

1 **THE BYLAWS OF THE EASTERN ASSOCIATION,**
2 **MISSOURI MID-SOUTH CONFERENCE OF THE**
3 **UNITED CHURCH OF CHRIST**
4 **(Adopted _____)**

5 **Article I: Name.**

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

9 **Article II: Corporation Board.**

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

16 **Article III: Purpose and Mission.ⁱ**

17 **Section 1.** The Association is an expression of the church and its purpose is to promote unity
18 through worship, fellowship, witness, and mission among its Local Churches and Authorized
19 Ministers (Ordained, Licensed, Commissioned).

20 **Section 2.** The Association elects officers and elects or appoints such committees as it deems
21 necessary for transacting its business and correlating its work with that of the Missouri Mid-South
22 Conference and the General Synod of the United Church of Christ.

23 **Section 3.** The Association secures the financial support necessary to engage its mission.

24 **Section 4.** The Association is concerned with the welfare of all Local Churches within its boundaries;
25 seeks ways to assist those going through difficulties that are beyond their own resources; offers
26 encouragement, guidance, and assistance in the organization of new Local Churches; and, in
27 consultation with the Missouri Mid-South Conference, receives Local Churches into or removes
28 them from the United Church of Christ.

29 **Section 5.** The Association covenants with members of the United Church of Christ within the
30 Association as together they discern God’s call to authorized ministry. The Association delegates the
31 following functions to the Committee on Ministry:

- 32 a. preparing Members in Discernment for ordination, commissioning, or licensing;
- 33 b. ordaining, commissioning, and licensing qualified candidates in and on behalf of the whole
34 United Church of Christ;
- 35 c. conferring standing as a covenantal relationship with Ordained Ministers, Licensed
36 Ministers, Commissioned Ministers, and persons with Ordained Ministerial Partner
37 Standing;

- 38 d. certifying, transferring, and terminating Ordained Ministerial Standing, Ordained Ministerial
39 Partner Standing, Commissioned Ministerial Standing, and licenses;
40 e. installing Ordained Ministers and persons with Ordained Ministerial Partner Standing;
41 covenanting with Licensed Ministers, Commissioned Ministers, and the Local Churches to
42 which they are called;
43 f. granting Dual Standing, Privilege of Call, and Leaves of Absence;
44 g. reviewing and providing ecclesiastical oversight for Ordained, Licensed, and Commissioned
45 Ministers and persons with Ordained Ministerial Partner Standing; and
46 h. verifying that an Ordained Ministerial Partner and any ministers from non-affiliated
47 denominations have demonstrated knowledge of, and appreciation for, the history, polity,
48 and practices of the United Church of Christ.

49 **Section 6.** The Association receives and acts upon business referred to it by its Local Churches, the
50 Missouri Mid-South Conference, the General Synod of the United Church of Christ, and other
51 ecclesiastical bodies.

52 **Section 7.** The Association may petition or introduce action to the Missouri Mid-South Conference
53 or the General Synod of the United Church of Christ.

54 **Section 8.** The Association seeks to cultivate and maintain ecumenical relationships among all
55 denominations and faiths.

56

57 **Article IV: Membership.**

58 Membership in the Association consists of Local Churches within its boundaries (US Highway 63 east to
59 the Mississippi River except for the St. Louis Association and Kahoka, Missouri) and all Authorized
60 Ministers (Ordained, Licensed, Commissioned) whose standing is held byⁱⁱ the Association. Each Local
61 Church may send three (3) voting delegates to Association business meetings.ⁱⁱⁱ Attention to including
62 members with various racial and ethnic backgrounds, women, youth, and young adults, sexual
63 orientation and gender identity is strongly encouraged.^{iv} Members of the Association Council are
64 granted voice and vote in all business meetings of the Association. In addition to voting delegates,
65 visitors from Local Churches are welcome to participate with voice without vote.

66

67 **Article V: Association Council.**

68 **Section 1. Composition**

69 The Association shall regularly transact its business through an Association Council composed of
70 fourteen (14) members: the four (4) officers, eight (8) at-large members (four of whom shall be
71 Authorized Ministers and four of whom shall be lay members), and the two (2) chairpersons of the
72 standing committees. Regardless of their role, no individual may serve more than six (6) consecutive
73 years on the Association Council.

74 **Section 2. At-Large Members**

75 Four (4) at-large members are elected to the Association Council at each Annual Business Meeting
76 for an initial term of two (2) years and may be elected for two (2) subsequent two-year terms.

77 **Section 3. Authority and Responsibility**

78 The Association Council is accountable to the gathered Association and functions as the governing
79 body between meetings of the Association. Actions of the Association Council shall be
80 communicated to the Local Churches and Authorized Ministers on a regular basis.

81 **Section 4. Fiduciary Responsibilities**

82 The Association Council is responsible for creating a proposed annual budget in consultation with
83 the Treasurer and shall endeavor to secure necessary financial support to fund the budget from
84 Local Churches and Authorized Ministers of the Association. The Association Council shall also
85 appoint an annual Auditing Committee, which shall examine the financial records with concern for
86 their accuracy and make recommendations for strengthening financial controls, as deemed
87 appropriate.

88 **Section 5. Meetings**

- 89 a. The Association Council shall meet at least quarterly, on a day and time determined by its
90 members. Special meetings may be called by the President or, upon the written request
91 signed by three Association Council members. The Council Secretary/Registrar shall notify
92 all Association Council members of all meetings not less than ten (10) days prior to meeting.
93 An agenda shall accompany such notification.
- 94 b. In order to transact Association Council business, a quorum of fifty percent (50%) plus one
95 of its members (8 members) must be present.
- 96 c. The schedule of regular Association Council meetings shall be established and
97 communicated to Local Churches and Authorized Ministers by the Secretary/Registrar at the
98 beginning of each calendar year.

99 **Section 6. Vacancies**

100 The Association Council is responsible for filling all vacancies, in consultation with the Nominating
101 Committee, by appointing members for the balance of the unexpired term. Those appointed may
102 be nominated and elected for two (2) subsequent two-year terms.

103

104 **Article VI: Officers.**

105 The officers of the Association are President, Vice President, Secretary/Registrar, and Treasurer, who
106 shall together serve as the Executive Committee and attend to matters committed to it by the
107 Association Council.

108 **Section 1. President**

109 The President is elected at the Annual Business Meeting for a term of two (2) years, and may be
110 reelected for two (2) subsequent two-year terms. The President shall perform the duties ordinarily
111 related to the role of president, shall preside at meetings of the Association and Association Council,
112 and shall represent the Association in other settings.

113 **Section 2. Vice President**

114 The Vice President is elected at the Annual Business Meeting for a term of two (2) years, and may be
115 reelected for two (2) subsequent two-year terms. The Vice President shall assist the President in
116 fulfilling their duties, preside at meetings of the Association and Association Council in the absence

117 of the President, and perform other functions as from time to time assigned by the Association
118 Council.

119 **Section 3. Secretary/Registrar**

120 The Secretary/Registrar is elected at the Annual Business Meeting for a term of two (2) years and
121 may be reelected to two (2) subsequent two-year terms. The Secretary/Registrar is responsible for
122 calling the roll of Local Churches and Authorized Ministers^v at the beginning of regular and special
123 business meetings to establishing a quorum and for recording the official proceedings of Association
124 and Association Council meetings.

125 **Section 4. Treasurer**

126 The Treasurer is elected at the Annual Business Meeting for a term of two (2) years and may be
127 reelected to two (2) subsequent two-year terms. The Treasurer manages the financial resources of
128 the Association, prepares timely reports for the Association Council and Association, assists in
129 preparing the annual budget, and provides such records as required by the auditors. The Treasurer
130 is responsible for filings required to maintain the Association's nonprofit corporate status as a Public
131 Benefit Corporation in the State of Missouri.

132

133 **Article VII: Standing Committees.**

134 The following are named as the Standing Committees of the Association: Nominating Committee and
135 Committee on Ministry^{vi}.

136 **Section 1. Nominating Committee**

137 The Nominating Committee consists of five (5) Association members who are elected at the
138 Annual Business Meeting. A Nominating Committee member is elected for a term of two (2)
139 years and may be reelected for two (2) subsequent two-year terms. The Nominating Committee
140 shall prepare a slate of nominees for election at the Annual Business Meeting of officers,
141 members of the Association Council, Committee on Ministry, and Nominating Committee, and
142 representatives to the Missouri Mid-South Conference and wider settings of the United Church
143 of Christ. When vacancies occur, the Nominating Committee shall recommend candidates to
144 the Association Council for appointment to fill the unexpired term.

145 **Section 2. Committee on Ministry**

- 146 a. The Committee on Ministry consists of twelve (12) Association members, equally divided
147 between lay members and Authorized Ministers. The Nominating Committee shall present
148 a slate of four (4) members, two (2) lay persons and two (2) Authorized Ministers, for
149 election at the Annual Business Meeting. After an initial term of three (3) years, Committee
150 on Ministry members may be reelected for a subsequent three-year term.
- 151 b. The Committee on Ministry shall be familiar with the United Church of Christ's Constitution
152 and Bylaws as they relate to the autonomy and covenantal relationships inherent in our
153 denominational polity.
- 154 c. The Committee on Ministry shall utilize the current edition of the United Church of Christ
155 Manual on Ministry as a guide for its work in and on behalf of the whole United Church of
156 Christ.

- 157 d. The Committee on Ministry will endeavor to support the Local Churches in times of tension
158 between congregants and pastors through a Situational Support Consultation.
- 159 e. The Committee on Ministry will provide ongoing care for and oversight of the Authorized
160 Ministers whose standing is held by the Association.
- 161 f. The Committee on Ministry will define and establish a process for conducting Fitness
162 Reviews of those Authorized Ministers who have complaints lodged against them for alleged
163 breaches of ethical conduct in ministry.
- 164 g. The Committee on Ministry will determine by vote of its members whether a particular
165 complaint rises to the level of an investigation.
- 166 h. The Committee on Ministry will conduct Fitness Reviews in accordance with its stated
167 procedure and may enlist the help of others who may have expertise in information
168 gathering and accompanying those impacted by a pending Fitness Review.
- 169 i. The Committee on Ministry will determine the outcome of the Fitness Review as it relates to
170 the ministerial standing of the Authorized Minister under review.
- 171 j. An appeal of the Committee on Ministry's process in conducting a Fitness Review may be
172 made in writing to the President of the Association, within thirty (30) days of the outcome of
173 the Fitness Review, by the Authorized Minister who was under review or by the Church
174 Council of the Local Church where the Authorized Minister was called to serve. This request
175 for an appeal must contain a specific description of the Committee on Ministry's failure to
176 faithfully follow its established Fitness Review process. The outcome of an appeal is not
177 itself appealable.
- 178 k. The Association Council is charged with adjudicating a request for an appeal of a Fitness
179 Review within thirty (30) days of the written receipt of the request. If the Association
180 Council determines that the process used to conduct the Fitness Review was followed, the
181 Committee on Ministry's work is affirmed and the appeal is ended. If the Association
182 Council determines that the process used to conduct the Fitness Review was flawed, the
183 appeal is sustained and the Committee on Ministry is instructed to reengage the process
184 from the point where it failed. All decisions of the Association Council regarding the appeal
185 are final.^{vii}

186

187 Article VIII: Ad Hoc Committees / Mission Groups.

188 Ad hoc committees and mission groups may be created by the Association Council, as needed, to
189 accomplish the mission of the Association. Such bodies report to the Association Council. Mission
190 groups are open to those with an interest and energy for a particular mission, and their members do not
191 serve for specified term. The Association Council may reconstitute or dissolve ad hoc committees or
192 mission groups when their purpose is accomplished or interest wanes.

193

194 Article IX: Meetings.**195 Section 1. Annual Business Meeting**

196 The Annual Business Meeting of the Association shall be held in the fall of each year at a specific
197 time and place that is to be determined by the Association Council. The purpose of this meeting
198 shall be:

- 199 a. To receive the slate of nominees as presented by the Nominating Committee and
200 elect officers and members of the Association Council, Nominating Committee, and
201 Committee on Ministry; and representatives to the Missouri Mid-South Conference
202 and wider settings of the United Church of Christ;
203 b. To consider and adopt a budget for the Association;
204 c. To receive and affirm the reports of the Secretary/Registrar, Treasurer, Nominating
205 Committee, Committee on Ministry, and any Ad Hoc Committees / Mission Groups;
206 and
207 d. To transact such other business as shall properly come before the meeting.

208 **Section 2. Annual Program Meeting**

209 A program meeting of the Association shall be held in the spring of each year at a specific time
210 and place that is to be determined by the Association Council. The purpose of this meeting shall
211 be to strengthen leadership skills and development; fellowship; spiritual growth; and the spread
212 of the Spirit through the Association.

213 **Section 3. Special Meetings**

214 Special meetings of the Association may be called by the Association Council or upon a written
215 request by a petition signed by ten (10) member churches or ten (10) member Authorized
216 Ministers whose standing is held by the Association. Such special meetings shall be called by
217 the Association Council within thirty (30) days of the receipt of the petition.

218 **Section 4. Notice of Meetings**

219 Written notice of all Association meetings shall be sent by the Secretary/Registrar or their
220 designee to all members of the Association not less than twenty-one (21) days prior to any
221 meeting. This notice shall clearly designate the place, time, and purpose of the meeting. A copy
222 of the agenda and materials to be considered shall accompany the notice. In the event of a
223 special meeting, the notice shall include a summary of the matter(s) for which the meeting is
224 called.

225 **Section 5. Quorum Requirement**

226 In order to transact Association business, a quorum shall be delegates from ten percent (10%) of
227 Local Churches and ten percent (10%) of Authorized Ministers, whether gathered in-person or
228 virtually, as provided in Section 6 below. No provision is made for voting by proxy.

229 **Section 6. Electronic Meetings.** The Association Council, Executive Committee, committees and
230 mission groups, and the Association in extraordinary conditions, may meet by video or
231 telephone conference provided each attendee can hear and be heard by all attendees.

232 **Section 7. Electronic Actions.** Any action that is required to be or may be taken at a meeting of
233 the Association Council or Executive Committee may be taken without a meeting if consents in
234 writing, including an email response, setting forth the action so taken, are signed by the
235 required percentage of Directors. Such consents shall have the same force and effect as a vote
236 at a meeting duly held and may be certified as such. The Secretary/Registrar shall file the

237 consents with the minutes of the meetings of the Association Council.

238 **Article X. Role of Judiciary Staff.**

239 The Conference Minister and Associate Conference Minister(s) of the Missouri Mid-South Conference,
240 as well as officers of the General Synod of the United Church of Christ, are always welcome to attend
241 and participate in meetings of the Association. They are granted voice without vote in Association
242 business meetings.

243

244 **Article XI: Parliamentary Authority.**

245 Ever mindful that the Association is an expression of the church of Jesus Christ, we seek to discern the
246 movement of the Holy Spirit in our decision making. The rules contained in the latest edition of *Roberts*
247 *Rules of Order Simplified* shall govern the Association when applicable and when not inconsistent with
248 these Bylaws and any special rules of order the Association may adopt.

249

250 **Article XII. Gifts and Property.**

251 **Section 1. Reception of Gifts and Property**

252 The Association may decide to^{viii} receive, take, or hold; by gift, purchase, devise, bequest, or
253 otherwise, any property, whether real, personal, or mixed, in order to provide for any lawful
254 uses and purpose of the Association; and may convey, lease, improve, mortgage, or otherwise
255 encumber such property for Association purposes.

256 **Section 2. Real Property**

257 The Association may purchase or sell real property only after appraisal, after consultation with
258 legal counsel, and only after proper notice has been given to Association members. Said
259 purchase or sale shall be approved by a majority vote of members at a duly called Association
260 meeting.

261

262 **Article XIII. Conflict of Interest.**

263 Any possible conflict of interest on the part of any member of the Association Council shall be disclosed
264 in writing to the Association Council and made a matter of record through an annual procedure and also
265 when the interest involves a specific issue before the Association Council. This conflict may be financial
266 in nature or a perceived bias regarding a Local Church, an Authorized Minister, or other party that may
267 come before the Association Council. The minutes of the meeting shall reflect that a disclosure was
268 made, the abstention from voting, and the actual vote itself. Every new member of the Association
269 Council shall be advised of this policy upon entering their office, and shall sign a statement
270 acknowledging, understanding of, and agreement to adhere to this policy. The Association Council shall
271 comply with all requirements of Missouri law in this area and those requirements will be incorporated
272 into and made part of this policy statement.

273

274 **Article XIV. Indemnification.**

- 275 a. Each person elected or appointed to any office in the Association or any person formerly
276 elected or appointed to any office within the Association shall be indemnified by the
277 Association against liabilities, expenses, legal fees and costs reasonably incurred by them or
278 their estate, in conjunction with or arising out of any action, suit, claim, or proceeding in
279 which they are made a party by reason of their being, or having been, a person serving in
280 an office within the Association; provided that such person shall not be indemnified with
281 respect to any matter to which they shall be finally adjudged in any such action, suit, or
282 proceeding, to have been liable for negligence or misconduct in the performance of their
283 duties to the Association, unless and only to the extent that the court in which the action
284 or suit was brought determines upon application that, despite the adjudication of liability
285 and in view of all the circumstances of the case, the person is fairly and reasonably entitled
286 to indemnity for such expenses that the court shall deem proper. This indemnification shall
287 apply also in respect of any amount paid in compromise of any such action, suit,
288 proceeding, or claim, including expenses, legal fees and court costs reasonably incurred in
289 connection therewith, provided the Association Council shall have first approved such
290 proposed compromise settlement and determined that the elected person involved shall
291 not be qualified to vote thereon and if for this reason there cannot be a vote on such
292 matter, it shall be determined by a committee of eleven (11) persons appointed by the
293 Association Council at a duly called business meeting.
- 294 b. In determining whether an elected member was guilty of negligence or misconduct in
295 relation to any such matter the Association Council or the committee appointed by the
296 Association Council, as the case shall be, may rely conclusively upon an opinion of
297 independent legal counsel selected by the Association Council or the committee appointed
298 by the Association Council.
- 299 c. The right of indemnification herein provided shall not exclude any other rights to which an
300 elected person may be lawfully entitled, including such rights under the Articles of
301 Incorporation of the Association.

302

303 **Article XV. Dissolution.**

304 If the Association dissolves, for any reason, the financial and real assets of the Association shall be
305 delivered, transferred, and conveyed to the Missouri Mid-South Conference of the United Church of
306 Christ or its successor body, for whatever purposes it may designate in the pursuit of its religious
307 endeavors. Under no circumstance shall any individual person benefit from said distribution of
308 Association assets.

309

310 **Article XVI: Amendment of Bylaws.**

311 Bylaws of the Association may be amended or revised by a two-thirds (2/3) affirmative vote at a duly
312 called meeting of the Association, provided that such amendments or revisions are reviewed and
313 recommended to the Association by the Association Council; and provided that written notice of said

314 vote and the text of the amendments or revisions is sent to the members of the Association in
315 accordance with the provisions of these Bylaws.

316 Highlights of the Proposed Bylaws

ⁱ Article III: Purpose and Mission reflects the *Bylaws of the UCC, Article II. Sections 166-175.*

ⁱⁱ “Whose standing is held by” clearly reflects that the Association is the authorizing body on behalf of the whole United Church of Christ. The Association holds the standing. The current bylaws consistently refer to Authorized Ministers “holding standing” in the Association.

ⁱⁱⁱ Local Churches are all granted three (3) voting delegates at Association meetings, regardless of the size of the church.

^{iv} The decision about the composition of the delegation is left to each Local Church, with encouragement to select a diverse delegation. This reflects the current demographic in many of our churches where youth are not present or interested in wider church activities.

^v Verbally “calling the roll” at the beginning of Association meetings, in addition to having a sign-in sheet for reference purposes, is a helpful exercise. It reminds those who are present of the connections we share even with those who are not present at this meeting.

^{vi} These Bylaws reduce the number of Standing Committees from six (Nominating Committee, Committee on Ministry, Program Committee, Mission and Social Concerns Committee, Evangelism Committee, and Stewardship Committee) to two (Nominating Committee and Committee on Ministry). Ad Hoc Committees / Mission Groups (see Article VIII) allow for flexibility to respond to missional needs as they arise.

^{vii} Clarity that it is only the process used in conducting a fitness review and not a specific outcome is the only grounds for an appeal. Further, it should be clear who can request an appeal and to whom that request should be issued. Thirty (30) days is a sufficient length of time for requesting an appeal.

^{viii} The language, “may decide to” has been added to indicate that a deliberate decision should be made to accept or reject gifts and property. There may be occasions when accepting such gifts and property are not in the best interest of the Association and its mission.

Proposed Bylaws drafted by Tom Baynham, Kurt Schaller Blaufuss, Laura Mignerone, and Gary Schulte with legal review by Paul F. Black, Esq.