ADVANCE MATERIALS
For the Massachusetts Conference, UCC Annual Meeting

“Hope On The Way”
Massachusetts Conference
United Church of Christ

June 15-16, 2018 | MassMutual Center | Springfield, MA

Be Part of UCC Historic Vote!
TRI-CONFERENCE ANNUAL MEETING
Connecticut Conference | Massachusetts Conference | Rhode Island Conference

- Dynamic worship and a keynote address by the Rev. Traci Blackmon
- Discussion and voting about a potential new, united conference
- Ministry sharing and fellowship with UCC members in Connecticut, Massachusetts, and Rhode Island

Together, As One

Please bring this booklet with you to Annual Meeting
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For Annual Meeting
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<th><strong>SATURDAY, June 16, 2018</strong></th>
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</thead>
<tbody>
<tr>
<td><strong>2:00 – 3:00 PM</strong></td>
<td>New Delegate Orientation</td>
<td>Breakfast on Your Own</td>
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<td></td>
<td>1st floor, Meeting Room 1</td>
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<td><strong>2:30 – 7:30 PM</strong></td>
<td>Registration Open</td>
<td>7:30 AM – 1:30 PM</td>
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<td></td>
<td>1st floor</td>
<td>1st floor</td>
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<tr>
<td><strong>2:30 – 10:00 PM</strong></td>
<td>Commons Open</td>
<td>7:30 AM – 4:00 PM</td>
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<td>1st floor</td>
<td>1st floor</td>
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<tr>
<td><strong>3:30 – 4:45 PM</strong></td>
<td>Hearings</td>
<td>8:30 – 10:00 AM</td>
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<td></td>
<td>1st floor Meeting rooms 1-5; 2nd floor Ballrooms A-C; additional breakout rooms at Sheraton Hotel</td>
<td>Tri-Conference Plenary Session</td>
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<td></td>
<td>1st floor</td>
<td>1st floor, Exhibition Hall B</td>
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<tr>
<td><strong>5:00 – 7:00 PM</strong></td>
<td>Dinner on Your Own</td>
<td>8:30 – 12:15 PM</td>
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<td></td>
<td>Individual Conference Plenary Sessions</td>
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<td></td>
<td></td>
<td>Exhibition Hall B, Meeting Room 1-4; Meeting Room 5</td>
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<tr>
<td><strong>7:15 – 9:00 PM</strong></td>
<td>Welcome: Opening Worship/Keynote/Sermon</td>
<td>12:30 PM – 2:00 PM</td>
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<td>1st floor, Exhibition Hall B</td>
<td>Lunch – All MassMutual Lunches Require Pre-Registration</td>
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<td></td>
<td>• Informal Community-Building Luncheon (1st floor, Exhibition Hall A)</td>
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<td>• Networking Luncheon (2nd floor, Ballroom B-C)</td>
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<td>• MA Recognition Luncheon (2nd floor, Ballroom A)</td>
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<td></td>
<td></td>
<td>• Lunch on your own (for those not pre-registered) (Local restaurant list to be provided)</td>
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<tr>
<td><strong>9:00 – 10:30 PM</strong></td>
<td>Reception to Honor Retirements of the Rev. Barbara Libby and the Rev. Jim Antal</td>
<td>2:15 – 2:45 PM</td>
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<td>2nd floor</td>
<td>Tri-Conference Plenary Session</td>
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<td>1st floor, Exhibition Hall B</td>
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<td></td>
<td></td>
<td>3:00 – 4:15 PM</td>
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<td></td>
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<td>Tri-Conference Listening Sessions</td>
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<td></td>
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<td>Living the Love and Justice of Jesus Together – What’s Next?</td>
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<tr>
<td></td>
<td></td>
<td>All Exhibition Halls, Ballrooms, Meeting Rooms</td>
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<tr>
<td></td>
<td></td>
<td>4:30 – 5:00 PM</td>
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<tr>
<td></td>
<td></td>
<td>Regathering; Closing Worship</td>
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<tr>
<td></td>
<td></td>
<td>1st floor, Exhibition Hall B</td>
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</tbody>
</table>

**EVENT PARKING INFORMATION**

The Civic Center Parking Garage is located directly across from the MassMutual Center and is offering event attendees a discounted rate of $7.00 per day. This rate is for parking on the 2nd parking level and above.

There are no in and out privileges for the garage. On-street parking meters are free after 4:00 PM on Friday and all day Saturday.
These are indeed times filled with hope as we – the Connecticut, Massachusetts and Rhode Island conferences – move toward forming a new, united conference with the hope of making our region a more just, loving and compassionate place.

Why, you ask?

Our inspiration is our united covenant: “Living the Love and Justice of Jesus.”

We declare these values essential to our shared ministry together:

- We understand the local church exists to make disciples of Jesus.
- We strive and commit to making God’s love and justice real.
- We believe God is calling us to bring new life as agents of change.
- We encourage the solidifying of current covenantal partnerships and the creation of new ones.

Didn’t we already do this?

Last year’s historic first-ever joint meeting of our three conferences got the ball rolling when each conference voted in favor of pursuing the idea of joining together. Conference leaders have been working on the details ever since, and now it’s time to get down to the nitty gritty.

At this meeting, delegates of the three conferences will be asked to officially create the new conference by approving a set of new bylaws, establishing a unified Board of Directors, electing officers and making minor changes to their existing bylaws. They will meet separately but simultaneously to conduct this and other business. You will find more information on pages 24 through 53 of these Advance Materials, as well as at the Conference website.

What else?

There will be dynamic worship and a keynote address by the Rev. Traci Blackmon. The Rev. Blackmon serves as Executive Minister of Justice and Witness Ministries of the United Church of Christ, and as Senior Pastor of Christ The King UCC in Florissant, Missouri. She is a featured voice with many regional, national and international media outlets and a frequent contributor to print publications. (See a short bio of Rev. Blackmon on the next page.)

Grace and Peace,

Ian Tosh, Moderator

Linda Mesler, Vice-moderator
KEYNOTE SPEAKER and WORSHIP LEADER — The Rev. Traci Blackmon

The Rev. Traci Blackmon is the Executive Minister of Justice & Witness Ministries of the United Church of Christ in the national setting, and Senior Pastor of Christ The King UCC in Florissant, Missouri. The Rev. Blackmon co-authored the newly-released White Privilege curriculum through the United Church of Christ and has received several awards and recognitions.

Initially ordained in the African Methodist Episcopal Church, the Rev. Blackmon served in various ministry capacities for nine years prior to becoming ordained in the United Church of Christ and installed as the first woman and 18th pastor in the 159-year history of Christ The King United Church of Christ. She earned a Bachelor of Science degree in Nursing from Birmingham - Southern College (1985), and a Master of Divinity degree from Eden Theological Seminary (2009).

As pastor, the Rev. Blackmon leads Christ The King in an expanded understanding of church as a sacred launching pad of community engagement and change. This ethos has led to a tripling of both membership and worship attendance over the last seven years.

The Rev. Blackmon currently resides in both St. Louis, MO and Cleveland, OH and is the proud mother of three adult children.

HOTEL INFORMATION

Sheraton Springfield Monarch Place Hotel
1 Monarch Place, Springfield, MA 01144
(413) 233-9161 – Reference UCC
- Online reservations: https://goo.gl/zXhFK8
- $142.95 (includes taxes and fees)
- Parking is $10.00
- Hotel is within walking distance (.2 miles) of MassMutual Center
- Reserve by May 15, 2018

Hampton Inn West Springfield
1011 Riverdale St., West Springfield, MA 01089
(800) 426-7866 – Code: UCC
- $145.06 (includes taxes and fees)
- No Parking fee
- No reservation deadline

Children’s Programming at Annual Meeting

Once again, the Annual Meeting Committee will offer a program for children ages 4-10. Based upon a Vacation Bible School model, the program will be led by experienced MACUCC Certified Christian Educators and will feature Bible story activities such as games, crafts, music, snacks, and a service project.

- Safe Conduct Policies will be followed at all times.
- Programming will be offered during hearings, plenary sessions, worship, and breakout meeting times on both Friday and Saturday. Programming will not be offered during meal periods. Parents will be expected to bring their children with them to all meals.

Note Location: Due to space restrictions, the Children’s Program will be held offsite from Annual Meeting at the Sheraton Hotel.

Costs: While child care costs will be subsidized by the overall Annual Meeting budget there will also be a cost to parents as follows: | Friday afternoon and evening: $30 per child | Saturday: $30 per child | Full meeting (Friday and Saturday): $60 per child |. We regret that we are unable to offer discounts for partial days.
The Joy of Delegates
The Annual Meeting of the Massachusetts Conference of the United Church of Christ is one of three events meant to enrich the lives and faith of our churches and their members. The Annual Meeting theme continues into Super Saturday events scheduled the following fall and spring. It is our hope that these experiences will be offered widely so that the insights and learnings can be brought home to the heart of your congregation’s life. Please consider ways that more members of your congregation can share in this gathering of our people of faith.

Business
In addition to matters related to creating a potential new conference, delegates will act on a proposed resolution to become an Immigrant-Welcoming Conference, and a recommendation from the Board of Directors to allow Faith United Parish, Fitchburg to close by merging with the Conference. Delegates will also take actions related to the Conference budget and nominations.

Registration
Registration materials were emailed to each church and to all clergy in the Conference. They are also available online at http://MACUCC.org/triconam, or by contacting Deb Holmes (holmesd@macucc.org; 508-875-5233 x248), or Nancy Stubbs (stubbsn@macucc.org; 508 875-5233 x222). As always, we hope that churches will consider delegate term limits to facilitate sharing and rotation of responsibility in our covenant together.

All delegates and guests NEED TO BE REGISTERED. The registration deadline is June 1, 2018. Our hosts at the MassMutual Center have strict deadlines about meal orders. Lunch cannot be guaranteed through the MassMutual Center for anyone registering after June 1.

Accommodations
We have reserved blocks of rooms at group rates at two local hotels. Delegates and guests are responsible for making their own reservations and paying the cost of accommodations, which is not included in the fee for Annual Meeting.

Hotel Information
Sheraton Springfield Monarch Place Hotel
1 Monarch Place, Springfield, MA 01144
(413) 233-9161 – Reference UCC
- Online reservations: https://goo.gl/zXhFK8
- $142.95 (includes taxes and fees)
- Parking is $10.00
Hotel is within walking distance (.2 miles) of MassMutual Center
Reserve by May 15, 2018

Hampton Inn West Springfield
1011 Riverdale St.,
West Springfield, MA 01089
(800) 426-7866 – Code: UCC
- $145.06 (includes taxes and fees)
- No Parking fee
- No reservation deadline

Going Green
Delegates are encouraged to bring a water bottle from home to use throughout the meeting. Remember to keep track of your water bottle so that it can return home with you.

Location
MassMutual Center
1277 Main St.
Springfield, MA 01103

Please see detailed directions for getting to and around the site, including parking information and links to maps, on page 7.
The MassMutual Center is located in Springfield’s Downtown section, minutes from hotels, bus and train stations. Patrons should enter the MassMutual Center at the entrance on the corner of Main Street and Bruce Landon Way.

**Traveling North on I-91**, take Exit 6 (Springfield Center), onto East Columbus Avenue. Continue up East Columbus Avenue (about ¼ mile) to Court Street. Take a right onto Court Street and proceed past Symphony Hall, City Hall and Sovereign Bank. The MassMutual Center is located at the corner of Court and Main Street across from Court Square.

**Traveling South on I-91**, take Exit 7 (Springfield Center Columbus Avenue). Turn left at the light at the end of the ramp. Circle under the highway and go straight through one light. Take a right at the second light onto Main Street. The MassMutual Center is located at 1277 Main Street across from Court Square.

**Traveling West on Rt. 90**, take Exit 6 off the Mass. Turnpike to Rt. 291. From Rt. 291 take Dwight Street Exit. Turn left at the end of the ramp and follow Dwight Street to the MassMutual Center.

**Traveling East on Rt. 90**, take Exit 4 onto I-91 South.

**Parking:**
The Civic Center Parking Garage which is located directly across from the MassMutual Center is offering event attendees a discounted rate of $7.00 per day. **This rate is only if you park on the 2nd parking level and above.** There are no in and out privileges for the garage. On street parking meters are free after 4:00PM on Friday and all day Saturday.
Report of the Board of Directors

Have you ever had one of those moments where you suddenly, and perhaps quite unexpectedly, felt amazed? I don’t know how it is for the other members of the Board of Directors, but that is how I feel every time we gather. Every time. Never fail. Amazed. The talents and gifts our Board members bring to the work of the conference are incredible and inspiring. Each meeting is a reminder to me of how powerful the baptismal vocation is for us all to be Christ’s hands and feet in the world.

One of the great spiritual practices of our time is purposefully investing in spiritual friendships. I have come to see that the work of our Board is grounded in the spiritual friendships we share as siblings in Christ. We usually laugh. Sometimes we cry. We share the stories of our lives and we talk of our varied ministries. We worship together, we learn together, and we dream together about how we might more fully make God’s love and justice real in our state and in the world.

I mention all this because this is precisely what makes the work of the board a holy enterprise. With pencils and pixels, budgets and by-laws, we have prayed and discerned our way through countless tasks, responsibilities, challenges, and opportunities. The opportunity to do this work of God is no accident. It has come through the wise, purposeful, and caring staff and conference leaders who serve our beloved Conference. Without them curating these moments, and bringing the fullness of their gifts, much of our work would be reduced to an uninspiring list of assorted tasks.

In so many ways 2017 was a stellar year. It was full of challenging work and vast opportunities for our Board to support and enrich the work that our churches and all our varied ministry settings are doing.

Since the call of the church is to bring Good News to the hurting, marginalized, forgotten, and abused people and situations of the world, our Board of Directors began the year by working through the first stage of Racial Justice training. Led by Toyan (T.J.) Harper, our incredible Racial Justice Associate, along with some of our equally gifted Associate Conference Ministers, the Board experienced firsthand how we can more fully embody the ideals of racial justice in our lives and in our churches. This program is available for all of our churches and we strongly encourage you to take time to invite T.J. to bring this powerful program to your community.

With deep gratitude to my predecessor, Vard Johnson, the Board has also made racial justice a priority in our meetings, with regular time dedicated to this important work. We are not only striving to embody the racial justice ideals of equality and equity in our Board’s composition, goals, and responsibilities, but we have prioritized anti-racism learning for all our local churches. We believe such work will lead the Massachusetts Conference towards the goal of becoming a more fully anti-racist, multi-cultural institution.

Another important area where our Conference Board worked at length involved guiding the natural evolution of partnering with our UCC friends and colleagues in Connecticut and Rhode Island. This unfolding and broadening relationship is a sign of the adaptive change that is taking place all around us. I am proud to say that our Board’s willingness to step out in exciting, new, and faithful ways was inspiring.

One way that we have done this is by expanding the staffing that we share with the Connecticut Conference. Since last August, T.J. Harper has been leading Racial Justice work not only in our Massachusetts Conference, but in the Connecticut Conference as well. Additionally, Debby Dionne, our Business Manager, has become the third member of our Mass Conference staff whose work is shared with the Connecticut Conference. Debby is now responsible for the Connecticut Conference’s accounting and budgeting functions, and is supervising their Accounting Assistant.

We all know the responsible and wise use of monetary assets is an important dimension of ministry. Continuing to raise money to support our Conference’s varied ministries has become an increasingly important need. To this end, we have taken advantage of some special gifts and short-term funding to hire Ms. Lee Gagen as our Fundraising and Development Specialist for an initial period of 18 months. Lee is supplementing and expanding the work that is already being done by our Associate Conference Minister for Stewardship and Financial Development, the Rev. Jonathan New. In the short amount of time Lee has been with us, she is already a deeply valued member of the conference team.

Because the local church is where ministry happens most powerfully, there has been an incredible burst of creativity, growth, and shared partnerships through the bi-annual events of Super Saturday. God gives every local church the tools it needs for mission and ministry, yet when we share these gifts with each other, we broaden and increase and multiply the impact that our churches have. Our Board has found great inspiration in Brian McLaren’s book The Great Spiritual Migration, so we were especially grateful for him being present with us at Super Saturday last March. As we did in 2016, we invited our friends from Rhode Island and Connecticut to partner with us in our learning by sharing their gifts and talents with us at our two Super Saturdays.

If you happened to be part of the historic shared June 2017 Annual Meeting, you will remember the winds of the Spirit blowing through the Hartford Convention Center.

-continued
Along with our faithful friends in the Connecticut and Rhode Island Conferences, we were treated to our denomination’s Minister and President, John Dorhauer, as our keynoter and worship preacher. His prophetic and inspiring leadership pointed us all to how we can be faithful to the rich historical legacies of our churches by actively responding to the new ministry opportunities unfolding before us.

After our three state conferences joined together for spirited worship and the consideration of a proposal to form a new and unified conference, each state’s delegates met for individual business meetings to explore this vision further. The proposal of a new conference is historic in that this is the first time since the forming of The United Church of Christ in 1957 that delegates have been asked to endorse the creation of a new UCC conference. The fruits of each Conference’s time of prayer, discussion, and discernment, led to an overwhelming majority endorsement for a more detailed proposal to be brought to the 2018 Annual Meeting.

Some of you may be wondering how all this came about. If so, I encourage you to look through the Advance Materials for this 2018 Annual Meeting. These documents summarize and include all the necessary information that covers the work of this past year in great detail. If you would like even more information on the conversations and steps taken that led up to this past year, I invite you to look on our Conference’s website. There is an entire section devoted to the ‘Together, As One’ proposal that is before us at this 2018 Annual Meeting.

Another exciting area our Board has been exploring is the ecumenical development that has been deepening with our friends in the Episcopal Diocese of Western Massachusetts. At their January 2017 convention they voted to enter into an intentional year of exploration with their neighboring UCC churches. In a number of towns and cities throughout the western part of our state, there are already cooperative working relationships between UCC and ECUSA churches. Some are shared events between local congregations. Others involve partnering together to minister to their larger community. Still other opportunities involve shared statewide ministries that find us working together in advocacy and leadership throughout the state. The hope that springs up between both denominations is that we might create and explore ways to pray and dialogue together, thereby nurturing a spirit of understanding and respect that may lead us to further collaboration in mission and ministry.

As of June 30th 2018 our beloved Conference Minister and President, The Rev. Dr. Jim Antal, will be entering into retirement after having faithfully served our conference for the past twelve years. Much of what makes our Conference a leader throughout our denomination is directly due to Jim’s visionary and prophetic leadership. Since this will be our final Annual Meeting together, there will be opportunities to thank him, to celebrate his lasting contributions, and to wish him well in the next stage of his journey of faith and life.

On a particularly proud note, Jim was recently honored by Yale Divinity School as the recipient of the William Sloan Coffin Award for Peace and Justice. Drawing on his years of climate change ministry, his new book, Climate Church, Climate World: How People of Faith Must Work for Change has just been published by Rowman & Littlefield. We not only hope you will read this for yourself, but more importantly do something with this in the life of your local church.

In light of our upcoming leadership changes, the Board of Directors voted unanimously in naming The Rev. Don Remick as our Interim Transitional Conference Minister to lead us through this time of transition. Don brings an incredible array of practical ministry skills and talents, and a deep love for the work of the local church. We have full confidence that his expertise will be a gift to us, as he becomes our shepherd and guide in the days ahead.

There is no way to thank everyone who supported the work of the Board of Directors this past year, and any attempt at doing so inevitably leaves someone out, but our shared gratitude goes to Dawn Hammond who has faithfully guided our work and kept us on track. On behalf of the entire Board, we are grateful for the ministries of all our local churches as we continue to make God’s love and justice ever more real in our world.

“**In so many ways 2017 was a stellar year. It was full of challenging work and vast opportunities for our Board to support and enrich the work that our churches and all our varied ministry settings are doing.”**
I’m delighted to share the news that the Conference ended 2017 with a substantial surplus of income over expenses. God’s abundance is especially evident to your Board this year, helped along by Christian generosity and some very careful management of resources.

There were several components to this outcome:

1. First and foremost, our churches deserve credit! Support for our shared ministries was $47,000 higher than we had budgeted for 2017.

2. New staff sharing arrangements with the Connecticut Conference in the areas of racial justice ministries and financial management resulted in savings of about $50,000.

3. Staff transitions and reconfiguration of staff at the Framingham site, along with some short-term vacancies, saved another $30,000 in personnel costs during the course of the year.

4. Staff travel costs were $12,000 less than budgeted, largely due to increasing use of teleconferencing. (Beyond this financial savings, my rough calculation shows that the reduced miles also kept about nine tons of carbon out of the atmosphere!)

5. Many program events were over-subscribed, resulting in $17,000 more program income than had been anticipated, while program efficiencies resulted in another $20,000 in savings.

More significant than the financial savings was the impact on our churches, as more of our congregational leaders took advantage of the high-quality, low-cost training and networking opportunities offered in the Conference setting.

The result was a surplus of about $117,000 in place of a budgeted deficit of $49,300. We give thanks for the generosity of our churches, whose commitment to living the love and justice of Jesus together makes possible everything we do as a conference of churches. We give thanks also for the creativity and accountability of our staff, who have done more superb ministry this year, with fewer dollars, than we knew was possible.

You will find more details in the financial statements for 2017 on pages 12-13 of these Advance Materials. There you will also see that the Board has determined to use $70,000 of the unanticipated savings to enhance this year’s capital budget. As in many of our churches, the need for office equipment and building maintenance had far outstripped our original resources for the year, so it is a great blessing to be able to allocate more funds for this purpose. These improvements will increase our productivity and benefit every congregation (and even the planet).

And, the Board has allocated $10,000 to throw a really good retirement party, open to all, to raise money for his legacy and celebrate the 12 years of exceptional Conference leadership of our Minister and President Jim Antal!

2018 Budget Revisions

Based on 2017 results, the Board made revisions to the 2018 budget which was presented to Annual Meeting last June. Projections for receipts from churches (United Church Mission, Basic Support, and Dues) were increased slightly, from about $1,577,500 to $1,609,835. Minor changes were made to projections of endowment income, conference center revenue and use of restricted gifts. The resulting budget shows a projected deficit of $75,000, consistent with last year’s Annual Meeting vote.

2019 Budget

The budget proposed by the Board for 2019 also appears on pages 12-13 of these Advance Materials. It represents our ongoing attempt to use all possible resources to assist our churches and carry out our common mission. The proposed budget shows anticipated income of $2,380,400, expenses of $2,446,650, and a transfer from operating reserves of $66,250.

On the income side, the proposed budget would hold constant the sharing ratios for both United Church Mission and Basic Support at 50% and 30%, respectively. (Because UCM churches do not pay Dues, these percentages are comparable in their effects.) Our assumption is that these sources of giving will continue to decline gradually, as they have for many years.

The Board of Directors recommends that Fellowship Dues for 2019 be set at $20.00 per member, consistent with the 1993 vote of the Annual Meeting which ties Dues increases to increases in reported local church expenses. This represents an increase of fifty cents per member, or 2.6%, over the 2018 Dues rate.

The proposed budget includes a modest decrease in the utilization rates on all endowments. The new Investment Committee, affirmed by vote of the 2016 Annual Meeting, has advised that our utilization rates in recent years (ranging from five to 5½ percent, based on a three-year rolling average), are likely unsustainable. The revised 2018 budget and the 2019 budget each
include a quarter-percent reduction in utilization rates, with a
goal of reaching four percent utilization on all endowments by 2021.

At the same time, the budget includes a modest increase in endowment
income based on improved performance of the markets and increases to
endowment principal in recent years.

Staff costs show a modest reduction due to the anticipated end of the terms
of two short-term hires funded by special gifts. These are our half-time
Racial Justice Associate (shared with Connecticut) and our Fundraising and
Development Specialist. Based on their productivity, your Board would
love to be able to extend these positions, and will remain alert for
resources that might make this possible. Imbedded in the reduced staff line is a 2% increase to
overall personnel costs for ongoing staff positions.

Other income and expense lines are essentially level with the 2018 budget.

The Board recommends the use of $66,250 from the Operating
Budget Stabilization Fund, should it be necessary, to reduce the
projected 2019 deficit to zero. It is worth noting that such transfers have been budgeted, but not needed, in each of the
past six years.

Update on Ashland Land

The 2018 Annual Meeting granted to the Board of Directors permission to sell Conference-owned land along Winter Street in Ashland, if it determines that such a sale is in the interests of the Conference. The goal would be to increase the Conference endowment, strengthening one of the income streams that supports our shared ministries. Research of the possible land sale is still underway; I hope to have further news for you by the time I see you at Annual Meeting.

Proposed Merger with Faith United Parish, Fitchburg

As has been the case at several recent Annual Meetings, delegates will be asked in June to approve the request of one of our local congregations to close by merging with the Conference. Faith United Parish, Fitchburg has discerned that its ministry as a congregation is complete, and would like to avoid the effort and expense of a full legal dissolution process. I anticipate that the Board of Directors will vote to recommend this merger at our upcoming meeting in May. There is always heartbreak in a congregation’s decision to close. But there is also gratitude for so much good work accomplished, and faithful-ness, as the closing congregation plants seeds of new ministry through legacy gifts to other settings of the UCC.

Together, As One

A key task which may lie ahead, for your Finance Committee and Board of Directors, concerns ‘due diligence’ about the proposed formation of a new Conference. If the Annual Meetings of the three existing conferences (Massachusetts, Connecticut and Rhode Island) vote to proceed, there will follow a period of several months of intensive sharing of information about assets, liabilities, income and expense histories, investments, insurance, personnel, and many other matters. Be assured that, should the delegates affirm this project, we will do our best to ensure that our capacity for ministry will be enhanced by the synergy and collaboration embodied in a new conference.

Remembering that hope does not disappoint us, your Board looks forward to whatever changes God has in store for our conference of churches. Thank you for your support, your faith and your vision, as together we seek to live the love and justice of Jesus!
# 2019 Proposed Budget

Recommended by the Board of Directors

## Operating Revenue

<table>
<thead>
<tr>
<th>Description</th>
<th>2017 Revised Budget</th>
<th>2017 Actual Pre-Audit</th>
<th>2018 Revised Budget</th>
<th>2019 Proposed Budget</th>
</tr>
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<tbody>
<tr>
<td>Total United Church Mission Receipts</td>
<td>618,200</td>
<td>823,561</td>
<td>764,900</td>
<td>742,000</td>
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<tr>
<td>Remitted to National UCC</td>
<td>-185,400</td>
<td>-293,386</td>
<td>-267,715</td>
<td>-259,700</td>
</tr>
<tr>
<td>United Church Mission Retained</td>
<td>432,800</td>
<td>530,175</td>
<td>497,185</td>
<td>482,300</td>
</tr>
<tr>
<td>Total Basic Support Receipts*</td>
<td>1,023,300</td>
<td>907,607</td>
<td>867,800</td>
<td>841,800</td>
</tr>
<tr>
<td>Remitted to National UCC</td>
<td>-511,650</td>
<td>-434,133</td>
<td>-433,900</td>
<td>-420,900</td>
</tr>
<tr>
<td>Basic Support Retained</td>
<td>511,650</td>
<td>473,474</td>
<td>433,900</td>
<td>420,900</td>
</tr>
<tr>
<td>Fellowship Dues</td>
<td>682,500</td>
<td>670,655</td>
<td>644,750</td>
<td>625,400</td>
</tr>
<tr>
<td>Annual Fund</td>
<td>17,000</td>
<td>23,459</td>
<td>34,000</td>
<td>68,000</td>
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<tr>
<td><strong>Total Support from Churches</strong></td>
<td>1,643,950</td>
<td>1,697,763</td>
<td>1,609,835</td>
<td>1,596,600</td>
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<tr>
<td>Use of Restricted Gifts</td>
<td>417,250</td>
<td>411,232</td>
<td>472,250</td>
<td>403,500</td>
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<tr>
<td>Income from General Endowment</td>
<td>110,500</td>
<td>117,500</td>
<td>114,700</td>
<td>120,000</td>
</tr>
<tr>
<td>Net Conference Center Revenue</td>
<td>90,900</td>
<td>99,945</td>
<td>84,100</td>
<td>86,800</td>
</tr>
<tr>
<td>Program and Event Income</td>
<td>117,700</td>
<td>134,175</td>
<td>159,500</td>
<td>159,500</td>
</tr>
<tr>
<td>Miscellaneous Income</td>
<td>16,850</td>
<td>14,628</td>
<td>16,850</td>
<td>14,000</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING REVENUE</strong></td>
<td>2,397,150</td>
<td>2,475,243</td>
<td>2,457,235</td>
<td>2,380,400</td>
</tr>
</tbody>
</table>

## Operating Expenses

<table>
<thead>
<tr>
<th>Description</th>
<th>2017 Revised Budget</th>
<th>2017 Actual Pre-Audit</th>
<th>2018 Revised Budget</th>
<th>2019 Proposed Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salaries &amp; Benefits</td>
<td>1,717,750</td>
<td>1,637,481</td>
<td>1,765,900</td>
<td>1,685,000</td>
</tr>
<tr>
<td>Travel Reimbursement</td>
<td>88,000</td>
<td>75,164</td>
<td>88,550</td>
<td>80,000</td>
</tr>
<tr>
<td>Staff Devt, Sabbatical Coverage, Searches</td>
<td>14,500</td>
<td>14,315</td>
<td>12,950</td>
<td>12,900</td>
</tr>
<tr>
<td><strong>Total Staff Costs</strong></td>
<td>1,820,250</td>
<td>1,726,960</td>
<td>1,867,400</td>
<td>1,777,900</td>
</tr>
<tr>
<td>Program Events &amp; Trainings</td>
<td>156,325</td>
<td>138,330</td>
<td>163,750</td>
<td></td>
</tr>
<tr>
<td>Print &amp; Web Resources</td>
<td>21,325</td>
<td>15,616</td>
<td>14,300</td>
<td></td>
</tr>
<tr>
<td>Grants</td>
<td>55,400</td>
<td>45,855</td>
<td>57,400</td>
<td></td>
</tr>
<tr>
<td>Communities of Practice &amp; Other Groups</td>
<td>44,050</td>
<td>41,526</td>
<td>59,150</td>
<td></td>
</tr>
<tr>
<td>Consultants</td>
<td>1,500</td>
<td>14,271</td>
<td>22,700</td>
<td></td>
</tr>
<tr>
<td>Meetings, Travel</td>
<td>19,250</td>
<td>19,178</td>
<td>16,100</td>
<td></td>
</tr>
<tr>
<td>Dues, Subscriptions, Recognitions, Scholarships</td>
<td>8,200</td>
<td>8,953</td>
<td>13,600</td>
<td></td>
</tr>
<tr>
<td><strong>Total Program Costs</strong></td>
<td>306,050</td>
<td>283,729</td>
<td>347,000</td>
<td>347,000</td>
</tr>
<tr>
<td>Annual Meeting, Synod, Board &amp; Staff Meetings</td>
<td>44,300</td>
<td>71,243</td>
<td>49,100</td>
<td>48,900</td>
</tr>
<tr>
<td>Legal, Audit, Contingencies</td>
<td>60,000</td>
<td>63,910</td>
<td>66,800</td>
<td>67,600</td>
</tr>
<tr>
<td>Development Costs</td>
<td>7,400</td>
<td>5,055</td>
<td>7,400</td>
<td>7,500</td>
</tr>
<tr>
<td>Regional Office Costs</td>
<td>15,850</td>
<td>13,252</td>
<td>15,400</td>
<td>15,550</td>
</tr>
<tr>
<td>Telecommunications, Web &amp; Network Support</td>
<td>37,000</td>
<td>38,011</td>
<td>34,000</td>
<td>35,900</td>
</tr>
<tr>
<td>Office Equipment &amp; Supplies</td>
<td>38,300</td>
<td>34,251</td>
<td>37,900</td>
<td>37,100</td>
</tr>
<tr>
<td>Framingham Office Rent, Maint</td>
<td>117,300</td>
<td>121,341</td>
<td>107,200</td>
<td>109,200</td>
</tr>
<tr>
<td><strong>Total Institutional Costs</strong></td>
<td>320,150</td>
<td>347,063</td>
<td>317,800</td>
<td>321,750</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING EXPENSES</strong></td>
<td>2,446,450</td>
<td>2,357,752</td>
<td>2,532,200</td>
<td>2,446,650</td>
</tr>
</tbody>
</table>

## Operating Excess/Deficit

<table>
<thead>
<tr>
<th>Description</th>
<th>2017 Revised Budget</th>
<th>2017 Actual Pre-Audit</th>
<th>2018 Revised Budget</th>
<th>2019 Proposed Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operating Excess/Deficit</strong></td>
<td>-49,300</td>
<td>-117,491</td>
<td>-75,000</td>
<td>-66,250</td>
</tr>
</tbody>
</table>

## Proposed Transfers:

- From Operating Budget Stabilization Fund: 49,300
- To Capital Budget: 70,000
- To M&P Retirement Gathering: 10,000

## Net Effect on Operating Fund

<table>
<thead>
<tr>
<th>Description</th>
<th>2017 Revised Budget</th>
<th>2017 Actual Pre-Audit</th>
<th>2018 Revised Budget</th>
<th>2019 Proposed Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net Effect on Operating Fund</strong></td>
<td>0</td>
<td>37,491</td>
<td>0</td>
<td>0</td>
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</tbody>
</table>
## 2019 Use of Restricted Gifts

<table>
<thead>
<tr>
<th>Use of Restricted Gifts - Detail:</th>
<th>2017 Revised Budget</th>
<th>2017 Actual</th>
<th>2018 Revised Budget</th>
<th>2019 Proposed Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sustaining Pastoral Excellence — Restricted</td>
<td>44,500</td>
<td>44,500</td>
<td>39,000</td>
<td>35,600</td>
</tr>
<tr>
<td>Sustaining Pastoral Excellence — Special</td>
<td>13,800</td>
<td>13,800</td>
<td>14,000</td>
<td>14,000</td>
</tr>
<tr>
<td>21st Century Congregations</td>
<td>0</td>
<td>0</td>
<td>16,000</td>
<td>16,000</td>
</tr>
<tr>
<td>Minnie's Seaside Rest</td>
<td>30,600</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Everett Fund</td>
<td>38,600</td>
<td>38,600</td>
<td>41,600</td>
<td>40,000</td>
</tr>
<tr>
<td>Gift &amp; Promise Endowment Income</td>
<td>145,500</td>
<td>161,800</td>
<td>138,050</td>
<td>125,500</td>
</tr>
<tr>
<td>Barnes Fund J&amp;W ministries</td>
<td>28,340</td>
<td>0</td>
<td>19,100</td>
<td>35,300</td>
</tr>
<tr>
<td>Blake Fund</td>
<td>52,460</td>
<td>56,384</td>
<td>28,100</td>
<td>0</td>
</tr>
<tr>
<td>BCMHE Fund</td>
<td>17,000</td>
<td>16,037</td>
<td>16,000</td>
<td>16,000</td>
</tr>
<tr>
<td>Strengthen the Church</td>
<td>5,000</td>
<td>5,000</td>
<td>5,000</td>
<td>5,000</td>
</tr>
<tr>
<td>Youth &amp; Young Adult Fund</td>
<td>10,000</td>
<td>10,000</td>
<td>10,000</td>
<td>10,000</td>
</tr>
<tr>
<td>Church Dev't &amp; Renewal Funds</td>
<td>17,250</td>
<td>9,211</td>
<td>14,000</td>
<td>14,000</td>
</tr>
<tr>
<td>Justice &amp; Witness Funds</td>
<td>11,200</td>
<td>19,144</td>
<td>11,000</td>
<td>11,000</td>
</tr>
<tr>
<td>Craigville-related residual funds</td>
<td>0</td>
<td>36,206</td>
<td>111,850</td>
<td>76,100</td>
</tr>
<tr>
<td>Other Funds</td>
<td>3,000</td>
<td>550</td>
<td>8,550</td>
<td>5,000</td>
</tr>
<tr>
<td>Total Use of Restricted Gifts</td>
<td>417,250</td>
<td>411,232</td>
<td>472,250</td>
<td>403,500</td>
</tr>
</tbody>
</table>

## 2019 Retreat Center Proposed Budget

Recommended by the Board of Directors

<table>
<thead>
<tr>
<th>Framingham</th>
<th>2017 ACTUAL</th>
<th>2018 BUDGET</th>
<th>2019 PROPOSED</th>
</tr>
</thead>
<tbody>
<tr>
<td>UCC Center (Cost Allocation)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Internal Rents</td>
<td>212,600</td>
<td>189,400</td>
<td>193,200</td>
</tr>
<tr>
<td>Expenses</td>
<td>-148,819</td>
<td>-166,900</td>
<td>-170,200</td>
</tr>
<tr>
<td>Net Income (Expense)</td>
<td>63,781</td>
<td>22,500</td>
<td>23,000</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Edwards House</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>212,366</td>
<td>179,700</td>
<td>183,400</td>
</tr>
<tr>
<td>Expenses</td>
<td>-243,111</td>
<td>-209,100</td>
<td>-212,400</td>
</tr>
<tr>
<td>Net Income (Expense)</td>
<td>-30,745</td>
<td>-29,400</td>
<td>-29,000</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Pilgrim Day Camp</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>820,297</td>
<td>860,000</td>
<td>877,200</td>
</tr>
<tr>
<td>Expenses</td>
<td>-753,388</td>
<td>-769,000</td>
<td>-784,400</td>
</tr>
<tr>
<td>Net Income (Expense)</td>
<td>66,909</td>
<td>91,000</td>
<td>92,800</td>
</tr>
</tbody>
</table>

| Total Sites Net Income (Exp) | 99,945 | 84,100 | 86,800 |
# 2018 Program Ministry Councils Budget

<table>
<thead>
<tr>
<th></th>
<th>2017 Actual</th>
<th>2018 Budgeted</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Program Income</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Clergy Leadership Retreats and Trainings</td>
<td>0</td>
<td>11,400</td>
</tr>
<tr>
<td>Lay Leadership Retreats and Trainings</td>
<td>36,024</td>
<td>47,850</td>
</tr>
<tr>
<td>Church Development Events</td>
<td>0</td>
<td>2,300</td>
</tr>
<tr>
<td>Justice and Witness</td>
<td>0</td>
<td>11,500</td>
</tr>
<tr>
<td>Community of Practice Income</td>
<td>43,227</td>
<td>45,850</td>
</tr>
<tr>
<td>Super Saturday Income</td>
<td>54,924</td>
<td>40,600</td>
</tr>
<tr>
<td><strong>Total Program Income</strong></td>
<td>134,175</td>
<td>159,500</td>
</tr>
<tr>
<td><strong>Program Expense:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Program/Training</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Clergy Leadership Development</td>
<td>16,010</td>
<td>19,950</td>
</tr>
<tr>
<td>Lay Leadership Development</td>
<td>34,436</td>
<td>51,050</td>
</tr>
<tr>
<td>Church Development</td>
<td>16,371</td>
<td>9,500</td>
</tr>
<tr>
<td>Justice and Witness</td>
<td>13,928</td>
<td>35,350</td>
</tr>
<tr>
<td>Conference-wide</td>
<td>57,585</td>
<td>47,900</td>
</tr>
<tr>
<td><strong>Total Programs &amp; Trainings</strong></td>
<td>138,330</td>
<td>163,750</td>
</tr>
<tr>
<td><strong>Print and Web Materials</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Clergy Development</td>
<td>0</td>
<td>1,000</td>
</tr>
<tr>
<td>Lay Development</td>
<td>4,355</td>
<td>2,800</td>
</tr>
<tr>
<td>Church Development</td>
<td>247</td>
<td>500</td>
</tr>
<tr>
<td>Justice and Witness</td>
<td>202</td>
<td>1,000</td>
</tr>
<tr>
<td>Conference-wide</td>
<td>10,812</td>
<td>9,000</td>
</tr>
<tr>
<td><strong>Total Print &amp; Web Materials</strong></td>
<td>15,616</td>
<td>14,300</td>
</tr>
<tr>
<td><strong>Grants</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Conference-wide</td>
<td>45,855</td>
<td>57,400</td>
</tr>
<tr>
<td><strong>Total Grants</strong></td>
<td>45,855</td>
<td>57,400</td>
</tr>
<tr>
<td><strong>Groups/Communities of Practice</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Clergy Development</td>
<td>34,026</td>
<td>49,550</td>
</tr>
<tr>
<td>Lay Development</td>
<td>7,500</td>
<td>9,600</td>
</tr>
<tr>
<td><strong>Total Groups/Communities of Practice</strong></td>
<td>41,526</td>
<td>59,150</td>
</tr>
<tr>
<td><strong>Consultants</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Clergy Development</td>
<td>0</td>
<td>500</td>
</tr>
<tr>
<td>Lay Development</td>
<td>14,271</td>
<td>22,200</td>
</tr>
<tr>
<td><strong>Total Consultants</strong></td>
<td>14,271</td>
<td>22,700</td>
</tr>
</tbody>
</table>

CONTINUED ON NEXT PAGE
## 2018 Program Ministry Councils Budget

- **Continued from previous page**

<table>
<thead>
<tr>
<th>Scholarship Area</th>
<th>2017 Actual</th>
<th>2018 Budgeted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clergy Development</td>
<td>500</td>
<td>5,800</td>
</tr>
<tr>
<td>Lay Development</td>
<td>4,046</td>
<td>800</td>
</tr>
<tr>
<td>Justice and Witness</td>
<td>0</td>
<td>1,200</td>
</tr>
<tr>
<td>Common to All</td>
<td>0</td>
<td>1,000</td>
</tr>
<tr>
<td><strong>Total Scholarships</strong></td>
<td><strong>4,546</strong></td>
<td><strong>8,800</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Area</th>
<th>2017 Actual</th>
<th>2018 Budgeted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clergy Development</td>
<td>5,926</td>
<td>3,900</td>
</tr>
<tr>
<td>Lay Development</td>
<td>869</td>
<td>1,500</td>
</tr>
<tr>
<td>Church Development</td>
<td>929</td>
<td>2,300</td>
</tr>
<tr>
<td>Justice and Witness</td>
<td>9,601</td>
<td>4,500</td>
</tr>
<tr>
<td>Conference-wide</td>
<td>1,853</td>
<td>3,900</td>
</tr>
<tr>
<td><strong>Total Meetings, Travel, Logistics</strong></td>
<td><strong>19,178</strong></td>
<td><strong>16,100</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Area</th>
<th>2017 Actual</th>
<th>2018 Budgeted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clergy Development</td>
<td>1,000</td>
<td>600</td>
</tr>
<tr>
<td>Lay Development</td>
<td>1,000</td>
<td>1,400</td>
</tr>
<tr>
<td>Conference-wide</td>
<td>2,407</td>
<td>2,800</td>
</tr>
<tr>
<td><strong>Total Dues, Subscriptions, Recognitions</strong></td>
<td><strong>4,407</strong></td>
<td><strong>4,800</strong></td>
</tr>
</tbody>
</table>

**Net Program Cost**

<table>
<thead>
<tr>
<th></th>
<th>2017 Actual</th>
<th>2018 Budgeted</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>283,729</td>
<td>347,000</td>
</tr>
</tbody>
</table>

### Proposed 2019 Budget Votes

The Board of Directors recommends to the 219th Annual Meeting:

**OCWM RETENTION**

A. The 219th Annual Meeting determines that 50% of OCWM Basic Support received in 2019 be forwarded to the National setting of the United Church of Christ.

**UNITED CHURCH MISSION SHARING RATIO**

B. The 219th Annual Meeting determines that 30% of United Church Mission support received in 2019 be forwarded to the National setting of the United Church of Christ.

**FELLOWSHIP DUES**

C. The 219th Annual Meeting sets 2019 Fellowship Dues at $20.00 per church member as reported December 31, 2018.

**2019 INCOME AND EXPENSE**

D. The 219th Annual Meeting adopts a 2019 budget with income of $2,380,400, expenses of $2,446,650, and a transfer from operating reserves of $66,250.
I. Resolutions shall conform to the provisions explained below.

A. A resolution is any main motion presented to the Annual Meeting for action. Resolutions may be related to: (1) procedure; (2) courtesy; (3) structure and organization; or (4) issues of Christian conviction.

B. Resolutions adopted by an Annual Meeting are formal expressions of that particular body. The Annual Meeting may speak to the churches of the Massachusetts Conference, to the wider church, the government, or the society. It does not speak for the churches of the Massachusetts Conference. Resolutions may direct or make requests of the Board of Directors or Officers of the Conference; they may not direct persons or units responsible to the Board or Officers including ministry councils and staff.

C. Resolutions may be submitted by: (1) the Board of Directors; (2) ministry councils; (3) any local church congregational meeting or governing board authorized to act for it; or (4) any meeting of an Association or Association Board of Directors or Executive Committee. No more than two resolutions may be submitted by any body except the Board of Directors.

D. Resolutions intended for submission to the next General Synod must include at least two proposers who are delegates to that General Synod.

E. All resolutions must be clear in language and intent and factually correct, or the Business Committee may determine that they cannot be presented for consideration. Proposers must be prepared to present and defend the resolution at an Annual Meeting hearing and when the resolution comes up for a vote.

F. Resolutions related to issues of Christian conviction will follow either a one- or a two-meeting cycle at the discretion of the Business Committee. This means that a resolution will either be presented and acted upon during the course of a single Annual Meeting, or presented initially at one Annual Meeting and acted on at the subsequent Annual Meeting. Assignments to a one- or two-meeting process will be made in consultation with the proposers of the resolution.

1) In general, a resolution will be accepted for action at the upcoming Annual Meeting when the topic of the resolution is so time-dependent that up to a year’s study would cause it to be moot.

2) A less urgent resolution will generally be accepted for action at the upcoming Annual Meeting when it meets the following criteria:

   a. The Business Committee believes the resolution will command wide support among delegates without a great deal of study and discernment;

   b. The proposers show evidence that they have already done substantial grassroots organizing on the matter – by, for example, engaging other groups to join them in making the proposal, or holding events or meetings to build support among the churches of the Conference;

   c. The resolution includes a clear and specific action plan for implementation, and the proposers are ready to participate in the implementation plan.

3) A resolution will generally be assigned to a process spanning two meetings when:

   a. The Business Committee deems the issue to be complex and multifaceted enough that understanding and consensus will not come easily to the plenary session, and therefore more study and discernment would be helpful;
b. The process of grassroots organizing and education on the issue is still in its early stages;

c. It is not yet clear what actions are proposed, or there is not yet a group personally committed to implementing the actions.

A two-meeting resolution will proceed as follows: At the first Annual Meeting, proposers of a resolution will present information and resources related to the topic of the resolution to a gathering of interested persons at the Annual Meeting. During the months following this initial gathering, the proposers will facilitate education, discernment and the development of an action plan through meetings with local churches and/or Associations. The proposers will recommend the resolution and action plan to the next year’s Annual Meeting for adoption by the delegates.

G. In the allocation of plenary time, resolutions of Christian conviction proposed by two or more groups acting in concert will be given priority over those proposed by a single group.

H. All resolutions of Christian conviction will be given an open hearing prior to their presentation to the Annual Meeting plenary. Following the presentation of the resolution by its makers, the hearing's moderator will solicit comments, both pro and con, from those in attendance at the hearing. Equal time will be given to both sides of the issue if there are essentially equal numbers of participants for and against the resolution. The moderator of the hearing will work with the proposers and dissenters of the resolution to try to find a common ground, acceptable to the makers. If there is common ground acceptable to the majority in attendance but unacceptable to the makers, the moderator of that hearing may recommend a voice from that majority to present that opposing view to the plenary as stated in II.F.

I. Resolutions of procedure, courtesy, or structure and organization may be given open hearing time if deemed appropriate by the Business Committee.

J. Proposals in resolutions dealing with staffing, programming, or program assignments shall be in the form of recommendations to the Board of Directors, which is charged by the MACUCC Bylaws with staff employment and direction as well as program development and coordination.

K. Resolutions related to issues of Christian conviction shall conform to the following provisions:

   1) With the exception of resolutions which have been submitted to the Business Committee of the General Synod of the United Church of Christ, resolutions presented to the Annual Meeting shall not be longer than two sides of one sheet and shall use a format that includes (1) a title; (2) a statement explaining the biblical-theological mandate for the resolution; (3) a statement clarifying why the proposed action plan should be adopted by the Annual Meeting at this time; (4) a statement of action to be taken including, where appropriate, implementers, time lines, and funding*, and (5) the name(s) of the proposer(s) (see C).

   2) Resolutions presented to the Annual Meeting which have also been submitted, or which the proposers intend to submit, to the Business Committee of the General Synod shall conform to the requirements of the Standing Rules of the General Synod.

The Board of Directors may submit resolutions and other actions directly to the Annual Meeting. Resolutions from other sources (see C) related to structure and organization (excluding budget*) or issues of conviction
are to be submitted to the Business Committee at least 120 days before the Annual Meeting and sent to the churches at least 45 days before the meeting.

Resolutions to be presented for action at the upcoming Annual Meeting may be referred by the Business Committee to the appropriate Conference body (Board of Directors, ministry council or other) for a recommendation of action by the Annual Meeting. Any resulting recommendations will be reported to the Annual Meeting by the Business Committee.

Resolutions from other sources related to structure and organization (excluding budget*) or issues of conviction which are received less than 120 days before the Annual Meeting, or during the meeting, shall be submitted by the proposers to the Business Committee in sufficient quantity for distribution to delegates. All resolutions which fail to meet the 120-day deadline shall be reported by the Business Committee to the meeting after all other items of business are concluded. Each such resolution shall be referred to the appropriate MACUCC body unless the rules are suspended (requires a two-thirds vote) or unless the Business Committee determines that a resolution could not have been submitted in conformance with the deadline because it deals with subject matter which could not have been anticipated at that time. In this case, the Business Committee will accept the resolution for presentation to the Annual Meeting for action as long as it conforms with the provisions above.

II. Debate shall conform to the provisions listed below.

A. Voting members and others wishing to be recognized shall obtain use of a microphone, address the chair, and identify themselves by name and church.

B. Pro and con microphones may be designated by the Moderator as needed.

C. A delegate placing a motion before the body must make the motion and have it seconded before speaking to the motion.

D. A delegate may not speak on an issue and conclude by moving the previous question.

E. No one may speak to the same debatable motion more than twice except to answer questions from the floor or the chair.

F. A maker, or the designee of the makers, of a motion has a maximum of three minutes for the first speech in favor of the resolution. A maximum of three minutes is also allowed for the first speech in opposition of the motion. Each of these initial pro and con speeches should include a statement of the theological basis for the speaker’s stance. Subsequent speakers, pro and con, are limited to 90 seconds each.

G. Main motions not relating to procedure and not distributed in printed material shall be presented to the Business Committee in writing, signed by the maker and a seconder. Only voting members may make motions.

H. A motion to limit or extend the limits of debate is itself debatable; such motions require a second
and a two-thirds vote unless decided by general consent.

I. No amendment from the floor shall be in order before a second speaker in favor and a second speaker opposed to the pending resolution have had the opportunity to be heard.

J. No more than one amendment will be considered at a time. Anyone wishing to offer an alternative amendment later should announce that intention before action is completed on the pending amendment. Debate on amendments and all other motions other than main motions shall not exceed 10 minutes. Any amendment that changes the general intent of the original main motion will be declared out of order by the Moderator.

K. All amendments must be submitted in writing before presentation. Amendments of more than 35 words must be submitted to the Business Committee in time to be entered into a computer for on-screen projection before debate commences on the related main motion. Amendments of 35 words or less may be proposed from the floor and must be presented to the Moderator, signed by the maker and a seconder.

L. Non-members, not otherwise authorized to speak, may speak only by a two-thirds vote of the Annual Meeting.

M. Out of compassion and respect for each other, there shall be no applause or floor demonstrations when a motion passes or fails unless the vote on that motion has been unanimous.

III. All matters of business presented to the Conference Meeting shall be referred to the Business Committee unless referred to some other committee by special vote of the Conference. All matters of business referred to the Business Committee shall be reported for action before the final adjournment of the meeting.

IV. All those desiring to have materials distributed at plenary sessions of the Annual Meeting must receive the prior permission of the Business Committee before distribution can be made.

V. These Standing Rules shall remain in effect until changed by a vote of a subsequent Annual Meeting or Special Meeting, or unless modified between Conference meetings by a vote of the Board of Directors for the purpose of collaboration with the Connecticut and Rhode Island Conferences of the United Church of Christ.

* The Massachusetts Conference Bylaws require that "Changes to the proposed budget will be considered at an Annual Meeting only if a written proposal outlining the desired changes to the proposed budget and signed by at least five members of the Annual Meeting has been filed with the Treasurer at least two weeks prior to the date of the Annual Meeting. However, changes to the proposed budget may be considered at the Annual Meeting if two-thirds of the delegates present vote to consider such proposal." (Article IX, 1)
RESOLUTION OF WITNESS:
ON BECOMING AN IMMIGRANT-WELCOMING CHURCH
Submitted by the Justice and Witness Council
of the Massachusetts Conference, United Church of Christ

SUMMARY
This resolution calls on the Massachusetts Conference of the United Church of Christ (MACUCC) and its congregations to become Immigrant Welcoming as it recognizes the ongoing struggles of refugees and migrants who come to the United States seeking safety, security, freedom and opportunity but instead experience suffering as they fear raids, deportation, and witness their families being torn apart. It further encourages the development of policies to facilitate this. The 2016 Annual Meeting of the MACUCC voted to sponsor a similar resolution to General Synod, but it explicitly did not vote to declare itself Immigrant Welcoming. Therefore, this resolution acts upon the resolution adopted by the Thirty-first General Synod.

BIBLICAL, THEOLOGICAL AND ETHICAL RATIONALE
Our Jewish and Christian traditions honor the text from Leviticus 19:33-34 (adapted from NRSV): “When an immigrant resides with you in your land, you shall not oppress the immigrant. The immigrant who resides with you shall be to you as the citizen among you; you shall love the immigrant as yourself, for you were immigrants in the land of Egypt.” In Matthew 25 Jesus speaks of those who will receive the kingdom: “When I was hungry, you gave me something to drink, and when I was thirsty, you gave me something to drink. When I was a stranger you welcomed me…” Jesus also says (Mark 12:31, NRSV), “You shall love your neighbor as yourself.”
This resolution is in keeping with the commitment of the United Church of Christ to provide extravagant welcome to all God’s children. As negative stereotyping of immigrants increases, becoming an “immigrant welcoming” church provides a critical alternative witness rooted in Biblical and theological principles the United Church of Christ deeply values.

TEXT OF THE MOTION
WHEREAS the International Association for Refugees has stated, "The world is in the midst of a long-term refugee crisis"; and
WHEREAS thousands of refugees and migrants come from throughout the world to the United States seeking safety, security, freedom, and opportunity; and
WHEREAS our immigrant brothers and sisters continue to suffer as they fear raids, deportation, and seeing their families torn apart; and
WHEREAS migrants bring us as offerings their stories and experiences, dreams and hopes, energy and skills; and
WHEREAS our new neighbors experience difficulties adjusting to life in a new country, difficulties such as language barriers, culture shock, a sense of loss and isolation; and
WHEREAS the welcome and support immigrants receive helps in the building of safe communities and future prosperity; and
WHEREAS the United Church of Christ (UCC) declares, “No matter who you are or where you are on life’s journey, you are welcomed here”;

-continued next page
WHEREAS the twenty-ninth General Synod passed a compassionate immigration resolution that included encouraging “congregations to further engage in education work on immigration from a faith perspective, participating in border delegations and working toward making your congregation an Immigrant Welcoming Congregation”; and

WHEREAS the thirty-first General Synod passed a resolution calling on “Conferences and Associations to call on their members to become active Immigrant Welcoming Congregations and proclaim themselves to be so”; and

WHEREAS a number of Massachusetts Conference congregations have formally declared themselves Immigrant Welcoming Congregations and taken active steps to live this witness in their communities;

Therefore be it resolved, that the 219th Annual Meeting of the Massachusetts Conference of the United Church of Christ in Springfield, Massachusetts, in 2018 declares itself an Immigrant Welcoming Conference; and

Be it further resolved, that the 219th Annual Meeting of the MACUCC encourages the development of U.S. policy dedicated to facilitating the respectful welcome and inclusion of all immigrants, and calls on its members to engage with their lawmakers towards this end; and

Be it further resolved, that the 219th Annual Meeting of the MACUCC encourages its Associations to proclaim themselves Immigrant Welcoming and to encourage their members to become active Immigrant Welcoming Congregations and proclaim themselves to be so; and

Be it finally resolved that the 219th Annual Meeting recognizes that addressing the concerns of immigrants and refugees is central to living the love and justice of Jesus, and asks that the Immigration and Refugee Task Team of the Conference continue to make resources available in support of immigrants and refugees.
RESOLUTION OF WITNESS:
CALLING FOR A CONFERENCE-WIDE RESPONSE TO BULLYING
Submitted by the Justice and Witness Council
of the Massachusetts Conference, United Church of Christ

WHEREAS, Jesus taught, “you shall love your neighbor as yourself” (Matthew 22:39); and

WHEREAS, there should be no fear in the Church’s love, “There is no fear in love, but perfect love casts out fear; for fear has to do with punishment, and whoever fears has not reached perfection in love” (1 John 4:18); and

WHEREAS, many people are hurting from the effects of bullying in the forms of physical and verbal harassment, oppression, and exclusion; and

WHEREAS, the Centers for Disease Control and Prevention reports, “Compared with other students, negative attitudes toward LGB (lesbian, gay, bisexual) persons may put these youth at increased risk for experiences with violence. ‘Violence’ can include behaviors such as bullying, teasing, harassment, and physical assault. According to data from the 2015 national Youth Risk Behavior Survey (YRBS), of surveyed LGB students:

- 10% were threatened or injured with a weapon on school property
- 34% were bullied on school property
- 28% were bullied electronically
- 23% of LGB students who had dated or went out with someone during the 12 months before the survey had experienced sexual dating violence in the prior year
- 18% of LGB students had experienced physical dating violence
- 18% of LGB students had been forced to have sexual intercourse at some point in their lives”1; and

WHEREAS, GLSEN reports that 75% of transgender youth feel unsafe at school, and those who are able to persevere had significantly lower GPAs, were more likely to miss school out of concern for their safety, and were less likely to plan on continuing their education. In addition, 59% of trans students have been denied access to restrooms consistent with their gender identity. Rather than focusing on their education, many students struggle for the ability to come to school and be themselves without being punished for wearing clothes or using facilities consistent with who they are. Some are denied opportunities to go on field trips or participate in sports. Together with bullying and victim-blaming, these conflicts can lead to disproportionate discipline, school pushout, and involvement in the juvenile justice system;2 and

WHEREAS, the 27th General Synod of the United Church of Christ resolved that it

- Supports the efforts of organizations, especially public school districts, to develop programs that promote anti-bullying, safe schools, age and family structure acceptance of wide-ranging diversity;
- Affirms that diversity/multi-cultural education should embrace people of all races, ethnic origins, genders, faiths, abilities, sexual orientations, gender identities, socio-economic classes, and countries of origin, and their families;
RESOLUTION OF WITNESS:
CALLING FOR A CONFERENCE-WIDE RESPONSE TO BULLYING
-continued from previous page-

- Decrees organized and systematic efforts to cast diversity/multi-cultural education in negative terms using fear and intimidation;
- Affirms and supports congregations, church leaders, and public school districts that are playing a prophetic role in the encouragement of diversity/multi-cultural education in their communities; and

WHEREAS, the 151st Annual Meeting of the Connecticut Conference will consider a similar resolution in June 2018;

THEREFORE, BE IT RESOLVED that we, the delegates to the 219th Annual Meeting of the Massachusetts Conference of the United Church of Christ, call upon the churches of the Massachusetts Conference UCC to speak out about the value of each and every life, and to that end, we boldly proclaim our opposition to the practices of bullying in all its forms; and

BE IT FURTHER RESOLVED that we urge our churches, committees, and camping retreat ministries to create safe space for each and every child of God, without regard to religion, race, ethnicity, culture, citizenship, socio-economic status, gender identity, physical or mental ability, or sexual orientation; and

BE IT FURTHER RESOLVED in the spirit of advocating for safe sanctuary, we call upon every United Church of Christ member to respond to acts of bullying with acts of compassion, and to take a public stand against speeches of hate, harassment and acts of violence filled with long-held prejudices against all persons; and

MOREOVER, we call upon the Church and society to intentionally validate, support, and empower persons being injured by bullying behavior in workplaces, in schools, and in all environments.


NOTE: The purpose of these changes is to separate the office of President from the office of Conference Minister, in order to create consistency among the Massachusetts, Connecticut and Rhode Island Conferences. The full bylaws are not reproduced here, but may be found at https://www.macucc.org/bylaws.

Article IV: CONFERENCE MEETINGS

6. Annual Meeting Committees
   A. The Volunteer Development Committee

   3. Selection and Term of Chair -- The chair shall be appointed by the President Conference Minister from among the committee members for a term of one year.

Article V: OFFICERS

1. Number and Title
   The officers of the Conference shall be the Conference Minister and President, Secretary, Treasurer, Moderator, Vice-Moderator, and such other officers as the Conference may elect.

2. Election, Terms, Vacancies
   The officers shall be elected by members of the Conference for a term of one year or until their successors are elected. A vacancy among the officers, other than that of Conference Minister and President, shall be filled by the Board of Directors until the next Annual Meeting or until a successor is elected. No officer, with the exception of the Conference Minister and President, shall serve more than six terms.

   In the case of a vacancy in the office of Conference Minister and President, the Board of Directors shall appoint a search committee to nominate a candidate for election at the Annual Meeting. The Board shall appoint an interim Conference Minister and President to serve until a candidate is elected by the Conference. While the interim Conference Minister and President is being selected, the Board will make arrangements for carrying out the duties of this office.

3. Removal – (no change)

4. Duties
   The duties of the officers shall be as follows:

   A. The Conference Minister and the President shall share the duties and responsibilities of the chief corporate and executive officer of the Conference, as from time to time delegated by the Board of Directors, and shall, subject to the direction of the Conference and the Board of Directors, have general charge of its mission and activities as delegated to each of them. Each of the Conference Minister and the President shall be an ex-officio member of the Annual Meeting Planning, Business, and Credentials Committees of the Conference. The Conference Minister and President shall be the representative of the Conference among all the churches and in denominational and ecumenical bodies.
Minister and President shall direct the staff and employ and release all non-appointed employees in accordance with procedures adopted by the Board of Directors.

B. The Secretary shall be chair of the Credentials Committee and shall carry other duties as are usual to this office and shall exercise such other powers and perform such other duties as may be assigned by the Minister and President or the Board of Directors.

C. The Treasurer shall be responsible for seeing that all monies of the Conference are received, held in custody and disbursed as authorized; that accurate accounts of monies received and paid out are kept; and that financial statements and reports are prepared and issued. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer and shall exercise such other powers and perform such other duties as may be assigned by the Minister and President or Board of Directors. Any Assistant shall perform such duties as may be assigned by the Treasurer or the Minister and President in the absence or incapacity of the Treasurer.

Article VI: BOARD OF DIRECTORS

1. Responsibilities
The corporate business and affairs of the Conference shall be under the direction of the Board of Directors. Except as may be otherwise provided in these Bylaws or the Articles of Incorporation, the Board shall have and may exercise all the powers of the Conference between meetings of the Conference, and actions taken shall be reported to the next Annual Meeting.

Relying on the help of God, the Board of Directors:

A. shall have general responsibility for the development and implementation of the Conference's policy, program, and budget;

B. shall appoint Associate Conference Ministers and approve the outline of their duties;

C. shall nominate the Conference Minister, and President, Secretary, and Treasurer;

D. shall nominate members of the Conference Nominating Committee;

E. shall fill vacancies in any office or committee of the Conference including vacancies in the membership of the Board until the next Annual Meeting of the Conference or until successors are elected;

F. may remove any director or officer of the Conference by a two-thirds affirmative vote of its total membership;

G. may remove any Associate Conference Minister upon the recommendation of the Conference Minister and President.

2. Composition
The Board of Directors shall consist of the officers of the Conference and sixteen (16) members-at-large, with the Conference Minister serving with voice but without vote. Members-at-large shall be nominated based on relevant expertise as delineated in the current volunteer job description for members of the Board of Directors. Members-at-large shall be nominated so that no Area shall have fewer than three directors. To the extent possible, members-at-large shall be nominated so that each Association is represented by at least one director.
NOTES ABOUT PROCESS:

1. In order for the process of creating a new conference to go forward, all three conferences will need to affirm votes comprising identical language. Therefore, your Board of Directors, in consultation with the Moderators and the Parliamentarian, is in agreement that the motion below will come before you at Annual Meeting for an up-or-down, yes-or-no vote. Any proposed amendment will be deemed out of order by the Moderator, because any amendment would be equivalent to a “No” vote.

2. Action on this proposed vote will be preceded by an action on a proposed bylaw change to create the office of President distinct from the chief executive officer, and by an action to elect officers.

The Board of Directors Recommends to the 219th Annual Meeting:

i) Affirmation in all material respects of the proposed Covenant and Affiliation Agreement and TA1 Corporation Articles of Organization and Bylaws (the “Covenant Documents”) attached hereto as Exhibit A, by which a regional Conference corporation will be formed and the Covenant affiliation will be realized.

ii) Appointment of five (5) initial Directors of the TA1 Corporation for terms commencing as of the date on which the TA1 Corporation is approved by the Massachusetts Secretary of the Commonwealth.

iii) Election of six (6) initial Officers of the TA1 Corporation, nominated by the TA1 Planning Team and to be elected by the designated delegates and authorized Ministers of each Conference, acting in a plenary session, at the 2018 joint Annual Meeting of the Conferences for terms commencing as of the date on which the Corporation is approved by the Massachusetts Secretary of the Commonwealth.

iv) Delegation to the Massachusetts Conference, United Church of Christ Board of Directors, working with the TA1 Planning Team and legal counsel, authority to finalize the terms of the Covenant Documents, with the proviso that any material change to the terms contained in Exhibit A, be returned to the Membership for further consideration and vote at the 2019 Annual Meeting.

v) Authorization of Corey Sanderson, President and John Hamblet, Jr., Treasurer, upon instruction of the Board of Directors, to execute the Covenant Documents in final form, take all other actions and do any and all other things necessary to effect the foregoing votes.
Together, As One

TA1

Creating a New Conference of the United Church of Christ

Frequently Asked Questions March 2018

In June 2017, the Annual Meetings of the Rhode Island, Massachusetts, and Connecticut Conferences of the United Church of Christ each voted to approve a resolution calling for the creation of a new Conference of the United Church of Christ in Southern New England. Since then, the TA1 Planning Team has been meeting monthly in response to this charge.

The following FAQs respond to some of the questions that Conference leadership has heard regarding this initiative and the actions that will come before the joint Annual Meeting of our three Conferences in June 2018.

If your questions are more about the timing or sequence of events, please look at the timeline which is a companion piece to these FAQs.

1. **When will this “new entity” or “the New Conference” get a name?**
   We are using “TA1” or “Together as One” as a provisional name for the proposed new conference. However, the Boards of Directors believe the official new name should be determined collaboratively by members of the three conferences. The TA1 Planning Team will develop a process to invite participation from all interested members in deciding on a name for the new conference. This process will begin soon after the June 2018 Annual Meetings, assuming those bodies act to create the conference.

2. **Are any of the other UCC conferences doing anything like this?**
   The Iowa, Nebraska and South Dakota Conferences now have a single Conference Minister who reports to all three Conference Boards.

3. **Why don’t these bylaws read like our current conference bylaws?**
   These are bylaws for a new non-profit charitable corporation that is made up of the three UCC conferences of southern New England. The bylaws of the TA1 Corp. depend on the historical conference bylaws for actions to be taken by TA1 and its Voting Members. If, at some point in the future, the historic conferences were to merge into TA1, the TA1 bylaws would probably be amended to contain material now found in the bylaws of the historic conferences.
4. Help me understand who the “Voting Members” are of this new entity? 
The “Voting Members” of this new entity are the three UCC conferences of southern New England who act through their duly designated delegates and authorized ministers.

5. Is there any change in how delegates are chosen or who serves as delegates? 
There is no change in how delegates are authorized or who serves as delegates. (That is covered in the bylaws of each of the historic conferences.)

6. Can congregations from other denominations affiliate with us as “Associate Members?” 
YES! This is perhaps the most innovative part of this initiative, seeking to live out the very early vision of the UCC. What is required is that they must want to align with and act in common cause with our stated purpose – or as Brian McLaren would say in his new book The Great Spiritual Migration: that they recognize and affirm that their values are aligned with ours.

7. Is this a merger? 
No. We are creating a new non-profit charitable corporation that is made up of the three UCC conferences of southern New England. Once the Attorneys General of CT, RI and MA allow it to go forward, and once the UCC General Synod ratifies it, in January 2020 the new entity will become operational as a “conference.” After that, the three “historic conferences” will continue to exist, but their function will be much more limited. They will, however, continue to oversee their endowments. Nothing we are proposing precludes us from - nor commits us to - a full merger at some later time.

8. Why does this require approval of the Attorneys General of MA, CT and RI? 
The AGs are responsible to assure that the use and management of funds belonging to nonprofit charitable corporations be carried out according to the law. Because the AGs have jurisdiction over charitable endowments, it is prudent for us to engage their review at this time.

9. Is it necessary to legally form the new corporation in Mass? Why not in CT or Delaware? 
The Governance Subcommittee of the TA1 Planning Team explored this with our attorney. Other cases similar to ours have shown that if the Massachusetts AG approves an application, it is likely that the AGs from CT and RI will also approve. Although incorporating in another state such as Delaware is possible, after consulting with our attorney the subcommittee agreed that using the state laws of one of the historic conferences, which may be more familiar to neighboring states, is preferable.

10. Why is “Massachusetts” named so many times in the documents? 
Because Massachusetts is the state where the new entity will be incorporated. This has no impact on where any office will be located.
11. Why do the bylaws specify that the Clerk must be from Massachusetts?
Given that the new entity is to be incorporated in Massachusetts, there are certain functions of the Clerk role that must be carried out by a Massachusetts resident. The bylaws specify that it would be possible to elect a Clerk from outside of Massachusetts, and then designate a different person who lives in Massachusetts as ‘agent’ to carry out these state-specific duties. But, it seems simpler to elect a Clerk who is a resident of Massachusetts.

12. Why do some of the committees named in Article IV of the bylaws have such unfamiliar names?
These names represent the “best practice functions” of non-profit charitable Boards. For our purposes, while we will certainly undertake all these functions, we may utilize “go by” names that are more familiar to our churchy constituency.

13. This seems to be moving so fast. Has the Planning Team been listening to the churches, pastors and people in the pews?
The Planning Team has been intentional about seeking feedback since the process began. We have made use of surveys, Annual Meetings, Super Saturday gatherings, Association meetings, church meetings, Zoom meetings for delegates, and numerous focus groups in each Conference facilitated by a consultant.

14. What’s the story with amending these bylaws?
The core of the bylaws (Articles I, III, IV and XI) can only be amended at a meeting of the new conference by a vote of the delegates – and only if they are notified in advance of the proposed alterations. If the Board alters other parts of the bylaws, the Board must notify the delegates before the next meeting of the new conference.

15. What will the conference delegations be voting on at the June 2018 Annual Meeting? Will we be able to make changes at that meeting?
In late April 2018, the churches and authorized ministers of our three conferences will be provided with advanced materials, including all relevant documents and the wording of all votes. All three Annual Meetings need to pass identical votes in June 2018 in order for the process to move forward, so these documents will not be amendable at the Annual Meetings. However, suggestions for improvement will be welcome and utilized by the new Board in finalizing bylaws as authorized by the Annual Meetings, if the conferences vote to move forward.

16. What if – at our Joint Annual Meeting in June 2018 – only two of the conferences vote to move forward?
The documents and votes that will be brought to the Joint Annual Meeting in June 2018 are written in a way that requires an affirmative vote from the delegates of all three Conference Annual Meetings.
17. How will the officers and the Board of Directors of the new TA1 Board be nominated and how will they be elected?
In order to assemble a slate of nominees who together have the desired competencies and diversities, the Boards of each Conference (in concert with their nominating committees) each identified a group of appropriate candidates. The three Board Chairs along with three other persons from the TA1 Planning Team (a group of 6) will then review this pool of candidates and identify a slate of TA1 Board Members and Officers who meet the requirements as set forth in the TA1 Bylaws. The group of 6 will then approach each person to confirm their willingness to serve. If any decline, the group of six will review those remaining in the pool and identify someone else whose nomination would complement the competencies and diversities desired for the TA1 Board. Once completed, the slate of nominees will be made available to the delegates to the Joint Annual Meeting. The TA1 Planning Team will present this slate for election by the Joint Annual Meeting.

18. What happens to the TA1 Planning Team in June 2018 if this passes the joint Annual Meeting?
We anticipate that sometime over the summer the TA1 Planning Team will meet with new TA1 Board for the TA1 Board’s initial meeting and to accomplish a “hand-off.” This will be the final gathering of the TA1 Planning Team. From here on out, the TA1 Board will continue to lead this process.

19. If in June 2018 all three Conference Annual Meetings vote to move forward, is that it?
The Covenant and Affiliation Agreement specifies a few more steps. In it, the Terms and Conditions #2 refer to a process of due diligence that each conference must complete following the June 2018 vote. The affirmative votes of the three Conference Annual Meetings in June 2018 can take effect only if the due diligence reports from each of the three conferences are accepted by the other two Conference Boards.

20. If all three Conference Annual Meetings agree to this in June 2018, can the decision be undone at a later date?
A conference may resign from this agreement up until the end of 2021. The conditions for resignation are spelled out in the Covenant and Affiliation Agreement.

21. What’s the impact on my Association if the Joint Annual Meeting of the three Conferences in June 2018 votes for this?
We don’t expect any impact. Having conferred with the General Counsel of the UCC, Heather Kimmel, this is what we understand. If the annual meetings of the three Conferences vote in June 2018 to create a new entity, then the three historic Conferences (MA, CT, RI) will bring to Synod in June of 2019 a resolution to change our boundaries (and name). This resolution would take effect on 1/1/2020. If Synod votes to affirm that resolution, then when the resolution
takes effect (1/1/2020) the standing of the Associations automatically migrates from the historic Conference to the newly created TA1 Conference (or whatever it is called).

22. Where will the new conference offices be located?
As we said in the spring of 2017, we don’t know yet. This will be one of many matters to be determined by a new Board of Directors. The votes we take in June 2018 have no effect on the location of conference offices.

23. What impact will the vote to create a new conference at the June 2018 Joint Annual Meeting have on staffing?
There will be no immediate effect. Just as they do now, the Boards of the CT Conference, MA Conference and RI Conference will each continue to oversee a Conference Minister who oversees other conference staff. Once the new conference becomes operational on January 1, 2020, the Conference Minister or Ministers will become accountable to the new Board of Directors, which will have overall responsibility for budget, policy and other matters affecting staffing. In February 2018 the lead staff of the three Conferences came together for a 24 hour retreat to learn more about one another, share our distinct cultures and identify common ground.

24. What impact will the vote to create a new conference have on Annual Meeting delegates?
In June 2019, we anticipate that the General Synod will recognize the new conference. In the fall of 2019, the first Annual Meeting of the new conference will assemble. As part of that meeting, the three historic conferences will also hold their distinct Annual Meetings. Church delegates will be delegates to both the Annual Meeting of the new conference and to the Annual Meeting of their historic conference.

25. What else changes on January 1, 2020?
On January 1, 2020, the new conference becomes operational. This is when the Conference Minister(s) begin to report to the Board of the new conference. From here on, contributions (from churches, individuals, etc) will be made to the new conference. All staff members will be paid as staff of the new conference.

26. What can I do to engage this process?
Take some time to read the documents that will be presented to Annual Meeting. You can also read the news articles (on our websites) that have tracked this process over the past few years. Encourage the leadership of your church to convene a conversation on the Vision, Mission and Purpose Statement using the discussion guidelines. Sign up for and attend one of the Zoom meetings that will be held in the weeks before Annual Meeting. And please pray for God’s guidance and continuing discernment.
**Together, As One**  
**TA1**  
*Creating a New Conference of the United Church of Christ*

**ANTICIPATED TIMELINE 2018-2020**

To see the timeline of discernment from 2009 to 2017, click on this link:  

As of the date in the header, the following timeline represents the process our three Conferences will be following beginning in 2018. While some of the meeting dates are fixed, other dates and events are flexible. In all cases, look to the Conference websites for the most up to date schedule of events relating to this process. In addition to this timeline, you can find a set of FAQs on the Conference websites.

<table>
<thead>
<tr>
<th>Date</th>
<th>Event</th>
</tr>
</thead>
<tbody>
<tr>
<td>Late Jan. 2018</td>
<td>12 Focus Groups meet throughout RI, CT and MA</td>
</tr>
<tr>
<td>Feb. 3, 2018</td>
<td>Boards of CT+RI+MA met together to review the draft documents that will be brought to the joint Annual Meeting for a vote on June 15-16, 2018. After identifying areas where further work is needed, they voted to affirm the documents.</td>
</tr>
<tr>
<td>February 2018</td>
<td>The TA1 Planning Team, guided by the suggestions from the joint Board meeting, continues to revise the draft documents affirmed by Boards; suggestions invited at listening sessions at Super Saturday on March 21.</td>
</tr>
<tr>
<td>Late Feb – mid March 2018</td>
<td>Each of the three conference Boards of Directors votes to approve resolutions and affirm the documents that will be presented to the Joint Annual Meeting in June 2018.</td>
</tr>
<tr>
<td>Mid March 2018</td>
<td>The revised documents as voted by the Boards will be made available to churches and delegates.</td>
</tr>
<tr>
<td>Late April 2018</td>
<td>Delegates of all 3 conferences are provided advanced materials for June Annual Meetings. Because all conferences need to vote on identical documents in June of 2018 in order for the process to move forward, these proposed documents will not be amendable by the Annual Meetings. However, recommendations for improvement will be welcome and utilized by the new Board in finalizing the documents as authorized by the Annual Meetings, if the conferences vote to proceed.</td>
</tr>
<tr>
<td>March-June 2018</td>
<td>This initiative – coming Together, As One - is discussed at Super Saturday (during lunch), Association meetings and other gatherings convened for that purpose.</td>
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<tr>
<td>June 15-16, 2018</td>
<td>Joint Annual Meeting of the RI+MA+CT Conferences in Springfield, MA: delegates vote on whether or not to affirm their intention to covenant and to affirm and approve documents that authorize the creation of a new TA1 Corporation. They may also vote on minor changes to the bylaws of each of the three existing conferences to align with new entity. NOTE: The new entity does not become operational until 1/1/2020. See below.</td>
</tr>
<tr>
<td>July 2018-June 2019</td>
<td>Phase 1: Coordination and cooperation among the 3 conferences continues and increases, including sharing of some staff. Each conference continues to have its own Conference Minister and its own Board. The Board of the new entity meets to plan for the operation of a unified conference, while the Boards of each of the 3 conferences continue to meet and carry out their current duties. We expect that the three Attorneys General of CT, MA and RI will review our application and allow the creation of this new non-profit charitable corporation to go forward. NOTE: This is not the same as approval of an ecclesial conference, which requires a vote at General Synod, under “Late June 2019” below.</td>
</tr>
<tr>
<td>Fall of 2018</td>
<td>The three conference Boards each pass the same resolution asking General Synod to change what it regards as the geographic boundaries of the conferences and affirm the new conference whose boundary is southern New England.</td>
</tr>
<tr>
<td>Late June 2019</td>
<td>General Synod meets and passes the resolution described above. Thus, the new conference is born.</td>
</tr>
<tr>
<td>July 2019</td>
<td>Phase 2 begins: Southern New England has one conference (along with three historic conferences).</td>
</tr>
<tr>
<td>October or November 2019</td>
<td>First Annual Meeting of the new conference. This will include a brief time for the three historic conferences to have their distinct Annual Meetings, as their continued separate existence for legal reasons needs to be formally recognized. Church delegates are delegates to both the Annual Meeting of the new conference and to the Annual Meeting of their historic conference.</td>
</tr>
<tr>
<td>January 1, 2020</td>
<td>Phase 3 begins: The new conference becomes operational. This is when the Conference Minister(s) begin to report to the Board of the new conference. From here on, contributions (from churches, individuals, etc.) will be made to the new conference. All staff members will be paid as staff of the new conference.</td>
</tr>
</tbody>
</table>
COVENANT AND AFFILIATION AGREEMENT

This Covenant and Affiliation Agreement is entered into as of the ___ day of __________, 2018, by and between The Massachusetts Conference, United Church of Christ, The Rhode Island Conference of the United Church of Christ and the Missionary Society of Connecticut, (each a “Conference”, and collectively “the Conferences” or “the Parties”).

RECITALS

WHEREAS, The Massachusetts Conference, United Church of Christ, is a 501(c)(3) Massachusetts nonprofit religious corporation; and

WHEREAS, The Rhode Island Conference of the United Church of Christ is a 501(c)(3) Rhode Island nonprofit religious corporation; and

WHEREAS, The Missionary Society of Connecticut is a 501(c)(3) Connecticut nonprofit religious corporation; and

WHEREAS, these Conferences have covenanted as follows:

To join together United Church of Christ Conferences in New England and vicinity in order to acquire a stronger voice with which to carry out the mission of making God’s love and justice real. By collaborating more closely and intentionally, the Conferences will have a greater impact upon local congregations and other religious organizations, their communities, and the world. The Conferences seek to love our neighbors, children, and all of creation through our collective work. Following God’s call to bring new life as agents of transformation, we embrace and encourage adaptive and transformative leadership wherever the Body of Christ is gathered. Inspired and guided by the Holy Spirit, the Conferences encourage local congregations and varied ministry settings to form covenant partnerships with all who work for the common good in their local communities and throughout the world. Our combined organization will provide a contemporary, nimble platform that is better positioned to support new forms of ministry with and to the next generation; and

WHEREAS, the Parties have agreed to further their Covenant and formal affiliation through (i) creation of a new 501(c)(3) nonprofit religious corporation, to be known as TA1 Corporation, in which the Conferences each have a corporate membership interest; and (ii) execution of an Administrative Services Agreement pursuant to which TA1 Corporation will provide central administration and services for the benefit of the Conferences; and

WHEREAS, although affiliated, the Parties intend each constituent Conference will remain in existence in order to honor their ownership and management of their respective endowment funds for as long as may be necessary.
NOW THEREFORE, in consideration of the mutual covenants and conditions herein, the Parties agree as to the following terms and conditions:

TERMS AND CONDITIONS

1. Due Diligence Review and Option to Withdraw. The affiliation contemplated herein is conditioned upon each Conference’s satisfaction with its own due diligence investigation of the others; the scope and results of which may be determined by each Conference in its sole discretion. Each of the Conferences has given certain representations and warranties attached hereto as Exhibit A. In addition, each Conference hereby grants to the others access to their respective financial books and records, contracts, corporate records, facilities and programs for purposes of conducting a due-diligence review. Each Conference shall make its officers and other senior personnel reasonably available to the others for this purpose and shall, as may be reasonably requested, provide introductions to lenders, funding sources, suppliers, auditors, accountants and tax preparers, and other third parties with which it does business. Each Conference will commence its respective due diligence review promptly upon execution of this Affiliation Agreement and conduct its review during business hours, with reasonable dispatch, and in such a manner so as not to cause unreasonable disruption in the operations of the others. At the conclusion of due diligence, each Conference may execute and deliver written notice of its Option to Withdraw in the form attached hereto as Exhibit B.

2. Term. The Parties’ rights and obligations hereunder shall commence on the date first set forth above. The due diligence review described in Section 1 shall be completed on or before September 30, 2018. In the event a Conference chooses not to go forward with the affiliation contemplated herein, it will exercise its Option to Withdraw by delivery of its Option to each other Conference on or before October 30, 2018. In the event a Conference exercises its Option to Withdraw on or before October 30, 2018, this Agreement shall be null and void without recourse to any party. The Parties intend that the effective date of the affiliation contemplated herein shall be on or before January 1, 2019, and that TA1 operations and fundraising will commence as of calendar year 2020 (the “Commencement Date”), contingent upon receipt of any required legal, court or regulatory approvals and recognition by the United Church of Christ General Synod of TA1 as a regional Conference of the United Church of Christ. The deadlines contained in this Paragraph 2 may be extended by mutual written agreement of the Parties.

3. Amendment of Conference Bylaws. On or before January 1, 2019, and as a pre-requisite to incorporation of TA1 Corporation, each Conference, in accordance with the requirements of its own Constitution and Bylaws, will affect any bylaw or other corporate changes for conformity of the requirements of this Affiliation Agreement, TA1 Articles of Organization and Bylaws, and best practices for 501(c)(3) organizations.

4. Creation of TA1 Corporation. The Parties will certify amendment of Conference Bylaws as required pursuant to Paragraph 3, above, and will mutually instruct Attorney Elizabeth Reinhardt, acting as sole incorporator, to file Articles of Organization for TA1 Corporation in the form attached hereto as Exhibit C. An organizational meeting of the TA1 Corporation Board of
Directors will be called promptly thereafter for purposes of ratifying the Incorporator’s actions and future planning, although the Parties do not intend the TA1 to commence operations or fundraising until the Commencement Date in calendar year 2020.

5. Administrative Services Agreement. The Parties intend and agree that upon commencement of operations, TA1 Corporation will provide centralized administration and services for their mutual benefit pursuant to an Administrative Services Agreement in substantially the form attached hereto as Exhibit D. The Parties will cooperate with the TA1 Board of Directors to finalize the Administrative Services Agreement on mutually beneficial terms prior to commencement of TA1 operations. The Parties understand and agree that upon commencement of TA1 operations: (a) all employees of the Conferences will become employees of TA1 under compensation and other terms substantially comparable to those to which they are currently entitled; (b) all annual income received by each State Conference will be assigned to TA1 as good and valuable consideration for administrative services to be received from TA1 and other intangible benefits accruing as a result of the affiliation contemplated herein; (c) the affairs of TA1 Corporation will be managed by the TA1 Board of Directors which will exercise all of the powers of the Corporation, subject to rights reserved to the TA1 members, and will have primary responsibility for determination of programs, services and other corporate activities and within the region created by the Parties’ affiliation; and (d) the Conferences and TA1 will share responsibility for generating funds to support TA1 operations.

6. Charitable Assets. All funds and other assets held by each Conference, including real property, as of the Commencement Date (the “Historic Charitable Assets”), will remain assets of each respective Conference. In the future, transfer of Historic Charitable Assets to TA1 Corporation, or disposition otherwise, may be in the best interests of a Conference, or of TA1 Corporation. All legal notice and approval requirements will be observed if and when any Conference’s Historic Charitable Assets are proposed for transfer or other disposition. The terms of this Paragraph 6 will survive beyond the effective date of this affiliation and will remain binding on the Parties. Notwithstanding the foregoing, nothing herein will be construed to prevent contribution of future income by each Conference to support TA1 operations.

7. Required Votes and Approvals. (a) Each Conference will obtain votes and approvals necessary to effect the affiliation contemplated herein and will evidence said actions by delivery of Clerk’s Certificate in the Form attached hereto as Exhibit E; (b) TA1, with cooperation from the Conferences as needed, will have primary responsibility for obtaining recognition of TA1 as a regional Conference of the United Church of Christ from the United Church of Christ General Synod.

8. Resignation. Until the end of 2021, any Conference may resign by giving written notice of such resignation to the President, Clerk or TA1 Board of Directors. Such resignation must be given no later than May 1, 2021 and shall be effective as of December 31, 2021 only after the affirmative vote of the delegates and authorized ministers of the resigning Conference, voting separately at the Annual Meeting in 2021, or at a Special Meeting prior to the Annual Meeting called for that purpose. The terms of this Paragraph 8 will survive beyond the effective date of this affiliation and will remain binding on the Parties.
9. **Dispute Resolution.** The Conferences acknowledge that there may be times when conflict arises among them. In this event, each party agrees to cooperate in good faith and to attempt to resolve any conflicts which might arise informally. In the event a conflict arises which cannot be resolved internally by the TA1 Board of Directors, any party may, upon fifteen (15) days prior notice, request a joint meeting of the Conference Boards of Directors. The joint meeting of the Conference Boards may take place in person or by conference call. In the event the Conference Boards are unable to reach a resolution within thirty (30) days of a joint meeting, any party may request mediation. All parties agree to participate in mediation with an outside mediator, in an effort to facilitate mutual understanding of, and resolution of the conflict. A mediator will be selected by mutual agreement and may be selected from the national offices of the UCC, or from another UCC conference. The costs of mediation will be borne by TA1 Corporation. The terms of this Paragraph 9 will survive beyond the effective date of this affiliation and will remain binding on the parties.

10. **Miscellaneous.**

   (a) **Assignment.** No party may assign or otherwise transfer its rights, duties or obligations under this Agreement to any person or entity without the written consent of the other Parties.

   (b) **Binding Effect.** This Agreement shall be binding upon and shall inure to the benefit of the Parties hereto and their respective successors and permitted assigns.

   (c) **Severability.** The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision hereof.

   (d) **Captions.** The captions in this Agreement are for reference only and in no way, define, limit, extend or describe the scope of this Agreement or the intent of any provision hereof.

   (e) **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.

   (f) **Waiver.** A waiver of a breach or default under this Agreement shall not be a waiver of any other breach or default. Failure or delay by either party to enforce compliance with any term or condition of this Agreement shall not constitute a waiver of such term of condition.

   (g) **Entire Agreement; Amendments.** This Agreement constitutes the entire agreement of the Parties and supersedes all previous communications, representations, understandings or agreements with respect to the subject matter hereof. This Agreement may be modified only by written agreement signed by all Parties.

   (h) **Notices.** All notices required or permitted to be given under or related to this Agreement shall be in writing and delivered by hand, by certified mail, postage pre-paid, return receipt requested, by express mail, with written confirmation by express courier service or by facsimile transmission, or by confirmed electronic mail. Except as otherwise provided herein,
notice shall be deemed given when so delivered by hand, or if mailed by certified mail, two days after it is deposited with the U.S. Postal Service, or if sent by express mail or express courier service, one day after it is deposited with the U.S. Postal Service or such other service, or if sent by facsimile transmission, on the date received by the addressee. The Parties’ respective addresses for purposes of notice shall be as set forth below unless and until a different address is specified by either party in accordance with this subsection.

**If to the MA Conference, to:**

Tel. ____________  
Email: ___________________________

*With a copy to:*

**If to the RI Conference, to:**

Tel. ____________  
Email: ___________________________

*With a copy to:*

**If to the Missionary Society of CT, to:**

Tel. ______________  
Email: ___________________________

*With a copy to:*
(i) **Counterparts.** This agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

**IN WITNESS WHEREOF**, each of the undersigned have caused this Covenant of Affiliation Agreement to be executed by its authorized representative as a sealed instrument as of the date first above written.

**The Massachusetts Conference, United Church of Christ**

By its duly authorized signatory:

Name:  
Title:  

**The Rhode Island Conference of the United Church of Christ**

By its duly authorized signatory:

Name:  
Title:  

**The Missionary Society of Connecticut**

By its duly authorized signatory:

Name:  
Title:  


COVENANT OF AFFILIATION AGREEMENT  

List of Exhibits and Schedules

Exhibit A  
Representation and Warrantees of the Parties

<table>
<thead>
<tr>
<th>Schedule</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Consents, Approvals and Notices</td>
</tr>
<tr>
<td>2</td>
<td>Conflicts</td>
</tr>
<tr>
<td>3</td>
<td>Encumbrances</td>
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<td>4</td>
<td>Contracts</td>
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<tr>
<td>5</td>
<td>Licenses</td>
</tr>
<tr>
<td>6</td>
<td>Leases/Lease Arrangements</td>
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<tr>
<td>7</td>
<td>Employee Matters</td>
</tr>
<tr>
<td>8</td>
<td>Bank Accounts</td>
</tr>
<tr>
<td>9</td>
<td>Restricted Funds</td>
</tr>
<tr>
<td>10</td>
<td>Insurance</td>
</tr>
</tbody>
</table>

Exhibit B  
Notice of Exercise of Option to Withdraw

Exhibit C  
TA1 Corporation Articles of Organization and By-Laws

Exhibit D  
Draft Administrative Services Agreement

Exhibit E  
Form of Clerk’s Certificate
TA1, Corp.

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1 NAME. The name of this corporation shall be TA1, Corp. (hereafter “TA1” or “Corporation”).

Section 2 PURPOSE. The primary purpose of the Corporation is to engage in the following activities:

To join together United Church of Christ Conferences in New England and vicinity in order to acquire a stronger voice with which to carry out the mission of making God’s love and justice real. By collaborating more closely and intentionally, the Conferences will have a greater impact upon local congregations and other religious organizations, their communities, and the world. The Conferences seek to love our neighbors, children, and all of creation through our collective work. Following God’s call to bring new life as agents of transformation, we embrace and encourage adaptive and transformative leadership wherever the Body of Christ is gathered. Inspired and guided by the Holy Spirit, the Conferences encourage local congregations and varied ministry settings to form covenant partnerships with all who work for the common good in their local communities and throughout the world. Our combined organization will provide a contemporary, nimble platform that is better positioned to support new forms of ministry with and to the next generation;

and to engage in any such other religious and charitable activities and programs, including grant making, in furtherance of these foregoing purposes as may be carried out by a 501(c)(3) organization.

ARTICLE II

ARTICLES OF ORGANIZATION

The name and purposes of TA1 shall be as set forth in the Articles of Organization. These Bylaws, the powers of the Corporation and of its Members, its
Directors and its Officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE III

MEMBERSHIP

Section 1  MEMBERSHIP. The membership of this Corporation shall consist of:

a. Voting Members. The voting members of the Corporation shall be the Missionary Society of Connecticut; the Massachusetts Conference, United Church of Christ; and the Rhode Island Conference of the United Church of Christ; each of which comprises the local churches affiliated with the United Church of Christ in, or adjacent to, its geographic area, as well as its authorized ministers. Voting Members shall vote through their duly designated delegates and authorized ministers.

b. Associate Members. An Associate Member shall be an organization that does not satisfy voting membership eligibility requirements but wants to align with and act in common cause with the purpose of the TA1 Corporation as stated in Article 1, Section 2, above, and satisfies associate membership eligibility requirements, as may be established by the Board of Directors. Associate Members have no voting powers, and their directors cannot run for elected office within the Corporation.

Section 2  MEETINGS OF THE MEMBERSHIP. Meetings of the Membership shall be chaired by the Moderator or, in the event of his or her absence or inability to act, by the Vice Moderator.

a. Annual Meeting. The Membership shall meet annually at the Annual Meeting of the Corporation to be held at such time as the Board of Directors shall determine.

b. Special Meetings. Special Meetings may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer, upon the written application of Members representing at least ten percent of the smallest quorum of designated delegates and authorized ministers required for a vote upon any matter at the Annual Meeting of Members. In case none of the Officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said
member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

Section 3 VOTING RIGHTS OF THE MEMBERSHIP. Voting Members in good standing shall have the following powers:

a. Election of Officers. The delegates and authorized ministers acting on behalf of each of the Voting Members shall elect the following Officers at the Annual Meeting of the Corporation: President, Vice President, Secretary/Clerk, Treasurer, Moderator and Vice Moderator. The Officers shall be Directors of the Corporation, ex officio with a vote.

b. Voting Privileges. The delegates and authorized ministers acting on behalf of each of the Voting Members shall have the right to vote on each of the following matters: on proposed amendments to or restatement of the Articles of Organization (by a two-thirds vote of all delegates and authorized ministers present in person); on proposed amendments to, or restatement of these Bylaws (in accordance with Article XI below); on merger of the Corporation (by a two-thirds vote of all delegates and authorized ministers present in person); on dissolution of the Corporation; on any other matters that are required to be decided by Voting Members as required by state or federal law; and on any matters referred by the Board of Directors for a vote.

Section 4 OTHER RIGHTS OF THE MEMBERS. Designated delegates, authorized ministers and other representatives of each Voting Member and Associate Member may, if appointed in the sole discretion of the Board of Directors, serve on standing committees and ad hoc committees of the Board of Directors.

Section 5 NOTICE. All Voting Members shall be entitled to written notice of all meetings of the Membership. Utilizing each Voting Member’s contact information as it appears in the records of the Corporation, not less than thirty days’ notice shall be given to all delegates and authorized ministers of all meetings of the Membership stating the date, purpose, time and place of such meeting. In addition, notice of meetings of the Membership shall be given to all Members by posting on the Corporation’s website or other electronic means.

Section 6 QUORUM AND VOTING. Each duly appointed delegate or authorized minister of a Voting Member shall have one vote at a meeting at which a quorum is present. On any matter presented to the Voting Members, at least as many delegates and authorized ministers from each respective
Voting Member as would constitute a quorum for meetings of that Voting Member shall constitute a quorum. When a quorum is present, voting shall be by majority vote, unless otherwise provided herein. An abstention shall not be counted as a vote.

Section 7  RESIGNATION. Any Associate Member may resign by giving written notice of such resignation to the President, Clerk or Board of Directors. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 8  SUSPENSION AND REMOVAL. An Associate Member may be suspended or removed by an affirmative vote of two-thirds of the Directors then in office at a meeting called for such purpose, provided: that such Associate Member shall be given at least thirty days’ notice of the proposed suspension or removal and the reasons therefor, addressed to the Associate Member’s contact information as it appears in the records of the Corporation; that notice of the proposed suspension or removal is given in the notice of meeting; and that the Associate Member is given an opportunity to be heard at the meeting.

Section 9  DISPUTE OVER MEMBERSHIP.

a. Any dispute as to the designation of a delegate or authorized minister shall be referred to that individual’s designating Conference for decision by the designating Conference, in its sole discretion.

b. Any dispute over admission to Associate Membership, including, but not limited to, admission, selection, removal, powers, voting rights, dues, and/or procedures, shall be referred to the Membership Committee for review and recommendation to the Board of Directors. All disputes regarding membership shall be decided by the Board of Directors in its sole discretion.

ARTICLE IV

BOARD OF DIRECTORS

Section 1  POWERS. The general management of the business, property and affairs of the Corporation shall be vested in a Board of Directors, subject to those powers reserved to the Voting Members. The Board of Directors shall have control of the Corporation and shall have all powers
and duties afforded under Massachusetts law. The Board shall formulate and execute governing policies to fulfill its responsibilities. Employees and other agents may be hired to conduct the business of the Corporation. The Corporation, either acting through the Board or in any other manner, shall have no power to manage or control any local church, delegate, or association authorized within a Voting Member.

Section 2

COMPOSITION OF THE BOARD OF DIRECTORS AND TERMS.
The Board of Directors shall be composed as follows:

a. Each Voting Member shall appoint five (5) Directors of the Corporation at its Annual Meeting, at least four (4) of whom shall be current directors of the Voting Member and who shall include the Voting Member’s President and Treasurer;

b. Each of the Officers of the Corporation specifically enumerated by Article VI, Section 1 shall also be a Director of the Corporation, ex officio, with a vote.

c. Each Director shall be appointed for a term of three (3) years and shall hold office until a successor has been appointed. No Director may serve for more than six (6) consecutive years. A Director who serves two successive three (3) year terms may, after a one year leave of absence, again serve as a board member. Terms of Directors are to be staggered so that approximately one-half of the Directors are appointed each year at the annual meeting.

Section 3

RESIGNATION. Any Director may resign from the Board at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board. Any Director who fails to attend three consecutive Regular Meetings of the Board of Directors without adequate reason and approval of the President shall be deemed to have delivered their resignation as a Director, effective as of the close of business of the meeting of the Board at which the third consecutive failure to attend shall have occurred.

Section 4

REMOVAL. A Director may be removed with or without cause by a ¾ (three quarters) vote of the Board of Directors then in office at any meeting of the Board of Directors, provided that such Director is given at least seven days’ notice of the proposed suspension or removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed suspension or removal is given in the notice of meeting.
Section 5 COMMITTEES. The Board of Directors may elect or appoint one or more committees as it sees fit and shall, by vote of a majority of the Directors then in office, elect or appoint as Standing Committees of the Board an Audit Committee, an Executive Compensation Committee, a Finance Committee, a Governance Committee, and a Volunteer Development/Nominating Committee. The Chair of each Standing Committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these Bylaws for the Board of Directors.

Section 6 DUTIES. A Director shall perform the duties of a Director. This includes the Director’s performance of duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation, and in service of its purpose as set forth in Article 1, Section 2, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more Officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person’s professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within that Committee’s designated authority, so long as in each such case, the Director acts in good faith after reasonable inquiry when appropriate.

Section 7 INSPECTION. Every Director shall have the right upon reasonable notice and at any reasonable time to inspect books, records, and documents, and to inspect the physical properties of the Corporation when necessary to carrying out their Board service. The Conference Minister or Ministers shall, at their discretion, determine the manner and means of inspection, taking into account the confidentiality and privacy needs and best interests of the Corporation.

Section 8 NO COMPENSATION. Directors shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to
the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered the Corporation in another capacity.

Section 9 VACANCIES. Continuing Directors may act despite a vacancy or vacancies in the Board and shall for this purpose be deemed to constitute the full Board. Any vacancy in the Board of Directors resulting from the departure of a Director appointed by a Voting Member may be filled by the Voting Member for the remainder of the vacant term, or at a future annual meeting of the Voting Member.

Section 10 SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION. Persons or groups of persons designated by the Board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the Board deems appropriate shall, except as the Board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1 REGULAR AND SPECIAL MEETINGS.

a. Regular Meetings of the Board shall be held at such date, place and time as the Board of Directors may from time to time determine.

b. Special Meetings may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer upon the written application of two or more Directors.

Section 2 NOTICE. Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by causing such notice to be sent by electronic mail, or other means of written communication at least five business days before the meeting to the Director’s contact information as it appears in the records of the Corporation; or (b) by providing such notice in person or by telephone at least five business days before the meeting. However, separate notice of Regular Meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not
required, provided that all Directors have notice of such fixed or scheduled date, time and place.

Section 3 QUORUM AND VOTING. A majority of Directors then in office shall constitute a quorum at all Regular Meetings of the Board. A Director who attends the meeting but is disqualified from participation because of a conflict of interest shall be counted as present for purposes of the quorum but not for voting purposes. When a quorum is present, voting at any Regular Meeting of the Board shall be by majority vote of the Directors present and voting. An abstention shall not be counted as a vote.

Section 4 ACTION WITHOUT A MEETING. Any action that is required or permitted to be taken, may be taken without a meeting, if all those entitled to vote consent in writing, and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5 TELEPHONIC PARTICIPATION IN MEETINGS. Members of the Board of Directors or any committee designated by the Board of Directors or these Bylaws may participate in any open meeting of the Board of Directors or of such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 6 WAIVER OF NOTICE. Whenever any written notice of a meeting is required to be given by these Bylaws, a Director can waive their right to receive such notice, either before or after the meeting in question, and the waiver shall have the effect of written notice. Attendance at a meeting by a Director who has not received a written notice of a meeting, but who attends said meeting without protest as to the non-receipt of such written notice, shall have the effect of a waiver of notice.

Section 7 MEETING CONDUCT AND PROCEDURE. The President or the Vice President in the absence of the President (or a Director designated by the Board in the absence of both the President and Vice President) shall chair Regular and Special Meetings of the Board.
ARTICLE VI

OFFICERS

Section 1  ENUMERATION AND TERMS. The Officers of the Corporation shall be a President, a Vice President, a Clerk, a Treasurer, a Moderator and a Vice Moderator who shall be nominated by the Volunteer Development/Nominating Committee and elected for one (1) year terms by the designated delegates and authorized ministers at the Annual Meeting of the Corporation, and such other Officers as the designated delegates and authorized ministers may from time to time determine. The President, Vice President, Moderator, and Vice Moderator may serve for no more than two, one (1) year terms. The Treasurer and Clerk may serve for no more than five, one (1) year terms. A person may simultaneously hold more than one office in the Corporation, except that a person may not serve simultaneously as President of the Board and Treasurer. All Officers shall be Directors, *ex officio* with a vote.

Section 2  POWERS. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

a. The President shall chair all meetings of the Board and except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of President and such other responsibilities and powers as designated by the Board of Directors. The President shall, subject to the direction of the Board of Directors, be responsible to the Board of Directors for the effective implementation of the Corporation’s policies and for providing leadership for oversight and strategic planning. The President is an *ex-officio*, non-voting Member of any Board committee to which he/she is not appointed or elected.

b. The Vice President shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Vice President and such other responsibilities and powers as designated by the Board of Directors. In the absence or inability of the President to act, the Vice President shall have and possess all of the powers and discharge all of the duties of the President.

c. The Clerk shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Clerk and such other responsibilities and powers as
designated by the Board of Directors. The Clerk shall, subject to the direction of the Board of Directors, be responsible for the recording and maintenance of the corporate records and documents of the Corporation, including records of all meetings of the Members and of the Board of Directors, and for the issuance of calls and notices of meetings of the Members and of the Board of Directors. If the Clerk is absent from any meeting, a temporary Clerk, chosen at the meeting, shall exercise the duties of the Clerk at such meeting. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process.

d. The Treasurer shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Treasurer and such other responsibilities and powers as designated by the Board of Directors. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall be responsible for ensuring the safe custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Directors may otherwise provide. The Treasurer shall render a report of finances at each Regular Meeting of the Board and at the Annual Meeting of the Corporation. The Treasurer chairs the [Audit and Finance] Committee.

e. The Moderator shall preside at all meetings of the Membership and shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Moderator and such other responsibilities and powers as designated by the Membership.

f. The Vice Moderator shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Vice Moderator and such other responsibilities and powers as designated by the Voting Members. In the absence or inability of the Moderator to act, the Vice Moderator shall have and possess all of the powers and discharge all of the duties of the Moderator.

g. Other Officers shall have such powers as may be designated from time to time by the Board of Directors.

Section 3 RESIGNATION. Any Officer may resign at any time by giving written notice of such resignation to the President or the Clerk. Such
resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Officer to whom it is given.

Section 4 REMOVAL. An Officer may be removed either with or without cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board of Directors. Such suspension or removal shall be without prejudice to contract rights, if any, of the person so suspended or removed. Election or appointment as an Officer shall not of itself create contract rights.

Section 5 VACANCIES. A vacancy in any office shall be filled by the Board of Directors at any meeting for the remainder of the vacant term.

ARTICLE VII

CONFERENCE MINISTER OR MINISTERS

If a Conference Minister is, or Conference Ministers are, called at the Annual Meeting or at a Special Meeting of the Membership, the Board shall supervise the Conference Minister or Conference Ministers, who shall be the senior manager(s) of the Corporation and, subject to the direction of the Board of Directors, shall have authority over and be responsible for the day-to-day management of the Corporation, including the supervision of all other staff.

If a Conference Minister is, or Conference Ministers are, called, the Board of Directors shall adopt an Executive Compensation Policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities.

ARTICLE VIII

NO PERSONAL LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1 NO PERSONAL LIABILITY. No Officer or Director shall be personally liable for any debt, liability, or other obligation of the Corporation.

Section 2 EXCEPTIONS. No Officer or Director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such Officer or Director as an Officer or Director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit
the liability of any Officer or Director (i) for breach of the Officer’s or Director’s duty of loyalty to the Corporation (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the Officer or Director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an Officer or Director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

Section 3 INDEMNIFICATION POLICY. The corporation shall adopt an indemnification policy to the extent legally permissible indemnifying each person who may serve or who has served at any time as a Director or Officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a director, Officer or director of, or in a similar capacity with, another organization.

ARTICLE IX

CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities.

ARTICLE X

GENERAL

Section 1 FISCAL YEAR. The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board of Directors.

Section 2 RECEIPT AND DISBURSEMENT OF FUNDS. The Board of Directors may designate such other Officer, Officers or Conference Minister(s) who in addition to or instead of the President or Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks as the Board of Directors, or Conference Minister(s), may from time to time designate or with such other corporations, firms, or individuals as the Board of Directors, or Conference Minister(s), may from time to time designate.
Section 3  EXECUTION OF DOCUMENTS. Except as otherwise provided by law, the Board of Directors or these Bylaws, the President or Treasurer shall sign for the Corporation all deeds, agreements and other formal instruments.

Section 4  COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS. Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.

ARTICLE XI

AMENDMENTS

The Board of Directors may make, amend or repeal these bylaws in whole or in part and shall give written notice of such action to the designated delegates and authorized ministers before the next Annual or Special Meeting of the Corporation. Notwithstanding the foregoing, Article I, Article III, Article IV, and this Article XI may be altered, amended or repealed, in whole or in part, only by the affirmative vote of the delegates and authorized ministers acting on behalf of each of the Voting Members at any Annual or Special Meeting of the Corporation, the notice of which contains a statement of the proposed alteration or amendment.
Wheelchair-Accessible:

**The Student Prince Café**
8 Fort St. (.3 miles)
(413) 732-1453
$$$ - Fish, Beef, Poultry, Seafood, German specialties.
Hours: Fri – Sat: 11:00 AM – 11:00 PM. *Kitchen closes 30 min prior to closing.
www.studentprince.com

**Adolfos**
254 Worthington St. (.4 miles)
(413) 746-5000
$$ - Italian Style Soup, Appetizers, Pasta, Chicken, Seafood.
Hours: Thurs – Sat: 4 -10:00 PM.
www.adolfosrestaurantspringfield.com

**VMP Pub & Pick’s Restaurant at the Sheraton Springfield**
1 Monarch Place (.2 miles)
$$ - Appetizers, Make your Own Burgers and Milkshakes, Wraps, Salads, Seafood.
Hours: Fri: 5 –10:00 PM, Sat: 7 – 11:00 AM & 5 – 10:00 PM.
www.sheratonspringfield.com/springfield-ma-restaurants

**Red Rose Pizzeria**
1060 Main St. (.2 miles)
(413) 739-8510
$$ - Italian Style. Salads, Pizza, Pasta, Chicken, Veal, Seafood.
Hours: Fri – Sat: 11:00 AM – 11:00 PM.
www.redrosepizzeria.com

**Luxe Burger Bar**
1200 Hall of Fame Ave. (.7 miles)
(413) 785-5893
$$ - Salads, Mac and Cheese, Burgers.
Hours: Fri – Sat: 11:30 – 12 AM.
springfield.luxeburgerbar.com

**Plan B Burger Bar (Burgers, Beer and Bourbon)**
1000 W. Columbus Ave. (.7 miles)
(413) 285-8296
$$ - Beef and Non-Beef Burgers, Soup, Salad.
Hours: Thurs - Sat: 11:30 – 2:00 AM.
www.burgersbeerbourbon.com/springfield

**Max’s Tavern**
1000 W. Columbus Ave. (.7 miles)
(413) 746-6299
$$$ - Raw Bar, Steak, Seafood.
Hours: Fri - Sat: 4 - 11:00 PM.
www.maxrestaurantgroup.com/taVERN

**Uno’s Pizzeria and Grill**
1277 Main St. (.9 miles)
(413) 733-1300
$$ - Pizza, Soup, Salad, Steak, Seafood.
Hours: Fri - Sat: 11- 12:30 AM.
restaurants.unos.com/locations/Springfield/MA/2103

**Samuels (at the Basketball Hall of Fame)**
1000 Hall of Fame Ave. (.8 miles)
(413) 732-SAMS (7267)
$$ - Soup, Salad, Burger, Flatbread.
Saturday Breakfast Options
samuelssportsbar.com

**Other:**

**Panjabi Tadka**
1688 Main St. (.4 miles)
(413) 732-1453
$$ - Indian Style Chicken, Vegetarian, Lamb and Seafood.
Hours: Mon – Sun: 5 – 10:00 PM.
www.panjabitadka.com

**Theodores BBQ**
(one small step at entrance, may want to call beforehand) 201 Worthington St. (.3 miles)
(413) 736-6000
$$ - BBQ, Quesadillas, Ribs, Sandwiches, Burgers and Salads.

2018 Annual Meeting Restaurants

Friday Dinner Options (Saturday Breakfast Options listed below Dinner Options)

**Wheelchair-Accessible:**

**Pick’s Restaurant at the Sheraton Springfield**
1 Monarch Place (.1 miles)
$$ - Open 7 AM.
www.maxrestaurantgroup.com/tavern

**Nadims**
1390 Main St. (.1 miles)
(413) 737-7373
Hours: Fri: 11:00 AM - 11:00 PM, Sat: 3 - 11:00 PM.
www.nadims.com

**350 Grill Steak House**
350 Worthington St. (.4 miles)
(413) 439-0666
$$$ - Small Plates, Soup, Salad, Steak, Seafood.
Hours: Fri: 5 - 11:00 PM (Tapas until 12:00 AM), Sat: 5 - 11:00 PM (Tapas until 12:00 AM).
www.350grill.net

Saturday Breakfast Options

**Wheelchair-Accessible:**

**Pick’s Restaurant at the Sheraton Springfield**
1 Monarch Place (.1 miles)
$$ - Open 7 AM.
www.maxrestaurantgroup.com/tavern

**Hampton Inn West Springfield**
Free Hot Breakfast included with room.
Not walking distance from MMC.

**Other:**

**Dunkin Donuts**
1500 Main St. (.2 miles) - $ (413) 732-8253

**Starbucks**
1089 E. Columbus Ave. (.6 miles)
Hours: Sat 5 AM – 11:30 PM. - $$

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Super Saturday!
October 20, 2018
Keefe Regional Vocational School, Framingham, MA

Worship

Workshops

Networking

Save the Date!

Super Saturday,
a day of worship, workshops
and networking for clergy and
others interested.

All are welcome!

Featuring David Csinos
Assistant Professor of Practical Theology at Atlantic School of Theology in Halifax, Nova Scotia

Dave Csinos is Assistant Professor of Practical Theology at Atlantic School of Theology in Halifax, Nova Scotia. As a practical theologian, his journey of learning and unlearning assumptions about faith formation – what it is and how it is done – has impacted current thinking about how we can imagine faith formation with people of all ages.

Dave holds a PhD in Practical Theology from University of St. Michael College. He has spoken at churches, conferences, camps and universities throughout the United States, Canada, Europe, Australia and New Zealand.

In his work, Dave has collaborated with leaders like Brian McLaren, Melvin Bray, Ivy Beckwith, Michael Novelli, Phyllis Tickle, Amy Butler, and many others. You can learn more about Dave at davecinos.com.
Rooted in the grace of God, nurturing local church vitality and the covenant among our churches to make God’s love and justice real.

Massachusetts Conference
United Church of Christ
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Annual Meeting
Advance Materials

Be part of UCC historic VOTE!
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TRI-CONFERENCE ANNUAL MEETING
Connecticut ~ Massachusetts ~ Rhode Island
Conferences of the United Church of Christ

June 15-16, 2018
MassMutual Center | Springfield, MA

Featuring Keynote Speaker and Worship Leader Traci D. Blackmon, UCC Executive Minister Justice and Witness Ministries

Please bring this booklet with you to Annual Meeting