

**The Southwest Association
of the Michigan Conference
of the United Church of Christ**

Bylaws

Last amended at the Southwest Association Fall Meeting on November 4, 2018.

I. NAME

- A. This body shall be known as the Southwest Association of the Michigan Conference of the United Church of Christ.
- B. Definitions
 - 1. Unless otherwise indicated by the context:
 - a. “Association” refers to the Southwest Association of the Michigan Conference of the United Church of Christ.
 - b. “Conference” refers to the Michigan Conference of the United Church of Christ.
 - c. “UCC” refers to the United Church of Christ as a whole.
 - 2. A lay person (or laity) is any person who is not an authorized minister of the UCC.
 - 3. An authorized minister (or clergy) is any person who has been duly authorized for ministry by this Association, any other association of the UCC, or any conference of the UCC acting as an association.

II. GENERAL PROVISIONS

- A. The purpose of the Association shall be to nurture and support the churches and authorized ministers of the Association by providing appropriate ministries and structures. The specific responsibilities of the Association are as stated within these bylaws.
- B. As part of the the Body of Christ, the Association understands itself to be in a covenantal relationship with the various settings of the UCC and decisions by the Association will be made in appropriate consultation and collaboration with those various covenantal partners. The Association will honor and respect the work, ministry, and autonomy of each setting of the UCC and will listen, hear, and carefully consider the advice, counsel, and requests of local, Conference, and national settings of the UCC.
- C. Should any of the provisions of these Bylaws be invalid for any reason, it shall in no way affect the validity of any other portion of the Bylaws. The Association Council shall have the authority to resolve any unforeseen contradiction in these Bylaws by simple majority vote. That decision shall be binding on the Association until the contradiction is eliminated by amendment to the Bylaws in the regular fashion.

- D. All powers entrusted to the Association Council are derived from that of the Association. Wherever these Bylaws specifically authorize the Association Council to act, it is implicit that the Association, at a duly called meeting, also has such powers.
- E. The Association affirms each person's God-given uniqueness and shall not discriminate in its membership, hiring, or any other way based on age, disabilities, race, sexual orientation, or gender identity and expression in addition to any other legally protected category.

III. MEMBERSHIP

- A. The voting membership of the Association shall consist of churches and individuals as provided in the following paragraphs.
- B. Churches
 1. All churches which are members of the Association on the date these revised Bylaws are adopted will be considered a member church of the Association. This includes all UCC churches in the Michigan Counties of Berrien, Branch, Cass, Calhoun, Kalamazoo, St. Joseph, and Van Buren.
 2. Upon the recommendation of the Association's Church and Ministry Committee, new churches may be accepted into the Association by a majority vote of the Association at an Annual or Special Meeting.
 3. A member church, by its own request, may be removed from the roll of members. Such a request must be submitted in writing to the Association Council with the signature of an officially recognized officer of the church. The written request must be accompanied by the official minutes of the congregational meeting at which a vote to withdraw was taken. A member church which has ceased operating shall be removed from membership by the Association Council.
 4. If a church has not participated in the life of the Association in the last three years through payment of Association Covenant dues or by representation at at least one Association meeting then Council may declare the church to be inactive. Notification shall be sent to the church via registered letter at the address on file with the Registrar. Churches duly declared inactive will not count toward the quorum at future meetings. However, the church will retain its right to be represented at such meetings and will automatically become active if it pays its Association Covenant dues for the current year or sends a representative to a future meeting.
 5. Each member church shall be entitled to appoint a minimum of two (2) lay delegates with voice and vote to any Annual Meeting, Special Meeting, or Ecclesiastical Council of the Association. Each member church may also appoint one (1) additional lay delegate with voice and vote who is under thirty (30) years of age. Member churches which have more than 300 members may appoint one (1) additional lay delegate with voice and vote for each additional 200 members up to a maximum of 5 delegates. The total number of delegates will be based upon the number of members reported by the church in the most recent Year

Book of the United Church of Christ. The following table indicates the number of voting lay delegates to which each church is entitled.

<u>Membership</u>	<u># Lay Delegates</u>	<u># Lay Delegates under age 30</u>	<u>Total # of Lay Delegates</u>
up to 300	2	1	3
301 to 500	3	1	4
501 or more	4	1	5

6. Each member church of the Association shall contribute annual Covenant dues to the Association per church member according to the church membership reported in the most recent Year Book of the United Church of Christ. The amount of Covenant dues shall initially be three dollars (\$3) per church member and may be adjusted for the upcoming year by the Association at the Annual or a Special meeting.

C. Individual Members

1. Individual members of the Association will have voice and vote at any Annual Meeting, Special Meeting, or Ecclesiastical Council of the Association. Individual members are defined as follows:
 - a. All ordained clergy holding standing in the Association, as well as ordained clergy holding UCC standing in another association but serving as an interim in a Southwest Association church.
 - b. All other persons authorized as ministers by the Association including, but not necessarily limited to, clergy with dual standing, commissioned ministers, licensed ministers and those with ordained ministerial partner standing who are serving an Association church.
 - c. All officers, members of the Association Council, and members of the Committee for Church and Ministry.
 - d. Any other persons to whom the Association, as a body and by majority vote, grants voice and vote.

IV. OFFICERS, COMMITTEES, AND MINISTRY TEAMS

A. Officers of the Association

1. The officers of the Association shall be the Moderator, Vice-Moderator, Secretary, Treasurer, and Registrar.
2. The **Moderator** shall:
 - a. preside at all Annual and Special meetings of the Association and at all meetings of the Association Council, and at meetings of an Executive Committee if an Executive Committee is established by Council rules.
 - b. have the authority to sign appropriate legal documents on behalf of the Association, except financial documents, and as directed by the Council or the Association as a whole.
3. The **Vice-Moderator** shall:

- a. act as the Moderator if the Moderator is not able to perform their duties.
 - b. have signature authority on the Association financial accounts, provided the Vice-Moderator is not related to the Treasurer.
4. The **Secretary** shall:
- a. be responsible for recording and distributing minutes of all Annual and Special meetings of the Association and all meetings of the Association Council. Copies of all minutes shall be given to the Conference office.
 - b. be responsible for correspondence appropriate to the Association or Association Council.
 - c. have signature authority on the Association financial accounts, provided the Secretary is not related to the Treasurer.
5. The **Treasurer** shall:
- a. solicit and receive all funds contributed for Association work.
 - b. issue checks authorized by the Association or its committees or ministry teams for expenditures as are budgeted and/or duly approved for payment.
 - c. provide regular financial reports to Association Council.
 - d. direct preparation of a proposed Association budget to be presented for approval at the Annual Meeting of the Association.
 - e. present an annual financial report to the Association at its Annual Meeting.
 - f. be bonded.
7. The **Registrar** shall:
- a. keep the official roll of the churches of the Association that hold standing and of all people authorized for ministry within the Association, and shall apprise the Conference Office of any changes.
 - b. make reports of any changes relative to the standing of clergy and churches to the Association Council, to the Committee for Church and Ministry, and to the Annual Meeting of the Association.
 - c. sign all certificates and cards of clergy standing, including certificates of ordination, installation, and recognition as approved by the Committee for Church and Ministry.
 - d. issue appropriate documentation transferring the standing of clergy or churches to another Association of the United Church of Christ as approved by the Committee for Church and Ministry.
 - e. keep a record of Members in Discernment of the Association as approved by the Committee for Church and Ministry.
 - f. work with the Conference Office to send notices to all churches and clergy inviting and encouraging them to attend ordination and installation services and to participate in Ecclesiastical Councils.
8. The term of office for all officers shall be three (3) years. The Moderator, Vice-Moderator, Secretary and Treasurer shall be limited to two (2) consecutive terms. If a person fills an unexpired term in any of these offices, he or she may be elected to two (2) consecutive (3) year terms following completion of the unexpired term. The number of successive terms to which the Registrar may be elected is not limited.

B. Association Council

1. The Association Council shall meet at least quarterly. Additional meetings may be called as necessary by the Moderator or the Conference Representative (as defined below) upon one (1) week advance notice to Council members.
2. All meetings of the Association Council shall be open meetings. There may be a closed, executive session of Association Council at any scheduled meeting of Council.
3. The voting members of the Association Council shall consist of the officers of the Association, and two members-at-large. A simple majority of the voting members of the Association Council shall constitute a quorum.
4. The Conference Representative shall be a member of the Association Council with voice but without vote. For the purposes of these bylaws, the Conference Representative refers to the duly appointed representative of the Conference, regardless of their official title, who is assigned to the Association as a staff and resource person. Any specific responsibilities of this person will be defined in conjunction with the Conference.
5. The Moderator shall preside at all meetings of the Association Council, and at meetings of an Executive Committee if an Executive Committee is established by Council rules. If the Moderator is not available, then the Vice-Moderator shall preside. If neither the Moderator or Vice-Moderator are present, the council members present shall choose an acting moderator to preside at the meeting.
6. Elected members of the Michigan Conference Board of Directors who hold membership in a local church of the Southwest Association shall also be ex-officio members of the Association Council with voice but without vote.
7. The term of office for a **member-at-large** shall be three (3) years. The member-at-large shall be limited to two (2) consecutive terms. If a person fills an unexpired term as a member-at-large, he or she may be elected to two (2) consecutive (3) year terms following completion of the unexpired term.
8. The Association Council may declare a vacancy (i.e. remove an incumbent from office) in any elected position of the Association for due cause.
9. The duties and responsibilities of the Association Council:
 - a. Plan all Annual and Special Meetings of the Association.
 - b. Plan the Spring Meeting of the Association.
 - c. Recommend an annual budget, prepared by the Treasurer, at the Annual Meeting of the Association.
 - d. To fulfill the ministry of **Compassionate Generosity**, the Association Council shall provide, in conjunction with the Conference: stewardship, fund-raising, and programmatic aids to churches of the Association.
 - e. To fulfill the ministry of **Prophetic Integrity**, the Association Council shall:
 1. according to guidelines defined by the Association Council, allocate grants for social justice or other issues and projects as proposed by members of and/or by the local churches of the Association and within the budgeted amount set aside each year for this purpose.

2. have the power to authorize Ministry Teams, as defined below, to complete mission projects on behalf of the Association. Such projects may be proposed by any members of churches within the Association.
 3. interpret and discern how the Association may appropriately respond to the guidance of resolutions passed by any setting of the United Church of Christ.
- f. To fulfill the ministry of **Spiritual Formation**, the Association Council shall:
1. support the Committee for Church and Ministry in their work on behalf of the Association.
 2. have the power to authorize Ministry Teams, as defined below, to plan and hold education events or projects. Such events or projects may be proposed by any members of churches within the Association.
- g. To fulfill the ministry of **Growth and Vitality**, the Association Council shall:
1. be responsible for encouraging congregational growth and vitality in conjunction with the Conference.
 2. engage with the Conference in discerning the viability and placement of potential new church starts within the geographic boundaries of the Association as defined above.
- h. Fill any vacancies which may occur in an office or committee subsequent to the Annual Meeting.
- i. Other duties and responsibilities that may be assigned by the Association.

C. Committee for Church and Ministry

1. The Committee for Church and Ministry, hereafter referred to as the Committee, shall meet at least quarterly. Additional meetings may be scheduled as necessary by the Committee to complete their duties and responsibilities. A special meeting of the Committee may also be called by the Moderator of the Association or the Conference Representative (as defined above) with one (1) week notice to all members of the Committee.
2. Due to the confidential nature of the Committee's work, meetings are only open to Committee members, except by invitation of the Committee chairperson or by majority vote of the Committee.
3. The voting members of the Committee shall consist of the Registrar and ten (10) members elected by the Association. A simple majority of the voting members of the Committee shall constitute a quorum.
4. The Moderator, Vice-Moderator, and the Conference Representative shall be members of the Committee with voice but without vote.
5. The term of office for a Committee member shall be two (2) years. Committee members shall be limited to four (4) consecutive terms. If a person fills an unexpired term, he or she may be elected to four (4) consecutive two (2) year terms following completion of the unexpired term.

6. The Committee will conduct its business with the guidance of the United Church of Christ Manual on Ministry, other pertinent documents of the national setting of the UCC, Conference resources, and policies adopted by the Committee itself.
7. The Committee shall choose its own chairperson and secretary.
8. The duties and responsibilities of the Committee include but are not limited to:
 - a. Examining the credentials of churches which request standing and recommending action to be taken by the Association at an Annual or Special Meeting.
 - b. Examining the credentials of ministers authorized by other associations of the UCC or by other denominations who request standing in the Association (including transfer from another association). Standing is granted by majority vote of the Committee.
 - c. Conducting fitness reviews, as necessary, of ministers whose authorization is with the Association and taking appropriate action based on the review, which could include the revocation of ministerial authorization. In the case of a conflict of interest, the Committee may delegate the fitness review to another appropriate body.
 - d. Set and maintain the standards of ministerial standing for clergy of the Association. Maintain appropriate tracking of clergy adherence to standards and offer support and guidance as necessary.
 - e. Examining the credentials of members-in-discernment whose ordination is requested by a church of the Association. If approved, an Ecclesiastical Council is scheduled.
 - f. Examining the credentials of persons whose licensure as an authorized minister is requested by a church of the Association. Licensure is approved for a set period and renewed by a majority vote of the Committee.
 - g. Examining the credentials of persons who wish to discern a call to ministry with the nurture and support of the Committee as a member-in-discernment. Acceptance as a member-in-discernment is by a majority of the Committee.
 - h. Administer the Forsman Fund as a financial resource for continuing education and study leave for persons with ministerial authorization in the Association.
 - i. Administer, at the Committee's discretion, a member-in-discernment fund, as well as any other funds that should become available to them by direction of the Association or the Association Council.
 - j. The chair of the Committee shall communicate financial disbursements to the Treasurer.
 - k. Nurture and support, in conjunction with the Association Council and the Conference, the churches and ministers of the Association.

D. Ministry Teams

1. Ministry teams may be formed as needed by the Association Council or the Association as a whole. A member of the Association Council shall act as a liaison with any ministry team.

2. A Nominations Ministry Team shall be formed by the Association Council or the Council may choose to act itself as the Nominations Ministry Team. The duties and responsibilities of the Nominations Ministry Team are to:
 - a. Identify and recruit qualified members of local churches to serve within the Association in the positions defined by these bylaws as they become open.
 - b. Consider the diversity of representation in its nominations including but not limited to race, age, sexual orientation, gender identity and expression, persons with disabilities, and geographic distribution. A balance of clergy and lay representation is also highly desirable.
 - c. actively seek new participants in the governance of the Association.
 - d. Invite church leaders, ministers and others to submit names and qualifications of potential nominees. All submitted names shall be considered.
 - e. Prepare a slate of nominees for all Association offices and Committee posts to be filled and make suggestions on Conference-requested appointments.
 - f. Submit the nominations slate to the Association membership at least twenty-one (21) days before the Annual Meeting.
 - g. Obtain the consent of a nominee prior to including their name on a slate.
 - h. Request background checks for all final nominees who would be financial signatories and the Treasurer. The Association will pay for all background checks.
 - i. Additional nominations may be placed at the Fall Meeting, providing permission of the nominee has been secured and the nominee fulfills the qualifications of the office.
 - h. Provide each nominee with a job description of the office to be filled.
 - i. The Nominations Ministry Team shall meet as needed and all meetings shall be open. Visitors shall be accorded voice but no vote.

V. MEETINGS

- A. The Registrar shall confirm that a quorum is present for any Annual or Special Meeting or Ecclesiastical Council of the Association. A quorum for these meetings shall be met if both a quorum of churches is present and a quorum of voters is present. A quorum of churches is present if at least 50% of the member churches are represented by at least one lay delegate or other voting member of the Association who is a member of the church. A quorum of voters shall be twenty (20) eligible voters. A quorum, once established, shall continue in effect until the adjournment of the Meeting. If a quorum is not achieved the meeting may proceed but any decisions made will be considered provisional. Such provisional decisions may be finalized by the approval of the Council at a regularly scheduled Council meeting after reasonable effort has been made to solicit additional input from churches which were not represented.
- B. The agenda, rules, and business of Annual and Special Meetings of the Association shall be the responsibility of the Moderator. The Moderator may choose to utilize the services of a parliamentarian to assist in conducting meetings. If neither the Moderator or the

Vice-Moderator are available to preside at the meeting, then the Council members present shall choose an appropriate acting moderator. If the meeting is an Ecclesiastical Council it is recommended that the chair person of the Church and Ministry Committee be chosen the acting moderator.

C. Annual Meeting

1. The Annual Meeting of the Association, also called the Fall Meeting, shall be held in the second half of the calendar year.
2. The notice and agenda for the Annual Meeting and slate of nominations shall be distributed to all churches and authorized ministers of the Association at least twenty-one (21) days in advance of the meeting.
3. The following business shall be conducted at the Annual Meeting:
 - a. Receive annual reports from the Moderator, Treasurer, Registrar, Conference Representative, Committee for Church and Ministry, and any Ministry Teams as appropriate. All reports shall be distributed at the meeting with copies to be distributed by the Secretary to any church not represented at that meeting and to any individual who requests a copy.
 - b. Consider and act upon the Association budget recommended by the Association Council.
 - c. Elect officers, at-large members of the Association Council, and members of the Committee for Church and Ministry as such positions become open and in consideration of the slate of nominees presented to the Association by the Nominations Ministry Team. Those persons newly-elected at the Annual Meeting take office on January 1 of the following year.
 - d. Any other business as shall properly come before the Association.

D. Spring Meeting

1. The Association shall endeavor to hold a Spring Meeting in the first half of each calendar year for educational, inspirational, spiritual, or mission purposes.
2. This meeting shall be planned by the Association Council or a Ministry Team appointed by the Association Council.

E. Special Meetings

1. A Special Meeting of the Association shall be called by request of the Association Council or upon written request to the Association Council of one-quarter (1/4) of the churches of the Association. Business transacted at a Special Meeting shall be limited to that which is stated in the Call to the Meeting.
2. Notice and agenda of a Special Meeting of the Association shall be distributed at least twenty-one (21) days prior to the meeting.

F. Ecclesiastical Councils

1. An Ecclesiastical Council may be called by the Committee for Church and Ministry for the purpose of approving a candidate for ordination pending acceptance of an approved call, as determined by the Committee for Church and Ministry.

2. An Ecclesiastical Council may also be called by the Committee for Church and Ministry for other purposes in accordance with the UCC Manual on Ministry.
3. Notice and agenda of an Ecclesiastical Council shall be distributed at least twenty-one (21) days prior to the meeting.
4. Any action of an Ecclesiastical Council requires a two-thirds (2/3) majority of those present and authorized to vote.

VI. FISCAL YEAR

- A. The fiscal year of the Association shall be the calendar year.

VII. AMENDMENTS TO THE BYLAWS

- A. The Bylaws of the Association should be reviewed by the Association Council as appropriate.
- B. The Bylaws may be amended by a two-thirds (2/3) vote of those present and voting at any Annual or Special Meeting of the Association provided that notification and the full text of said proposed amendment(s) be distributed to all churches and clergy holding standing in the Association not less than thirty (30) days prior to the Meeting at which action on the proposed amendment(s) is to be taken. A proposed amendment(s) may be recommended to the Association by the Association Council or by one-fourth (1/4) of the member churches.