

Constitution and Bylaws of the Metropolitan Boston Association

Preamble

This Constitution and Bylaws, consistent with the Constitution of the United Church of Christ (UCC) and the Bylaws of the Massachusetts Conference of the United Church of Christ, defines and regulates this Association and its committees and describes the voluntary, covenantal relationships which the local churches and ministers sustain with this Association and with each other.

ARTICLE I: Name

The name of this association shall be the Metropolitan Boston Association of the United Church of Christ (MBA).

ARTICLE II: Purposes

Under Jesus Christ as the head of the Church, acting as an Association of the United Church of Christ within the Massachusetts Conference, the MBA unites the efforts of the churches, the laity, and the clergy in fulfilling the UCC's Christian mission in and to the metropolitan Boston area and to the larger society by:

- A. Boldly proclaiming the Gospel of reconciliation in personal and community living
- B. Reviewing and credentialing candidates for ordination or licensing, or for transfer of credentials
- C. Coordinating a fellowship of mutual concern and commitment among the parishes of the MBA, dedicated to the pursuit of justice, the affirmation of love, and closer mutual relationship with God
- D. Evaluating the religious needs of the metropolitan area, in order to strengthen the UCC's witness, outreach, and participation in ecumenical endeavors and relationships.

ARTICLE III: Membership

Section 1: Churches

The churches as listed by the Registrar of the MBA for the Yearbook of the Massachusetts Conference of the United Church of Christ (Conference) are member churches of the MBA.

A local church may withdraw from membership in the MBA or transfer to another association with that Association's consent upon its own determination and election, through written notice to that effect delivered to the Associate Conference Minister of the MBA.

Upon recommendation of the MBA Council, the MBA at any Spring or Fall Meeting may accept into membership any church requesting it or may remove any church from membership in the MBA. The MBA Council shall establish criteria and procedures for acceptance or removal of any church into or from the MBA.

Section 2: Ordained Ministers

Conditional on being or becoming a member of an MBA church, a person shall become a ministerial member when according to the accepted procedures of the UCC, including the receipt of an ordainable call, he or she is:

- Ordained by the MBA meeting as an Ecclesiastical Council;
- Received and installed or recognized as a minister of a member church by the MBA meeting as an Ecclesiastical Council;
- Received at a meeting of the Committee on the Ministry.
- Received at a meeting of the Committee on Ministerial Standing, acting as an Ecclesiastical Council.

Ministerial membership shall be terminated upon resignation of standing or may be suspended or terminated in accordance with the ecclesiastical process, as set forth in Article VIII, Section 4.

Section 3: Commissioned and Licensed Ministers

All persons who have been commissioned or licensed by the MBA for particular ministries shall be ministerial members of the MBA until they cease the ministry for which they are commissioned or licensed, or until the commission or license expires or is revoked by the Committee on the Ministry or the Committee on Ministerial Standing.

Section 4: City Mission Society

Although legally a separate and distinct corporate entity, the City Mission Society is a recognized ecclesiastical instrument of the MBA with voting privileges as provided in Section 5 of this Article.

Section 5: Voting Members

The voting membership of the MBA shall consist of the following representatives from each church which is a member of the MBA:

Two delegates chosen by and from each church to serve at its pleasure; and one additional delegate chosen by and from each church to serve at its pleasure for every three hundred members or major fraction thereof in excess of three hundred. For purposes of this subparagraph, the number of members of each MBA church shall be determined as of December 31 of the year immediately preceding the Spring Meeting of the MBA; the pastor or pastors, including licentiates of each church, provided that such persons shall have standing in the MBA; the Christian Education Director or Directors of each church, provided such director(s) hold UCC certification; UCC Commissioned Ministers of each church; other ordained persons who are members in an MBA church and who have standing in the MBA. Members of the MBA Council and all elected members of MBA committees and task forces. Members of the Massachusetts Conference Board of Directors who are members of churches in the MBA. Members of the City Missionary Society Board of Directors and its executive staff. Members of the Massachusetts Conference and MBA staffs serving the MBA who are approved by the Council.

Honorary members of the MBA meeting, with voice but without vote, shall consist of delegates from corresponding bodies, persons appointed to speak before the MBA, and persons made honorary members by the Council or by vote of the MBA.

Section 6: Sectors

The MBA Council shall from time to time subdivide the MBA into 5-7 sectors for the purpose of electing representatives to committees and coordinating the MBA's ministry to ministers and churches.

ARTICLE IV: Meetings

Section 1: Meetings

The Spring Meeting of the MBA shall be held on a date specified by the MBA Council which is at least one week prior to the Annual Meeting of the Massachusetts Conference of the UCC. The Fall Meeting of the MBA shall be held on a date specified by the MBA Council.

Section 2: Special Meetings

Special Meetings may be called by the MBA Council or at the written request of seven member churches and member agencies of the MBA. Only matters specified in the call shall be acted upon at a Special Meeting. Such meetings shall not be held less than one week nor more than one month from the time when the written request is received by the Council.

Section 3: Call to Meeting

The call to the Spring or Fall Meeting or any Special Meeting shall be mailed no less than seven days prior to the meeting.

Section 4: Quorum

To conduct business there shall be a quorum consisting of representation from one-fourth of the member churches.

Section 5: Fellowship Dues

The determination of the annual rate of Fellowship Dues to be proposed to the churches will be made at the Fall Meeting of the MBA or at any Special Meeting of the MBA convened for that purpose.

Section 6: Ecclesiastical Councils

Ecclesiastical Councils shall be called by the Committee on the Ministry in consultation with candidates and churches for the ordination of pastors and for such other purposes as are deemed appropriate by the Committee. The Committee on the Ministry shall appoint not less than fifteen nor more than twenty-five churches for such a Council. Representation from eight of the MBA churches (pastors, ministerial members, and/or delegates) shall constitute a quorum.

Ecclesiastical Councils shall be called by the Committee on Ministerial Standing for the purposes of granting ministerial standing and arranging for services of installation as described in Article VIII, Section 4, paragraph 2.

Representation and voting at such Council shall be by church, with each church having one vote. The Moderator of the MBA or a representative of the Moderator shall chair such Councils. The Scribe of the MBA or a representative of the Scribe shall report the recommendations of the Committee on the Ministry to such Councils and any other information needed or desired, and shall act as or appoint a scribe for the Councils. Those persons entitled to voice without vote at such Council shall include the persons listed in Article III, Section 5.

Section 7: Special Ecclesiastical Council

Special Ecclesiastical Councils shall be called at the written request of seven member churches of the MBA. At such Special Councils, representatives of one-fourth of the member churches of the MBA, all of which shall be invited, shall constitute a quorum.

ARTICLE V: Officers

Section 1: Elected Officers

Elected Officers of the MBA shall be a Moderator, Vice-Moderator, Scribe, Treasurer and Registrar. When the Moderator is an ordained minister, the Vice Moderator shall be a lay minister, and vice versa.

Section 2: Moderator

The Moderator shall preside at all meetings of the MBA, the MBA Council, and Ecclesiastical Councils. The Moderator shall take office upon the adjournment of the Spring Meeting at which elected and shall hold office through the next Spring Meeting or until a successor has been qualified and elected. The Moderator shall be an ex-officio member of all MBA Committees, instruments, and task forces, and shall exercise all other duties which normally fall to that office.

Section 3: Vice Moderator

The Vice Moderator shall preside at all meetings of the MBA, the Council, and Ecclesiastical Councils in the absence of the Moderator and shall perform all duties of the Moderator if the Moderator is unable to perform them.

Section 4: Scribe

The Scribe shall keep the records of meetings of the MBA, Ecclesiastical Councils and MBA Council. The Scribe shall be designated as the co-signer with the Treasurer on checks for payment which exceed \$5000. Scribe shall be bonded and authorized to pay all MBA bills and expenses in the event of the Treasurer's temporary absence or inability to serve.

Section 5: Treasurer

The Treasurer shall keep the accounts of the MBA, collect funds from the member churches, receive donations, and gifts, disburse monies as authorized by the MBA, MBA Council or the

Executive Committee of the MBA, and submit periodic reports to the Council and an annual financial report to the MBA. The Treasurer shall be bonded and the accounts shall be audited at such intervals as the MBA Council determines.

Section 6: Registrar

The Registrar shall keep the roll of the churches and ministers under the direction of the Committee on Ministerial Standing, report annually any changes in the rolls to the MBA and the Conference and perform other duties as specified by the Committee on Ministerial Standing.

Section 7: Terms of Office

The above elected officers of the MBA shall serve for a term of one year, or until their successors are elected. The Moderator and the Vice-Moderator may serve for no more than two consecutive terms. The Scribe, the Treasurer and the Registrar may serve for no more than six consecutive terms. The MBA Council may waive these term limits for up to two additional years.

Section 8: Vacancies

All vacancies occurring in elective offices and Standing Committees shall be filled by the MBA Council until the next Meeting of the MBA.

ARTICLE VI: MBA Council

The MBA Council shall consist of the above listed elected officers, the members of the Massachusetts Conference Board of Directors from the MBA area, any paid staff of the Association, the Associate Conference Minister for the MBA area (Associate Conference Minister), the Executive Director of the City Missionary Society, and one member at-large from each of the sectors elected by the MBA. Members-at-Large may from time to time be appointed to serve on committees or task forces. The Council shall act on behalf of the MBA except in matters specifically reserved for the MBA. At-large members shall be elected to three year terms by the MBA. The Council shall meet not less than five times per year.

All Committees shall be responsible to the MBA through the Council. The Council shall have the duty of coordinating the activities and plans of the committees to ensure unified program results.

The Council may organize itself at it deems expedient to fulfill its responsibilities consistent with this Constitution and Bylaws. One-fourth of its members shall constitute a quorum.

The Council shall act on all matters concerning the employment of staff consistent with the terms of the appropriate contracts and with any directives which the Association may issue from time to time.

ARTICLE VII: The MBA Executive Committee

The Executive Committee shall consist of the Moderator, Vice-Moderator, Scribe, Treasurer, Associate Conference Minister and one Member At Large from the MBA Council.

Each member of the Executive Committee shall serve a term of one year.

The Executive Committee shall prepare an annual budget to be approved by the MBA Council and the MBA. It shall direct the activities of the Treasurer authorize any extra budgetary expenditures over \$250 and the transfer of monies from one budget item to another and act as a personnel committee which makes recommendations to the Council.

ARTICLE VIII: Standing Committees

Section 1: General

No person may serve for more than two terms on the same Standing Committee, except after the lapse of one year. No person shall serve on more than one Standing Committee at one time. At least one-third of the members of every Standing Committee shall be lay persons. The Chairperson of each Standing Committee shall be elected annually.

Any member of a Standing Committee of the MBA who misses three (3) consecutive regularly scheduled meetings may be replaced by the Council.

Section 2: Nominating Committee

The Nominating Committee shall consist of six members. Two members shall be elected annually by the MBA for a term of three years. This Committee shall nominate persons for all Offices in the MBA, members of all Standing Committees, and members-at-large for the MBA Council.

This Committee in conjunction with appropriate Standing Committee Chairpersons shall assist the Council in filling committee positions when necessary.

Section 3: Committee on the Ministry

The committee shall determine and administer the ecclesiastical process by which students in care of the MBA are approved for ordination.

The Committee on the Ministry shall consist of twenty-one members, seven of whom shall be elected each year for three year terms, plus the Moderator, Registrar, the Associate Conference Minister, and the MBA Administrative Assistant as ex-officio members. The Committee may elect a chairperson, a secretary and other officers from its membership.

The Committee shall interview students who desire to be received in care of the MBA and, if it approves, shall arrange for such care.

The Committee may license students or lay persons to serve churches of the MBA. The Committee may extend privilege of call to clergy ordained by other denominations, pending the approval of an Ecclesiastical Council.

In all actions, the Committee shall be guided by the Manual on the Ministry and, in its discretion, supplemental documents, resources, and recommendations of the Parish Life and Leadership Ministry of Local Church Ministries, or any successor to that office, subject to any resolutions voted by the MBA.

One-fourth of the members of the Committee shall constitute a quorum.

The Committee in its discretion may at any meeting divide into subcommittees, each of which may exercise the full authority of the Committee as to a specific matter.

Notwithstanding Section 1 and Section 3, members of the Committee may continue in office for two months following the election of their successors. The Committee may invite former members to sit with the Committee as advisors with voice, but without vote as to any candidate for whom the former member has acted as an adviser.

If any Ecclesiastical Council called by the Committee for ordination shall fail its quorum, the Ecclesiastical Council shall be rescheduled.

Section 4: The Committee on Ministerial Standing

Each of the sectors of the Association shall be represented by three members, plus the Moderator, Registrar, and the Associate Conference Minister, as ex-officio members. One third of the members will be elected each year for three year terms.

At the request of a local church and its newly called ordained minister, or of a local church, an extra-parochial calling body and its newly called ordained minister, the committee shall:

(1) review the terms of the call and, as appropriate, offer counsel, (2) review the minister's request for standing and when appropriate, make provisions for calling any Ecclesiastical Council, or grant standing, and (3) review the candidates' and congregations' requests for installation and when appropriate authorize a service of installation. _

The Committee shall: (1) give ongoing attention to clergy/church relations, including times of transition, offering advice and counsel as requested and (2) support the work of the Area Minister in addressing pastor-parish conflicts by convening Situational Support Consultations.

The Committee shall be responsible for the coordination of Periodic Support Consultations to strengthen covenantal ties and provide an opportunity for reflection and feedback on the call to and practice of ministry.

The Committee may grant Ordained Minister Partner status to clergy from partner denominations, Dual Standing to clergy from other denominations, a leave of absence to clergy no longer performing the functions of ordained ministry, and may approve the transfer of ministerial standing into or away from the MBA.

When a complaint is brought against an authorized minister with standing in the Metropolitan Boston Association, it is the Committee on Ministerial Standing that is responsible for determining whether the complaint raises the question of ministerial fitness in and on behalf of the United Church of Christ. Upon voting in the affirmative to initiate a Fitness Review for an authorized minister, the Committee on Ministerial Standing will refer such review (except those where the subject is a Conference Minister, Associate Conference Minister, or their family members) to the Unified Fitness Review Committee.

The Unified Fitness Review Committee will follow the process for conducting a Fitness Review as described in the then current Manual on Ministry of the United Church of Christ. The Unified Fitness Review Committee will also follow any additional processes agreed upon by all of the participating Associations so long as those processes do not conflict with the then current Manual on Ministry of the United Church of Christ.

The Committee on Ministerial Standing will receive the outcome of the Unified Fitness Review Committee as its own and report the same to the appropriate settings of the United Church of Christ.

Any appeal of the process by the subject of the review must be filed with the Moderator within ten (10) days of notification of the outcome of the Fitness Review.

When an oversight decision of the Unified Fitness Review Committee is appealed, the Metropolitan Boston Association Council shall be convened as a Board of Appeal. The grounds for appeal of oversight decisions shall be limited to questions of process. The appeal will determine whether the approved process of the Committee on Ministerial Standing and Unified Fitness Review Committee were adhered to. The outcomes of an appeal are:

1. Affirmation that the process used was consistent with the Unified Fitness Review Committee's process and with the Committee on Ministerial Standing's process – in which case the decision of the Unified Fitness Review Committee stands.
2. Recognition that the process used was not consistent with the Unified Fitness Review Committee process and the Committee on Ministerial Standing process. The Metropolitan Boston Association Council will refer the case back to the Unified Fitness Review Committee and the Committee on Ministerial Standing to be completed pursuant to the adopted process.

The Metropolitan Boston Association Council will appoint one (1) member to the Unified Fitness Review Committee. The appointee must have fulfilled a term of service to the Association within the previous 6 years. The term of service for each member will be three years. The Metropolitan Boston Association Council may choose to renew the appointee for up to two more terms of service. Prior to doing so, the Metropolitan Boston Association Council must confirm the appointee's willingness to continue to serve on the Unified Fitness Review Committee and must consult with Conference staff. Attention to the importance of balancing gender,

clergy, lay and the needed skills and experience on the Unified Fitness Review Committee shall be considered by the Metropolitan Boston Association Council in making or renewing its appointments.

In all actions the Committee shall be guided by the Manual on the Ministry of the United Church of Christ, except as otherwise voted by the MBA.

One-fourth of the members of this committee shall constitute a quorum.

Section 5: Involuntary Recusal Policy

Any member of an MBA Council or committee or participant in an MBA oversight action who has a financial, personal, or official interest in, or conflict or appearance of a conflict with any matter pending, of such nature that it prevents or may prevent that member from acting in an impartial manner, will offer to voluntarily recuse him/herself and refrain from discussion of, participation in and/or voting in the activity where the conflict or appearance of a conflict exists. If there is a conflict either real or perceived and the individual does not voluntarily recuse him/herself, an MBA Council or committee may, by a super majority vote of 2/3 of the members then present and voting, require involuntary recusal.

ARTICLE IX: Elections

The election of officers and committees shall be held at the Spring Meeting of the MBA. Nominations of persons other than those presented by the Nominating Committee may be made from the floor.

ARTICLE X: Liability and Conflict of Interest

The Associate Conference Minister for the MBA, the MBA Administrative Assistant, members of the staff of the MBA, the officers of the MBA, the members of the Council, and all members of MBA Committees shall not be personally liable for any debt, liability or obligation of the MBA. If any of the foregoing should be held liable for any such debt, liability or obligation of the MBA, such person shall be fully indemnified by the MBA and/or the Conference.

All persons, corporations or other entities extending credit to, contracting with, or having any claim against the MBA may look only to the funds and property of the MBA and/or the Conference for the payment of such debt, liability or obligation or for the payment of any debt, damages, judgment or decree or for any other amount that may become due and payable from the MBA.

Except when otherwise provided by law, no contract or other transaction entered into on behalf of the MBA by any of the persons specified in Article X shall, in the absence of fraud, be affected or invalidated by the fact that any such person is an officer, director, stockholder, member, employee or agent of any association, firm or corporation which may

be a party to or have any interest (pecuniary or otherwise) in any such contract or other transaction.

ARTICLE XI: Amendments

This Constitution and Bylaws may be amended at any Meeting of the MBA, at which a quorum is present, by a two-thirds vote of those present and voting; provided that the proposed amendment was set forth in the call to the meeting which shall be mailed to member churches, at least one month in advance.

Amendments may be initiated by:
The MBA Council.
Any three member churches of the MBA.
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