

**BYLAWS**  
**NORTHEAST WISCONSIN ASSOCIATION**  
**OF THE UNITED CHURCH OF CHRIST**

**PREAMBLE**

This Association adopts and affirms as its own the following provisions of the Constitution of the United Church of Christ:

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

**GUIDING PRINCIPLES**

**A.** Baptized believers have created local congregations of the United Church of Christ by covenanting with one another as ministers of Jesus Christ to seek and respond to the Word and the Will of God; to walk together in the ways of the Lord, made known and to be made known to them, as witnesses to the Gospel of Jesus Christ in all of the world; and to depend, as did their fathers and mothers, on the coming reign of God and look with faith toward the triumph of righteousness and eternal life.

**B.** Local churches of the United Church of Christ located in the northeast portion of Wisconsin ("**Local Churches**") as defined by the Wisconsin Conference of the United Church of Christ (the "**Conference**"), covenant together to create this Association for the purposes set forth herein. The autonomy of each Local Church is inherent and modifiable only by its own action. Nothing in these Bylaws destroys or limits the right of each Local Church to continue to operate in its customary manner or gives to this Association, the Conference, or the General Synod of the United Church of Christ (the "**General Synod**"), now or at any future time, the power to abridge or impair the autonomy of the Local Church to operate as it determines, including, but not limited to, the rights to (a) retain and adopt its own forms of organization, worship, and education; (b) retain or secure its own charter and name; (c) adopt its own constitution and bylaws; (d) formulate its own covenants and confessions of faith; (e) admit, discipline, and dismiss members in its own way; (f) call and dismiss its pastor(s) by such procedure as it shall determine; (g) acquire, own, manage, and dispose of property and funds; (h) control its own benevolence; and (i) withdraw by its own decision from the United Church of Christ at any time without forfeiture of ownership or control of any real or personal property owned by it.

**C.** This Association covenants with the Conference and, through the covenant of the Conference, with the General Synod, in mutual Christian concern and dedication to Jesus Christ, the Head of the Church, to share in the common Christian experience and responsibilities, to support the work and ministries of the United Church of Christ, and to provide for the well-being, needs, and aspirations of the Local Churches.

**D.** Local Churches, this Association, the Conference, and the General Synod, as kindred in Christ, seek relationships with ecumenical partners to further the work of Jesus Christ in the world.

**E.** This Association adopted and affirms “*A Formula of Agreement*” (1997) among the Evangelical Lutheran Church in America, the Presbyterian Church (U.S.A.), the Reformed Church in America, and the United Church of Christ that declares that they are in full communion with each other.

**F.** Actions by and decisions, advice, or guidance emanating from the General Synod, the Conference, or this Association should be prayerfully considered and acted upon as appropriate by every Local Church, but are not mandatory or compulsory.

## **Article 1**

### **NAME, SEAL AND OFFICES**

**Section 1.1. Name.** The name of this body of Christ (this “**Association**”) is Northeast Wisconsin Association of the United Church of Christ.

**Section 1.2. Seal.** This Association shall have no seal.

## **Article 2**

### **PURPOSES**

**A.** This Association shall seek to (a) promote Christian fellowship among its Members; (b) provide leadership, training, and support to assist in shared ministries of the Local Churches; (c) express concern for the welfare of the Local Churches and their ministers, being all members of the Local Churches and their clergy; and (d) help those in difficult situations.

**B.** This Association, as a covenant partner with the Conference and the General Synod, shall seek to (a) develop among its Members understanding of, and commitment to, the ministries of the United Church of Christ at home and abroad through Our Church’s Wider Mission; and (b) receive and act upon items referred to it by the General Synod, the Conference, and ecumenical bodies.

**C.** This Association shall receive and act upon items presented by its Members.

**D.** This Association shall determine the qualifications for and grant, certify, and terminate the standing of those persons called as recognized ministers, whether ordained, commissioned, or licensed, in this Association.

**E.** This Association shall determine the qualifications for and grant, certify, and terminate the standing of Local Churches of the United Church of Christ within its geographical area of Wisconsin.

**F.** This Association shall encourage, guide, and assist organization of new churches to become United Church of Christ congregations.

## **Article 3**

### **MEMBERS**

**Section 3.1. Membership of Clergy.** An Ordained Minister (“Clergy”) has full rights as a Member of this Association if he or she has standing in this Association, i.e., is registered as clergy with the United Church of Christ through this Association, and meets one of the following criteria:

- a. serves in parish ministry in a Local Church;
- b. serves in parish ministry in a church of another denomination located in this Association’s geographic area and maintains membership in a Local Church;
- c. serves in a church vocation other than parish ministry and has his or her membership in a Local Church;
- d. engages in a ministry requiring prolonged absence from the United States or one that does not permit a fixed residence and elects to have his or her standing in this Association;
- e. withdraws from active service in the ordained ministry prior to retirement while he or she has full standing in this Association and is granted a leave of absence; or
- f. has retired from active service by reason of age or disability and elects standing in this Association, regardless of where standing was previously held and his or her location.

**Section 3.2. Membership of Clergy with Dual Standing.** An ordained minister of another denomination who wishes to retain ministerial standing in that denomination may apply to this Association to become a Member with full rights, excluding the rights to (i) vote on standing of Ministers and membership of Local Churches, (ii) serve as an Officer, or (iii) be a delegate to General Synod, so long as he or she meets one of the following criteria:

- a. serves in parish ministry in a Local Church or in a yoked charge or a federated church, one part of which is affiliated with the United Church of Christ;
- b. serves in an Instrumentality of the United Church of Christ; or
- c. serves in an ecumenical ministry, one constituent of which is the United Church of Christ.

**Section 3.3. Membership of Commissioned Ministers.** A person who has not been ordained but has been granted status as a Commissioned Minister by this Association to perform a specific church related service is a Member of this Association with full rights, except the right to vote on standing of Ministers and membership of Local Churches.

**Section 3.4. Membership of Licensed Ministers.** A person who has not been ordained but has been granted status as a Licensed Minister by this Association to perform specified duties in a designated Local Church or within this Association is a Member of this Association with full rights, except the right to vote on standing of Ministers and membership of Local Churches.

**Section 3.5. Membership of Certified Christian Educators.** A person who has been certified by the UCC Committee on Certification for Church Educators as a Designated Church Educator, Accredited Church Educator, or Specialist in Church Education is a Member of this Association with full rights if he or she also satisfies one of the following criteria:

- a. is a Christian educator in a Local Church;
- b. is a Christian educator in a church of another denomination located in this Association’s geographic area and maintains membership in a Local Church;

- c. is a Christian educator requiring prolonged absence from the United States or one that does not permit a fixed residence and elects to have his or her membership in this Association;
- e. withdraws from active service as a Christian educator prior to retirement while he or she has membership in this Association and is granted a leave of absence; or
- f. has retired from active service as a Christian educator by reason of age or disability and elects membership in this Association, regardless of where membership was previously held and his or her location.

**Section 3.6. Membership of Local Churches.** A Local Church that is registered with the United Church of Christ through this Association is a Member of this Association with full rights through its authorized delegates, being:

- a. two delegates, regardless of the Local Church membership; and
- b. one additional delegate for each 500 members, or major fraction thereof, beyond 500 members in the Local Church.

**Section 3.7. Membership of Elected Representatives.** A person elected as an Officer, a Director, or as a member of a Division or a Division Committee, unless serving as a delegate from his or her Local Church, is a Member of this Association with full rights.

**Section 3.8. Associate Members.** The Conference Minister, Conference staff members, and representatives of the General Synod and its Agencies and Instrumentalities, unless serving as delegates of a Local Church or as an Elected Representative, shall be associate members of this Association with voice but no vote.

## **Article 4 GOVERNANCE**

**Section 4.1. Autonomy.** Members have the right to control the property, activities, and functions of this Association, subject, however, to rules and procedures of the Conference.

**Section 4.2. Governing Body.** The governing body of this Association shall be the Members assembled in a meeting. Except as otherwise provided herein, the vote of a majority of Members present at a meeting shall be the action of this Association. A quorum for a meeting shall consist of one-third of the combined total of Ordained Ministers, Commissioned Ministers, and Licensed Ministers (“Ministers”) and one-third of the Local Churches. Members absent from any meeting shall be deemed to con-sent to all resolutions adopted and actions taken at such meeting.

**Section 4.3. Annual Meeting.** The Annual Meeting of this Association (“**Annual Meeting**”) shall be held in the spring. The location of each Annual Meeting shall be determined by vote of the Association, or, if none, by the Board. At this meeting, the Board, the Officers, and all Divisions and Committees shall submit reports in writing, including activities of the Board and financial condition of the Association. Resolutions may be submitted in accordance with the established policies and procedures.

**Section 4.4. Special Meeting.** A Special Meeting (“**Special Meeting**”) of this Association may be called by the Board or upon a written request of at least five Ministers or at least five Local Churches.

The notice of any Special Meeting must state the business to be conducted at such meeting and only such business may be transacted at such meeting.

**Section 4.5. Notice of Meeting.** The date and purpose of any Meeting must be announced at least thirty days prior to its date.

**Section 4.6. Leadership at Meeting.** The Moderator shall preside at any Meeting, which shall be opened and closed with prayer. If the Moderator is absent from any Meeting, the Vice-Moderator shall preside. If both the Moderator and Vice-Moderator are absent from any Meeting, the Members in attendance shall elect one of themselves to preside at such Meeting.

**Section 4.7. Procedure.** At any Meeting, the current edition of Roberts Rules of Order Simplified and Applied shall be followed. A copy of such Rules shall be retained in the office of this Association. If deemed necessary, the Moderator may appoint a parliamentarian for any Meeting.

**Section 4.8. Votes at Meetings.** A simple majority vote of those present and voting at a Meeting shall constitute the action of the Association, except as otherwise provided in these bylaws or in any procedure for approving resolutions adopted by the Association that may require a different percentage.

## Article 5

### EXECUTIVE COMMITTEE

**Section 5.1. Executive Body.** The Executive Committee (the “**Board**”) shall be the executive body of this Association responsible for policy-making and transacting the business of this Association, subject to the rights of Members.

**Section 5.2. Board Membership.** The members (“**Directors**”) of the Board shall be the officers of this Association as set forth in Article VII (“**Officers**”), the chairpersons of the Divisions (“**Division Directors**”), the representatives of this Association on the Conference Board of Directors (“**Conference Directors**”), and four persons (“**Directors at Large**”) elected by Members. In even years one member of the board shall be elected to the Board of Directors of the Conference. In odd years 2 members shall be elected to the Conference Board of Directors. In even years one member will be appointed by the Conference Board of Directors.

**Section 5.3. Director Qualifications.** Membership in a Local Church for at least one year prior to election is required to be eligible to be elected to the Board. Members of the same household may not serve on the Board at the same time.

**Section 5.4. Election of Directors.** The Officers, Division Directors, and Conference Directors shall be elected as stated below. Two Directors at Large shall be elected at each Annual Meeting.

**Section 5.5. Terms of Office.** Each Director at Large shall be elected for a term of two years and may serve no more than three consecutive terms. The terms of office on the Board of the Officers of Division Directors and Conference Directors shall coincide with their terms in such positions. Each term as a Director, other than as a Conference Director, shall begin at the end of the Annual Meeting of election and shall terminate at the conclusion of the Annual Meeting two years later. The term of a Conference Director shall begin at the end of the Conference annual meeting following his or her

election at an Annual Meeting and shall end at the conclusion of the Conference annual meeting two years later.

**Section 5.6. Board Meetings.** The Board shall meet regularly as required to transact such business as may be properly presented. Special meetings of the Board may be called by the Moderator or three Directors. The Moderator, or Vice-Moderator if the Moderator is absent, shall preside at all Board meetings. If both the Moderator and Vice-Moderator are absent, the Directors present shall select one of themselves to preside. A simple majority of the Directors shall constitute a quorum. Minutes shall be kept of all actions taken at any Board meeting. The minutes shall be recorded by the Secretary.

**Section 5.7. Resignation by a Director.** A Director may resign at any time by giving written notice to the Board. Such notice shall state an effective date of the resignation.

**Section 5.8. Consents in Lieu of Meetings.** Any action required to be, or that may be, taken at a Board meeting may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by a majority of the Directors. Such consents shall have the same force and effect as a vote at a meeting duly held, and may be certified as such. The Secretary shall file such consents with the minutes of the meetings of the Board.

**Section 5.9. Abstentions.** An abstention by any Director on any vote by the Board shall be counted as a negative vote.

**Section 5.10. Duties of the Board.** The Board shall:

- a. administer the affairs of the Association between the times Members are gathered in a Meeting;
- b. serve as, or appoint, the Association Personnel Committee to relate to the Conference/Association Personnel Committee as specified in the Conference Constitution;
- c. fill vacancies in positions of Directors or Division, Division Committee, and Committee members to serve the balance of the term, which partial term shall not count in determining allowed successive terms;
- d. determine the dates and places of Meetings and prepare and publish an agenda for any Meeting;
- e. assist in preparing an annual budget for presentation at each Annual Meeting;
- f. appoint task forces or committees, with such voice and vote as it shall determine appropriate, to assist it in performing any of its duties hereunder;
- g. appoint, when no other provision has been made by the Association, persons to serve on any commission, board of directors, or other committee to which this Association is entitled to name members;
- h. coordinate the work of the Divisions;
- i. engage in long-term planning for the Association and make recommendations of such planning to the Association;
- j. appoint, at least every five years, a committee to review these Bylaws and recommend changes; and
- k. respond to reasonable concerns expressed in writing by one or more Local Churches by referring the concern to the appropriate Division or Committee for review and advice or counsel.

## **Article 6**

### **OFFICERS**

**Section 6.1. Officers.** The Officers of this Association shall be Moderator, Vice-Moderator, Secretary, and Treasurer. Each Officer shall have the duties set forth in this Article.

**Section 6.2. Moderator.** The duties of Moderator are to:

- a. assure that the policies of the Association and the Board are being implemented and followed;
- b. be primarily responsible for envisioning policy changes necessary for growth and development of this Association;
- c. be an *ex officio* member of all Divisions, Division Committees, and Committees;
- d. preside at Board meetings and Meetings of the Association;
- e. execute documents on behalf of this Association requiring the Moderator's signature;
- f. in consultation with the Board, clarify the duties of Officers, Divisions, and Committees; and
- g. perform such other functions as the Board or the Association shall assign.

**Section 6.3. Vice-Moderator.** The duties of Vice- Moderator are to:

- a. assist the Moderator in the duties described in subparagraphs a and b of Section 6.2;
- b. serve in the capacity of Moderator in the event the Moderator is not available;
- c. serve as chairperson of the Annual Meeting planning committee;
- d. assume all the rights and duties of the Moderator if a vacancy occurs in the office of Moderator until the next Annual Meeting, at which a Moderator shall be elected to fill the unexpired term; and
- e. perform such other functions as the Board or the Association shall assign.

**Section 6.4.** The duties of Secretary are to:

- a. certify to third parties actions of the Board and this Association;
- b. keep records of all meetings of the Board and the Association;
- c. have legal custody and control of all legal documents of this Association; and
- d. perform such other functions as the Board or the Association shall assign.

**Section 6.5. Treasurer.** The duties as Treasurer are to:

- a. communicate with the Director of Finance at the Conference Office in order to provide current financial reports to the Executive Committee;
- b. receive and deposit in accounts approved by the Board all funds belonging to the Association;
- c. approve expense requests for the Director of Finance to be able to disburse funds;
- d. present the financial condition of the Association at Board meetings and the Annual Meeting; and
- e. perform such other functions as the Board or the Association shall assign.

**Section 6.6. Election of Officers.** The Officers shall be elected as follows:

1. Moderator – shall be elected for a two-year term in odd numbered years and may not serve successive terms;
2. Vice-Moderator – shall be elected for a two-year term in odd numbered years and may not serve successive terms, but may be elected as Moderator following a term as Vice-Moderator;
3. Secretary – shall be elected for a two-year term in even numbered years and may serve an unlimited number of successive terms;
4. Treasurer – shall be elected for a two-year term in even numbered years and may serve an unlimited number of successive terms.

**Section 6.7. Qualifications.** Membership in a Local Church for at least one year prior to election is required to be eligible to be elected as an Officer. The positions of Moderator and Vice-Moderator shall alternate between a lay Member and a Minister and shall be opposite one another, e.g. if the Moderator is laity, the Vice-Moderator shall be a Minister.

## **Article 7**

### **DIVISIONS and DIVISION COMMITTEES**

**Section 7.1. General Purposes of Divisions.** The program of this Association, in large measure, shall be entrusted to its Divisions (“**Divisions**”) – the Division on Church and Ministry, the Division on Local Church Ministries, and the Division on Wider Church Ministries, and the committees (“**Division Committees**”) that compose them, if any. The Divisions shall seek to:

- a. address concerns of the Local Churches;
- b. assist the Local Churches in fulfilling their ministries;
- c. assist the Local Churches in expanding their ministries beyond their own congregations;
- d. assist the Local Churches and this Association in relating to the ministries and work of the Conference and the General Synod.

**Section 7.2. Membership.** A Division not divided into Division Committees shall have seven members, including a Division Chairperson. Each Division Committee shall have at least five members. A Division divided into Division Committees shall also have a Division Chairperson who shall be an *ex officio* member of all Division Committees within that Division. Other persons so designated in these Bylaws shall be *ex officio* members of Divisions and Division Committees.

**Section 7.3. Qualifications.** Membership in a Local Church for at least one year prior to election is required to be eligible to be elected as a member of a Division. To the extent possible each Division, Division Committee, and Committee shall seek equitable representation by Ministers and laity, gender, age, rural/suburban/urban, and Local Church location.

**Section 7.4. Term.** Each member of a Division or Division Committee shall be elected for a term of three years and may serve no more than two consecutive full terms. Each Division shall divide its members into classes for election so as to maintain continuity as possible on each Division. The members of each appropriate class shall be elected at each Annual Meeting.

**Section 7.5. Division on Church and Ministry.** The Division on Church and Ministry shall be divided into three Division Committees as set forth below. Each Division Committee shall elect one of its members to serve as chairperson. The Association shall elect a chairperson of the Division who shall be an *ex officio* member of each Division Committee and shall receive and review minutes of all meetings of each Division Committee, except for confidential portions of minutes that may be excised. The Division chairperson shall meet with the three Committee chairpersons at least three times each year. The Division chairperson shall attend Board meetings as requested to report on actions of the Division and shall represent the Association at meetings of the Conference Commission on Church and Ministry as requested. The Division as a whole shall be responsible to:

- a. examine the fitness for ministry of candidates for ordination and recommend to an ecclesiastical council whether or not they should be ordained;
- b. authorize and recognize persons as Ministers;
- c. authorize disciplinary action against Ministers;
- d. recommend to the Association admission of a new Local Church;

**A. Committee on Pastor and Church Ethics.** The purposes and responsibilities of the Committee on Pastor and Church Ethics are to:

1. advise and consult with Local Churches or Ministers regarding professional ethics issues;
2. investigate claims of ethical misconduct by Ministers; and
3. prepare and present to the full Division on Church and Ministry recommended disciplinary actions against Ministers in accordance with procedures that may be adopted by the Board, the Association, or this Division.

**B. Committee on Periodic Support and Consultation.** The purposes and responsibilities of the Committee on Periodic Support and Consultation are to:

1. maintain regular contact with Ministers, including two members of the Committee meeting with each Minister as he or she completes his or her first and fifth years in a position and every five years thereafter, to reflect on such Minister's personal, professional, and spiritual lives;
2. plan and present annual Clergy Day and Retired Clergy Day events;
3. meet and consult with Ministers in stressful situations.

**C. Committee on Placement and Transition.** The purposes and responsibilities of the Committee on Placement and Transition are to:

1. recommend to the full Division authorization and recognition of persons as Ministers;
2. receive under its care students preparing to be Clergy by extending fellowship, counsel, and assistance during academic preparation;
3. install and recognize persons as Ministers;
4. grant leaves of absence to Ministers for periods of one year, except in special cases, not to exceed five consecutive years;
5. transfer a Minister's standing from this Association to another into which such Minister has relocated; and

6. terminate standing of Ministers (i) at request of such Minister; (ii) if a Minister has moved from this Association for three or more years without having good reason for continuing in full standing or requesting transfer to another Association; and (iii) after a Minister enters into service of another denomination before retirement because of age or disability.

**Section 7.6. Division on Local Church Ministries.** The Division of Local Church Ministries seeks to equip and empower Local Churches in their ministries, including worship, Christian education, leadership development, evangelism, youth ministry, stewardship, nurture of volunteers, scholarships for Lay Academy and camps, and fellowship among local churches so that Local Churches may be healthy and grow as witnesses to God's all-encompassing love.

**Section 7.7. Division on Wider Church Ministries.** The Division on Wider Church Ministries encourages and equips Local Churches for ministries beyond their local congregations by providing resources and training related to the relationship of the Local Church to the wider Church, including, mission, evangelism, social justice, global partnerships, scholarships for wider church opportunities, and interpretation of Our Churches Wider Mission support.

**Section 7.8. Meetings of Committees.** Each Division and Division Committee shall meet as often as it decides is necessary to accomplish its purposes and responsibilities. The chairperson of the Division or Division Committee, the Moderator, or the Association Minister may call a meeting of a Division or Division Committee. Each Division and Division Committee shall keep a written record of its decisions. A copy of such record shall be delivered to the Association Minister within ten days after the meeting to be retained in the records of the Association, except as any such minutes contain confidential information that may be excised. Each Division may divide itself into subcommittees to address specific tasks and responsibilities and meet as necessary and any action of such subcommittee shall be an action of the Division.

**Section 7.9. Task Forces.** Any Division or Division Committee may appoint any task force or working group necessary to carry out its responsibilities unless otherwise specified by these Bylaws.

**Section 7.10. Committee Decisions.** Each Division and Division Committee shall maintain and develop policies and procedures necessary to accomplish its purposes and responsibilities. Each Division and Division Committee shall have the right and authority to make all decisions to fulfill its purposes and responsibilities provided: (i) such decisions are consistent with the Preamble and Guiding Principles of these Bylaws and any policies and procedures that have been adopted by the Association; (ii) its cumulative expenditures do not exceed the amount in the approved budget; (iii) any significant policy change must be submitted to the Board; and (iv) the Board must be informed in writing of all expenditures and important decisions.

## **Article 8 COMMITTEES**

**Section 8.1. Standing Committees.** The standing committees of the Association are the Nominating Committee, the Budget Committee, and the Personnel Committee.

**Section 8.2. Nominating Committee.** The Nominating Committee shall consist of six persons. Two members shall be elected for a term of three years at each Annual Meeting from nominations received

from the floor. Each year, the Board shall name one of the members of Nominating Committee as its chairperson. The purposes and responsibilities of the Nominating Committee are to:

- a. nominate at least one person, although additional nominations may be made from the floor, as a candidate for each position to be filled at each Annual Meeting;
- b. nominate persons, in accordance with the Conference Constitution, as delegates and alternative delegates to the General Synod.

**Section 8.3. Budget Committee.** The Budget Committee shall consist of the Moderator, the Treasurer, and others appointed by the Executive Committee. The Budget Committee annually shall present a preliminary bud-get proposal to the Board in accordance with the policies and procedures adopted by the Board.

**Section 8.4. Additional Committees.** The Board may appoint any task force or working group necessary to carry out its responsibilities unless otherwise specified by these Bylaws.

## **Article 9**

### **DELEGATES TO GENERAL SYNOD**

Delegates to General Synod shall be elected in accordance with the policies and procedures of the Conference from the nominations made by the Nominating Committee. No person may be a General Synod delegate for more than two successive General Synod meetings.

## **Article 10**

### **DISSOLUTION**

Upon dissolution of this Association, its assets and properties, including any devise, bequest, gift, or grant contained in any will or other instrument in trust or otherwise made before or after such dissolution, shall be transferred to the Conference.

## **Article 11**

### **INVESTMENTS and SECURITIES**

The checking account for paying current bills of the Association shall be maintained in a local bank. This account shall be interest bearing, if possible. All other monetary assets of the Association shall be invested in accounts supervised by the United Church of Christ Cornerstone Fund or the United Church Foundation. Within such accounts, a United Church Foundation Cash & Equivalent Account (“C&EA”) shall be maintained to hold funds not needed for immediate payment of current bills, which shall be held in the local bank checking account, but as a reserve for funds that may be needed to pay ongoing bills for operation of the Association. The C&EA may be drawn on from time to time throughout the year as necessary to fund payment of current bills. No action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of tax exemption under Sections 503 or 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**Article 12**  
**FISCAL MATTERS**

**Section 12.1. Contracts.** The Board, except as these Bylaws otherwise provide, may authorize any Officer to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association. Any such authority may be general or confined to a specific instance. Unless so authorized by the Board, no Director, Officer, or agent shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable for any purpose or in any amount.

**Section 12.2. Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Association. Such authorization may be general or confined to specific instances.

**Section 12.3. Out-of-Pocket Expenses.** Directors are expected to contribute their services. It is not expected, however, that they will bear any out-of-pocket expenses directly related to meetings and projects. Accordingly, they shall be reimbursed for any such out-of-pocket expenses reasonably incurred in accordance with Association policy.

**Section 12.4. Prohibition Against Sharing in Income.** No Director, Officer, or person connected with the Association, or any other private individual shall receive at any time any of the income or profit from the operations of the Association; provided this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association.

**Article 13**  
**LIABILITY and INDEMNIFICATION**

**Section 13.1. Reliance Upon Others.** Each Director shall be fully protected in relying in good faith upon the books of account of the Association or statements prepared by the Treasurer as to the value and amount of the assets, liabilities, or net profits of the Association, or any other facts pertinent to the existence of the Association.

**Section 13.2. Prudent Conduct.** No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person as a Director in good faith if such person (i) exercised or used that degree of care and skill a prudent person would have exercised or used under the circumstances in the conduct of such person's own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the Association or upon statements made or information furnished by the Officers that such person had reasonable grounds to believe or upon financial statements of the Association prepared by the Treasurer.

**Section 13.3. Indemnification.** Each Director or former Director, and his or her legal representatives, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of his or her being, or having been, such Director; provided that such person shall not be indemnified with respect to any matter as to which he or she shall be finally adjudged in any such action, suit, or proceeding, to have been liable for negligence or gross misconduct in the performance of his or her duties as such Director. This indemnification shall apply also

in respect of any amount paid to compromise any such action, suit, proceeding, or claim, including expenses, counsel fees and costs reasonably incurred in connection therewith, provided the Board shall have first approved such proposed compromise settlement and determined that the Director involved was not guilty of negligence or gross misconduct; but, in taking such action, any Director involved shall not be qualified to vote thereon and if for this reason the Directors cannot vote on such matter, it shall be determined by the Association.

**Section 13.4. Opinion of Counsel.** In determining whether or not a Director was guilty of negligence or gross misconduct in relation to any such matter, the Directors or the Association, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by the Directors or the Association.

**Section 13.5. Non-Exclusive.** The right of indemnification herein provided shall not exclude any other rights to which such Director may be lawfully entitled.

## **Article 14 AMENDMENTS**

**Section 14.1. Method of Amendment.** The Association shall have the power to make, alter, amend, and repeal the Bylaws of the Association by affirmative vote of a majority of the Members at an Annual or Special Meeting; provided, however, that notice of the proposed action is given in writing at least thirty days prior to such meeting, except as otherwise provided by law.

**Section 14.2. Effective Date of Amendment.** Amendments of the Bylaws shall become effective upon adoption or at such time as prescribed in the resolution adopting the Amendments.

## **Article 15 EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Director, Officer, or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or may hereafter be amended.

**Adopted April 26, 2014**

## **Appendix DEFINED TERMS**

The words beginning with capital letters in these Bylaws are defined in the paragraphs set forth below:

**Accredited Church Educator** – Section 3.5, as defined by the Committee on Certification for Church Educators, a committee of Local Church Ministries, A Covenanted Ministry of the UCC

**Annual Meeting** – Section 4.3

**Associate Member** – Section 3.8

**Association** – Section 1.1

**Board** – Section 5.1 is the Executive Committee

**Bylaws** – the instrument to which this Appendix is attached

**Clergy** – Section 3.1 are Ordained Ministers

**Commissioned Minister** – United Church of Christ *Manual on Ministry*

**Conference** – Guiding Principles, B

**Conference Directors** – Section 5.2

**Designated Church Educator** – Section 3.5, as defined by the Committee on Certification for Church Educators, a committee of Local Church Ministries, A Covenanted Ministry of the UCC

**Division Committees** – Section 7.1

**Divisions** – Section 7.1

**Directors** – Section 5.2

**Directors at Large** – Section 5.2

**Division Directors** – Section 5.2

**General Synod** – Guiding Principles, B

**Licensed Minister** – United Church of Christ *Manual on Ministry*

**Local Churches** – Guiding Principles, B

**Meeting(s)** – Annual Meeting or Special Meeting

**Members** – Article III

**Ministers** – Section 4.2

**Officers** – Section 5.2

**Ordained Minister** – United Church of Christ *Manual on Ministry*

**Special Meetings** – Section 4.4

**Specialist in Church Education** – Section 3.5, as defined by the Committee on Certification for Church Educators, a committee of Local Church Ministries, A Covenanted Ministry of the UCC.

Approved at the annual Northeast Wisconsin Association meeting, April 26, 2014