Association, should be held in the highest regard by every local church.
- E. 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 defined geographical area of the Association which had standing in the Northeast Ohio Synod of the Evangelical and Reformed Church at the time the formation of the Association became effective.
 - 2. All local churches within the defined geographical area of the Association which had standing in the Medina, Plymouth Rock and Grand River Associations, and in the Congregational Union of Cleveland, Ohio, at the time the formation of the Association became effective.
 - 3. All local churches that are hereinafter received into and granted standing in the Association.
 - 4. Standing may be granted by the Association at the request of a church located within the defined geographical area of the Association 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.

- F. 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.
- G. The basic geographical area of the Association shall be that area defined as follows: The counties of Lorain, Lake, Cuyahoga, Ashtabula, and Geauga. However, churches historically part of the Association, but not within these counties, may also hold membership in the Association. Changes in the geographical 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, as defined in the Amended and Restated By-Laws, including ordained, commissioned, and licensed ministers and students who are In Care 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 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 Minister

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

C. Associate Minister(s)

The Association may call additional associate authorized ministers to fulfill staff needs for its program, life and mission.

D. Association Council

The Association Council shall be composed of elected officers, chairpersons, or the chairperson's named representative, from each department and elected committee, and other representatives defined in the Amended and Restated By-Laws. Members without vote shall be the Association Minister and other called professional staff.

The Council shall act for the Association ad interim between Association meetings.

The Council shall employ such personnel (other than the called professional staff) as the Association may determine.

E. The Work of the Association

The work of the Association shall be performed by the departments specified in the Amended and Restated By-Laws, and such other committees and task forces as the Association, the Council and the departments deem necessary, or as provided for in the Amended and Restated By-Laws.

F. Program District Organization

Local churches with standing in the Association shall be organized into program districts by the Council. A dean for each district shall be appointed by the Council in consultation with the Association Minister for a two year term. Each local church shall appoint representatives to work with the dean in organizing and carrying out the work of the district.

ARTICLE VI. INDEMNIFICATION

- A. Authorization. In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding, other than an action by or in the right of the Association, seeks indemnification from the Association against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a trustee, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee, member, manager, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), limited liability company, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Association shall determine or cause to be determined in the manner provided in Section 1702.12(E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable

standards of conduct set forth in divisions (E)(1) and (E)(2) of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

Expenses, including attorneys' fees, incurred by a trustee, director, officer, employee, member, manager, agent or volunteer in defending any action, suit or proceeding referred to in this Paragraph A may be paid by the Association as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the directors in the specific case upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, member, manager, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Association as authorized in this Paragraph.

The indemnification authorized by this Paragraph A shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the Amended and Restated Articles of Incorporation of the Association, the Amended and Restated By-Laws, any agreement, vote of members or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a trustee, director, officer, employee, member, manager, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

For purposes of this Article, the term "volunteer" is used as defined by Chapter 1702 of the Ohio Revised Code, as amended.

The provisions of Section 1702.12(E)(5)(a)(i) applicable to automatic advance payment of expenses shall not apply to the Association.

- B. Insurance. The Association, to the extent permitted by Chapter 1702 of the Revised Code of Ohio, may purchase and maintain insurance or furnish similar protection including, but not limited to, trust funds, letters of credit or self-insurance for or on behalf of any person who is or was a trustee, director, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee, member, manager, agent or volunteer of another corporation (domestic, foreign, nonprofit, or for profit), limited liability company, partnership, joint venture, trust or other enterprise.
- C. Limitation. Anything to the contrary notwithstanding, the Association shall not indemnify directors or officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premium would constitute a violation of any provision of the Internal Revenue Code of 1986, as amended (the "Code"), applicable to the Association.

ARTICLE VII. FINANCES

- A. The Association, as well as the Ohio Conference and the national setting of the United Church of Christ, will receive its primary financial support from contributions from local churches for Our Church's Wider Mission. The Association may also be financed through income from endowments, investments, or other sources.
- B. An annual budget for the next fiscal year shall be prepared for adoption at a regular meeting of the Association. This budget shall incorporate a recommendation prepared in consultation with the Budget and Finance Committee of the Ohio Conference, of the amount of money to be forwarded during that fiscal year to the Ohio Conference for the support of those parts of Our Church's Wider Mission which are conducted by the Ohio Conference and the national setting of the United Church of Christ.
- C. All local churches which are members of the Association shall be encouraged to send all of their gifts for Our Church's Wider Mission and other approved funds to the Treasurer of the Association, or other person designated by the Council and reporting to the Treasurer.

ARTICLE VIII. MEETINGS

- A. The Annual Meeting of the Association shall be held prior to the Annual Meeting of the Ohio Conference. Reports from the Association Minister, other staff, the Association Council, and all departments shall be presented at the Annual Meeting.

The Fall Meeting of the Association shall be held in October or November. The approval of the Annual Budget of the Association, and the Resolution Process for the Annual Meeting, shall be among the business items for this meeting.
- 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, including ordained, commissioned, and licensed ministers with standing in the Association, and students In Care of the Association; all members of the Association Council; past moderators of the Association who are members of local churches with standing in the Association; and lay delegates selected by local churches with standing in the Association in accordance with a formula prescribed in this Amended and Restated Constitution.
- E. Every local church shall be represented at the meeting of the Association by two lay delegates. 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.

- F. The role of the delegate is to listen carefully to all the issues presented, and to prayerfully consider his/her vote. The delegates are also asked to communicate all outcomes and issues to their home congregations.
- G. 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.
- H. 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 IX. AMENDMENTS

- A. Amendments to this Amended and Restated 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. 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. Amendments to this Amended and Restated Constitution may be adopted only at an Annual Meeting.
- B. Adoption of an amendment to this Amended and Restated Constitution shall require a two-thirds affirmative vote of those present and voting in the Association Annual Meeting.

AMENDED AND RESTATED BY-LAWS OF THE WESTERN RESERVE ASSOCIATION OF THE UNITED CHURCH OF CHRIST

These Amended and Restated By-laws, consistent with the Constitution of the United Church of Christ and the Amended and Restated Constitution of the Association, further define and regulate the Association and its departments, and describe the free and responsible relationships which the local churches and ministers sustain with the Association and with each other.

ARTICLE I. THE MINISTRY

A. Students for Ordained Ministry

1. An individual desiring to prepare for ordained ministry applies to be received as a Student-in-Care of the Association. Application is made to the Association through the student's pastor and the local church of which the student is a member.
2. The Department of Church and Ministry and the Association shall examine the applicant with respect to fitness aptitudes, Christian experience and commitment. If found to be qualified, the applicant shall be recommended to the Association to be received as a Student-in-Care of the Association. The Association shall extend fellowship, counsel,

and assistance to the student during the time of academic preparation for ordained ministry. The student is responsible to the Association, and shall be in-care for at least one year prior to ordination, as outlined in the Western Reserve Association In-Care Manual.

3. A Student-in-Care is expected to pursue a course of study leading to a Master of Divinity degree, or its equivalent, from a theological seminary approved by the Parish Life and Leadership Ministry of the United Church of Christ.
4. The standing of a Student-in-Care of the Association shall be reviewed each year by the Department of Church and Ministry.

B. Ordination

1. Not more than six months prior to the completion of theological training, a Student-in-Care for ordained ministry shall apply through his or her local church to the Association for approval as a candidate for ordination. The Department of Church and Ministry of the Association shall examine the candidate to determine the following:
 - a. reasons for seeking the office of ordained Christian ministry;
 - b. educational and theological attainments;
 - c. knowledge of the history, polity, and practices of the United Church of Christ;
 - d. growth in Christian faith experience.
2. If found to be qualified, the candidate shall be recommended by the Department of Church and Ministry for ordination.
3. The Association, or the Association Council acting for the Association, may authorize the ordination of the candidate.
4. Ordination by an Association of the United Church of Christ, in cooperation with the local church, confers standing as an ordained minister of the United Church of Christ.
5. A certificate *of ordination* shall be issued bearing the signature of the Association Minister and the General Minister and President of the United Church of Christ.

C. Ordained Ministerial Standing

1. The processing of all matters regarding ordained standing shall be the responsibility of the Department of Church and Ministry that reports all decisions to the Association Council. Where appropriate the Department of Church and Ministry makes recommendations to the Association Council for action.
2. A United Church of Christ ordained minister serving a United Church of Christ parish must hold membership in that parish. A pastor may be granted standing in the

Association only if he or she is a member of a local church which is a member of the Association.

3. An active ordained minister of the United Church of Christ moving into the geographical bounds of the Association shall request transfer of standing to the Association, and, upon recommendation of the Department of Church and Ministry and approval of the Association Council, ordained ministerial standing shall be granted.
4. An ordained minister moving from the bounds of the Association to another shall request a transfer of ordained ministerial standing to the Association of new residence.
5. An ordained minister who resides in the Association and is engaged in a recognized ministry other than the parish ministry may request standing in the Association based on his/her membership in a local church of the Association.
6. An ordained minister engaged in a ministry requiring prolonged absence from the United States, or one that does not permit a fixed residence, may request standing in the Association.
7. An ordained minister who withdraws from active full-time service in ordained ministry may apply to the Association for leave of absence. The Association may grant such leave of absence for one year at a time. Except in special cases such leave of absence is not granted for more than five years in succession.
8. To maintain ordained ministerial standing, an ordained minister serving in a United Church of Christ congregation and a United Church of Christ ordained minister serving in a ministry outside a local congregation must be both responsible and accountable to the Association.
9. An ordained minister retiring from active service by reason of age or disability may retain ordained ministerial standing in the Association.
10. An ordained minister holding standing in the Association, serving a local church which is in the geographical area of the Association but which is not affiliated with the United Church of Christ may retain ordained ministerial standing upon the approval of the Association, provided that his or her membership is in a local church of the United Church of Christ in the Association. He or she retains the privilege of serving as a delegate to and holding an elected office of the Association, Conference or General Synod.
11. An ordained minister holding standing in the United Church of Christ through another association and choosing to serve a local church which is in the geographic area of the Association but which is not affiliated with the United Church of Christ shall request transfer of standing to the Association and upon approval of the Association Council shall be accepted, provided that his or her membership is in a local church of the United Church of Christ in the Association. He or she retains the privilege of serving as a delegate to and holding an elected office of the Association, Conference or General Synod.

12. The Association, through the Association Minister and the Department of Church and Ministry, is responsible for the oversight of ordained ministers who hold standing in the Association, and may withdraw standing for cause, according to the provisions of Option A of Section 8 of the Manual on Ministry of the United Church of Christ, published in its most recent edition. Any change in standing shall be reported to the Conference, Local Church Ministries and General Ministries of the United Church of Christ.
13. A person who holds ordained ministerial standing in the Association is a member of the Association as mentioned in Article IV of the Amended and Restated Constitution.

D. Calling and Installing a Pastor and Terminating a Pastoral Relationship

In the calling and installing of a pastor or termination of a pastoral relationship, it is expected that the procedure be:

CALLING

1. The local church appoints a committee to seek candidates for a vacancy in the office of pastor.
2. The committee consults with the Association Minister for guidance in filling the vacancy and help in securing a minister.
3. Any Ordained Minister with standing may confer with the Association Minister concerning a pastoral vacancy. At the Ordained Minister's request, his/her name shall be submitted by the Association Minister for consideration by the committee of any local church where there is a pastoral vacancy.
4. The committee of the local church presents to the church the name of a candidate it recommends to fill the vacancy. The local church determines whether or not it wishes to call the person recommended.
5. In the Call the terms of the pastoral relationship are stated, including the agreement of the local church to participate in the pension fund on the pastor's behalf. The pastor, the local church, and the Association Minister shall each receive a copy of the call. The Association Minister shall inform the Conference, Local Church Ministries and Office of General Ministries of the United Church of Christ when the call has been accepted.
6. When a candidate accepts a call to a local church, the ordained minister and the church shall join in requesting the Association to arrange for a service of installation or recognition.
7. Report of the service of installation or recognition is signed by the Association Minister and notification is given to proper individuals and agencies of the United Church of Christ.

8. When a church or members thereof need counsel and guidance in a matter involving relationship with the minister, it is advisable and proper that the Association Minister be consulted at an early date.

TERMINATION OF A PASTORAL RELATIONSHIP

9. When a pastor or a local church, after consultation with the Association Minister, decides to terminate the pastoral relationship, notice of the decision is sent to the Association Minister. The Association takes action appropriate to the dissolution of the pastoral relationship. The Association Minister shall promptly inform the proper individuals and agencies of the United Church of Christ.

E. Ministers of Other Denominations

1. An ordained minister of another denomination who lives within the geographic bounds of the Association and who desires standing as an ordained minister in the United Church of Christ shall apply for Privilege of Call to the Association.
2. The Department of Church and Ministry of the Association shall examine the applicant as to ability, reasons for desiring to enter the ministry of the United Church of Christ, educational and theological attainment, knowledge of the faith, history, polity, and practices of the United Church of Christ, and Christian faith and experience. If the applicant is found to be qualified and affirms the faith and order of the United Church of Christ, he/she shall be recommended to the Association for Privilege of Call. The Association, or the Association Council acting for the Association, may grant Privilege of Call for a period of one year. A certificate granting Privilege of Call shall be given and notice sent to the appropriate individuals and agencies of the United Church of Christ. This grant may be renewed.
3. An ordained minister of another denomination who wishes to retain standing in that denomination and who has become pastor of a local church of the United Church of Christ or serves a Covenanted Ministry of the UCC, within the geographical bounds of the Association, or has become a pastor of a yoked charge or a federated church, one part of which is affiliated with the United Church of Christ, or has been called to an ecumenical ministry one constituent of which is the United Church of Christ, may apply to the Association for standing for the duration of that pastorate or that responsibility. During that period of service, he/she may have the rights and privileges of such membership.

F. Commissioned Ministers

1. A Commissioned Minister is a member of the United Church of Christ who has been commissioned by being set apart and consecrated by an Association for service for a special ministry. This ministry may be rendered in a local church, in a mission field of the United Church of Christ, through one of the Covenanted Ministries of the United Church of Christ, or in one of the benevolent, or educational institutions of the United Church of Christ. Those eligible for commissioning shall include Directors of Christian Education, Deaconesses, Parish Workers, Ministers of Music, Missionaries, and other

called to similar special ministries. A person living within the geographical bounds of the Association desiring the status of Commissioned Ministers shall apply to the Association Department of Church and Ministry through the local church.

2. A Commissioned Minister shall have adequate training for the specific ministry in a school recognized by the United Church of Christ. Qualifications for commissioned minister will usually include the following:

...a bachelors degree or its equivalent

...a basic knowledge about the Bible, theology, church history, and United Church history, polity and practice

...basic skills in working with persons and groups in planning, organizing, etc.

...mastery over the theology and practice, and familiarity with resources available, in the specific field in which commissioning is sought.

Competency in the above areas can be demonstrated through seminary, college, Association, Conference or National UCC courses or programs approved by the Department of Church and Ministry of the Association.

3. The Department of Church and Ministry of the Association shall examine the applicant concerning Christian faith, character, ability to do the work expected, and educational training to meet the responsibilities of the office to be filled. If the applicant is found to be qualified and promises to abide by the Faith and Order of the United Church of Christ, the Department shall recommend him/her to the Association for commissioning. The person is responsible to the Association, and shall be in-care for at least one year prior to Commissioning, as outlined in the Western Reserve Association In-Care Manual for Commissioned Ministers.
4. The Association, or the Association Council acting for the Association, may authorize the applicant's commissioning on the recommendation of the Department of Church and Ministry, and a certificate designating the applicant as a Commissioned Minister shall be issued.
5. A Commissioned Minister shall be a member in full standing of a local church of the United Church of Christ. He or she shall be listed on the roll of the Association as a Commissioned Minister, shall be eligible to serve on standing committees of the Association, and shall be accorded voice and vote in the proceedings of the Association. A Commissioned minister who takes up some other calling shall resign or apply to the Association for a leave of absence for a one year period. Usually, such leave shall not be granted for more than five consecutive years. Thereafter, the Commissioned Minister shall resume his/her ministry in the United Church of Christ or the Association shall remove the name from the roll of Commissioned Ministers.
6. A Commissioned Minister moving from the bounds of one Association to another, and who continues in the same specific church-related ministry, applies for a transfer of Commissioned Minister standing to the new Association.

G. Licensed Ministers

1. A member of the United Church of Christ living within the geographical bounds of the Association desiring the status of Licensed Minister shall apply to the Department of Church and Ministry through his/her local church or other recognized ministry.
2. At the request of a local church or recognized ministry the Association may grant a person status as a Licensed Minister to include the following:
3. The authorization to preach the Gospel and conduct worship services, the sacraments, and perform such other services as the Association may authorize under the direction of the Association Minister and the Department of Church and Ministry. If the person is found to be qualified, in accordance with Departmental standards, a license is granted by the Association for not more than one year at a time to serve in a designated local church or within the Association. The license may be renewed upon annual review.
4. A certificate, valid for one year, designating the person as a Licensed Minister shall be issued bearing the appropriate signatures, and notification shall be given to the appropriate individuals and agencies of the United Church of Christ. A Licensed Minister is listed on the roll of the Association as a Licensed Minister. A Licensed Minister serving as pastor of a local church is given voice and vote in the proceedings of the Association.
5. The Licensed Ministry Fellowship provides a resource to those wishing to seek license for local church pulpit supply. A member of the Licensed Ministry Fellowship upon completion of the Licensed Ministry Program shall be examined by the appropriate Working Group of Church and Ministry concerning Christian faith, character, ability to do the work expected, and knowledge of the faith, history, polity, and practice of the United Church of Christ. If the applicant is found qualified, he or she shall be recommended to the Association Minister and the Department of Church and Ministry to be licensed to preach the Gospel and conduct worship services within the Association. The Licensed Minister shall report ministerial activities annually to the Licensed Ministry Fellowship who will forward a list of those activities to the Association Minister and the Department of Church and Ministry. The license may be renewed upon annual review.

H. Oversight of Authorized Ministers

1. The Association is responsible for the oversight of the authorized ministers who hold standing in the Association, including students in care, ordained ministers, ordained partner ministers of the Christian Church (Disciples of Christ), ordained ministers from other denominations who have been granted dual standing or privilege of call, commissioned ministers, licensed ministers and authorized ministers who are retired or on leave of absence. All authorized ministers with standing in the Association are subject to periodic support consultations, situational support consultations, information reviews and fitness reviews.
2. The Association has the right to terminate ministerial standing if allegations brought against an authorized minister are found to be true and confirm that he or she is unfit for

authorized ministry. The allegations may be made by individuals, the official board of the church, the Association Council or its Department of Church and Ministry, or as a consequence of reports in the media or secular court actions. Every authorized minister shall have the right to a fair hearing before the Department of Church and Ministry of the Association. An appeal of the decision of the Department of Church and Ministry, on process matters only, may be made to the Association Council in accordance with Option A, Section 8, of the Manual on Ministry of the United Church of Christ. No minister from whom standing has been withdrawn shall be considered an authorized minister in the United Church of Christ.

3. With the sole exception of Process appeals on fitness reviews, no other actions of the Department of Church and Ministry are subject to appeal.
4. The procedure for termination and reinstatement of authorized ministerial standing are those as described in the Manual on the Ministry.

ARTICLE II. ELECTIONS AND APPOINTMENTS

1. The Nominating Committee shall consist of up to nine members, divided as evenly as possible between Authorized Ministers and lay persons. No member shall serve more than two consecutive full terms.
2. One third of the members of the Nominating Committee shall be elected each year for three-year terms. Of the total membership, two shall be elected at large and each of the remaining shall be from different Program Districts. The Association Council shall submit each slate of nominees for the Nominating Committee to the Association. Additional nominations may be made from the floor provided the nominee has given prior consent.
3. 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.
4. The Nominating Committee shall endeavor to nominate so far as possible both professional church workers and lay men and women who will provide a balance of interests, geographical areas and experiences. No person may be elected to serve more than two consecutive terms in the same office except as provided in Article V, Section A, of these Amended and Restated By-Laws. 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. If one candidate does not receive a majority, another vote shall be taken between the two candidates having the greatest number of votes.
5. In the event a vacancy occurs in an elective office, the Council shall have the power to fill the vacancy by appointment, upon the recommendation of the Nominating Committee except as limited by Amended and Restated By-Law IV (F).

6. If an elected or appointed officer or member of a body fails to carry out the responsibilities of that position over an extended period, the Moderator or the chairperson of the pertinent body may, with the consent of a majority of the members of the body, remove the delinquent member and declare a vacancy.
7. Officers and other elective or appointive members of various bodies shall take office following the Annual Meeting and shall hold office until their successors are duly selected and qualified.
8. Following the annual election or other selection process, the newly constituted body shall meet promptly upon call of the newly designated chairperson of the body, or the prior chairperson, to organize and make plans for the coming year.

ARTICLE III. 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 have the privilege of attending meetings of the Association departments and committees.
3. The Moderator shall, with consultation of the Association 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

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

C. The Treasurer

1. The Treasurer shall be elected for a three year term and is eligible for re-election for one additional term. The Treasurer shall be responsible for the receiving of contributions for Our Church's Wider Mission from local churches, for maintaining complete and accurate records of such contributions, for forwarding the agreed upon contributions to the Ohio

Conference for its budget and that of the General Synod, and for submitting a quarterly report to each local church.

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, to designated staff personnel, authority to make payments. 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.
4. The Treasurer shall arrange for a corporate security bond as required by the Council, the premium to be paid by the Association.
5. The Treasurer shall be a member of the Budget and Finance Committee.

D. Powers of Officers

The Moderator, Vice-Moderator, Secretary, Treasurer and Association 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 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.

E. The Association Minister

1. CALL

- a. The Association Minister shall be an ordained minister. The term of the Association Minister shall be indefinite except as herein provided. The Association Council shall appoint a Search Committee using the following guidelines.

The committee shall consist of (10) members, representative of the Association and two members from other areas of the Conference.

The Council shall seek from the churches and the Program Districts names for consideration to serve on the Search Committee.

The Council shall then approve a list of persons suitable for service on the Search Committee.

The Moderator and the Executive Committee, using this list, shall appoint the Search Committee.

- b. 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.
- c. The Search Committee shall recommend its candidate to the Association Council for its approval or disapproval, and to the Board of Trustees of the Conference for review.
- d. Should the Council approve the Search Committee's recommendation, it shall then present its 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. A vote of a two-third's (2/3'rds) majority in favor 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.

2. **DUTIES** - THE ASSOCIATION MINISTER SHALL:

- a. Be the official representative and executive officer of the Association;
- b. Be the pastor to authorized ministers and a counselor to local churches;
- c. Be responsible for the official correspondence of the Association;
- d. Work under the direction of the Association Council, make a report to the Annual Meeting of the Association, and transmit to the Association information regarding church affairs as requested by the officers and covenanted ministries of the United Church of Christ;
- e. Be responsible for the ordination of all properly approved candidates for ordination and, together with representatives of local churches, provide suitable services of ordination;
- f. Be responsible for the commissioning of all properly approved candidates for commissioned ministers and, together with representatives of local churches, provide suitable services of commissioning;
- g. Arrange with local churches for the installation or recognition of pastors called by them;
- h. Issue, with the approval of the Association Council, a certificate of transfer to any ordained or commissioned minister leaving the Association.

- i. Be responsible for keeping a complete record of the authorized ministers of the Association, their authorization, reception, transfer and other related items, and submit such information to the Conference Minister of the Ohio Conference and to the Secretary of the United Church of Christ;
- j. Sign all certificates of authorization and installation, and all other certificates provided for in the Amended and Restated Constitution and these Amended and Restated By-Laws and forward records of these to the appropriate individuals and agencies of the United Church of Christ;
- k. Be responsible for keeping a complete record of the local churches of the Association showing the names and addresses of the ministers and officers of the local churches and upon request submit such information to the appropriate individuals and agencies of the United Church of Christ;
- l. Receive the records of ministers of other Associations and deliver the records of ministers of local churches in the Association to other Association executives and to the successor in office;
- m. Have the right to send communications to ministers and local churches of the Association;
- n. Be an ex-officio member of the Department of Church and Ministry;
- o. Be an advisory member of all other departments and committees, and of the Association Council.

3. TERMINATION

- a. The Association Minister shall give three (3) months notice of his/her resignation.
- b. The relationship between the Association Minister and the Association can be terminated by the Association only in a special meeting called in accordance with Article VIII of the Amended and Restated Constitution. A two-third's (2/3'rds) vote of those present and voting shall be necessary to terminate the relationship.

F. Associate Minister(s)

1. CALL

- a. The Associate Minister(s) shall be an authorized minister. The term of the Associate Minister shall be indefinite, except as herein provided. The Association Council shall appoint a Search Committee using the following guidelines:

The Committee shall consist of (12) members; (10) representative of the Association. The Ohio Conference shall be represented on the committee by the Conference Minister or his/her representative, and a member from another

Association appointed by the Association Council. The Association Minister shall serve as an advisory member of the committee.

The Council shall seek from the churches and the Program Districts names for consideration to serve on the Search Committee.

The Council shall then approve a list of persons suitable for service on the Search Committee.

- b. 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.
- c. The Search Committee shall recommend its candidate to the Association Council for its approval or disapproval.
- d. Should the Council approve the Search Committee's recommendation, it shall then present its 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. A vote of a two-third's (2/3'rds) majority in favor 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.

2. **DUTIES** - The Associate Minister(s) shall:

- a. Be responsible for programming in the Association, in cooperation with the Association Minister and the Ohio Conference Staff.
- b. Be responsible for such assignments as negotiated and directed by the Association Minister and/or the Association Council.
- c. Work under the direction of the Association Minister, make a report to the Association Annual Meeting, and transmit to the Association information regarding church affairs as requested by the officers covenanted ministries of the United Church of Christ.
- d. Be the staff representative to such departments as negotiated with the Association Minister.
- e. Be an advisory member, as negotiated with the Association Minister, of all departments, working groups and committees, and of the Association Council.

3. TERMINATION

- a. An Associate Minister(s) shall give three (3) months notice of his/her resignation.
- b. The relationship between any Associate Minister(s) and the Association can be terminated by the Association only in a special meeting called in accordance with Article VIII of the Amended and Restated Constitution. A two-third's (2/3'rds) vote of those present and voting shall be necessary to terminate the relationship.

ARTICLE IV. THE ASSOCIATION COUNCIL

- A. The Association Council shall consist of the members specified in the Amended and Restated Constitution. (Moderator, Vice Moderator, Secretary, Treasurer, Chairpersons of the Department of Church and Ministry, the Department of Church and Education and the Department of Church in the World, Chairpersons of the elected committees of Evangelism, Mission Priorities, Nominating, and Stewardship.) Seven members at large, one from each Program District, shall serve two year terms and shall be divided into two classes, members of each class to be elected in alternate years. 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 Minister.
- C. The Council shall meet at least quarterly on a regular basis. Special meetings may be called by the Moderator upon notice to members one week in advance.
- D. The Council shall enact and publish its own rules of procedure for fulfilling its responsibilities, consistent with the Amended and Restated Constitution and these Amended and Restated By-Laws.
- E. The Executive Committee of the Council shall consist of the officers, two additional Council members, one a lay person and one authorized minister, appointed by the Council, and the Association Minister without vote. The Executive Committee may act for the Council between meetings of the Council within guidelines established by Council and shall report at the next meeting of Council any actions taken.
- F. The Council may appoint members of the following committees for a two year term, with half the committee being appointed annually. Other committees deemed desirable by the Association Council may be appointed for no more than a two year period. If the Council decides not to appoint any of these committees, then the work defined in this section falls to the Council itself, acting as the committee.
 1. Committee on Personnel shall consist of six persons and shall be concerned with the professional and administrative staff, including job descriptions, salaries and other benefits, and evaluations.

2. Committee on Communications shall be charged with the responsibility for developing ideas and means to communicate to those within and outside the Association the work of the Association and the special traditions and identity of the United Church of Christ.

The Committee shall work in cooperation with the Proclamation, Identity, and Communication Ministry of the United Church of Christ.

The Committee shall include as members those persons who have specific responsibilities which relate to the electronic and printed media, including those who publish the Association newsletter, write publicity releases and develop television and radio spots and programs.

The Committee shall consist of five persons including at least one member who shall be a member-at-large of the Council.

The Committee on Resolutions shall consist of four persons. In accordance with procedures established by Council, it shall receive proposed resolutions and in consultation with the sponsoring body, prepare them for presentation at the Association Annual Meeting.

3. The Audit Committee, consisting of three qualified persons, shall conduct a yearly review of the Association financial records for the preceding fiscal year. An audit of the financial records of the Association by an outside auditor shall be conducted at each change of Treasurer for each fiscal period as Council may determine. In lieu of an Audit Committee, the Council may choose to contract for an outside audit.
4. The Committee on Investments shall consist of seven members. At least one member of the committee shall be the Association Treasurer or other member of Council. The Finance Director, if employed by the Association, shall be an ex officio member of the committee.

Under policies established by the Council, the Committee shall be responsible for the investment and reinvestment of such endowment, trust, memorial, revolving loan, or other Association funds as maybe placed under it jurisdiction for investment purposes.

The Committee shall report periodically to the Council all actions taken regarding such investments.

5. The Budget and Finance Committee shall consider needs, goals, capabilities, and resources of the Association. It shall submit a detailed budget of anticipated income and expenditures for the following year to the Association Council and the Association for approval.

The Budget and Finance Committee shall monitor income and expenditures of the Association during the year, and report and recommend to the Council such action

as it may deem desirable. The Budget Committee shall consist of six members and the Association Treasurer.

It shall confer with the Budget and Finance Committee of the Ohio Conference in establishing goals and disbursement patterns, and in preparing the annual recommendation mentioned in Article VII of the Amended and Restated Constitution.

6. The Revolving Loan Fund Committee shall consider applications for loans submitted by churches and shall make recommendations as to terms when committee approval is given. Committee recommendations shall be presented to Council for action. The Revolving Loan Fund Committee shall consist of up to six members.

The Committee, in consultation with the Association Minister, shall supervise the loan repayment schedules and shall confer with the loan recipients as necessary to insure responsible fulfillment of the terms of the loan. If problems arise, the Committee shall make recommendations to the Association Council.

7. The Committee on Church Development shall consist of eight members and be concerned with new church starts, church renewals, churches in transition, etc. It shall work closely with the Conference Committee on Church Development.
8. The Committee on Ecumenical and Interfaith Concerns shall consist of up to six members and be concerned with the relationship of the Association to other religious bodies.
9. The Lay School of the Church shall establish its operating practices and procedures as approved by the Association Council. The Council shall appoint such members to the Lay School Committee as it deems appropriate to carry out its work and mission.
10. 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 V. DEPARTMENTS

- A. Departments shall investigate and carry out the work of the Association as directed by the Association and the Council. With the exception of the Department of Church and Ministry, members of the departments shall be 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 department shall elect a chair from their membership for a two year term. Members of the Department of Church and 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.

Chairperson may serve a fifth year as an additional member of the department in order to complete the second year of a term as Chairperson.

- B. Departments shall establish promptly such working groups and task forces as necessary for work of departments, or as requested by the Association or the Council. The departments, upon receiving prior approval of Council, shall establish such working groups and task forces as they deem desirable. Every member of the Department shall serve on at least one working group or task force in the Department to which he or she has been elected. A working group or task force may request that additional members be appointed by the Department or Council. Appointed members shall have vote in the working groups or task forces to which they are appointed.
- C. Working Groups shall be established to carry out longer range, ongoing activities of the department. The chairpersons and at least one additional member of the working group shall be members of the departments unless otherwise provided by these Amended and Restated By-Laws.
- D. Task forces shall be established to respond to specific needs on a short range basis. At least one member of the department shall serve on each task force.
- E. Departments shall meet on a regular basis, as approved by Council. Working Groups and task forces shall meet as specified by the Department. Additional meetings may be called by the chairperson, the secretary, or the Association Minister with not less than one week notice of the purpose of the special meeting.
- F. Working Groups and task forces shall inform their department chairpersons, the Moderator, and the Association Minister of their current activities by providing minutes or other reports. Departments shall likewise supply copies of minutes and other reports to the Moderator and the Association Minister.
- G. The following Departments shall be established:
 - 1. The Department of Church and Ministry shall give impetus and direction to the ongoing development and support of authorized ministers. The Department, in cooperation with the Association Minister, shall implement Article I of these Amended and Restated By-Laws. The Department shall consist of sixteen members.
 - 2. The Department of Church and Education shall assist local churches, their authorized ministers with that part of their ministry which is concerned with the growth and increased commitment of persons to the Christian faith. The Department shall consist of sixteen members.
 - 3. The Department of Church in the World shall research, study and document local, national and international issues in which there is evidence of social injustice and oppression. It shall provide local churches with educational forums and other forms of publicity dealing with specific issues. It shall also be responsible for devising and implementing action in order that local churches may participate in

getting at the causes of social injustices and oppression. The Department shall consist of sixteen members.

ARTICLE VI. ELECTED COMMITTEES

The following Elected Committees shall investigate and carry out the work of the Association as directed by the Association and the Council. Members of the committee shall be elected by the Association for a two year term and may be re-elected for a second term. One half of the membership shall be elected each year. The Elected Committees shall be accountable to the Association Council with the chairperson or his/her representative being a member of the Council.

1. Evangelism and Church Growth
2. Mission Priorities
3. Stewardship

ARTICLE VII. PROGRAM DISTRICTS

- A. Churches included in the Association shall be organized into districts by the Council. A dean for each district shall be appointed by the Council in consultation with the Association Minister. The deans shall be appointed for two year terms and may not serve more than two consecutive terms.
- B. Each church shall appoint representatives - the authorized minister and lay persons - to work with the dean in organizing and carrying out activities of the district.

ARTICLE VIII. FISCAL YEAR

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

ARTICLE IX. AMENDMENTS

These Amended and Restated By-Laws 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.