



HARRISBURG ASSOCIATION
OF THE
PENN CENTRAL CONFERENCE
OF THE UCC

CONSTITUTION AND BY-LAWS

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CONSTITUTION OF THE HARRISBURG ASSOCIATION

ARTICLE I. NAME

The name of this association is the Harrisburg Association of the Penn Central Conference of the United Church of Christ.

ARTICLE II. PURPOSE

The purpose of this Association is to:

- 1) Strengthen and undergird the work and witness of member congregations and ministers.
- 2) Assist local congregations and ministers in situations calling for help beyond their own resources.
- 3) Provide programs, resources, and services which further the mission of Christ.
- 4) Cooperate with the Penn Central Conference and through it with the General Synod of the United Church of Christ, its Boards, Agencies, and Instrumentalities.
- 5) Determine, confer, and certify the standing of local churches of the United Church of Christ within its boundaries.
- 6) Grant, certify, transfer, and terminate authorized ministerial standing or ordained ministerial partner standing in the United Church of Christ.

ARTICLE III. COVENANTAL RELATIONSHIP

Section A. We believe Jesus Christ calls us as churches, ministers, and laypersons to enter into a covenantal relationship which affords blessings and entails responsibilities. Among the blessings are shared fellowship and service, united in witness of our faith and traditions, and benefit of one another's gifts, graces, and talents. Among the responsibilities are encouragement in word and deed, willingness to work together to address common problems, and commitment to participate in the life and work of the larger church. Aware of our interdependence, we enter this covenant committing ourselves to the nurturing and enriching of every church member, every minister, and every local church member within the bounds of the Association.

Section B. The Association, together with the United Church of Christ acknowledges as its sole head, Jesus Christ, Son of God and Savior. It acknowledges as kindred in Christ all who share in this confession. It looks to the Word of God in the scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God. In accordance with the teaching of our Lord and the practice of

revealing among evangelical Christians, it recognizes two sacraments: Baptism and the Lord's Supper or Holy Communion.

ARTICLE IV. MEMBERSHIP

The membership of this Association shall be composed of:

- 1) All local churches in the geographical area constituting the Harrisburg Association which are members of the United Church of Christ, and
- 2) All ordained ministers holding standing or ordained ministerial partner standing in this Association, all Commissioned Ministers of this Association, and all ministers licensed by this Association.

ARTICLE V. OFFICERS

Section A. The officers of this Association shall be a President, Vice President, Immediate Past President, Secretary, and Treasurer.

Section B. Other officers may be elected as this Association deems necessary.

ARTICLE VI. EXECUTIVE COMMITTEE

Section A. The Executive Committee shall consist of the President, Vice President, Immediate Past President, Secretary, Treasurer, chairpersons of all standing committees and areas of ministry, and one (1) at-large authorized minister member representative and one (1) at-large lay person representative.

Section B. Members of the Board of Directors of Penn Central Conference residing within the boundaries of this Association and Conference staff members may serve as ex-officio members of the Executive Committee with voice but without vote.

ARTICLE VII. FINANCE

This Association shall be supported, at least in part, by annual contributions paid by its member churches. The amount of said support shall be established at the Fall Meeting of the Association.

ARTICLE VIII. MEETINGS

Section A. This Association shall meet at least twice each year at such times and places determined by the Executive Committee. The Election of Officers shall take place in the Spring and the adoption of a budget shall take place in the Fall.

Section B. The Executive Committee calls and presides over all meetings, including Ecclesiastical Councils. Each member church, each authorized minister member, and each member of the Executive Committee shall be provided at least two (2) week's notice of the date of the meeting. Said notice shall include the time and place of the meeting and the business items on the agenda.

Section C. Special Meetings may be called by (a) the Executive Committee, (b) the written request of the consistory of five (5) member churches, or (c) the written request of ten (10) authorized minister members. Any written request for a special meeting shall specify the particular business to be transacted.

ARTICLE IX. INTERPRETATION

This Constitution is prepared with a view toward consistency with the Constitution and By-Laws of the United Church of Christ and with the Constitution and By-Laws of the Penn Central Conference. Should any question of consistency arise, the matter shall be referred to the Judicial Commission of the Penn Central Conference.

ARTICLE X. AMENDMENTS

Amendments to this Constitution may be proposed by (a) the Executive Committee, (b) the consistory of any member church, or (c) ten (10) authorized minister members. Proposed amendments shall be submitted in writing to the Secretary at least (3) three months prior to the Association meeting at which they are to be presented. At least two (2) months prior to said meeting, the Secretary shall transmit the proposed amendments to each member church and authorized minister members. Adoption of an amendment shall require a two-thirds (2/3) vote.

BY-LAWS OF THE HARRISBURG ASSOCIATION

ARTICLE I. DEFINITIONS

The following terms shall have the meanings specified:

- 1) "Authorized minister member" shall mean an Ordained Minister holding standing or ordained ministerial partner holding standing in this Association, a Commissioned Minister of this Association, and/or a minister licensed by the Association
- 2) "Layperson" shall mean a person, other than an authorized minister member, who is a member of any Local Church in this Association.
- 3) "Lay delegate" and "Lay alternate" shall mean a layperson that is elected or appointed by a member church to represent it at a meeting of the Harrisburg Association. Each member church shall determine how its lay delegates and lay alternates will be selected. It is recommended that lay delegates and lay alternates serve a term of at least one (1) year and that the names of these persons be forwarded to the Secretary of the Association upon appointment or election.

ARTICLE II. COVENANT RELATIONSHIP WITH MEMBERS

Section A. Membership in the Harrisburg Association assumes that churches and ministers are willing to be in covenant with one another. In order for that covenant relationship to be maintained, the covenant responsibilities described in the following sections are taken seriously and we will hold each other accountable for them.

Section B. The covenant responsibilities of member churches are as follows:

- 1) Have a concern for the work and witness of all local churches in the Harrisburg Association. It shall express this concern by sending authorized minister members and/or layperson delegates to Association events, including but not limited to the Fall and Spring Meetings of the Association.
- 2) Remit financial support to the Association.
- 3) Give due consideration to all actions by, decisions of, and advice emanating from the Association. Such consideration may be expressed through publicizing Association actions, decisions, and advice in the local church newsletter or bulletins, and/or reporting them at consistory and congregational meetings.
- 4) Submit such congregational information and reports as requested by the Association.

Section C. The covenant responsibilities of authorized minister members shall be guided by all of the codes for local ministry, including the local church code.

ARTICLE III. ELECTIONS

Section A. All Officers and Committee members (including members of the Executive Committee) shall be elected and installed at the Spring Meeting of this Association.

Section B. The Discernment Committee shall submit to the Secretary a list of persons to fill all vacancies in the Association positions. In the absence of a functional Discernment Committee, the Executive Committee will nominate persons to fill vacancies.

ARTICLE IV. OFFICERS

Section A. All Officers – Balance of Clergy and Layperson

All officers of this Association may be either an authorized minister member or a layperson. If the President is an authorized minister member, the Vice President shall be a layperson. If the President is a layperson, the Vice President shall be an authorized minister member.

Section B. President

The President shall preside at all meetings of the Association and shall chair all meetings of the Executive Committee. The President is an ex-officio member of all Association Committees. The President shall perform all functions assigned by the Executive Committee and/or the Association. The President shall serve for a term of 1 year and shall be succeeded by the Vice President.

Section C. Vice President

The Vice President shall act in the place of the President whenever necessary. The Vice President shall serve for a term of 1-year and shall succeed the President. In the absence or incapacity of the President, the Vice President automatically becomes the President of this Association

Section D. Immediate Past President

The Immediate Past President shall provide advice and leadership regarding past practices and other matters to assist in the governance of the Association. The Immediate Past President supports the President and the Vice President on an as-needed basis. The Immediate Past president performs the duties of the President in the absence or incapacity of the President and Vice President. The Immediate Past President shall serve a term of one year beginning immediately after the year served as President

Section E. Secretary

The Secretary shall issue all calls or notices for Association meetings, as directed by the Executive Committee and/or the Association. The Secretary also writes such letters or correspondence as directed by the Executive Committee and/or the Association. The Secretary

shall sign official reports to Penn Central Conference and the United Church of Christ and any other documents of the Association as directed by the Executive Committee and/or the Association. In the event the offices of the President and Vice-President are vacant at the same time, the Secretary shall become President Pro Tempore and shall immediately take steps to have these vacancies filled by the Executive Committee prior to the next regularly scheduled meeting of the Association.

Section F. Treasurer

The Treasurer shall receive, hold, and disburse funds subject to the direction of the Executive Committee and/or the Association. The Treasurer shall keep accurate records of all monies, funds and/or properties committed to his/her care, and shall make regular financial reports to the Executive Committee and to the Annual Meeting of the Association.

ARTICLE V. EXECUTIVE COMMITTEE

Section A. Membership

- 1) All members of the Executive Committee shall be members of churches of the Association.
- 2) Members of the Executive Committee shall be elected and installed at the Spring Meeting.

Section B. Terms

- 1) The terms of the President, Vice President, and Immediate Past President are one (1) year.
- 2) The terms of the Secretary and Treasurer are two (2) years. The Secretary and Treasurer shall be able to succeed themselves in that office.

Section C. Acting on Behalf

The Executive Committee shall act on behalf of the Association between Meetings of the Association, subject to approval of the Association at the Spring Meeting.

Section D. Meeting Frequency

The Executive Committee shall meet at least quarterly and at such other times as the President deems necessary.

Section E. Reporting

The Executive Committee shall provide a report of its activity to the Spring Meeting of the Association.

Section F. Budget

The Executive Committee shall submit a proposed annual budget to the Fall Meeting for consideration by the Association.

Section G. Unexpired Vacant Terms

The Executive Committee shall elect persons to fill all unexpired terms of office for officers, committee members (including the Executive Committee), and any office in the Conference for which the Association has responsibility.

Section H. Recommendations from Committees

The Executive Committee shall consider recommendations from Committees and shall refer matters to Association gatherings as necessary and appropriate.

Section I. Impact on Committee Membership

The Executive Committee shall have the power to remove persons from any office or committee for cause, including but not limited to failure to attend committee meetings

Section J. Quorum

A majority of members presently serving on the Executive Committee shall constitute a quorum.

Section K. Other Association Business

The Executive Committee shall carry out all other business as directed by the Association.

ARTICLE VI. COMMITTEES

Section A. Membership

To the greatest extent possible, the Executive Committee and the Discernment Committee shall strive to ensure that each local church has at least one (1) member on an Association committee, or any other office for which the Association has responsibility, at all times.

Section B. Committee on Ministry

- 1) Members of the Committee on Ministry shall serve terms of three (3) years and can succeed themselves for one (1) additional term. An unexpired term of one (1) year or more will constitute a full term. After serving two terms, at least one (1) year must elapse before again serving on that committee.
- 2) This Committee shall consist of nine (9) persons so arranged that three (3) shall be elected annually. At least (3) members shall be laypersons.

- 3) The quorum for a meeting of the Committee on Ministry shall be a majority of persons presently serving on the Committee.
- 4) All deliberations of the Committee on Ministry shall be guided by the UCC Manual on Ministry and the Constitution and Bylaws of the UCC.
- 5) It is the responsibility of the Committee on Ministry to adjudicate and make decisions on all questions regarding fitness for ministry.
- 6) Committee on Ministry is a partner with the Conference Associate Minister responsible for search and call and the local churches in the search and call process for churches seeking new pastoral leadership.
- 7) Committee on Ministry presides over the election of new pastors called by the local church.
- 8) When an authorized ministry ends by resignation, retirement, or termination, the COM is responsible for acknowledging the event, including holding a Farewell Service.

Section C. Discernment Committee

- 1) This Committee shall consist of three (3) persons so arranged that one (1) shall be elected annually. At least one (1) member shall be clergy members.
- 2) The chair of the Discernment Committee shall be selected from within the committee itself at the organizational meeting.
- 3) One person from the Committee shall represent the Harrisburg Association on the Nominations Committee for the Penn Central Conference. That person shall be selected from within the committee at the organizational meeting.
- 4) This Committee nominates persons for all offices in the Association and all offices in the Conference for which the Association has responsibility.

ARTICLE VII. AREAS OF MINISTRY

Section A. Definition and Creation

- 1) Areas of Ministry are specific areas of interest, opportunity or concern that are deemed to be worthy of further study, cooperation, promotion or other efforts designed to strengthen the life of the congregations and members of Association churches.
- 2) Each specific Area of Ministry shall be created, renewed or deemed inactive at the Fall Meeting of the Association. Areas of Ministry may be created by the Executive Committee but should be recognized at the next Fall Meeting of the Association.

Section B. Membership

- 1) A chairperson shall be selected for each specific Area of Ministry. This person or someone selected by the area of Ministry shall be a member of the executive Committee.

- 2) The chairperson, in cooperation with the Executive Committee and member Churches, may invite additional persons to service in the implementation of the mission of the specific Area of Ministry.

Section C. Established Areas of Ministry

1) Outreach Area of Ministry

Facilitates and promotes mission and outreach endeavors between:

- a) The Association, its member churches, their members and clergy,
- b) The Penn Central Conference, the General Synod, and the other part of the larger church, and
- c) Organizations and persons outside the United Church of Christ.

2) Evangelism Area of Ministry

Encourages and enables communication and cooperation and interaction among local churches, their members and clergy of the Association. Endeavors include but are not limited to publicity, marketing, and promotional materials for events and activities of the Association.

3) Northern Cluster

The Northern Cluster is an established, self-organized gathering comprising the several churches in the Harrisburg Association located north of Peters Mountain. Its goal is to promote Christian fellowship and cooperation among the member churches. Someone selected by the Northern Cluster shall serve on the Executive Committee.

ARTICLE VIII. RULES OF ASSOCIATION MEETINGS

Section A. Voting Delegates

- 1) Authorized ministers shall have voice and vote at Association meetings.
- 2) All clergy with standing in the United Church of Christ who are serving as an interim pastor at a local church member in this Association shall have voice and vote at Association meetings.
- 3) Lay delegates shall have voice and vote at Association meetings.
- 4) Each local church is entitled to be represented by two (2) lay delegates. Churches having membership exceeding five hundred (500) shall be entitled to one (1) additional delegate for each additional five hundred (500) members or fraction thereof.
- 5) Each local church shall choose lay alternates according to the number of lay delegates to which it is entitled. If a lay delegate does not attend a meeting of the Association, the lay alternate shall take the place of the delegate with voice and vote.

Section B. Visitors

- 1) Any person attending an Association meeting, other than a voting delegate may be given privilege of voice but not vote.
- 2) Every clergy member, and any lay member of any member church is encouraged to attend every Association meeting.
- 3) The Conference Minister and President of Penn Central Conference, other members of Conference staff, official representatives of the General Synod and Covenanted Ministries of the United Church of Christ, interdenominational boards and agencies, and delegates of other denominations may attend Association meetings with voice but without vote.

Section C. Quorum

Layperson delegates and/or clergy members representing twenty percent (20%) of the member churches shall constitute a quorum.

Section D. Voting

Each layperson delegate and each member clergy shall be entitled to vote at an Association meeting.

Section E. Parliamentary Authority

The most recent edition of Robert's Rules of Order shall be the rules of order for Association meetings and all meetings of Association Committees (including the Executive Committee).

ARTICLE IX. CLERGY

Section A. Clergy eligible for standing in Harrisburg Association are:

- 1) Those who have received a call as pastor or interim pastor to a local church in the Association.
- 2) Those who held standing in the Association immediately prior to retiring from active ministry.
- 3) Those who held standing in another Association of the United Church of Christ, have retired from active ministry, and reside within the geographic boundaries of the Association
- 4) Those who are actively engaged in a specialized ministry within geographical boundaries of the Association.
- 5) A clergy member engaged in active ministry shall hold church membership in a church of the Association. If serving as a pastor, membership shall be held in the church of the Association which is being served.

- 6) If a clergy member desires to withdraw from active service in the ministry before reaching the age of retirement, application to the Association through the Committee on Ministry for leave of absence may be made. Such leave of absence may be granted by the Association for one (1) year at a time. On recommendation of the Committee on Ministry, a clergy member on leave of absence may be restored to active service in ministry by 2/3 vote of the delegates attending and voting at an Association meeting.
- 7) Any clergy member who has standing in the Association may receive a transfer to another ecclesiastical body upon written request to the Secretary.

ARTICLE X. FINANCES

Section A. The fiscal year shall be the calendar year, unless changed by the Executive Committee.

Section B. All accounts shall be audited once a year and prior to the installation of a new Treasurer. Any expense incurred by the audit will be paid by the Association.

ARTICLE XI. LIMITATION OF PERSONAL LIABILITY FOR MEMBERS OF THE EXECUTIVE COMMITTEE

The Association shall not hold a member of the Executive Committee personally liable for monetary damages as a result of any action or failure to act unless the member has breached or failed to perform the duties of his or her office as provided by law and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that a member shall not be protected from liability under any criminal statute or from the payment of any taxes.

ARTICLE XII. INDEMNIFICATION OF OFFICERS, COMMITTEE MEMBERS AND AGENTS

Section A. Reimbursement of Expenses

The Association shall reimburse or indemnify each Officer, member of the Executive Committee or other Committee, and any agent of the Association for or against all liabilities and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from a claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter called "action"), in which he or she may become involved as a party or otherwise by reason of an overt act or failure to act which occurred in his or her capacity as an Officer, member of the Executive Committee or other Committee or agent of the Association. Such indemnification shall be available whether or not he or she continues to be such at the time such liabilities or expenses are incurred, provided that indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section B. Definitions

As used in these By-Laws, the terms "liabilities and expense" shall include, but be limited to, counsel fees and expenses, disbursements, and amounts of judgments, fines, or penalties against, and amounts paid in settlement by an Officer, member of the Executive Committee or other Committee, or agent, but shall not include amounts paid to the Association unless approved by a court.

Section C. Standards

Where such person has been wholly successful on the merits in such action, or where indemnification of such person has been awarded by a court, he or she shall be entitled in indemnification as of right; otherwise, the Association shall reimburse him or her only if it shall be determined that such person has met the standards set forth in Section 1, either:

- 1) By the Executive Committee, acting by a quorum consisting of a simple majority of the members of the Committee other than those involved in the action, or
- 2) If there are not at least two (2) members of the Executive Committee then in office other than those involved in the action, by independent legal counsel, who shall deliver to the Committee written advice to such effect.

Section D. Repayment

Expenses incurred with respect to any action may be advanced by the Association prior to the final disposition thereof, upon receipt of an undertaking by such person to repay any amounts for which it shall ultimately be determined that he is not entitled to indemnification.

Section E. Non-exclusivity

The foregoing right of reimbursement of indemnification shall not be exclusive of other rights to which any person may otherwise be entitled and, in the event of his or her death, shall extend to his or her legal representative.

ARTICLE XIII. INTERPRETATION

Whenever possible, these by-laws are to be construed so as to be consistent with the Constitution and By-Laws of the United Church of Christ and the Constitution and By-Laws of the Penn Central Conference. Any inconsistency shall be referred to the Judicial Commission of the Penn Central Conference.

ARTICLE XIV AMENDMENTS

Amendments to these By-Laws may be proposed by (a) the Executive Committee, (b) the consistory or Church Council of any member church, or (c) ten (10) authorized minister members. Proposed amendments shall be submitted in writing to the Secretary at least three (3)

months prior to the meeting of this Association at which they are to be presented. At least two (2) months prior to said meeting, the Secretary shall transmit the proposed amendments to each member church and authorized minister member. Adoption of an amendment shall require a majority vote.