

**DRAFT: Constitution and By-Laws of the Penn West Association of the Keystone
Conference of the United Church of Christ**

CONSTITUTION

Preamble: Whereas the Constitution of the United Church of Christ, adopted and declared in force on July 4, 1961, provides for the reorganization and establishment of Associations within the Conference, and

Whereas the Keystone Conference of the United Church of Christ...

Be it resolved that we, the voting delegates of the churches of the Keystone Conference in the counties of Allegheny, Armstrong, Beaver, Bedford, Blair, Butler, Cambria, Cameron, Clarion, Clearfield, Crawford, Elk, Erie, Fayette, Forest, Fulton, Greene, Huntingdon, Indiana, Jefferson, Lawrence, McKean, Mercer, Somerset, Venango, Warren, Washington, and Westmoreland in the Commonwealth of Pennsylvania and Allegany and Garrett counties in the State of Maryland, do organize and establish this Association and adopt the following Constitution for it.

I. NAME AND AFFILIATION

1. The name of this Association shall be the Penn West Association of the United Church of Christ.
2. This Association shall be part of the Keystone Conference of the United Church of Christ.
3. The area of the Association shall be defined in the By-laws.

II. PURPOSE

1. The purpose of this Association shall be to unite the Local Churches of the United Church of Christ within its boundaries in Christian Fellowship, to admit churches and ministers to standing in the United Church of Christ, to assist its member Local Churches and Authorized Ministers, and to further the work of the Realm of God through the Keystone Conference and the United Church of Christ in this locality, the nation, and the world.
2. The Association shall be part of the United Church of Christ, and it shall sustain that relationship to the United Church of Christ, Keystone Conference, and member Local Churches described in those portions of the Constitution and By-Laws of the United Church of Christ relating to Local Churches, Associations, and Conferences.

III. MEMBERSHIP

1. The membership of this Association shall consist of the Local Churches of the United Church of Christ in the Association area and the Authorized Ministers holding standing in this Association.
2. The voting membership of the Association shall consist of the Authorized Ministers holding standing in it, and of lay delegates selected by and representing the member Local Churches, as provided in the By-laws.

IV. ORGANIZATION

1. The officers of this Association shall be a President, Vice-President, Secretary, Registrar, Treasurer, and such other officers as the Association may from time to time provide.
2. The Executive Committee (acting as a board of directors) of the Association shall consist of the officers, and other such persons as are specified in the By-laws.
3. The Executive Committee shall have general supervision of the affairs of the Association in accordance with the provisions of the Constitution and By-laws of this Association, the Keystone Conference, and the United Church of Christ, and be subject to the will of the Association expressed in its regular and special meetings.

V. MEETINGS

The Association shall meet annually and at such other times as may be necessary for the discharge of its responsibilities as provided in the By-laws.

VI. MINISTERIAL STANDING

This Association shall determine, confer, and certify ministerial standing in accordance with the standards established by the Keystone Conference and the Constitution and By-laws of the United Church of Christ.

VII. AMENDMENTS

This Constitution may be amended by a two-thirds vote of those voting in a duly called meeting of this Association, provided that the amendment has been presented to the Association at a previous duly called meeting or recommended to the Association by the Executive Committee. In either case, a copy of the proposed amendment shall be provided to each Authorized Minister and each Local Church holding membership in the Association, with the call for the meeting not less than thirty (30) days prior to the meeting at which action on the proposed amendment is to be taken.

BY-LAWS

I. MEMBERSHIP AND AREA

1. The Association shall consist of the Local Churches and Authorized Ministers which have standing in the Penn West Association of the Keystone Conference of the United Church of Christ.
2. The area of this Association shall be the counties of Allegheny, Armstrong, Beaver, Bedford, Blair, Butler, Cambria, Cameron, Clarion, Clearfield, Crawford, Elk, Erie, Fayette, Forest, Fulton, Greene, Huntingdon, Indiana, Jefferson, Lawrence, McKean, Mercer, Somerset, Venango, Warren, Washington, and Westmoreland in the Commonwealth of Pennsylvania and Allegany and Garrett counties in the State of Maryland.

II. OFFICERS AND EXECUTIVE COMMITTEE

1. The officers of this Association shall be a President, Vice-President, Secretary, Registrar, and Treasurer.
2. The Executive Committee (acting as a board of directors) of the Association shall consist of the officers, chairpersons of the standing committees, and one at-large representative from each of the six historic Penn West Conference Associations. One representative shall be from the historic Clarion Association, consisting of Local Churches in Armstrong, Cameron, Clarion, Clearfield, Elk, Forest, Indiana, Jefferson, McKean, or Warren counties. One representative shall be from the historic Juniata Association, consisting of Local Churches in Bedford, Blair, Cambria, Fulton, or Huntingdon counties. One representative shall be from the historic Lake Erie Association, consisting of Local Churches in Crawford, Erie, Lawrence, Mercer, or Venango counties. One representative shall be from the historic Pittsburgh Association, consisting of Local Churches in Allegheny, Beaver, Butler, Greene, or Washington counties. One representative shall be from the historic Somerset Association, consisting of Local Churches in Cambria, Somerset, Allegany (MD), or Garrett (MD) counties. Finally, one representative shall be from the historic Westmoreland Association, consisting of Local Churches in Fayette or Westmoreland counties.
3. The officers shall be elected by the Association at its Annual Meeting. The President and Vice-President shall be elected for a term of two years and may be re-elected for another term. The Secretary, Registrar, and Treasurer shall be elected for a term of three years and may be re-elected for another term. No person shall serve on the Executive Committee for more than six consecutive years. The term of office of all

officers shall begin on the first day of January following the Annual Meeting at which they are elected.

4. The President shall preside at meetings of the Association and Executive Committee, serve ex-officio on all standing committees of the Association, and perform such other duties as are appropriate to the office.
5. The Vice-President shall act in place of the President when the President makes the request or is absent or unable to perform the duties of the office.
6. The Secretary shall keep the minutes of the meetings of the Association, carry on such correspondence, perform such other duties as are appropriate to the office, and also maintain permanently these said minutes and appropriate correspondence and materials.
7. The Treasurer shall have custody of the funds of the Association and shall make such disposition of them as the Executive Committee authorizes. The Treasurer shall submit a financial report at the Executive Committee meetings and at the Annual Meeting. The Treasurer shall be bonded. Financial reports shall be reviewed by a third party annually as designated by the Executive Committee.
8. The Registrar shall keep an accurate list of the Local Churches which are members of the Association, all Authorized Ministers of the Association, Members in Discernment, and those having Privilege of Call. The Registrar shall keep a permanent record of the Local Churches and Authorized Ministers which have been members of the Association, indicating the dates when they were admitted and dismissed. The Registrar shall also maintain a record of former and present office holders and standing committee members. The Registrar shall be a member of the Committee on Ministry and shall act as secretary of it.
9. Meetings of the Executive Committee shall be called by the President. The Secretary or another officer shall give notice to each Committee member at least fourteen (14) days prior to the meeting. The Executive Committee shall meet at least twice a year.
10. Five members of the Executive Committee shall constitute a quorum.
11. If any officer or member of the Executive Committee resigns or is unable to serve or moves from the Association area or no longer holds membership in a Local church of the Association, their tenure of the position shall cease. The Executive Committee shall appoint another person to fill the position for the duration of the term.
12. All officers shall be members of Local Churches in good standing in the Association.

III. STANDING COMMITTEES

1. The Association shall have the following standing committees: Committee on Ministry, Nominating Committee and any such other standing committees as the Executive Committee shall determine.
2. The Committee on Ministry shall consist of the Registrar, plus twelve members. These twelve will be comprised of two members of Local Churches from each of the six historic Penn West Conference Associations as described in Bylaw II.2. One of the two from each of the historic Associations will be an Authorized Minister and one will be a layperson. Committee members serve for a term of three-years and may be elected to serve an additional consecutive term. The chairperson shall be an Authorized Minister elected by the committee.
3. The Fitness Review Committee shall be staffed by a member of the Keystone ministerial staff and shall consist of fifteen members. Twelve will be comprised of two members of Local Churches from each of the six historic Penn West Conference Associations as described in Bylaw II.2, and three additional members will be named by the Nominating Committee. Committee members serve for a term of three-years and may be named to serve two additional terms. For Fitness Review Committee members, previous Committee on Ministry experience is preferred, and training in this work is emphasized. Attention to the importance of balancing gender, clergy, lay, and the needed skills and expertise on the Fitness Review Committee shall be considered by the Nominating Committee in making or renewing its appointments.
4. The Nominating Committee shall consist of six members. These six will be comprised of a member of a Local Church from each of the six historic Penn West Conference Associations as described in Bylaw II.2. They shall serve two-year terms and may serve up to three consecutive terms. The members shall elect a chairperson to serve a renewable one year term. In addition to geographic representation, the Nominating Committee in its work should strive to promote diversity in terms of race, sexual orientation, gender identity, age, and disability.
5. No member shall serve on the same standing committee for more than six consecutive years. A committee may enlist other persons in an advisory capacity.
6. A vacancy on a standing committee shall be filled by the committee on which the vacancy occurs and it shall notify the Executive Committee of its action.

IV. MEETINGS

1. The Association shall hold its Annual Business Meeting in the fall of the year on a date and venue determined by the Executive Committee. The Executive Committee shall be responsible for making the arrangements for the meeting.

2. Special meetings of the Association may be called by the Executive Committee, stating the purpose for which the meeting is called.
3. Notice of any meeting of the Association shall be given to the Secretary who shall notify each Authorized Minister and appropriate officer of each Local Church holding standing in the Association at least thirty (30) days prior to the meeting.
4. When the Association meets, its voting membership shall consist of the Authorized Ministers holding standing in the Association and of lay delegates selected by and representing the member Local Churches. Each Local Church shall be entitled to be represented by up to three lay delegates. Local Churches should also choose alternative delegates to serve if its delegates are unable to attend. Other representatives of Local Churches and visitors are welcome to attend with the privilege of voice but without vote. Members of the Executive Committee shall be voting members.
5. A quorum for a meeting shall be the voting delegates present at any duly called Annual or Special Meeting of the Association.

V. NOMINATIONS AND ELECTIONS

1. The Nominating Committee shall nominate at least one candidate for each position to be filled by election at the Annual Business Meeting.
2. In addition to those nominations made by the Nominating Committee, nominations may be made from the floor. The consent of each nominee must be obtained before adding the person's name to the ballot.
3. Elections shall be held at the Annual Business Meeting. Elections shall be held by ballot, except that when only one candidate has been nominated for an office, that office may be filled by voice vote.
4. The term of office of all persons elected to Association offices and committees shall begin on the first of January following the Annual Meeting at which elected and shall terminate on the last day of December of their final year of service. The terms of elected representatives to the Keystone Board of Directors shall begin at the conclusion of the Annual Meeting of the Keystone Conference following their election and shall end at the conclusion of the Annual Meeting of the Keystone Conference at which their successor is installed.
5. The Nominating Committee will work covenantally with the Keystone Conference to supply any committee/team vacancy needs in the Conference.

6. The Nominating Committee shall maintain records of suggested nominees and their qualifications for use by successor Nominating Committees.

VI. FINANCE

1. The Association shall be supported by the voluntary contributions of the member Local Churches and of individuals. The Association shall name an appropriate amount for each Local Church to contribute each year, this quota being figured on a per capita basis (i.e., on the number of members which the church reports for denominational records).
2. The Executive Committee may conduct or permit such additional appeals for funds as the Association authorizes.
3. The Executive Committee shall prepare the Association budget. At each Annual Business Meeting the Association shall approve the budget for the following calendar year.
4. The budget and financial records of the Association shall be kept on the basis of the calendar year.
5. The financial records shall be reviewed by a third party annually as designated by the Executive Committee prior to the Annual Business Meeting.

VII. COMMITTEE ON MINISTRY

1. Churches may be admitted to membership in the Association by vote of the Association at a regularly called meeting, upon the recommendation of the Committee on Ministry. Churches admitted to membership are thereby part of the Keystone Conference and of the United Church of Christ. The committee shall use the most current version of the United Church of Christ Manual on Local Church as a guide to admitting Local Churches.
2. A church which does not participate in the meetings of the Association or contribute to its support may be dismissed from the Association at any duly called meeting, upon the recommendation of the Committee on Ministry, the Executive Committee and the Conference Minister, provided that adequate notice has been given to the church at least one year prior to such action. A church thus dismissed shall thereby cease to be a member of the Conference and of the United Church of Christ. The committee shall use the most current version of the United Church of Christ Manual on Local Church as a guide to dismissing Local Churches.
3. In all matters pertaining to the authorization and oversight of ministry, including but not limited to matters relating to members in discernment, ordination, ordained ministerial standing, transfer of standing, standing of ministers ordained in ecumenical bodies, lay ministerial standing, ecclesiastical endorsements, and accountability and support, the Association and its Committee(s) on Ministry shall follow the processes, guidelines, and

best practices set forth in the most recent version of the Manual on Ministry: A Guide to Authorizing Ministry in the United Church of Christ, and in any guidance on matters of ministry produced by the Ministerial Excellence, Support, and Authorization Team (or its successor) in the United Church of Christ National Setting.

4. In all its deliberations, the Committee on Ministry shall seek the counsel of the Conference, given through its Conference Minister or any other designated Conference staff.
5. All Authorized Ministers must comply with the requirements of any ethics training programs as agreed to by the Association.
6. When a fitness for ministry concern is raised against an Authorized Minister with standing in this Association, the Committee on Ministry is responsible for determining whether the complaint raises a question of ministerial fitness in and on behalf of the United Church of Christ. Upon voting in the affirmative to initiate a Fitness Review for an Authorized Minister, the Committee on Ministry will refer such a review (except those where the subject is a Conference Minister, Regional Conference Minister, or their family members) to the Fitness Review Committee.

The Fitness Review Committee will follow the process for conducting a Fitness Review as described in the current Manual on Ministry of the United Church of Christ.

The Committee on Ministry shall accept the outcome of the Fitness Review Committee as its own and report the same to the appropriate settings of the United Church of Christ.

Any appeal of the process by the Minister in Question must be filed with the Association President within thirty (30) days of receipt of notification of the outcome of the Fitness Review.

When an oversight decision of the Fitness Review Committee is appealed, the Executive Committee shall be convened as a Board of Appeal. The grounds for appeal of oversight decisions shall be limited to questions of process. The appeal will determine whether the approved process of the Committee on Ministry and/or Fitness Review Committee were adhered to. The outcomes of an appeal are:

- Affirmation that the process was consistent with the Fitness Review Committee's process and the Committee on Ministry's process – in which case the appeal is denied.
- Recognition that the process used was not consistent with the Fitness Review Committee's process and/or the Committee on Ministry's process. The Executive Committee shall refer the case back to the Fitness Review Committee and/or Committee on Ministry to review and reenact as appropriate the action or step in the Fitness Review process that has been found to be inconsistent, following the processes of the Committee on Ministry and/or Fitness Review Committee. Information obtained by reviewing or completing the identified actions or steps

may impact the discernment and final outcome decided by the Fitness Review Committee.

7. Any member of any of the Association's committees, or any participant in an Association's oversight actions, who has 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 conflict exists. If there is a conflict either real or perceived and the individual does not voluntarily recuse themselves, the Association's committee may, by a super majority vote of two-thirds of the members then present and voting, require involuntary recusal.

VIII. DISSOLUTION OR MERGER OF THE ASSOCIATION

In the event that the Penn West Association Executive Committee decides to entertain discussions to dissolve or merge with another Association of the Keystone Conference of the United Church of Christ:

1. The Conference Minister must be contacted and included in the discussion.
2. A financial accounting shall be performed to assess assets and liabilities by the Association treasurer.
3. Thought must be given to the Association's historical legacy, in order to gather, organize, and preserve Association records, and give guidance for the distribution of assets in the event of dissolution or merger.
4. In the case of a merger, the Conference Minister and the Executive Committee of the Association will hold discussions with the Executive Committee of the other Association.
5. If the Executive Committee(s) and the Conference Minister agree to go forward with a resolution of dissolution or merger, a business meeting of the Association shall be called according to the Association By-laws.
6. A majority vote of the Association's voting membership will be needed to move forward to dissolve or merge, and the Executive Committee will pass a resolution of dissolution adopting the decision of the Association membership.
7. All debts must be paid before any assets are transferred to either the Keystone Conference of the United Church of Christ, another Association of the Keystone Conference, or non-profit entity.
8. In the event of dissolution, the present Executive Committee of the Association will act as administrator of such action according to the By-laws of the Association and of the Keystone Conference until such time as all historical inquiry and preservation of artifacts and historical data is preserved for perpetuity at the Evangelical and Reformed Historical Society at Lancaster Theological Seminary or its successor, and all assets are distributed according to the tax laws for non-profit 501(c)3. In the event of a merger the

Executive Committee of the Association will dissolve when a new Executive Committee will be voted upon by the merging Associations.

IX. AMENDMENTS

These By-Laws may be amended by a majority vote of those voting at a duly called meeting of this Association, provided that such an amendment has been recommended to the Association by the Executive Committee or presented to the Association at the previous duly called meeting. In either case, a copy of the proposed amendment shall be provided to each Authorized Minister and an appropriate officer of each Local Church holding standing in the Association not less than thirty (30) days prior to the meeting at which the action on the proposed amendment is to be taken.