

**CONSTITUTION
OF THE PENN NORTHEAST CONFERENCE
OF THE UNITED CHURCH OF CHRIST**

ARTICLE I – NAME

101. The name of this corporation shall be PENN NORTHEAST CONFERENCE OF THE UNITED CHURCH OF CHRIST.

ARTICLE II - PURPOSES

201. The purposes of this organization shall be:

- a. To exercise the functions of an Association of the United Church of Christ;
- b. To maintain relations with other Christian fellowships and ecumenical bodies within the boundaries of the Conference to the end that mutual understanding and cooperation may be advanced;
- c. In general, to exercise all and every power for which nonprofit corporation organized under the Nonprofit Corporation Law of Pennsylvania and IRS rules and guidelines, can be authorized to exercise; provided, however, that no substantial part of its activities shall include the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE III – AFFILIATIONS

301. 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, and which relate to Conferences of the United Church of Christ.

ARTICLE IV – VOTING MEMBERSHIP

401. The Voting membership of the Conference shall be the authorized ministers holding standing in the Conference and lay delegates selected by and representing the Local Church (heretofore referred to as the Local Congregation) of the Conference and 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 meeting or other meeting of the Conference or through and by a Conference Board elected by the Conference.

ARTICLE V – DIRECTORS

501. There shall be a Conference Board, which shall administer the business, and affairs of the Conference. Membership of the Conference Board shall be elected at an annual meeting of the Conference, and shall have such powers and duties as are usual and customary to a Conference Board under the laws of the State of Pennsylvania and as provided in the By-Laws of the Conference.
502. The Conference Board may elect from its members an Executive Committee which shall possess and exercise such powers and functions of the Conference Board as the Board, from time to time may delegate to it.
503. The By-Laws shall specify the number of delegates and shall provide for a method of election, term of office, meetings, powers and duties of the Conference Board, its Executive Committee and other committees.

ARTICLE VI – OFFICERS

601. The Conference Minister shall be the President, the chief executive and administrative officer, and the spiritual leader of the conference. The Conference Minister shall be a member of a United Church of Christ congregation. Additionally, a Secretary, a Treasurer and such other officers as the conference determines are necessary, may be elected or appointed. The power and authority of the officers of the Conference shall be set forth in the By-Laws.

ARTICLE VII – MEETINGS

701. 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.
702. Procedures for conducting Conference Meetings shall follow the latest edition of Robert's Rules of Order Newly Revised.

ARTICLE VIII – COVENANTAL RELATIONSHIPS CONGREGATION

801. The Conference and the local congregations are in covenant with each other and with the national setting of the United Church of Christ, supporting and nurturing the furtherance of the Gospel.
802. Nothing in the Constitution or By-Laws of the Conference shall destroy or limit the right of any covenantal partner. Each has the responsibility to respect and consider the decisions made by other covenantal partners.

ARTICLE IX – INTERPRETATION

901. The Constitution of the Penn Northeast Conference is intended to be in agreement with the Constitution and By-Laws of the national setting of the United Church of Christ.

ARTICLE X – AMENDMENTS TO THE CONSTITUTION & BYLAWS

1001. The Penn Northeast Conference Constitution and Bylaws may be amended by a two-thirds vote of those present and voting, at a duly called meeting, provided that such amendment shall have been:

- a. Recommended by the Conference Board or submitted by a group of not less than 5% of the duly authorized Conference delegates;
- b. A copy of the amendments is distributed to members of the Conference not less than 60 days prior to the meeting at which the action on the proposed amendments is to be taken.
- c. This Constitution and Bylaws shall be in force and effect immediately upon their adoption.

BY-LAWS PENN NORTHEAST CONFERENCE OF THE UNITED CHURCH OF CHRIST

100. These By-Laws further define the Constitution of the Penn Northeast Conference.

ARTICLE 1 – MEMBERSHIP

101. This Conference shall be composed (1) of all local congregations which are members of the United Church of Christ and which are located in those geographical areas determined by the General Synod of the United Church of Christ; and (2) of all authorized ministers who have standing in the Conference.
102. This Conference, with the approval of the Conference Board, under such provisions as the Board may deem wise, may continue in fellowship or establish fellowship with a local congregation which is not part of the United Church of Christ. The names and statistics of such congregations shall be kept separately; their numbers shall not be counted in determining the number of delegates which this Conference is entitled to send to General Synod; nor shall a member of such a congregation be a delegate to General Synod. No direct or indirect participation by any such congregation in the work of the Conference shall be construed as making it a part of the United Church of Christ.
103. An ordained minister of another denomination, serving as pastor of a congregation or in a specialized ministry setting in this conference shall apply to the Committee on Ministry for dual standing in the Conference for the duration of that ministry, with all the rights and privileges of such membership.” The Committee on Ministry shall keep an accurate list of all the ministers and congregations that are members of the Conference.

ARTICLE II – DUTIES AND RESPONSIBILITIES

201. In the interest of the local congregations, this Conference shall discharge those duties and provide those services which will strengthen the witness of the United Church of Christ, such as:
 - a. Furthering the life, mission, witness, worship and fellowship of the member congregations.
 - b. Extending the mission, witness and outreach of the United Church of Christ in the Conference.
 - c. Serving as a liaison with the local congregations and the General Synod.
 - d. Assisting the local congregations and ministers in developing their own programs.
 - e. Rendering counsel to local congregations and ministers in situations calling for help beyond their own resources.

- f. Rendering advisory service to local congregations and ministers with reference to pastoral placement.
- g. Sponsoring continuing education for ministers; and conducting conferences, retreats, clinics and workshops in areas of religious life and service.
- h. Maintaining relationships for mission, witness and outreach with other religious bodies to the end that mutual understanding, cooperation and fellowship may be advanced.

ARTICLE III – OFFICERS

- 301. The officers of the Conference shall be a Conference Minister, a Moderator, an Assistant Moderator, a Secretary and a Treasurer, and such other officers as the Conference, from time to time, may determine.
- 302. The Conference Minister shall be the chief executive and administrative officer and spiritual leader of this Conference. He/she shall be an authorized minister with standing in the United Church of Christ. The Conference Minister shall have general supervision of all phases of the Conference program and shall be a counselor to congregations and ministers, shall represent the Conference at meetings of the congregations and at denominational and inter-denominational gatherings. He/she shall be an ex officio member of the Conference Board and the Executive Committee, with vote. The Conference Minister shall give guidance to the Conference Board and be subject to its direction and decisions. The Conference Minister advises the Committee on Ministry and its chairs. The Conference Minister supervises staff and Ministry Team Coordinators. The Conference Minister shall be president of the corporation and as such shall perform all legal functions assigned by the Conference Board and authorized by them. He/she shall perform such duties as are assigned by the Constitution and By-Laws of the United Church of Christ.
- 303. If the position of Conference Minister becomes vacant, the Conference Board may employ an Interim or Designated Conference Minister to provide leadership to the Conference. The Interim or Designated Conference Minister shall perform all the functions and responsibilities of the Conference Minister position.
- 304. The search for the Conference Minister follows the guidelines and recommendations of the national setting of the United Church of Christ,
- 305. When the search for the Conference Minister has been completed, the Conference Board shall present to the Conference, at an Annual or Special Meeting, the name of a candidate for such office. The Conference shall determine whether or not it wishes to call the person so recommended. The Conference Board shall determine the salary and conditions of employment. These shall be set forth in a call. The service of the Conference Minister may be terminated upon 60 days' notice either by the Conference Minister or by (2/3) two-thirds of the members of the Conference Board.
- 306. The Moderator shall be elected at the Annual Meeting for a one-year term and may be reelected for an additional one-year term. No person shall be reelected for more than two

consecutive terms. The Moderator shall have had previous Conference Board experience or have served as the Assistant Moderator of the Conference Board. The Moderator shall preside at Annual and Special meetings of the Conference and shall be the chairperson of the Conference Board and the Executive Committee. He/she may represent the Conference at meetings of the congregations or other bodies, as requested by the Conference Minister. The Moderator shall be the first Vice-President of the Corporation.

307. The Assistant Moderator shall be elected for a one-year term and may be re-elected for a second one-year term. No person shall be reelected for more than two consecutive terms. The Assistant Moderator shall perform the duties of the Moderator in his or her absence or when requested to do so. He/she shall be the second Vice-President of the Corporation.
308. The Secretary shall keep the minutes of Annual and Special Meetings of the Conference and of the Conference Board and the Executive Committee. He/she shall sign legal papers as Secretary of the Corporation, as directed and authorized by the Conference Board and shall carry on such correspondence as is pertinent to the office. The Secretary shall be appointed by the Conference Board. The Secretary is an ex officio member of the Conference Board, with voice but no vote.
309. The Treasurer shall be the Treasurer of the Corporation and shall hold and disburse the funds of the Conference subject to the direction of the Conference Board or its designee. He/she shall be responsible for keeping accurate accounts of all monies, funds and properties committed to his/her care and shall make regular financial reports to the Conference Board and to the Annual Meeting of the Conference. The Treasurer shall be bonded as the Conference Board provides. The Treasurer shall be appointed by the Conference Board. The Treasurer is an ex officio member of the Conference Board, with voice but no vote.
310. The Moderator and Assistant Moderator shall be elected at the Annual Meeting. If the Moderator or Assistant Moderator are appointed to fill a vacancy, they shall have voice but no vote, until their election. After a lapse of one year, a person may be re-elected to the Board or as an officer of the Conference.
311. The terms of office of all elected officers shall begin following the Annual Meeting at which they are elected and shall terminate at the close of the Annual Meeting at which their successors are elected.
312. If any elected officer moves from the Conference area or ceases to be a member of a congregation holding full membership in the Conference, his/her tenure of office shall cease.
313. If any of the elected officers resigns or becomes unable or ineligible to serve, the Conference Board shall appoint a person to fill the remainder of the term.

ARTICLE IV – CONFERENCE BOARD

401. The Conference Board shall consist of 12 persons in addition to the four officers. Each year four members shall be elected to serve for a term of three years or until their successors

are elected. Authorized ministers may constitute not more than one-half of the Conference Board. A Conference Board member who has completed a three-year term shall be eligible for re-election for one additional term. If a Conference Board member serves for two terms, he/she may be elected as an officer and thus serve on the Board ex officio.

- a. The Conference shall elect two youth/young adult (14-21) representatives of the Conference Board with voice but no vote. The youth/young adult representative will be in addition to the regularly elected members of the Board.
402. The Conference Board shall be the governing board of the Conference and shall do all things needful to develop and further its program and work, in accordance with the provisions of this Constitution and the will of the Conference expressed at Annual or Special Meetings, consistent with the Constitution and By-Laws of the United Church of Christ.
403. The corporate powers of the Conference shall be vested in the Conference Board who shall have and exercise the general control and management of its property, funds and affairs, subject to its charter, the provisions of this Constitution and the laws of the state. The Conference Board may, by a majority vote of the Board, incur indebtedness and assign, buy, sell, lease, convey or mortgage any real or personal property. The Conference Board 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 savings institutions.
404. The Conference Board shall meet at least quarterly, at such time and place as it shall determine.
405. Between meetings of the Conference Board, its functions shall be carried on by an Executive Committee consisting of the officers plus three other members of the Board, appointed by the Conference Board. This Committee shall meet, as needed, between meetings of the Board.
406. Special meetings of the Conference Board or the Executive Committee may be called by the Conference Minister, the Moderator or upon written request by three members of the Board.
407. Notices of all meetings of the Board shall be distributed to all Board members at least 14 days prior to the meeting, unless this requirement is waived by two-thirds of the Board members present and voting.
408. A quorum of the Conference Board shall consist of a majority of the elected members.
409. The term of office of directors (except the Conference Minister) shall begin following the Annual Meeting at which they are elected and shall terminate at the close of the meeting at which their successors are elected.
410. If any director moves from the Conference or ceases to be a member of a congregation which holds membership in the Conference, his/her membership on the Conference Board shall cease.
411. If any member of the Conference Board resigns or is unable or ineligible to serve, the Board shall elect a person to fill the remainder of the term.

ARTICLE V – COMMITTEES, TEAMS AND TASK FORCES

501. The Conference Board shall have the authority to establish committees, teams and task forces to assist it in carrying on its mission.
502. The Conference Minister and Moderator shall be ex officio members of all committees, teams and task forces without vote.
503. The Conference Board recognizes Standing Committees, Teams and Task Forces.

Standing Committees are authorized by the Conference Board and are ongoing.

Standing Committee detailed responsibilities can be found in the PNEC Way of Work. The structure and responsibilities of the Standing Committees are authorized by the Conference Board.

Standing Committees include but are not limited to:

Committee on Ministry – elected for up to two consecutive 3-year terms

Staff and Personnel – elected for up to two consecutive 3-year terms.

Nominating – elected for up to two consecutive 3-year terms.

Teams are authorized by the Conference Board and are ongoing

Task Forces are ad hoc and short term. Staff, the Conference Board, Standing Committees or Teams can create Task Forces. Task Forces exist for a specific purpose and are not ongoing. The organizing group selects Task Force members.

504. Terms of Office:

Standing Committee members serve for a three-year term. A member may be re-elected upon expiration of his/her term. Terms of office begin immediately following election at the Annual Meeting of Conference. If there is a resignation from a committee the Nominating Committee, with approval by the Board, will appoint a replacement. Standing Committee Members may serve for two terms and after that there must be a lapse of one year before they can serve again.

Team members are appointed and authorized based on their individual skills and abilities. Teams should strive for diversity and effective representation of the conference. Team

members agree to serve an annual commitment which is renewable based on the needs of the conference and the individual. No term limits are established.

ARTICLE VI – STAFF

601. The Conference Board shall have the authority to approve and/or modify the conference staff structure.

The Conference Board shall have the authority to form a Conference Minister Search Committee for purpose of calling the Conference Minister.

602. The Conference Minister shall have the authority, subject to approval by the Conference Board, and in consultation with the Staff and Personnel Committee, to organize a search for, offer a call to, and terminate the employment of all program staff members, consistent with pertinent personnel policies and job positions established by the Conference Board. The Conference Minister, in consultation with the Staff and Personnel Committee, shall have the authority to organize a search for, offer employment to, and terminate the employment of all administrative staff members, consistent with pertinent personnel policies established by the Conference Board.
603. The Conference Minister, in consultation with the Staff and Personnel Committee shall supervise all program and administrative staff members, consistent with pertinent personnel policies and job descriptions.

ARTICLE VII - FINANCES

701. The Conference shall be supported by voluntary contributions of the congregations and individuals. The Conference Board shall establish an appropriate goal-setting process for Our Church's Wider Mission and shall implement that process annually with congregations. This goal will reflect each congregation's share of support for the Conference and worldwide program of mission.
702. The Conference Board determines, on an annual basis, its retention percentage of OCWM monies. national setting of the UCC
703. The Conference may conduct such special appeals for funds as it shall determine and which may be recommended by the Conference Board.
704. The Conference Board shall prepare a proposed Conference budget which shall be submitted to the Conference. At its Annual Fall Meeting the Conference shall adopt a budget for the following year.

705. The budget and financial records of the Conference shall be kept on the basis of the calendar year.
706. Books and accounts of the Conference shall be reviewed annually by a certified public accountant selected by the Conference Board. An audit by a certified public accountant will be scheduled every three – five years.
707. Investments of Conference endowment and capital funds shall be done by the Conference Investment Committee in accordance with the policies of the Conference. Investment of all other Conference funds shall be done by the Conference Treasurer, in consultation with the Investment Committee and Conference Board as necessary.

ARTICLE VIII – MEETINGS

801. The Annual meetings of the Conference shall be held at such times and places as the Conference Board shall determine. Special meetings may be called by the Conference Board.
802. The Conference Board may appoint such committees as are required to carry on the meeting.
803. Notice of the Annual and Special Meetings shall be distributed to all authorized ministers holding standing in the Conference and to an appropriate lay officer of each member congregation at least 30 days prior to the meeting. Notice shall be given by the Secretary, as directed by the Conference Board.
804. At all Conference Meetings, in addition to its ministers, each local congregation shall be entitled to be represented by one lay delegate plus an additional lay delegate if at least one is a youth/young adult (14-21 years). Furthermore, each local congregation with more than 500 members shall be entitled to be represented by one additional lay delegate for every additional 500 members or major fraction thereof as shown in the Penn Northeast Conference Yearbook most recently published prior to the date of the call of the meeting. Each local congregation should choose alternate delegates who shall serve in case its delegates are unable to attend. Visitors are welcome. The members of the Conference Board shall be members ex officio of the Conference with vote.
805. At any meeting of the Conference 100 persons entitled to vote shall constitute a quorum. If there is the lack of a quorum, members present at any scheduled meeting of the Conference may hear and receive reports without taking actions thereon and may adjourn the meeting to such a time and place as a majority of those who are present and entitled to vote shall determine.

ARTICLE X – RELATION TO GENERAL SYNOD

1001. The Conference shall be related to the General Synod as provided in the Constitution and By-Laws of the United Church of Christ.

1002. The Conference shall elect delegates and alternate delegates to the General Synod as required by the Constitution and By-Laws of the United Church of Christ. They shall be nominated by the Nominating Committee and elected at an Annual Meeting.

ARTICLE XI – COMMITTEE ON MINISTRY

1101. The Standing of authorized ministers and congregations is held in the Penn Northeast Conference acting as an Association. The Conference, through the Committee on Ministry, receives ministers and local congregations into the United Church of Christ. The Committee on Ministry grants and removes ministerial standing.
1102. In all cases the Committee on Ministry functions within the policies of the Conference and the Manual on Ministry, as developed by the National Setting of the United Church of Christ.

ARTICLE XII – DISSOLUTION

- 1201 Upon dissolution of the Penn Northeast Conference, unless it forms a new Conference within the United Church of Christ, its assets and all property and interest, 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 United Church of Christ, Cleveland, Ohio, a tax exempt organization pursuant to Internal Revenue Code section 501 © (3) or its successor(s). In no event shall any of the above-described property be distributed to individual members of any organizations without tax exempt status.

Latest changes made and approved at: