

CONSTITUTION AND BYLAWS FOR THE NORTHEAST ASSOCIATION  
of the MASSACHUSETTS CONFERENCE of the UNITED CHURCH OF CHRIST  
(Adopted at a Special Meeting, March 19, 2015 at First Congregational Church of Georgetown)<sup>1</sup>

*ARTICLE I (Name and Organization)*

The name of this organization shall be the Northeast Association, (hereinafter called the “Association”) of the Massachusetts Conference of the United Church of Christ (hereinafter called “MACUCC”). Adoption of these bylaws shall not be construed to release either of the former Andover Association or Essex Association of their obligations, and their former policies shall remain in effect insofar as is practical and not in conflict with these bylaws. The Association derives its not-for-profit tax-exempt status as a division of MACUCC. These bylaws shall give the Association no temporal and limited ecclesiastical authority over member churches.

*ARTICLE II (Purpose)*

The Association shall undertake all tasks incumbent upon associations as provided in the constitution and bylaws of the United Church of Christ. The Association shall endeavor in all of its activities and manifestations to connect congregations, support pastors, and build covenantal relationships, all in the unity of Christ.

*ARTICLE III (Membership)*

The Association shall serve Essex County and the communities of Billerica, Chelmsford, Dracut, Dunstable, Lowell, Tewksbury, Tyngsborough, and Wilmington.

1. Membership shall consist of:

A) Churches and clergy which are members of either the Andover or Essex Association at the time of the adoption of this constitution and bylaws.

B) Churches which subscribe to the purposes and bylaws of the Association and the United Church of Christ and have been approved by two-thirds of the delegates present and voting at an Association meeting in Ecclesiastical Council.

C) Persons for whom full ministerial standing is conferred through authorization by this Association in cooperation with a church within its boundaries.

D) Authorized Ministers approved by either of the Committees on Ministry.

E) Member Ministers upon their retirement.

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<sup>1</sup> Subsequent amendments are footnoted with date and an explanation of what was changed.

2. A local church may be removed from membership in the Association, and therefore from the United Church of Christ, upon recommendation of the Board of Directors and by an affirmative vote of two-thirds of the members present and eligible to vote at a properly called meeting of the Association. Notice of such vote and the reasons for removal shall be sent to all delegates, clergy, and churches in the Association at least thirty (30) days prior to the meeting. At such meeting and prior to the vote, the church in question shall be given reasonable time for debate regarding the reasons for removal.

3. Each member church shall be entitled to one lay delegate for every one hundred members or fraction thereof, provided that no church be allotted fewer than two delegates. Delegates are expected to attend meetings and Ecclesiastical Councils of the Association, and are encouraged to attend celebrations of ministry, to wit: ordinations, commissionings, licensures, installations, and releases. They shall endeavor to maintain contact with the Association and assist in communicating Association news through their churches. Churches are asked to inform the Scribe of changes in their delegation. In order to maximize participation, churches are encouraged to select delegates who do not already have voting privileges by virtue of a position provided for in Article IV, Section 4 of these bylaws.

#### *ARTICLE IV (Association Meetings)*

1. The Association shall hold an Annual Meeting during the month of May at a location and on a date established by the Board of Directors at least one month prior to the designated date. The agenda of the meeting shall include, but is not limited to, the election of officers & Ministry Committee members, and the adoption of a budget. The fiscal year and terms of office shall commence on June 1<sup>st</sup> next following the Annual Meeting. All officers and committees shall prepare a report for the period May 1<sup>st</sup> to April 30<sup>th</sup> for this meeting in a timely fashion for distribution by the Scribe with the notice.

2. Special meetings may be called upon one month's prior notice by the Board of Directors or by petition signed by delegates representing one-tenth of the member churches or one-tenth of the clergy with standing in the Association.

3. Ecclesiastical Councils shall be called upon one month's prior notice by the Committee on Ministerial Formation.

4. Items may be submitted to the Scribe not later than twenty days prior to the Annual meeting to be placed on the agenda for a vote at Annual meeting by:

- A) The Board of Directors
- B) Either Committee on Ministry
- C) The Nominating Committee
- D) Any officer of the Association
- E) Any member church in congregational meeting assembled
- F) A petition signed by delegates from at least one tenth of the member churches<sup>2</sup>

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<sup>2</sup> Added by vote of Annual Meeting, 5/16/15; previously this had not been specified.

5. The following persons shall have voting privileges at Association meetings, including Ecclesiastical Councils:

- A) Officers and members of the Board of Directors;
- B) Members of the Committees on Ministry
- C) Authorized Ministers with standing in the Association;
- D) Lay delegates; and
- E) Association representatives to Conference bodies and General Synod delegates.

No person shall cast more than one vote by virtue of holding more than one position above.

6. The following persons shall have voice without vote at Association meetings:

- A) Members in Discernment of this Association;
- B) Clergy without standing who are currently serving an Association church;
- C) Staff and officers of the UCC;
- D) Local church moderators or equivalent officers; and
- E) Other persons may be granted voice at the discretion of the Moderator or upon approval of an appropriate motion.

No person who has voting privileges shall be denied the vote on the basis of also holding a voice without vote position.

7. The most recent revision of Robert's Rules of Order shall govern points of procedure and rules for debate, provided that such is not in conflict with these bylaws.

8. A quorum for Association meetings shall consist of lay delegates representing twenty percent of the member churches plus fifteen clergy with standing. For the purposes of determining a quorum, any layperson entitled to a vote shall count toward the representation of that person's home church.<sup>3</sup>

#### *ARTICLE V (Officers)*

There shall be the following officers of the Association:

1. Moderator and Vice-Moderator each elected for no more than three successive one year terms.
2. Scribe, Registrar, Treasurer, and Auditor elected for no more than five successive one year terms.

A) The MODERATOR shall preside at all duly called meetings and Ecclesiastical Councils of the Association, serve as chairperson of the Board of Directors, and be an ex officio member without vote, of all committees of the Association. The Moderator shall be a signatory on bank accounts and may be bonded in an amount determined by the Board of Directors.

B) The VICE-MODERATOR shall act in the Moderator's absence, represent the Association at celebrations of ministry, work with Association delegates and clergy from each church to facilitate the covenant within the Association, and act as Moderator during a vacancy

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<sup>3</sup> Amended at the Annual Meeting, 5/16/15; previous quorum was 1/3 of the churches and ¼ of the clergy.

or when the Moderator cannot be present. The Vice-Moderator shall be a signatory on any bank accounts may be bonded in an amount determined by the Board of Directors.

C) The SCRIBE shall record the minutes of meetings of the Association, Board of Directors, and Ecclesiastical Councils, and distribute notice to churches and clergy of all Association meetings and Ecclesiastical Councils, along with all supporting documents, at least fourteen days prior to such events. The Scribe shall prepare and distribute an Annual report including reports of the officers and committees under Articles VII & VIII and maintain the official copy of this constitution and bylaws.

D) The REGISTRAR shall keep a record of the standing of all churches and authorized ministers within the Association, issue letters transferring the standing of clergy, and distribute invitations to all celebrations of ministry. The Registrar shall be an ex officio, non-voting member of the Committee on Ministerial Standing, and serve as secretary thereof.

E) The TREASURER shall maintain all accounts, issue payments at the direction of the Board of Directors, request and collect contributions from the churches, and see that the budget is spent in accordance with the intent of the Association. The Treasurer shall make recommendations regarding the annual budget and report at each meeting of the Board of Directors as to the status of Association finances. The Treasurer may be bonded in an amount determined by the Board of Directors.

F) The AUDITOR shall make a formal review and audit of the Association's financial accounts at least once each fiscal year, and report the results of the review.

#### *ARTICLE VI (Board of Directors)*

The following persons shall be Board members:

- A) The officers as provided for in Article V with the exception of the Auditor;
- B) A representative from the Committee on Ministerial Formation; and
- C) Four at-large members, two chosen each year for no more than two successive terms of two years in such a manner that diversity of board membership is considered.

The following persons shall be ex officio Board members, having voice but not vote:

- A) The Associate Conference Minister of MACUCC assigned to this Association;
- B) The immediate past Moderator of the Association;
- C) General Synod delegates from this Association
- D) Members of Conference and National Setting bodies from this Association

The Board of Directors shall:

- A) Meet at least six times per fiscal year to transact the business of the Association between general meetings;
- B) Formulate an annual budget and present it to the Association at the Annual Meeting;
- C) Collectively work to maintain the covenant among churches in the Association;
- D) Facilitate the process for admission of new churches and receive notifications of dissolution or separation from the UCC;

- E) In between Association meetings, temporarily appoint persons to fill open officer and Ministry Committee positions, to be ratified at the next Association meeting;
- F) Appoint persons to the Nominating and any Ad Hoc Committees; and
- G) At appropriate times, appoint a person to serve on the United Fitness Review Committee of the various Associations of MACUCC. The appointee to Unified Fitness Review Committee (UFRC) must have fulfilled a term of service to the association within the previous six (6) years.
- H) Receive and act upon any appeal of a Fitness Review process. The Subject of the review shall have ten (10) days after notification of the outcome of the Fitness Review. The grounds for appeal of oversight decisions shall be limited to questions of process.

The at-large members shall be responsible for a task determined in consultation with the Board of Directors, which could include liaising with or chairing ad hoc committee(s). A quorum shall consist of a majority of seated voting members. Meetings shall be open to observation by members of Association churches except during executive session.

#### *ARTICLE VII (Ministry)*

The Committees on Ministry as established in this article shall carry out their duties under the guidance of the United Church of Christ Manual on Ministry. They shall each organize themselves within thirty days of the most recent election at a meeting convened by the Moderator. Members shall serve for no more than two consecutive full four-year terms on a Committee on Ministry. At the conclusion of a single term a member shall have the option of staying on or switching committees. Clergy shall be elected during the even-numbered years and laypersons shall be elected during the odd-numbered years. The Associate Conference Minister and Association Moderator shall be ex officio members of each committee, without vote.

- 1) The **COMMITTEE ON MINISTERIAL FORMATION** shall:
  - A) Consist of twelve members (6 Clergy & 6 Lay) elected in rotation of three members per year during the Annual Meeting of the Association;
  - B) Guide members in discernment of the United Church of Christ on their journeys toward authorized ministry;
  - C) Recommend candidates for ordination or commissioning to the Ecclesiastical Council and grant ministerial licenses; and
  - D) Promulgate policies and requirements consistent with the Manual on Ministry.
- 2) The **COMMITTEE ON MINISTERIAL STANDING** shall:
  - A) Consist of eight members (4 Clergy & 4 Lay) elected in rotation of two members per year during the Annual Meeting of the Association;
  - B) Support clergy who already have standing and grant requests of transfer as appropriate;
  - C) Engage in periodic support and conflict resolution, and determine whether a fitness review should be conducted by the Unified Fitness Review Committee established by the several associations of MACUCC; and
  - D) Promulgate policies and requirements consistent with the Manual on Ministry.

*ARTICLE VIII (Other Committees)*

- 1) The NOMINATING COMMITTEE shall:
  - A) Consist of the immediate past Moderator of the Association, who will serve as chairperson, and at least two other persons appointed by the Board of Directors at their first meeting following their election and serve until the next Annual Meeting of the Association. If the immediate past Moderator is unable to serve as chairperson, the Board shall appoint another person, who shall have privilege of voice without vote on the Board if not already a Board member;
  - B) Be primarily charged with seeking out candidates to fill the various Association offices and ministry committees as provided for in these bylaws to be elected at an Association meeting;
  - C) In the event of a vacancy between Association meetings, recommend a person to the Board of Directors for their approval;
  - D) Recommend persons for the Nominating Committee to the Board of Directors for their approval;
  - E) Assist in identifying candidates for the various Conference bodies; and
  - F) Coordinate the offerings of time and talent among Association members.

When developing a slate of nominees, care should be taken to find candidates from as many different churches as possible. Except as otherwise provided all positions established by these bylaws shall be filled by members in good standing of churches in covenant with the United Church of Christ via the Association. The Association welcomes all such members into the full life and ministry of the Association.

2) The Board of Directors may from time to time on their own, or at the request of Association members, establish additional committees and appoint an at-large member to chair or liaise with them for the purpose of coordination and facilitating the covenant among association churches. Such committees may be established or dissolved by the Board at any time pursuant to the current needs and interests of the association.

*ARTICLE IX (Involuntary Recusal)*

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

*ARTICLE X (Amendments and Suspension)*

These bylaws may be amended by a two-thirds vote at any Association meeting, provided that the proposed amendment was circulated to the delegates with the notice of the meeting. The Scribe shall maintain the official copy of these bylaws and distribute updated versions to officers, committees, clergy, churches of the Association, and MACUCC. The Scribe may make

grammatical or formatting corrections to these bylaws and notify the Board of Directors of such action.

Specified portions of these bylaws may be suspended by a two-thirds vote of the members present and voting at any duly called meeting of the Association, the proposed suspension being stated in the notice of the meeting. The suspension provision must specify which articles or sections are to be suspended, and for what period of time, as well as what substitute action shall be taken or which body is authorized to determine substitute action. The notice of suspension shall be appended to the end of all copies of the bylaws and may be rescinded prior to the originally designated expiration date by a majority vote pursuant to a duly warranted meeting article. The suspension provision may be extended beyond the designated expiration date by a two-thirds vote pursuant to a duly warranted meeting article, provided that such extension also includes a new designated time limit.

#### *ARTICLE XI (Dissolution)*

In the event of the dissolution of the Association, the assets thereof shall be proportionally distributed to the Association(s) to which member churches subsequently covenant following dissolution. Dissolution shall take effect only upon the affirmative votes of at least three-quarters of the delegates present and voting at a meeting of the Association, due notice having been given. The distribution of assets may occur only after the payment of all outstanding financial obligations.