

*The Constitution of the
Penn West Conference
United Church of Christ*

Amended June 22, 2013

Proposed amendments to be made on June 9-10, 2017

Article I - Name, Office and Area

1. The name of this corporation shall be the PENN WEST CONFERENCE OF THE UNITED CHURCH OF CHRIST.
2. This Conference shall be incorporated as a non-profit corporation under the laws of the Commonwealth of Pennsylvania.
3. The area of the Conference shall be as defined in the By-Laws.

Article II - Purpose

1. To engage in and maintain, the ecclesiastical and legal identity of the Penn West Conference comprised of the former Western Pennsylvania Association, the Pittsburgh Synod, and the Rays Hill and Southern Pennsylvania Association and to conduct its work and to have all the powers, duties and obligations, and such, as may be granted to it under the Constitution of the United Church of Christ.
2. To be a Conference of the United Church of Christ composed of all local churches and ministers that are now a part of and will be hereafter received into and granted standing by an Association of the United Church of Christ within the boundaries of this Conference.
3. To promote the interests and welfare of the churches and ministers of which this Conference is composed and of the General Synod, Covenanted Ministries, Affiliated Ministries and Associated Ministries of the United Church of Christ, or which are affiliated with said Church insofar as their interests are within the boundaries of this Conference.
4. To do each and everything which a Conference of the United Church of Christ may do in the spirit of Christianity to extend the Gospel, to advance brotherhood, to promote education and to encourage Christian charity.

5. To acquire by purchase, gift, devise, bequest or otherwise and to own, hold, invest, reinvest or dispose of property, both real and personal, for such religious, educational, philanthropic and other related work as the Conference may undertake and to purchase, own, receive, hold, manage, care for, rent, lease, mortgage or otherwise encumber, sell, assign transfer and convey such property for the general purposes of the Conference; to borrow money; to receive and hold in trust both real and personal property for churches, boards, institutions and instrumentalities of the United Church of Christ or which are affiliated with the United Church of Christ and to invest or reinvest the same; and to make any contracts for promoting the objects and purposes of the Conference which are not inconsistent with the laws of the Commonwealth of Pennsylvania.
6. To maintain relations with other Christian fellowships and ecumenical bodies to the end that a brotherhood of mutual understanding and cooperation may be advanced.
7. To exercise the functions of an Association of the United Church of Christ when they are delegated to it by such Association or where no such Association exists.
8. In general, to exercise any, all and every power which a nonprofit corporation is authorized to exercise under the laws of the Commonwealth of Pennsylvania relating to religious and charitable organizations.

Article III - Affiliation

This Conference shall have that relation to the General Synod of the United Church of Christ as is described in those portions of the Constitution and By-Laws of the United Church of Christ which relate to conferences of the United Church of Christ.

Article IV - Voting Membership

The voting membership of the Conference consists of the ordained ministers holding standing in its Associations or in the Conference itself, and of lay delegates selected by the representing local churches of the Conference and of such other persons as the By-Laws shall provide. The control of the Conference shall reside in its voting members and may be exercised directly at any annual or other meetings of the Conference or through and by a Board of Directors elected by the Conference.

Article V - Directors

1. There shall be a Board of Directors who shall administer the affairs of the Conference between its meetings. The membership of the Board of Directors shall be elected in accordance with the By-Laws of the Conference and shall have such powers and duties as are usual and customary to a Board of Directors under the laws of the Commonwealth of Pennsylvania and as provided in the By-Laws of this Conference.

2. ~~The number of Directors shall be not less than nine nor more than fifteen, each of whom shall be a member of one of the local churches of which this Conference is composed.~~

3. The By-Laws shall specify the exact number of directors and shall provide for a method of election, term of office, meetings, powers and duties of the Board of Directors, its Executive Committee and other committees appointed by it.

Article VI - Officers

The officers of this Conference shall be a President, a Secretary, a Treasurer, and such other officers as the Conference may from time-to-time determine, each of whom shall be a member of one of the local churches composing this Conference. The powers and duties of the officers of this Conference shall be set forth in its By-Laws, provided however, that the President shall be the chief executive and administrative officer and spiritual leader of the Conference.

Article VII - Meetings

1. The Conference shall hold an Annual Meeting and such other meetings as may be necessary at such time and place and upon such notice as may be provided in the By-Laws

2. A quorum for a meeting shall be the voting delegates present at any Annual or Special Meeting of the Conference.

3. At any meeting of the Conference, a majority vote of those present and voting shall be necessary for the transaction of any business except as otherwise provided in the By-Laws. Procedures shall follow Robert's Rules of Order, Revised.

Article VIII - Duration

1. The duration of the corporation shall be perpetual.

Article IX - Corporate Seal

1. The Penn West Conference shall have a corporate seal as provided in the By-Laws.

Article X - Amendments

1. This Constitution may be amended at a duly called meeting of the Conference by a two-thirds vote of those present and voting, provided that such amendment shall have been:

- (a) Presented to the Conference at the last previous, duly called meeting of the Conference signed by not less than ten local churches composing the Conference, or
- (b) Recommended to the Conference by the Board of Directors and a copy thereof mailed to each church and minister of which the Conference is composed not less than sixty days prior to the meeting at which action on the proposed amendment is to be taken.

Article XI - Interpretation

Nothing in the Constitution or By-Laws of this Conference shall destroy or limit the right of each local church to continue to operate in the way customary to it nor shall be construed as giving to the Conference now or at any future time the power to abridge or impair the autonomy of any local church in the management of its own affairs.

Article XII - Indemnification and Insurance

1. **Limitation of Personal Liability of Board Members:** A Board Member shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless: the Board Member has breached or failed to perform the duties of his or her office as defined below, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to
 - (a) the responsibility or liability of a Board Member pursuant to any criminal statute; or
 - (b) the liability of a Board Member for the payment of taxes pursuant to local, state or federal law.
2. **Standard of Care and Justifiable Reliance:**
 - a) A Board Member shall stand in a fiduciary relationship to the Conference, and shall perform his or her duties as a Board Member, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Conference, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Board Member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - 1) One or more officers or employees of the Conference whom the Board Member reasonably believes to be reliable and competent in the matters presented;

- 2) Counsel, public accountants or other persons as to matters which the Board Member reasonably believes to be within the professional or expert competence of such person;
- 3) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Board Member reasonably believes to merit confidence.

b) A Board Member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

c) In discharging the duties of their respective positions, the Board, committees of the Board and individual Board Members may, in considering the best interests of the Conference, consider the effects of any action upon employees, upon persons with whom the Conference has business and other relations and upon communities in which the offices or other establishments of or related to the Conference are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection a) of this section.

d) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Board Member or any failure to take any action shall be presumed to be in the best interests of the Conference.

3. Indemnification in Third Party Proceedings: The Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Conference) by reason of the fact that he or she is or was a representative of the Conference, or is or was serving at the request of the Conference as a representative of another expression of the church, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Conference, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
4. Indemnification in Derivative Actions: The Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Conference to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Conference, or is or was serving at the

request of the Conference as a representative of another expression of the church, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Conference and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Conference unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

5. **Mandatory Indemnification:** Notwithstanding any contrary provision of the articles or these by laws, to the extent that a representative of the Conference has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either section 3 or section 4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
6. **Determination of Entitlement to Indemnification:** Unless ordered by a court, any indemnification under section 3 or 4 above shall be made by the Conference only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:
 - a) by the Board by a majority vote of a quorum consisting of Board Members who were not parties to such action, suit or proceeding; or
 - b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.
7. **Advancing Expenses:** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Conference in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Conference as authorized in paragraphs 1 through 3 above.
8. **Indemnification of Former Representatives:** Each such indemnity may continue as to a person who has ceased to be a representative of the Conference and may inure to the benefit of the heirs, executors and administrators of such person.
9. **Reliance on Provisions:** Each person who shall act as an authorized representative of the Conference shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

10. Insurance: The Conference shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board Member, officer, employee or agent of the Conference or is or was serving at the request of the Conference as a Board Member, officer, employee or agent of another expression of the church, against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Conference would otherwise have the power to indemnify such person against such liability.

BY-LAWS

of the Penn West Conference, as amended 1968, 1972, 1974, 1986, 2001, 2013, 2017

Preamble

The Constitution of the United Church of Christ, adopted and declared in effect on July 4, 1961, provides that a Conference may secure its own charter and adopt its own constitution, by-laws and other rules which it deems essential to its welfare and not inconsistent with the Constitution and By-Laws of the United Church of Christ AND

The Penn West Conference has been established by an Agreement of Consolidation embodying a Constitution and chartered as a non-profit corporation under the laws of the Commonwealth of Pennsylvania to be a self-governing body,

The Penn West Conference *hereby* adopts and declares in effect the following By-Laws, as may be amended:

I. Membership and Area

1. The membership of this Conference consists of the local churches, ordained, licensed and commissioned ministers which have standing in the Associations of the Conference or in the Conference itself acting as an Association. Its voting membership consists of the ordained, licensed and commissioned ministers, and the delegates of the churches, as defined in Article VII, paragraph 4 of these By-Laws.
2. The area of the Conference shall be all counties of the Commonwealth of Pennsylvania lying west of the eastern boundary lines of McKean, Cameron, Clearfield, Huntingdon and Fulton counties, plus the adjacent counties of Garrett and Allegany in Maryland.
3. Upon request, the Board of Directors may admit as an “associate member” of the Conference a church which wishes to participate in its activities but does not wish to become a part of the United Church of Christ as provided in the Constitution of the United Church of Christ

(Article IV, paragraph 19). The names and statistics of such churches shall be kept separately; their members shall not be counted in determining the number of delegates which the Conference is entitled to send to the General Synod. A member of such a church shall not vote at Conference meetings nor serve as an officer or director nor be a delegate to the General Synod. No direct or indirect participation by any such church in the work of this Conference shall be construed as making it a part of the United Church of Christ.

4. An ordained minister of another denomination having been granted standing by an Association Church and Ministry Committee and serving as pastor of a church in this Conference, may at his/her request be enrolled as a member of that church's Association and of the Conference for the duration of that pastorate, with all the rights and privileges of such membership, except that he/she shall not be elected a delegate to the General Synod.

5. The Board of Directors shall appoint a Registrar, who shall keep an accurate list of all the ministers and churches that are members of the Conference.

II. Officers

1. The officers of the Conference shall be the Conference Minister (who is the President), a Moderator, and Assistant Moderator, a Secretary, a Treasurer, and such other officers as the Conference may from time-to-time determine.

2. The Conference Minister of the Conference shall be the president of the corporation. The Moderators shall be vice-presidents of the corporation; the Secretary and Treasurer shall be a secretary and treasurer of the corporation respectively.

3. ~~The Conference Minister shall be the chief executive and administrative officer and spiritual leader of the Conference. He/she shall be an ordained minister. He/she shall have general supervision of all phases of the Conference program and shall be a counselor to churches and ministers. He/she shall represent the Conference at meetings of churches and Associations and at denominational and interdenominational gatherings. He/she shall be an ex officio member of the Board of Directors, without vote. He/she shall give guidance to the Board and be subject to its direction and decisions. He/she shall supervise the work of all staff members and employees. As president of the corporation he/she shall perform such legal functions as are assigned to him/her by the Board of Directors and authorized by it. He/she shall also perform such duties as are assigned to him/her by the Constitution and By-Laws of the United Church of Christ.~~ **The Conference Minister shall be the chief executive and administrative officer and spiritual leader of the Conference. The Conference Minister shall:**

- Be an ordained minister.
- Have general supervision of all phases of the Conference program.
- Be a counselor to churches and ministers.

- Represent the Conference at meetings of churches and Associations and at denominational and interdenominational gatherings.
- Be an ex-officio member of the Board of Directors, without vote.
- Give guidance to the Board and be subject to its direction and decisions.
- Supervise the work of all staff members and employees.
- As president of the corporation perform such legal functions as are assigned and authorized by the Board of Directors.
- Perform such duties as are assigned by the Constitution and By-Laws of the United Church of Christ.

4. The Conference Minister shall be called by the Conference at an Annual or Special Meeting. When this position becomes vacant, the Board of Directors shall appoint a committee to consider available candidates, within or outside the Conference area. After receiving the committee's report, the Board of Directors shall nominate a candidate. Any ordained minister with ministerial standing in the United Church of Christ is eligible to be called for election as Conference Minister. The Board of Directors shall determine his/her terms of employment and set them forth in his/her terms of call.

5. In the event of physical or mental disability of the Conference Minister, the Moderator of Penn West Conference shall then serve as acting executive until the Board of Directors, in accordance with By-Laws, Article II, Paragraph ~~4~~ 6, names the person to act in his/her stead. In the event that there is a question of the ability of the Conference Minister to serve, competent medical testimony shall be secured by the Board of Directors. The Board of Directors shall meet at the call of its Chairperson to make a determination, at which time the said Board of Directors may declare the office vacant.

6. If the office of Conference Minister becomes vacant, the Board of Directors may employ a person to give temporary professional service to the Conference during the time of transition. The interim Conference Minister shall have the same authority as the Conference Minister.

7. The Moderator, Assistant Moderator, Secretary and Treasurer shall be elected at the Annual Meeting. If not elected members of the Board of Directors they shall be members ex-officio, with vote, during their term of office. The Moderator and Assistant Moderator shall be elected for a term of two years and no person may serve in one of these offices for more than one consecutive term. The intent is that the Office of Moderator and Assistant Moderator will alternate between ordained clergy and lay persons. The Secretary shall be elected for a term of two years and may be reelected; no person shall serve as Secretary for more than four consecutive years. The Treasurer shall be elected for a term of two years and **may** be reelected; no person shall serve as Treasurer for more than four consecutive years. No person except the Conference Minister shall serve on the Board of Directors either as an elected member or as an officer, for more than four consecutive years.

8. The Moderator shall preside at the Annual and Special Meetings of the Conference and shall be Chairperson of the Board of Directors. ~~He/she may represent the Conference at meetings of~~
PWC Constitution and By-Laws

~~churches, Associations or other bodies. For legal purposes, he/she shall be the first Vice President of the corporation. If the office of Conference Minister is vacant, the Moderator shall perform the functions of President of the corporation.~~ **The Moderator:**

- May represent the Conference at meetings of churches, Associations, or other bodies.
- Shall, for legal purposes, be the first Vice-President of the corporation.
- If the office of Conference Minister is vacant, shall perform the functions of President of the corporation.

9. ~~The Assistant Moderator shall perform duties of the Moderator in his/her absence or when the Moderator requests him/her to do so. He/she shall be the Second Vice President of the corporation.~~ **The Assistant Moderator shall perform the duties of the Moderator in the absence of, or at the request of, the Moderator. The Assistant Moderator shall be the Second Vice-President of the corporation.**

10. The Secretary shall keep the minutes of the meetings of the Annual and Special Meetings of the Conference and of the Board of Directors. ~~He/she shall sign legal papers as Secretary of the corporation, as directed and authorized by the Board of Directors, and shall carry on such correspondence as is pertinent to the office.~~ **The Secretary shall:**

- Sign legal papers as Secretary of the corporation, as directed and authorized by the Board of Directors.
- Carry on such correspondence as is pertinent to the office.

11. The Treasurer shall have oversight of the receipts and disbursement of the funds of the Conference subject to the direction of the Board of Directors. ~~He/she shall be responsible for accurate accounts of all monies, funds and properties committed to his/her care and shall make regular financial reports to the Board of Directors and to the Annual Meeting of the Conference. The Treasurer shall be bonded as the Board of Directors requires. The accounts shall be audited as the Board of Directors provides.~~ **The Treasurer shall:**

- Have oversight of accounts of all monies, funds and properties committed to the care of Penn West Conference.
- Make regular financial reports to the Board of Directors and to the Annual Meeting of the Conference.
- Be bonded as the Board of Directors requires. The accounts shall be audited as the Board of Directors provides.

12. The term of office of all officers except the Conference Minister shall begin at the conclusion of the Annual Meeting when they are elected and terminate at the conclusion of the Annual Meeting when their successors are elected.

13. If any officer moves from the Conference area or ceases to be a member of a church holding full membership in the Conference, his/her tenure of office shall cease.

14. If any of the officers except the Conference Minister resigns or becomes unable or ineligible to serve, the Board of Directors shall elect a person to fill the remainder of his/her term.

III. Board of Directors

1. The Board of Directors shall consist of the Officers of the Conference and twelve Association Representatives. There shall be two Association Representatives from each Association, preferably 1 clergy and 1 lay, elected by their Association for a 2-year term. They shall be limited to two consecutive terms. No person may serve as an Association Representative for more than four consecutive years. Former Association Representatives are eligible for re-nomination after the lapse of one year.
2. The Board of Directors shall be the governing Board of the Conference and shall do all things needed to develop and further its program and work, in accordance with its Constitution and Charter, the provision of these By-Laws, meetings, and also consistent with the Constitution and By-Laws of the United Church of Christ.
3. The corporate powers of the Conference shall be vested in the Board of Directors, who shall have and exercise the general control and management of its property, funds and affairs subject to its Constitution and Charter, the provision of these By-Laws and the laws of the Commonwealth of Pennsylvania. The Board of Directors may, by a majority vote of the Board, assign, buy, sell, lease, convey or mortgage personal and real property belonging to the Conference, and borrow money. The Board of Directors shall designate the officers or other persons who shall have power to sign receipts, checks and other instruments for the withdrawal of funds from banks or saving institutions.
4. The Board of Directors shall meet monthly or at such time and place as it shall determine.
5. Special meetings of the Board of Directors may be called by the Conference Minister, the Moderator or the Assistant Moderator or a written petition by six members of the Board of Directors.
6. Notices of all meetings of the Board shall be provided to all Board members at least 14 days prior to the meeting, unless this requirement is waived by two-thirds of the Board members.
7. A quorum of the Board of Directors shall consist of nine members.
8. The term of office of Association Representatives shall begin at the conclusion of the Annual Meeting when they are elected and terminate at the conclusion of the Annual Meeting when their successors are elected.
9. If any Association Representative moves from the Conference area or ceases to be a member of a church holding full membership in the Conference, ~~his/her~~ that person's membership in on the PWC Constitution and By-Laws

Board of Directors shall cease. Each Association Representative is expected to attend all meetings of the Board. No seat on the Board may be shared, and there shall be no substitute for a member. If unable to attend a meeting, a member shall inform a Board officer in advance of the reason for such an absence. Acceptable reasons for absences include illness of self; illness, crisis, or death in the family; or unavoidable obligations to job, school, or family. If members have more than one absence of this type in a year, a Board officer shall correspond with them concerning their interest and ability to serve on the Board. A person's membership on the Board may be terminated by a two-thirds vote of the members present, provided that the following procedure is observed: Not fewer than 30 days nor more than 60 days before the Board meeting at which a vote for termination of membership shall be taken, a Board officer shall send the member involved a written notice setting forth:

- a. the grounds for removal;
- b. a statement that the Board will vote on the person's termination of membership;
- c. the time and place of the meeting;
- d. provide for an opportunity to refute the stated grounds for removal prior to the vote, if the member chooses to refute the stated grounds for removal, such refutation shall be submitted to a Board officer no fewer than 10 days prior to the meeting;
- e. provide for an opportunity to resign from the Board.

10. If any Association Representative resigns or is unable or ineligible to serve, the respective Association is responsible for naming a replacement *within 90 days*. After 90 days, the Board will name a replacement.

IV. Committees and Ministry Teams

1. The Board of Directors shall have the authority to establish *and appoint* committees and ministry teams to carry on the major areas of Conference work. The purposes of ministry teams shall be to work pro-actively toward the completion of a specific mission or to assist an ongoing ministry of the Conference.
2. The Conference Minister and the Moderator shall be ex-officio members of all committees and ministry teams, without vote.

V. Staff

The Board of Directors shall have the authority to engage such staff members, as it deems necessary to insure adequate ministry on behalf of the Conference, and shall determine the conditions of employment. The creation of new "called" staff positions shall first be approved by the Conference at an Annual or Special Meeting.

VI. Finance

1. The Conference shall be supported by the voluntary contributions of the churches and individuals. To assist churches in determining the amount of contribution, the Conference shall make available a report of ongoing ministries on their behalf, a financial status report and other information deemed appropriate.
2. The Board of Directors shall determine the percentage or dollar amount of the un-designated gifts of Our Church's Wider Mission which shall be retained by the Conference for its own ministry. Upon the basis of the percentage or dollar amount thus determined, the Conference shall retain each month the amount required for its own support and transmit the balance to the Treasury of the United Church of Christ.
3. The Conference may conduct or endorse such special appeals for funds as the Board of Directors may approve.
4. The Board of Directors shall prepare and present the Conference budget. At the Annual Meeting, the Conference shall approve the budget for the following calendar year.
5. The budget and financial records of the Conference shall be kept on the basis of the calendar year.

VII. Meetings

1. The Annual Meeting of the Conference shall be held at such time and place as the Board of Directors shall determine. Special meetings may be called by the Board of Directors.
2. The Board of Directors shall appoint such committees as are required to carry on the meeting.
3. Notice of the Annual and Special Meetings shall be provided to the minister and an appropriate lay officer of each member church and to the other ministers holding standing in the Associations of the Conference at least 30 days prior to the meeting. Notice shall be given by the Secretary, as directed by the Board of Directors.
4. When the Conference meets, its voting membership shall consist of the ordained, commissioned and licensed ministers holding standing in its Associations, and of lay delegates selected by and representing the member churches. A church of not more than 200 communicant members (members in full standing) shall be entitled to be represented by two lay delegates and a youth delegate; a church of 201-500 such members, by three lay delegates and a youth delegate; a church of more than 501 such members, by four lay delegates and a youth delegate. Youth delegates are those under the age of 19. Each church should also choose alternate delegates to serve if its delegates are unable to attend. Visitors are welcome with the privilege of voice but without vote. The members of the Board of Directors shall be voting members ex-officio.

Membership	Lay Delegates	Youth Delegates
0-200	2	1

201-500	3	1
500+	4	1

5. A quorum for a meeting shall be the voting delegates present at any Annual or Special Meeting of the Conference.
6. In questions of parliamentary procedure, Robert's Rules of Order, Revised shall be observed.

VIII. Nominating Committee and Elections

1. The Nominating Committee shall consist of 6 persons who are the Chairperson of each Association Nominating Committee or their representative. This Nominating Committee shall nominate 1 or more candidates for each position to be filled by election at the Annual Meeting. The report of the Nominating committee shall be provided to the members of the Conference (churches, ordained, licensed and commissioned ministers) at least 30 days before the Conference meeting.
2. If any members of the Nominating Committee resigns or is unable to serve, the appropriate Association is responsible for naming a replacement, within 90 days.
3. The Nominating Committee shall maintain records of suggested nominees and their qualifications for the use of successor Nominating Committees.
4. In addition to the nominations made by the Nominating Committee, nominations may be made from the floor with the prior consent of the person being nominated.
5. Elections shall be held at the Annual Meeting, under the direction of the Moderator. Elections shall be by ballot, except when only one candidate has been nominated for an office, that office may be filled by voice vote.
6. The term of office of persons elected at the Annual Meeting shall begin at the conclusion of said meeting and shall terminate at the conclusion of the Annual Meeting when their successors are elected.

IX. Associations

1. The Conference shall assist the local churches in forming local Associations, as provided in the Constitution of the United Church of Christ. The Board of Directors shall have authority to recognize such Associations as being affiliated with the Conference and the United Church of Christ, subject to the approval of the Conference at its next Annual Meeting.
2. The formation of new Associations within the Conference, or the adjustment of boundaries of Associations, shall be subject to the approval of the Board of Directors and the Conference.

X. Church and Ministry

1. The standing of ministers and churches in the United Church of Christ is held in an Association. Ordained, licensed and commissioned ministers and churches holding standing in the Associations of this Conference are thereby members of the Conference. The Associations, with the counsel of the Conference, receive ministers and local churches into the United Church of Christ. All candidates shall satisfy the qualifications and procedures of the “Manual on Ministry” of the United Church of Christ.
2. The Conference shall convene a Committee on Church and Ministry which shall cooperate and counsel with the similar committees of the Associations regarding the admission of churches and ministers to membership and ministerial standing in the Association and Conference.
3. The Committee on Church and Ministry shall cooperate and counsel with the similar committees of the Associations regarding the examination of candidates for the status of “member in discernment (student in care) of the Association,” “commissioned minister,” “licensed minister,” “candidates for ordination,” and “privilege of call,” as provided in the By-Laws of the United Church of Christ.
4. The Conference Minister, or his/her designees, assisted by the Association Committee on Church and Ministry, shall counsel with the committees of local churches regarding the filling of vacancies in their ministry.
5. The report of the service of installation or recognition of a minister shall be signed by the proper officer of the Association and by the Conference Minister of the Conference. The Association, through the Conference Minister, shall promptly notify the appropriate office of the United Church of Christ.
6. The Conference Minister, when he/she learns that a pastor or a local church has decided to terminate the pastoral relationship, shall promptly report all such vacancies to the appropriate office of the United Church of Christ.
7. All changes in authorization for ministry or standing shall be promptly reported by the Association Church and Ministry Committee through the Conference office to the appropriate office of the United Church of Christ.

XI. Corporate Seal

The Conference shall have a seal upon which shall be inscribed the name of the Conference, the year of its creation, the words “Incorporated Commonwealth of Pennsylvania.”

XII. Amendments

1. These By-Laws may be amended at a duly called meeting of the Penn West Conference by a majority vote of those present and voting, provided that such amendment shall have been:

- a. Presented to the Conference at the last previous duly called meeting of the Conference, signed by not less than ten of the local churches composing the Conference or
- b. Recommended to the Penn West Conference by the Board of Directors and a copy thereof mailed to each church and minister of which the Conference is composed not less than sixty days prior to the meeting at which action on the proposed amendment is to be taken.