

Revised Constitution and Bylaws to Be Considered at May 4 Spring Regular Meeting

The Board of Directors will be offering to the Spring Regular Meeting, for discussion and, ideally, approval, a revised Constitution and Bylaws of the Potomac Association. The revised Constitution and Bylaws are intended to simplify the Association's governing documents, and also to eliminate a number of instances in which our actual practices no longer conform to the current Constitution and Bylaws.

With the thought that some in the Association might want to discuss the new documents prior to the Spring Regular Meeting, the Board will be holding a discussion of them, by Zoom, at 10 a.m. on Saturday, April 6. Details of the Zoom meeting are as follows:

Your invitation to a scheduled Zoom meeting

Topic: Proposed Constitution and By-Laws Changes
Time: Apr 6, 2019 10:00 AM Eastern Time (US and Canada)

Join Zoom Meeting
<https://zoom.us/j/674910335>

One tap mobile

+16465588656,,674910335# US (New York)
+16699006833,,674910335# US (San Jose)

Dial by your location
+1 646 558 8656 US (New York)
+1 669 900 6833 US (San Jose)

Meeting ID: 674 910 335
Find your local number: <https://zoom.us/u/adZKsjaqVL>

In addition, persons wanting to discuss the Constitution and Bylaws prior to the Spring Regular Meeting can contact Rev. Mike Durst, the Association Treasurer, at 240 832 0134 or treasurer@potomacucc.org.

Copies of both the proposed amended, and current, Constitution and Bylaws are attached for review. Among the proposed changes to the Constitution and Bylaws are the following:

- 1) The list of Standing Committees is shortened to reflect the current, actual practice of the Association.
- 2) The name of the Committee on Church and Ministry is changed to Committee on Ministry; of the Social Action Committee is changed to the Justice and Witness Committee; and of the Christian Education Committee is changed to the Faith Formation Committee.
- 3) A large amount of detail concerning the operations of the Committee on Ministry is removed, as it is outdated.
- 4) In order to ensure that the Association has due input into Conference resolutions and other Conference business, a requirement has been added that, in scheduling its Spring Regular Meeting, the Association give due consideration to the Conference's advance notice requirements for the conduct of the Conference's business.
- 5) The provisions regarding Finance are updated to reflect current actual practice. As part of this, a provision is removed, which has not been followed for a number of years, that churches outside the Washington metropolitan area are to pay only half the regularly applicable Association apportionment. In addition, a provision is inserted that equitable arrangements shall be made, on a case-by-case basis, for computing the apportionments of churches that are affiliated with more than one denomination.
- 6) A provision is inserted that Committee membership shall, to the extent possible, reflect diversity of race and ethnicity, age, gender and sexual orientation, and geography.

**CONSTITUTION AND BYLAWS
OF THE POTOMAC ASSOCIATION**

**Central Atlantic Conference
United Church of Christ**

CONSTITUTION

ARTICLE I - NAME

This organization shall be known as the Potomac Association of the Central Atlantic Conference of the United Church of Christ.

ARTICLE II – GEOGRAPHICAL BOUNDARIES

The geographical boundaries of the Association are prescribed in the Bylaws of the Central Atlantic Conference of the United Church of Christ.

ARTICLE III – PURPOSES

The purposes of the Association are:

- A. To enable its Local Churches to cultivate a closer Christian fellowship, to deepen their spiritual life, and to cooperate more effectively in advancing the mission of Christ's Church.
- B. To carry on the work and exercise the functions of an Association of the United Church of Christ, as outlined in the Constitution and Bylaws of the United Church of Christ.
- C. To cooperate with the Central Atlantic Conference of the United Church of Christ and, through the Conference, with the General Synod, and with the boards, agencies and instrumentalities of the United Church of Christ.
- D. To maintain relations with other fellowships and with interfaith bodies to the end that mutual understanding and cooperation may be advanced; and to lend financial and other forms of support to ministries and organizations both within and outside the United Church of Christ to further the purposes of the Association and its ministries.
- E. To promote the interests and the general welfare of the Local Churches, Authorized Ministers (which are defined for purposes of the Association's Constitution and Bylaws to include all Ordained, Licensed and

Commissioned Ministers), and persons with Lay Ministerial Standing of the Association.

- F. To establish and determine the standing of Local Churches, Authorized Ministers, and persons with Lay Ministerial Standing in the Association, including oversight of their rights and responsibilities.
- G. To give guidance and assistance in the organization and legacy issues of Local Churches.

ARTICLE IV – ORGANIZATION

- A. **OFFICERS** – The officers of this Association shall be the Moderator, Associate Moderator, Recorder, Treasurer and Associate Treasurer.
- B. **BOARD OF DIRECTORS** –
 - 1. The Board of Directors shall consist of the Officers of the Association, two Members-at-Large, the chairs of Standing Committees, Association members of the Board of Directors of the Central Atlantic Conference, and a representative of the Conference Ministry team (who shall be a non-voting member of the Board of Directors).
 - 2. The Board of Directors shall, subject to specific instructions by the Association, have the power to transact the business of the Association and initiate programs in the interim between meetings. It shall direct and coordinate the work of the committees and plan the program and agenda for Association meetings. The Board of Directors shall administer all funds of the Association. It shall report its proceedings to the Association at least annually.
- C. **CRITERIA FOR OFFICE** –
 - 1. All persons elected or appointed to any position within the Association shall be members of a Local Church of the Potomac Association.
 - 2. An Ordained Minister and a person who is not an Ordained Minister shall be elected to serve concurrently as Moderator and Associate Moderator of the Association.
- D. **TERMS OF OFFICE** –
 - 1. For purposes of the Constitution and Bylaws, a term of one year shall mean the period extending from a Spring Regular Meeting of the Association to the succeeding Spring Regular Meeting, and a term of two years shall mean the period extending from a Spring Regular Meeting of the Association to the second succeeding Spring Regular Meeting.
 - 2. Officers shall be elected for two-year terms at a Spring Regular Meeting of the Association, and their terms shall begin at the end of the

meeting at which they are elected. The terms of the Officers shall be coterminous (that is, the terms of all officers shall begin and end in the same year). Officers shall serve until the end of their terms or until their successors are elected. At the end of his or her term of office, the Moderator shall be ineligible for reelection as Moderator or for election as another Officer for a term of one year, and it is expected that normally the Associate Moderator shall succeed to the position of Moderator.

3. The terms and number of the Association's members serving on the Central Atlantic Conference Board of Directors shall correspond to the terms and number for these respective positions as described in the Constitution and Bylaws of the Central Atlantic Conference. These persons shall be elected at a Spring Regular Meeting of the Association. They shall serve until the end of their terms or until their successors are elected or appointed.
4. The terms, numbers, and times of election of members of Standing Committees and Special Committees shall be as provided in the Bylaws. They shall serve until the end of their terms and until their successors are elected.
5. The two Members-at-Large of the Board of Directors shall be elected for two-year terms at each Spring Regular Meeting when the term of a Member-at-Large is expiring. They shall serve until the end of their terms or until their successors are elected. After serving two consecutive terms, a Member-at-Large shall be ineligible for reelection to that position for a term of one year.
6. In the event of a vacancy in an elected position, the Board of Directors shall appoint a person to serve the remainder of the term for that position.
7. No person, except the representative of the Conference Ministry team, may serve in any position which would cause him or her to be a member of the Board of Directors for more than three consecutive two-year terms.

ARTICLE V – MEMBERSHIP & CHURCH REPRESENTATION

- A. **MEMBERSHIP** – The Association shall be composed of all Local Churches within the geographical boundaries of the Association and Authorized Ministers standing by the Association. A representative of the Conference Ministry team shall be a member ex-officio.
- B. **LOCAL CHURCH REPRESENTATION** – Each Local Church shall be entitled to representation at meetings, including Ecclesiastical Councils, by three delegates who are not Authorized Ministers (one of whom should, if feasible, be the chief lay officer designated by the Local Church).

ARTICLE VI – MEETINGS

A. MEETINGS

1. Regular Meetings of the Association shall be held in the Spring and Fall of each year, with due consideration of the notice requirements of the Conference for resolutions and overtures; and Ecclesiastical Councils and other meetings shall be held as may be necessary, at such time and place, and upon notice, as provided in the Bylaws.
2. Meetings of committees and other bodies established under the Constitution and Bylaws shall be held as determined by the Chairs of such committees or other bodies, except as otherwise specified in the Constitution and Bylaws.

B. VOTING

1. Except where otherwise provided in the Bylaws, all questions at all meetings shall be determined by a simple majority of those present and voting. No absentee ballots may be cast. In the event of a tie vote on any question in any meeting, the person chairing the meeting, pursuant to the Constitution and Bylaws, shall decide the question.
2. Each Authorized Minister, the delegate(s) of each Local Church and each member of the Board of Directors not otherwise entitled to vote shall be entitled to one vote at each meeting of the Association. The extent to which retired Authorized Ministers may vote shall be determined in accordance with the UCC Constitution, Bylaws and Manual on Ministry.
3. Each member of the Committee on Ministry, not otherwise entitled to vote, shall have one vote at Ecclesiastical Councils.
4. Members ex-officio of any Board, Committee or other body under the Constitution and Bylaws shall have no vote on that body.

ARTICLE VII -- QUORUM

- A. **ASSOCIATION MEETINGS** – Each Local Church is expected to be faithful in sending ministers and officially designated delegates to all meetings of the Association. A quorum for any meeting of the Association shall consist of twenty voting persons from at least seven Local Churches, including not less than five Ordained Ministers and five other persons.
- B. **MEETINGS OF OTHER BODIES** – A quorum for any meeting of the Board of Directors, or of any meeting of the Executive Committee, a Standing Committee or Special Committee, shall consist of a majority of the members thereof, not taking into account any members ex-officio.

ARTICLE VIII - AMENDMENTS

Amendments to this Constitution may be proposed by the Board of Directors or by a Local Church. Amendments proposed by a Local Church shall be submitted in writing to the Recorder for presentation to the Board of Directors. The Board of Directors shall ensure that such amendments are submitted to the Association for action within six months of receipt. At least two months prior to the meeting of the Association at which action is to be taken, the Recorder shall transmit proposed amendments to the members of the Association. Adoption of an amendment shall require a two-thirds affirmative vote of those present and voting at a meeting of the Association.

BYLAWS OF THE POTOMAC ASSOCIATION

ARTICLE I – MATTERS WITH RESPECT TO LOCAL CHURCH AND MINISTERIAL STANDING

- A. **ROLE OF COMMITTEE ON MINISTRY** – The Committee on Ministry (COM) shall, on behalf of the Association, make all determinations and related actions with respect to the standing of Local Churches and Ministers within the Association. These determinations and actions include, but are not limited to:
1. The admission, withdrawal, transfer and termination of the membership of Local Churches to or from the Association.
 2. The recognition of Members in Discernment, the Ordination and granting of standing (including dual standing) to Ordained Ministers, the recognition of Licensed and Commissioned Ministers, and the granting of Lay Ministerial Standing.
 3. Pastoral support for, and providing for the accountability of, including the determination as to fitness of, of Authorized Ministers and persons with Lay Ministerial Standing.
- B. **PROCEDURES** – The COM shall maintain, and shall make publicly available, procedures for all of the kinds of determinations in which it engages. The COM shall specify the extent to which it does and does not adopt provisions of the UCC Manual on Ministry.

ARTICLE II – RELATION TO THE CONFERENCE

- A. **GENERAL GUIDANCE** – The Association looks for general guidance to the Conference Minister, the Conference Ministry team, and the officers and functional units of the Central Atlantic Conference. A representative of the Conference Ministry team shall be an ex officio member of all Standing and Special Committees of the Association.
- B. **CONFERENCE BOARD OF DIRECTORS** – The Association shall nominate persons for membership on the Board of Directors of the Conference as provided for by the Conference. The Moderator of the Association shall be nominated as one of the Association members on the Conference Board of Directors, unless the Associate Moderator is already serving as a member or the Associate Moderator is nominated to serve as a member at the request of the Moderator.
- C. **OTHER NOMINATIONS** – The Board of Directors shall nominate persons as Synod Delegates, and members of any functional units of the Conference, as provided for by the Conference.
- D. **RESOLUTIONS, PETITIONS AND OVERTURES** – The Association, on a majority vote of members present and voting at a meeting of the Association that has

been called in conformity with these Bylaws, has the right to petition and overture the Conference and the General Synod.

ARTICLE III – RESPONSIBILITIES OF THE OFFICERS AND BOARD OF DIRECTORS

A. DUTIES OF THE OFFICERS

1. Moderator:

It is the duty of the Moderator to preside at all meetings of the Association, Executive Committee and Board of Directors, and to exercise all powers and duties generally pertaining to the office of Moderator as prescribed in the Constitution and Bylaws of the Association, the Central Atlantic Conference, and the United Church of Christ. To perform these duties, the Moderator shall:

- a. Perform all functions that are assigned to him/her by the Board of Directors including presiding at Ecclesiastical Councils when called and representing the Association when necessary;
- b. Call and prepare the agenda for meetings of the Board of Directors;
- c. Sign, in the name of the Association, all contracts or other instruments required to be signed on behalf of the Association, except in cases where the signing thereof has been delegated to some other Officer or agent of the Association;
- d. Serve as an ex-officio member of all Standing and Special Committees;
- e. Serve as one of the Association members on the Board of Directors of the Central Atlantic Conference, unless the Associate Moderator is already serving in that capacity or is nominated to serve at the request of the Moderator;
- f. Oversee the planning for all meetings of the Association;
- g. Call Special Meetings of the Association when such are deemed necessary;
- h. Coordinate, with the Recorder and the Conference Staff, the publishing and distribution of the Association's Directory, noting all updates obtained including results of elections;
- i. Oversee the preparation and distribution of all Officer and committee reports; and
- j. Appoint the Chair, with the approval of the Board of Directors, of a Standing Committee if that Committee does not elect a Chair within 30 days of a Spring Regular Meeting.

2. Associate Moderator:

It is the duty of the Associate Moderator to perform all duties of the Moderator in the absence or at the request of the Moderator and to assist the Moderator in the performance of the Moderator's duties as requested. In addition, the Associate Moderator shall coordinate, within the Board of Directors, the process of assembling slates of candidates for all Association elections. It is expected that normally, the Associate Moderator will succeed to the post of Moderator at the conclusion of the Associate Moderator's two-year term.

3. Recorder:

It is the duty of the Recorder to memorialize all business transacted by the Board of Directors, Executive Committee and the Association, and maintain the roll call of each meeting of these bodies. The Recorder shall:

- a. Memorialize the proceedings of all meetings of the Board of Directors, the Executive Committee, and all meetings of the Association (including Ecclesiastical Councils), including the roll call;
- b. Maintain an up-to-date roster of delegates to Association meetings; and
- c. Maintain the current versions of the Constitution and Bylaws of the Association.

4. Treasurer:

It is the duty of the Treasurer to receive, hold, disburse and keep an accurate account of the funds of the Association, subject to the direction of the Board of Directors. To perform these duties, the Treasurer shall:

- a. Make regular financial reports to the Association and the Board of Directors, including a report following the end of the calendar year of amounts budgeted and actually expended during the year;
- b. Prepare annual budgets (including apportionments of funds to be provided by congregations within the Association) for approval by the Board of Directors, in time to be circulated with the call for the Fall Regular Meeting of the Association;
- c. Ensure the timely collection of all funds due the Association;
- d. Ensure that disbursements are in accord with approved budgets and properly authorized; and
- e. Make accounts and records available for audit annually, if required by the Board of Directors.

5. Associate Treasurer:

The Associate Treasurer shall assist the Treasurer in all of his or her duties and may perform any of these duties in substitution for the Treasurer, at the Treasurer's request. It is expected that normally, the Associate Treasurer

will succeed to the post of Treasurer at the conclusion of the Associate Treasurer's two-year term.

B. Duties of the Board of Directors

1. The Board shall be responsible for carrying out the requirements of the Constitution and Bylaws of the Association in the interims between Spring and Fall Regular Meetings, and for applying its best efforts to the realization of the purposes of the Association.
2. The Board shall hold monthly meetings to conduct the business of the Association unless a majority of the Board members agree to modify the frequency of meetings due to a lack of business that needs the attention of the Board. The Board may have additional meetings as the Moderator or the Board may request.
3. Each year, the Board shall present to the Spring Regular Meeting a list of persons nominated to fill all positions subject to election at the meeting. See Article III(A)(2) of these Bylaws concerning the role of the Associate Moderator in this process.
4. The Board shall establish any Special Committees, ad hoc committees, or task forces that the Board determines are necessary. Members and Chairs of Special Committees or ad hoc committees and task forces shall be appointed by the Moderator, with the approval of the Board of Directors, from among the members of Local Churches, for terms to expire not later than the next Spring Regular Meeting of the Association.
5. The Board may appoint a person to serve the remainder of the term, in the event of a vacancy, of any elected office or other elected position (including membership on a Standing Committee). When necessary, the Board may designate an Officer to perform some or all of the functions, on an acting basis, of an office that is vacant.
6. The Board may declare vacant the position of any Officer, Board member, committee member, or other elected office, upon termination of the incumbent's church membership in the Association or upon finding that such person, through absence from duly scheduled meetings or otherwise, is not performing the duties of his or her position.

C. Executive Committee

1. The Executive Committee shall consist of the Officers of the Association, the Chair of the Committee on Ministry, and a representative of the Conference Ministry team, who shall be a member ex officio.
2. The Executive Committee shall be responsible for ensuring that

the business of the Board of Directors is conducted in a timely and efficient manner.

3. The Moderator shall call for meetings of the Executive Committee as necessary to conduct the Executive Committee's business.

ARTICLE IV – STANDING COMMITTEES

A. General

1. The Standing committees of the Association are the:
 - a. Committee on Ministry
 - b. Faith Formation Committee
 - c. Justice and Witness Committee
 - d. Higher Education Committee
2. The composition of each Standing Committee is described in the Appendix to these Bylaws. Each member of a Standing Committee shall be elected at a Spring Regular Meeting of the Association to serve for a term of two years, with one half of the members elected each year. Pursuant to Article III(B)(3) of these Bylaws, nominations for Standing Committee membership shall be made by the Board of Directors prior to each Spring Regular Meeting. Each committee member shall be a member of a Local Church and have such other qualifications as may be prescribed. A person who has served two consecutive terms as a member of a Standing Committee shall be ineligible for reelection to that committee for a period of one year.
3. The Moderator (or the Associate Moderator if requested by the Moderator) and a representative of the Conference Ministry team are ex-officio members of all committees.
4. Within thirty days after the Spring Regular Meeting each year, a member designated by the Moderator shall convene an initial meeting of each Standing Committee to elect (or re-elect) its chair and to plan the continuation of its work. In the event the Committee is unable to elect (or re-elect) a chair within thirty days, the Moderator shall appoint a chair, subject to the approval of the Board of Directors.
5. A Standing Committee may establish subcommittees or task forces for specific tasks or special projects. Each subcommittee or task force shall be chaired by a member of the Committee but may include persons selected by it who are not members of the Committee. The Standing Committee remains fully responsible for directing, authorizing, reviewing and reporting the activities of subcommittees or task forces that it establishes. Each subcommittee or task force expires on the date of the Spring Regular Meeting following its establishment, but may be reestablished at a subsequent meeting of the Standing Committee.
6. Each Standing Committee shall make an Annual written report to the Association and shall make interim reports to the Board of Directors as requested by the Board. The Board of Directors shall be kept informed

of significant activities planned and shall give prompt consideration to matters brought to its attention by a Standing Committee.

B. Committee on Ministry

The Committee on Ministry shall perform the functions prescribed for it in Article IV(B) of the Constitution.

C. Faith Formation Committee

The duties of this Committee shall be to:

1. Cooperate with the Conference and National settings of the United Church of Christ in matters pertaining to faith formation of persons of all ages.
2. Serve as a resource to Local Churches in their efforts to meet their faith formation needs.
3. Encourage and promote activities which will contribute to the Christian growth of youth in the Local Churches.
4. Administer a program of financial assistance to youths and families who would otherwise be unable to participate in programs sponsored by the Association.

D. Justice and Witness Committee

The Chair (or the Chair's designee) shall serve as the Association's representative to the appropriate Conference committee on justice and witness matters. The duties of the Justice and Witness Committee shall be to:

1. Coordinate Association programs related to the social responsibility and educational and benevolent institutions of the United Church of Christ.
2. Coordinate Association relationships with community ministries and other specialized ministries in the area.
3. Gather and disseminate information regarding social concerns of the UCC.
4. Facilitate communication and engagement regarding social concerns among the Local Churches, the Conference, the Ministries of the UCC, and ecumenical and interfaith organizations.
5. Present recommendations to the Board of Directors and Local Churches for action on matters of social concern.
6. Provide advice to the Board of Directors concerning the Association's budget as it relates to justice and witness concerns.

E. Higher Education Committee

The duties of this committee shall be to:

1. Facilitate ministry at the universities and colleges within the geographical area of the Association.
2. Provide advice to the Board of Directors concerning the Association's budget as it relates to matters connected with higher education.

**ARTICLE VI -
FINANCE**

A. Fiscal Year

The fiscal year shall begin January 1 and end December 31 of the same year.

B. Budget

The Board of Directors shall approve a proposed budget for the next fiscal year and present it to the Association for adoption at the Fall Regular Meeting. After adoption, the Board of Directors may authorize deviations from the authorized expenditures in the budget as may be deemed advisable to meet changing conditions, but except on majority vote at a meeting of the Association, may not increase the total amount of revenue to be received from congregations during the course of the year.

C. Rate of Assessment

The proposed budget presented to the Association for adoption shall set forth the amount of income required in the next fiscal year from assessments to be paid by the Local Churches and shall set forth the proposed formula for calculation of the assessment for each Local Church.

1. Each Local Church is expected to accept responsibility for the support of the budget adopted.
2. The formula for the calculation of the assessment shall be uniform for all Local Churches, with modifications to provide for the equitable treatment of Local Churches having dual or multiple affiliations involving other denominations.
3. The Treasurer shall send statements of outstanding balances to Local Churches at the beginning of each quarter during the fiscal year.

**ARTICLE VII -
MEETINGS**

A. Regular Meetings

In conformity with Article VI of the Constitution, Regular Meetings of the Association shall be held in the Spring and Fall of each year at such time and place as the Board of Directors may designate.

1. The purpose of the Spring Regular Meetings shall be to:
 - a. Receive reports from the Officers, each Standing and Special Committee, and any other person or organization as requested by the Board of Directors.

- b. Elect Officers, Members-at-Large of the Board of Directors, members of Standing Committees, and members of the Conference Board of Directors.
 - c. Act on resolutions, petitions, or overtures.
 - d. Conduct any other business germane to the purposes of the Association.
2. The purpose of the Fall Regular Meetings shall be to:
- a. Adopt the budget for the following year.
 - b. Conduct any other business germane to the purposes of the Association.

B. Special Meetings

Special meetings shall be called by the Moderator (or Associate Moderator, in the absence or at the request of the Moderator), the Board of Directors, or upon petition of at least five Local Churches or ten Ordained Ministers. Except as provided in Paragraph G below, only the business stated in the call can be considered.

C. Ecclesiastical Councils

Ecclesiastical Councils shall be called by the Chair of the Committee on Ministry as necessary under, and pursuant to the provisions of, the Constitution and Bylaws. The Recorder shall give notice of Ecclesiastical Councils pursuant to the provisions of paragraph D immediately below. An Ecclesiastical Council shall constitute a Meeting of the Association for all purposes of the Constitution and Bylaws.

D. Notice of Meetings

Notice shall be given of all meetings by mailing or otherwise transmitting the call to all Local Churches and to all Authorized Ministers of the Association at least four weeks prior to the date of the meeting. The call shall state the date, time, and place of the meeting and, for special meetings, the business to be considered.

E. Elections

1. All nominations by the Board of Directors proposed pursuant to Article III(B)(3) of these Bylaws shall be presented at the appropriate Spring Regular Meeting. Nominations also may be made from the floor prior to the election, provided the nominee has given his/her consent and is eligible to fill the office or position to which nominated.
2. If no candidate for a particular position receives a majority of votes cast on the initial ballot, a runoff shall be held between the two candidates who received the most votes on the initial ballot. In the event of a tie in the runoff election, the result shall be determined by the Moderator.

F. Resolutions, petitions, pronouncements, and overtures

Drafts of resolutions, petitions, pronouncements and overtures to be considered at a Regular Meeting are normally required to be included in the call for that meeting. Any other resolution, petition, pronouncement or overture may be

considered only upon the affirmative vote of two-thirds of the members present and voting.

G. Meetings by Teleconference or Internet

Meetings of the Board of Directors, the Executive Committee, any Standing or Special Committee, and of any subsidiary body of the Board of Directors, the Executive Committee, or a Standing or Special Committee, may be held by teleconference or Internet as well as in person.

H. Procedures

Unless otherwise specified in the Association's Constitution or Bylaws, the most recent revised edition of Robert's Rules of Order shall be followed in conducting the business of the Association.

ARTICLE VIII - AMENDMENTS

Amendments to these Bylaws may be proposed by the Board of Directors, by a Standing Committee, or a Local Church. Amendments proposed by a Standing Committee or by a Local Church shall be submitted in writing to the Recorder for presentation to the Board of Directors. The Board of Directors shall ensure that such amendments are submitted to the Association for action within six months of receipt. At least two months prior to the meeting of the Association at which action is to be taken, the Recorder shall transmit proposed amendments to the members of the Association. Adoption of an amendment shall require a two-thirds affirmative vote of the members present and voting at a meeting of the Association.

APPENDIX

Standing Committee Membership

1. The chart below presents the prescribed composition of membership for each Standing Committee of the Potomac Association. The Board of Directors and Committee leadership should conform as closely as possible to these guidelines, although shortfalls in membership will not disqualify a committee from performing its functions under the Constitution and Bylaws. For purposes of the provisions below, “Clergy” means Ordained Ministers with standing in the Association, and “Lay” persons are persons other than Ordained Ministers with standing in the Association.
2. No more than one member of either the Committee on Ministry or the Faith Formation Committee may be a member of a particular Local Church.
3. The membership of all Committees shall, to the extent possible, provide diversity of race and ethnicity, age, gender and sexual orientation, and geography.
4. The Moderator and a representative of the Conference Ministry team are ex-officio members of all committees.
5. The Chair of each Standing Committee is to be elected by the Committee at its first meeting each year within 30 days after the Spring Regular Meeting. If a Committee does not elect a Chair, then Article III(A)(1)(j) of the Bylaws shall apply.
6. Composition of Standing Committees (other than members ex-officio):

	Members	Clergy	Lay	Lay or Clergy
Committee on Ministry	12	4	4	4
Faith Formation Committee	6	2	2	2
Justice and Witness Committee	10	4	4	2
Higher Education Committee	4	1	1	2

CONSTITUTION OF THE POTOMAC ASSOCIATION
Central Atlantic Conference
United Church of Christ

ARTICLE I-NAME

This organization shall be known as the Potomac Association of the Central Atlantic Conference of the United Church of Christ.

ARTICLE II – GEOGRAPHICAL BOUNDARIES

The geographical boundaries of the Association are prescribed in the By-laws of the Central Atlantic Conference of the United Church of Christ.¹

ARTICLE III – PURPOSES

The purposes of this Association are:

- A. To enable its local churches to cultivate a closer Christian fellowship, to deepen their spiritual life, and to cooperate more effectively in advancing the mission of Christ's Church.
- B. To carry on the work and exercise the functions of an Association of the United Church of Christ, as outlined in the Constitution and By-laws of the United Church of Christ.
- C. To cooperate with the Central Atlantic Conference of the United Church of Christ and through the Conference, with the General Synod of the United Church of Christ, its boards, agencies and instrumentalities.
- D. To maintain relations with other fellowships and with interfaith bodies to the end that mutual understanding and cooperation may be advanced.
- E. To promote the interests and the general welfare of the local churches and the ordained ministers within the Association.
- F. To establish and determine the standing of local churches and of ordained ministers in the Association, including oversight of their rights and responsibilities.
- G. To give guidance and assistance in the organization of new local churches.

¹The geographical area of the Association includes the District of Columbia; the counties of Montgomery, Prince Georges, Charles, Calvert and St. Marys in the State of Maryland and the Commonwealth of Virginia north of a line drawn at the northern boundaries of the Counties of Accomack, Mathews, Gloucester, James City, Charles City, Chesterfield, Powhatan, Cumberland, Buckingham, Amherst, Botetourt, and Craig to the West Virginia line, but excluding the Shenandoah Valley, Green County and the northern portion of Loudoun County.

ARTICLE IV – ORGANIZATION

- A. **OFFICERS** – The officers of this Association shall be the Moderator, Associate Moderator, Scribe, Treasurer and Co-Treasurer.
- B. **BOARD OF DIRECTORS** –
1. The Board of Directors shall consist of the officers, the chairpersons of standing committees, Association members of the Board of Directors of the Central Atlantic Conference, Association delegates to General Synod, two persons elected from the Association at large, two youth elected by the area wide youth council and the Associate Conference Minister.
 2. The Board of Directors shall, subject to specific instructions by the Association, have the power to transact the business of the Association and initiate programs in the interim between meetings. It shall direct and coordinate the work of the committees and plan the program and agenda for Association meetings. It shall administer all funds of the Association. It shall make full report of its proceedings to the Association at least annually.
- C. **CRITERIA FOR OFFICE** –
1. All elected persons must be members of a local UCC Church located in the geographic area designated for the Potomac Association.
 2. A Lay and a Clergy member must be elected to serve concurrently as Moderator and Associate Moderator of the Potomac Association.
- D. **TERMS OF OFFICE** –
1. Officers shall be elected for two-year terms, coterminous with the fiscal years of the Association. The Moderator and Associate Moderator shall be elected in the same year while the Scribe and Treasurer shall be elected in the alternate years. After serving a full two-year term, the Moderator shall be ineligible for reelection for a period of one year and the Associate Moderator ascends to the position of Moderator.
 2. The terms and numbers of the Association's members serving on the Central Atlantic Conference Board of Directors, as well as the Synod Delegates shall correspond to the terms and numbers, for these respective positions, as outlined in the Constitution and By-laws of the Central Atlantic Conference.
 3. One at-large member of the Board of Directors shall be elected each year for a two-year term. After serving two consecutive terms, such a member shall be ineligible for reelection for a period of one year.
 4. In the event of a vacancy in an elected office, the Board of Directors shall select a person to serve the remainder of the term.
 5. No person, except the Associate Conference Minister, may serve in any position other than that of Association delegate to the General Synod which would cause him or her to be a member of the Board of Directors for more than six consecutive years.

ARTICLE V – MEMBERSHIP & CHURCH REPRESENTATION

- A. **MEMBERSHIP** – The Association shall be composed of all local churches (within the geographical boundaries of the Association) and ordained ministers granted standing by the Association. The Conference Minister of the Central Atlantic Conference of the Association shall be a member ex-officio.
- B. **LOCAL CHURCH REPRESENTATION** – Each local church shall be entitled to representation at meetings, including Ecclesiastical Councils, by three lay delegates (one of whom shall be the chief lay officer designated by the local church.) Those churches having more than 300 members shall be entitled to add one additional delegate for each additional 300 members or major fraction thereof. Membership shall be based on the last published edition of the yearbook, unless the local church shall have notified the Scribe in writing of a change in membership. All delegates shall be members of the local church represented.

ARTICLE VI – MEETINGS

- A. **MEETINGS** – The Regular Meetings of the Association and such meetings as may be necessary shall be held at such time and place, upon notice, as may be provided in the By-laws.
- B. **VOTING** - Except where otherwise provided herein or in the By-laws, all questions shall be determined by a simple majority of the voting membership present and voting.
 - 1. Each ordained minister, the delegate(s) of each local church and each member of the Board of Directors shall be entitled to one vote at each meeting of the Association. No absentee ballots may be cast.
 - 2. Each member of the Church and Ministry Committee, not otherwise entitled to vote, shall have one vote at Ecclesiastical Councils.

ARTICLE VII - AMENDMENTS

Amendments to this Constitution may be proposed by the Board of Directors or by a local church. Amendments proposed by a local church shall be submitted, in writing, to the Scribe for presentation to the Board of Directors. The Board of Directors shall ensure that such amendments are submitted to the Association for action within six months of receipt. At least two months prior to the meeting of the Association at which action is to be taken, the Scribe shall transmit proposed amendments to the members of the Association. Adoption of an amendment shall require a two-thirds affirmative vote of the voting members present and voting.

BY-LAWS OF THE POTOMAC ASSOCIATION
Central Atlantic Conferences
United Church of Christ

ARTICLE I – MEMBERSHIP

A. Church Membership –

1. Any local church or core group in the geographical area of the Association, desiring membership, may apply for standing in the Association through the “Church in Care” process of the Local Church Development Committee (LCDC) (See Appendix A). The LCDC will nurture the local church or core group and help it prepare and/or gather all required documentation for review and examination by the Church and Ministry Committee (C&MC). After appropriate review and examination, the C&MC’s findings, judgments, and recommendations on each application shall be reported to the Association at an Ecclesiastical Council shall report to the Association at an Ecclesiastical Council its findings, judgments and recommendations on each application. After a church has been granted standing in the Association, it shall be received into membership in the Association and in the United Church of Christ.
2. Any local church may withdraw from the Association by written notice to the C&MC. The Committee shall report any withdrawal at the next meeting of the Board of Directors and that of the Association after which the termination of the church’s standing in the United Church of Christ shall be recorded.
3. If a local church desires a letter of transfer to another Association, and such transfer is not inconsistent with the By-laws of the United Church of Christ or with the geographical boundaries prescribed in the By-laws of the Central Atlantic Conference for its Associations, it shall make application, in writing, to the Association through the C&MC. If the transfer is approved at a meeting of the Association, the Association Scribe shall issue the appropriate papers in the name of the Association, to be effective on a mutually agreed upon date.
4. On the recommendation of the C&MC, the Association may, at any meeting, by a two-thirds vote terminate the membership of any local church, provided that due notice has been given to the local church and has been included in the call for the meeting.

B. Ministerial Membership –

1. Any person who has been regularly ordained to the Christian Ministry and is a member of a local church of the Association may apply for standing in the Association through the C&MC. After a recommendation from the committee, the Board of Directors may grant standing to an applicant on behalf of the Association, effective as of the date of its action. It shall report this action to the Association at its next meeting.
2. An ordained minister of another denomination, serving as pastor of a local church of the Association, may request standing in the Association for the duration of the pastorate. If granted standing in accordance with the procedures outlined in the preceding paragraph, he/she shall have all rights and privileges of membership in the

Association, except that he/she shall have no vote on matters affecting the standing of ministers or local churches.

3. When an ordained minister desires a letter of transfer to another UCC Association or other ecclesiastical body, he/she shall apply, in writing, to the C&MC. If the minister is in good standing, the Committee shall approve the application and instruct the Association Scribe to take the appropriate action in the name of the Association and report this action to the Board of Directors at its next meeting.
4. When an ordained minister desires to withdraw from the Association, he/she may request the termination of his/her standing in the Association, by written notice to the C&MC, without prejudice and without affecting his/her ordination. The Committee shall report its action to the Board of Directors at its next meeting.
5. For the maintenance of ministerial standing in the Association, a minister is required to observe faithfully the obligations and understandings set forth in the By-laws of the United Church of Christ. If, in the Association's judgment, a minister has ceased to have an active relationship with a local church; is employed in work unrelated to the ordained ministry and has not maintained contact with the Association, his/her standing may be terminated at any meeting of the Association on the recommendation of the C&MC, without prejudice, provided due notice of such proposed action has been given to the minister and is included in the call for the meeting.
6. On the recommendation of the C&MC, for stated reasons, the Association may, by a two-thirds vote at any meeting, terminate the standing of any ministerial member, provided due notice of such proposed action has been given to the minister and is included in the call.
7. A minister, whose standing in the Association has been terminated, may apply at any time for reinstatement of his/her standing in accordance with paragraph 1 of this section.

ARTICLE II – THE MINISTRY

A. The General Ministry

Every Christian has a calling from God to witness to the Gospel. The Association seeks diligently to provide opportunities for all members of its local churches to exercise such gifts of teaching, healing, evangelizing, preaching, administration and service as God has bestowed upon them.

B. The Ordained Ministry

The Association recognizes the special calling from God to leadership and ministry in the church which includes specialized training and ordination. The Manual on Ministry in the United Church of Christ shall be used as the guide for persons, churches and the Associations in preparation for ordination except where the Association may specifically direct otherwise.

1. An individual desiring status as a student in Care of the Association may apply to the C&MC through his/her local church. The C&MC shall take appropriate action on such applications, on behalf of the Association, and shall report its actions to the Board of Directors at its next meeting.

2. In accordance with procedures established by the C&MC, a student for the ministry may apply to the Association for approval as a candidate for ordination. Ordination may be accomplished only after a candidate is found qualified and approved by an Ecclesiastical Council.
3. The Association recommends to its local churches the procedures for calling a pastor, which are set forth in the By-laws of the United Church of Christ. When a minister accepts a call to be pastor of a local church, it is recommended that the local church and minister join in requesting the Church and Ministry Committee to review the minister's credentials, the proceedings of the church in issuing the call, and terms of the call, and if found satisfactory, to arrange for an installing Ecclesiastical Council(See Ecclesiastical Council Procedures in Appendix B)
4. The Association recommends to its local churches that the Church and Ministry Committee be notified if a pastor or the local church has decided to terminate the pastoral relationship so that the Committee may assist in any appropriate manner.
5. Action on behalf of the Association on any application for Privilege of Call from an ordained minister of another denomination shall be taken by the C&MC and reported to the Board of Directors at its next meeting.

C. Specialized Ministries

The C&MC will follow the procedures suggested in the By-laws and the Manual on Ministry of the United Church of Christ for the recognition of the status of a Licensed and /or Commissioned Minister, except where the Association may specifically direct otherwise.

1. An individual desiring status as a Licensed Minister may apply to the C&MC through his/her local church. The Committee shall take appropriate action on such applications, on behalf of the Association, and shall determine the tasks which the Licensed Minister may perform. Actions of the Committee shall be reported to the Board of Directors at its next meeting.
2. An individual desiring status of Commissioned Minister may apply to the Association through the C&MC. The Committee shall act for the Association in taking appropriate action on an application and report its action to the Board of Directors at its next meeting.

ARTICLE III – RELATION TO THE CONFERENCE

A. General Guidance

The Association looks for general guidance to the Conference Minister, the Associate Conference Minister of the Association, and to the officers and functional units of the Central Atlantic Conference.

B. Conference Minister and Associate Conference Minister

The Conference Minister of the Central Atlantic Conference shall have representation to the Association through the Associate Conference Minister. The Associate Conference Minister of the Association shall be an ex-officio member of all Standing and Special Committees of the Association.

C. Conference Board of Directors

The Association shall nominate persons for membership on the Board of Directors of the Conference as provided for in the By-laws of the Conference. The Moderator of the Association shall be nominated as one of the Association members on the Conference Board of Directors, unless the Associate Moderator is already so serving or is nominated at the request of the Moderator.

D. Conference Functional Units

The Association shall nominate persons for membership on functional units of the Conference as provided for in the By-laws or the approved policies of the Conference. Persons to be nominated for membership on functional units of the Conference whose functions are closely related to those of a Standing Committee or Special Committee of the Association will be selected from the persons serving on the corresponding committee of the Association.

Voting Members (see Conference By-laws Art. II, Sec. 3)

In addition to the local churches' delegates, all members of the Association's Board of Directors are entitled to one vote each.

E. .Petitions and Overtures

The Association has the right to petition and overture the Conference and the General Synod.

ARTICLE IV – RESPONSIBILITIES OF THE OFFICERS AND DIRECTORS

A. Duties of the Officers

1. MODERATOR:

It is the duty of the Moderator to preside at all meetings of the Association, Executive Committee and the Board of Directors and to exercise all powers and duties generally pertaining to the office of Moderator as prescribed in the Constitution and By-laws of the Association, the Central Atlantic Conference or Synod. To perform these duties, the Moderator shall:

- a. Perform all functions that are assigned to him/her by the Board of Directors including presiding at the Ecclesiastical Councils when called and representing the Association when necessary;
- b. Prepare the agenda for meetings in consultation with the Executive Committee;
- c. Sign and execute, in the name of the Association, all contracts or other instruments required to be signed on behalf of the Association, except in cases where the signing and execution thereof has been expressly delegated to some other officer or agent of the Association;
- d. Serve as ex-officio member of the Church and Ministry Committee;
- e. Serve as ex-officio member of the Local Church Development Committee;
- f. Serve as an ex-officio member on all committees, except the Nominating Committee;
- g. Serve as one of the Association members on the Board of Directors of the Central Atlantic Conference, unless the Associate Moderator is already serving or is nominated to serve at the request of the Moderator;
- h. Serve as a voting member to the Conference Annual Meeting;
- i. Serve as Chairperson of the Personnel Committee;
- j. Designate a member of the Board of Directors, who is not a chairperson of a standing Committee, to chair the Budget and Finance Committee;

- k. Submit request for the Moderator's operating funds to the Budget and Finance Committee annually during the time of budget preparation;
- l. Chair the Regular Meeting Committee which prepares plans for the May Annual Meeting;
- m. Request the Scribe to call Special Meetings when such are deemed necessary;
- n. Coordinate with the Scribe and the Conference Staff, the publishing and distribution of the Association's Directory, noting all updates obtained including results of May elections;
- o. Oversee the transfer of all officer and committee reports and other Documents to officers and Committee Chairs and
- p. Attend all Executive Committee, Board of Directors, Committee, Association and Conference meetings when feasible

2. ASSOCIATE MODERATOR:

It is the duty of the Associate Moderator to perform all duties of the Moderator in the absence of, or at the request of the Moderator. If a vacancy occurs in the office of Moderator, the Associate Moderator shall assume the duties of the Moderator until a person is selected to serve the remainder of the term in accordance with the Constitution of the Association. In addition, the Associate Moderator shall:

- a. Serve on the Executive Committee as well as the Board of Directors;
- b. Serve as chair of the Nominating Committee for the Potomac Association;
- c. Serve as a member of the Nominating Committee of the Central Atlantic Conference to coordinate the nominations of persons within the Association for positions in the Conference and with national covenanted ministries;
- d. Serve as a voting member to the Central Atlantic Conference Annual Meeting;
- e. Serve on the Personnel Committee and
- f. Attend all Executive Committee, Board of Directors, Association and Conference Meetings when feasible.

3. SCRIBE

It is the duty of the Scribe to keep an accurate record of all business transacted by the Board of Directors, Executive Committee and the Association; prepare copies of such records for distribution and maintain the roll call of each meeting. To perform this duty, the Scribe shall:

- a. Keep an accurate record of the proceedings at the Ecclesiastical Council Meetings including the roll call;
- b. Present said records at the appropriate meeting upon demand;
- c. Issue all calls or notices for meetings of the Association giving the date and complete address of meeting site at least four weeks prior to the date of the meeting(See Article VII.C of the By-laws);
- d. Prepare and sign such correspondence as the Board of Directors may designate, including letters advising appropriate persons of actions or positions taken by the Association or the Board of Directors;
- e. Serve on the Executive Committee and prepare agenda for distribution to appropriate membership;
- f. Serve as a voting member to the Central Atlantic Conference Annual Meeting;
- g. Serve as an ex-officio member of Standing and Special Committees as provided in these By-laws (i.e.: Nominating, Church & Ministry)
- h. Serve on the Personnel Committee and

- i. Attend all Executive Committee, Board of Directors, Association and Conference Meetings when feasible.

4. TREASURER:

It is the duty of the Treasurer to receive, hold, disburse and keep an accurate account of funds of the Association, subject to the direction of the Board of Directors. To perform these duties, the Treasurer shall:

- a. Serve as a member of the Executive Committee;
- b. Serve as a voting member to the Central Atlantic Conference's Annual Meeting;
- c. Serve as Chairperson of the Stewardship Committee and the Representative of the Association on the Management Committee of the Conference.
- d. Serve as an ex-officio member of the Budget and Finance Committee;
- e. Make regular financial reports to the Association and the Board of Directions;
- f. Ensure the timely collection of all funds due the Association;
- g. Ensure that disbursements are in accord with approved budgets and properly authorized;
- h. Make accounts and records available for audit annually, as required by the Board of Directors;
- i. Serve as custodian of all financial and legal documents that require safe keeping
- j. Serve on the Personnel Committee and
- k. Attend all Executive Committee, Board of Directors, Association and Conference Meetings when feasible.

5. CO-TREASURER:

The Co-Treasurer shall assist the Treasurer in all of his or her duties and may perform any of these duties in substitution for the Treasurer, at the Treasurer's request. It is anticipated that normally, the Co-Treasurer will succeed to the post of Treasurer at the conclusion of the Co-Treasurer's first two-year term.

B. Duties of the Board of Directors

1. The Board shall be responsible for carrying out the constitutional and legal Requirements of the Constitution and By-laws of the Association and for applying its best efforts to the realization of the purposes of the Association.
2. The Board shall hold monthly meetings to conduct the business of the Association unless a majority of the Board members agree to modify the frequency due to a lack of business that needs the attention of the Board.
3. The Board shall administer a planning system which will develop and establish goals and objectives for the programs of the Association for the current year and at least two additional years. The planning system is expected to:
 - a. Provide for guidance for the development of budgets and prorate for the application of resources.
 - b. Establish goals for the efforts of Standing Committees and bases for evaluating their progress and effectiveness.
 - c. Reflect input from members of the Association concerning programs to be undertaken.
4. The Board shall establish each year the Special Committees required by these By-laws. It may establish additional ad hoc committees or task forces when needed for purposes that are not included in the responsibilities assigned to any prescribed Standing Committee or Special Committee. Except as otherwise specified, members of Special Committees or ad hoc committees and task forces shall be appointed by

the Moderator, with the Approval of the Board of Directors, from among the members of the Board of Directors and/or of churches within the Association, for terms to expire not later than the next Annual Meeting of the Association.

5. The Board shall periodically review the work of each Standing and Special Committee and shall be ready to hear at their request, representatives of any church or group of church members in the Association.
6. The Board shall appoint a person to serve the remainder of the term, in the event of a vacancy, in any elected office or elected position of a Standing Committee.
7. The Board may declare vacant the office of any officer, Board member, or committee person upon termination of such person's church membership in the Association or upon finding that such person, through absence from duly scheduled meetings or otherwise, is not faithfully performing the duties of the office.

ARTICLE V – STANDING COMMITTEES

A. General

1. The Standing committees of the Association are:
 - a. Church and Ministry
 - b. Stewardship
 - c. Christian Education
 - d. Local Church Development
 - e. Social Action & Missions
 - f. Higher Education
 - g. Women's Coordinating
2. Each elected member of a Standing Committee shall be elected at the Annual Meeting to serve for a term of two years, with one half of the members elected each year. Each committee member shall be a member of a local church and have such other qualifications as may be prescribed. A person who has served two consecutive terms as a member of a Standing Committee shall be ineligible for reelection to that committee for a period of one year.
3. The Moderator and the Associate Conference Minister are ex-officio members of all committees. Other ex-officio members are prescribed herein.
4. Within thirty days after the May Regular Meeting, a member designated by the Moderator shall convene the initial meeting of each Standing Committee to elect its chairperson and to plan the continuation of its work. In the event the Committee is unable to elect a chairperson within thirty days, the Moderator shall appoint a chairperson.
5. A Standing Committee may establish subcommittees or task forces for specific tasks or special projects. Each subcommittee or task force shall be chaired by a member of the committee but may utilize persons selected by it who are not members of the Committee. The Standing Committee remains fully responsible for directing, authorizing, reviewing and reporting the activities of subcommittees or task forces which it establishes. Each subcommittee or task force expires on the date of the May Regular meeting following its establishment, but may be reestablished at the next meeting of the Standing Committee.
6. Each Standing Committee shall make an Annual written report to the Association and shall make interim reports to the Board of Directors as needed and as requested by the Board. The Board of Directors shall be kept informed of significant activities planned and shall give prompt consideration to matters brought to its attention by a committee.
7. The membership makeup of each committee shall be in accordance with Appendix C.

B. Church and Ministry Committee

The Chair of this Committee shall also serve on the Personnel Committee of the Association. The duties of this committee shall be to:

1. Review and initiate action for the Association on all matters related to granting, transferring, or terminating the standing of local churches and ordained ministers in the Association.
2. Examine and make appropriate recommendations concerning ordained ministers in specialized ministries who desire ecclesiastical endorsement from the UCC office for Local Church Ministries.
3. Examine and initiate action for the Association on requests for "Privilege of Call" and "Dual Standing" from ordained ministers of other denominations.
4. Review and initiate action for the Association on applications to become a candidate for ordination.
5. Review and initiate action for the Association on applications for status as "Student in Care of Association," "Licensed Minister," or "Commissioned Minister."
6. Advise local churches in ecclesiastical matters, as needed and requested, including such matters as ordination of a minister and selecting, installing, or dismissing a pastor.
7. Assist the Conference Minister and Associate Conference Minister in maintaining a continuing pastoral ministry with all ordained clergy and students in care of the Association.
8. Advise ordained clergy in active ministries on matters relating to career development and administer the Association program for financial assistance to clergy participating in training for career development.
9. Serve as a committee of counsel and conciliation wherever serious differences arise between a pastor and the congregation or groups in a local church.

C. Stewardship Committee

The Treasurer of the Association shall chair this Committee. The duties of this Committee shall be to:

1. Assist in keeping the Association and the local churches informed of Our Church's Wider Mission and of the local, national[,] and world mission work of the United Church of Christ.
2. Foster the principles and practices of Christian Stewardship within the Association.
3. Counsel local churches in strengthening and broadening their stewardship Programs.
4. Monitor and promote the realization of goals for basic support of Our Church's Wider Mission by the local churches.
5. Counsel and assist the local churches in promoting deferred giving programs among their members.

D. Christian Education Committee

The duties of this Committee shall be to:

1. Cooperate with the program of the office of Worship and Education Ministry of Local Church Ministries
2. Study the Christian Education needs of the local churches in the Association and promote strengthening of Christian Education programs.
3. Assist individual churches in studying their Christian Education needs and counsel with them regarding their programs.
4. Encourage and promote activities which will contribute to the Christian growth of youth in the local churches.

5. Promote and administer a program of family camps for an educational ministry to families in an outdoor setting.
6. Administer a program of financial assistance to youths and families who would otherwise be unable to participate in camping programs sponsored by the Association, including activities to publicize such needs and develop resources for use in meeting them.

E. Local Church Development Committee

The Chairperson (or designee) shall be the Association representative on the Church Development Committee of the Central Atlantic Conference. No more than three members of churches that are receiving or have applied for leadership aid, may serve on this committee while such status exists, and no member may vote on a motion involving leadership or financial aid to his or her church. The duties of this Committee shall be to:

1. Assist each local church that receives or has received leadership and/or building aid from the Central Atlantic Conference, the UCC office of Local Church Ministries or other UCC agencies to develop viable and vital ministries.
2. Promote the establishment of new local churches, in conjunction with the Church in Care process and in cooperation with other Potomac Association Committees, the Central Atlantic Conference, the UCC office of Local Church Ministries, and appropriate ecumenical bodies.
3. Give counsel and assistance to local churches which are considering relocation or redirection of their mission.
4. Provide counsel and assistance to local churches which, through lack of Membership growth and lack of ability to meet suggested goals for basic support of Our Church's Wider Mission, evidence problems in developing and maintaining viable and vital ministries.
5. Develop and encourage evangelism programs within the Association and the local churches.

F. Social Action and Missions Committee

The Chairperson (or designee) shall serve as the Association Representative to the appropriate Conference Committee on Peace and Justice Witness issues. The duties of this Committee shall be to:

1. Coordinate all Association programs related to Christian social responsibility and educational and benevolent institutions of the United Church of Christ.
2. Coordinate Association relationships with community ministries and other specialized ministries in the area.
3. Gather and disseminate information regarding major social concerns of the UCC, providing accurate and balanced factual material on controversial issues.
4. Facilitate communication regarding social concerns between the local Churches, the Conference, and the Ministries of the UCC, Council of Churches of Greater Washington, and the ecumenical and interfaith programs and activities.
5. Present recommendations to the Board of Directors and local churches for action on matters of social concerns.
6. Coordinate the Association's relations with the Council of Churches of Greater Washington, and with ecumenical and interfaith programs and activities.

G. Higher Education Committee

The duties of this committee shall be to:

1. Be responsible for the ministry of the United Church of Christ to the universities and colleges within the geographical area of the Association.
2. Act as liaison with campus ministries of other denominations where there is no minister of the United Church of Christ.
3. Encourage interest in colleges, universities and theological seminaries supported by or related to the United Church of Christ.

H. Women's Coordinating Committee

The co-coordinators of the Committee shall serve as the Association representatives to the Women's Coordinating Committee of the Central Atlantic Conference. The Committee shall be a member of the UCC Coordinating Center for Women. The duties of this committee shall be to:

1. Become more informed about issues facing women.
2. Coordinate and promote resources and programs on issues of concern to women.
3. Provide opportunities for fellowship, worship, and spiritual growth for women of the Potomac Association.
4. Plan and present an Annual Spring Women's workshop.
5. Inform women of and promote participation in the United Church of Christ national events or opportunities for women.

ARTICLE VI – SPECIAL COMMITTEES

A. General

The required Special Committees of the Association are:

- a. Nominating
- b. Personnel
- c. Budget and Finance
- d. Regular Meeting
- e. Executive
- f. Constitution and By-laws

B. Nominating Committee

1. This Committee shall be chaired by the Associate Moderator and shall include equal numbers of lay members and ordained ministers. The Scribe shall be an ex-officio member. At least two-thirds of the committee members shall have served as officers or directors of the Association within the preceding four years, to ensure their familiarity with the requirements for the positions to be filled.
2. The Committee shall develop and maintain lists of persons who are qualified and willing to serve in the various positions which must be filled by persons within the Association, in order to:
 - a. Present nominees for election at the May Regular Meeting of the Association.
 - b. Make recommendations for appointments to Special Committees, as required.
 - c. Make recommendations for persons to be proposed for appointment to Committees of the Conference and other organizations, as requested.
 - d. Make recommendations for appointments to fill vacancies in offices or Committees which arise during the year.

- e. Make recommendations for appointments of persons to serve on the boards of directors, or equivalent, of the campus ministries supported by the Potomac Association.
 3. The Chairperson of this Committee (or designee) shall be prepared to serve as a member of the Nominating Committee of the Conference and to coordinate with the Association the nominations of persons within the Association for positions in the Conference and with national instrumentalities.
- C. Personnel Committee
1. The officers of the Association, the chairperson of the Church and Ministry Committee, and the Association member of the Personnel Committee of the Conference shall constitute this Committee, with the Moderator serving as the chairperson.
 2. The Committee shall review with the Associate Conference Minister, and any other Conference staff members serving in the Association, their mutual expectations concerning the relationship of his/her efforts and objectives to the needs and priorities of the Association.
 3. The Committee shall evaluate the effectiveness of the work of the Associate Conference Minister and shall prepare such reports as are required by the Conference.
 4. The Committee shall provide support for the personal and professional needs of the Associate Conference Minister.
- D. Budget and Finance Committee
1. This Committee shall be chaired by a member of the Board of Directors (designated by the Moderator) who is not a chairperson of a Standing Committee. The Treasurer of the Association shall be an ex-officio member. Additional members of the Committee shall be selected from members of local churches who are not members of the Board of Directors.
 2. The Committee shall, after appropriate coordination with the Standing Committees, prepare proposed budgets and financial plans for raising and administering the resources to be utilized for program requirements of the Association.
 3. The Committee shall review periodically the status of approved budgets and financial plans and shall advise the Board concerning any amendments or other action which appear to be necessary.
 4. At the request of the Board of Directors, the Committee shall review and report on any financial matters affecting the Association.
- E. Regular Meeting Committee
1. This Committee shall be chaired by the Moderator and shall include at least one member of the church at which the last Regular Meeting was held in the preceding year and at least one member of the church at which the next Regular Meeting of the Association is scheduled.
 2. The Committee shall prepare plans for the May Regular Meeting of the Association, for presentation to the Board of Directors at its meeting in March of each year.
 3. With the approval of the Board of Directors, the Committee shall be responsible for determining the Regular Meeting sites and dates, for at least two years in advance, in accordance with the Constitution and By-laws of the Association.

- F. Executive Committee
1. This Committee shall consist of the officers of the Association, the Associate Conference Minister, and the chair of the Church and Ministry Committee.
 2. The Committee shall review and set the agenda for meetings of the Board of Directors and the Association.
 3. The Committee shall perform tasks specifically given to it by the Board of Directors.
- G. The Constitution and By-law Committee
1. This Committee shall recommend revisions of the Constitution and By-laws of the Association to the Board of Directors who in turn will receive, review, and recommend said changes to the Association in accordance with the Amendment process of the Association's Constitution and By-laws.
 2. In addition, it shall receive, review and recommend to the Association, for change, any new Rules received from the Central Atlantic Conference or Synod that affect the Association's mode of operation.
 3. This Committee may also recommend to the Board, any changes it receives from the Association's members desirous of forwarding said changes to Conference or Synod.
 4. This Committee shall be composed of at least three members – one from each jurisdiction of the Association (Virginia, District of Columbia, and Maryland). The Moderator of the Association shall appoint the Chair.

ARTICLE VII - FINANCE

- A. Fiscal Year
The fiscal year shall begin January* 1 and end December* 31 of the same year.
- B. Budget
The Board of Directors shall approve a proposed budget for the next fiscal year and present it to the Association for adoption at the October* Regular Meeting. After adoption, the Board of Directors may make minor adjustments to the authorized expenditures in the budget as may be deemed advisable to meet changing conditions. Such changes shall be reported at the next Regular Meeting.
- C. Rate of Assessment
The proposed budget presented to the Association for adoption shall set forth the amount of income required in the next fiscal year from assessments to be paid by the local churches and shall set forth the proposed formula for calculation of the assessment for each local church.
1. Each local church is expected to accept its responsibility for the support of the budget adopted.
 2. The basis for the calculation of the assessment shall be uniform for all local churches, with the following modifications:
 - a. The amount for local churches having joint standing in other judicatories shall be based upon the UCC portion of the indexes used for their assessment calculations.
 - b. The rate for local churches outside the Washington, DC metropolitan area shall be one half the rate for churches within the area.
 3. The Treasurer shall inform each local church of its assessment following the October* Regular Meeting and shall bill each local church at the beginning of each quarter during the fiscal year.

4. The basis for calculating the assessment for local churches, after approval at the October* Regular Meeting, may be amended only at a special meeting of the Association, after notice of the proposed amendment has been given in the call.

ARTICLE VIII- MEETINGS

A. Regular Meetings

Meetings of the Association shall be held in the months of May and October at such time and place as the Board of Directors may designate.

The purpose of the May meeting shall be to:

1. Receive reports from the officers of the Board of Directors, each Standing and Special Committee, and any other person or organization as requested by the Board of Directors.
2. Elect officers, directors, and members of Standing Committees.
3. Vote on nominees for the Conference Board of Directors and for other positions to which nominees of the Association may be elected.
4. Act on resolutions, petitions, or overtures.
5. Conduct any other business germane to the purposes of the Association.

The purpose of the October meeting shall be to:

1. Conduct any business deferred to this meeting at the May meeting.
2. Provide programs that are relevant to the purposes of the Association.
3. Adopt the budget for the following year.

B. Special Meetings

Special meetings shall be called by the Scribe upon request of the Moderator (or Associate Moderator, in the absence of the Moderator), the Board of Directors, or upon petition of at least five local churches or ten ordained ministers. Only the business stated in the call can be transacted.

C. Notice of Meetings

The Scribe shall give notice of all meetings by mailing the call to all local churches and to all ordained ministers of the Association at least four weeks prior to the date of the meeting. The call shall state the date, time, and place of the meeting and, for special meetings, the business to be transacted.

D. Quorum

Each local church is expected to be faithful in sending ministers and officially designated delegates to all meetings of Association. A quorum for any meeting of the Association shall consist of twenty voting ministers and delegates from at least seven local churches, including not less than five ordained ministers and five lay persons.

E. Elections

All nominations by the Nominating Committee shall be presented at the May Regular Meeting in a printed ballot. Nominations also may be made from the floor prior to the election, provided the nominee has given his/her consent and is eligible to fill the office or position to which nominated. If there is no contest for any particular office or position, the meeting may, by unanimous vote, direct the Scribe to cast a single ballot for that particular office or position.

F. Resolutions, pronouncements, and overtures

Drafts of resolutions, pronouncements, and overtures to be considered at an Association meeting are normally required to be included in the call for that meeting. Any other resolution, pronouncement, or overture may be considered only upon the affirmative vote of two-thirds of the voting members present and voting at the time of the vote.

G. Procedures

Unless otherwise specified herein, or in the Constitution, Robert's Rules of Order, Revised shall be followed in conducting the business of the Association.

ARTICLE IX- AMENDMENTS

Amendments to these By-laws may be proposed by the Board of Directors, by a Standing Committee, or a local church. Amendments proposed by a Standing Committee or by a local church shall be submitted in writing to the Scribe for presentation to the Board of Directors. The Board of Directors shall ensure that such amendments are submitted to the Association for action within six months of receipt. At least two months prior to the meeting of the Association, at which action is to be taken, the Scribe shall transmit proposed amendments to the members of the Association. Adoption of an amendment shall require a two-thirds affirmative vote of the voting members present and voting.

APPENDIX A

Guidelines for Use by the Potomac Association of the Central Atlantic Conference for Extending “Church in Care” Status to new or Existing Congregations seeking membership in the United Church of Christ

A. Purpose:

As Associations and the Conference consider starting new churches and taking new Congregations into membership in the United Church of Christ, a clearer more orderly process appears to be needed. The process involves approving a church for “Church in Care” status. In doing so, it is necessary that all participants: a) understand each other’s role, and b) follow a prescribed set of guidelines.

B. Roles of UCC Participants:

The Association:

1. Per the Constitution and By-laws of the United Church of Christ, “Associations with the counsel of the Conference receive local churches into the UCC”.
2. Per CAC By-Laws, “An Association determines, confers, and certifies to the Standing of the local churches of the United Church of Christ within that Association’s geographical area.
3. Normally it is expected that the Association, through its Local Church Development Committee, will actively seek promising church development activities.
4. Under these guidelines, a “Church in Care” needs a sponsoring organization. The sponsoring organization for “Church in Care” status can be a local church, or a special task group within the Association.

Central Atlantic Conference:

1. The Conference is the liaison between the Association and UCC, instrumentalities, e.g. Local Church Ministries.
2. The Conference is the legal entity for the Associations and is incorporated in Maryland and New Jersey. Churches or affiliated churches within the Conference may utilize the UCC/Conference’s IRS identification numbers and are eligible to participate in the UCC Insurance Program.
3. The Conference establishes guidelines and procedures for the administration of funds used to support church development.
4. The Conference is responsible for putting together long-range church Development plans.

Local Church Ministries:

1. Local Church Ministries provides staff and funds to encourage and support church Development within the Conference. To do this, it prepares long-range plans for church development within the United Church of Christ. It establishes guidelines and procedures for: a) creating and supporting church starts and church renewals, and for b) administering funds for leadership aid, loans to churches for the purchase of church sites, and construction of church facilities. It also participates in the pastoral search process from beginning for all aided fields; provides help through Conferences in selecting church sites, selecting architects and putting together building plans.
2. Local Church Ministries, to carry out its responsibilities, provides support through the Conferences (rather than Associations) in their policies, procedures and approval process.

C. Meaning of “Church in Care”

1. An existing congregation, with or without a minister, a group of people, or a minister/ministerial team called by an Association to start a new church are considered a “Church in Care” once an Association, after counsel with the Conference, has approved a request from them and their sponsoring organization to seek standing in the United Church of Christ. “Church in Care” status is granted normally for a period up to two years while the new congregation completes the process for becoming a “Church in Full Standing”.
2. A “Church in Care” can indicate to the general public that it is affiliated with the United Church of Christ and may use the United Church of Christ name in its title.
3. A “Church in Care” can participate in the UCC Insurance Plan Program through the Conference and can use the UCC/Conference IRS Tax numbers.
4. Being a “Church in Care” does not mean that the church is automatically eligible for leadership aid or for loans to purchase land, build or acquire property. To obtain such funding requires following the procedures for such funds as established by Local Church Ministries and the Conference. Therefore, in granting “Church in Care” status, Associations should be mindful of future needs of the congregations and consider demographic data and the ability of the congregation to support a minister and a worship facility.
5. In cases where a proposal for a new church start has been approved by the Conference and Local Church Ministries, the core congregation and/or new church start minister would, at the time of approval, be considered a “Church in Care”

D. Process for becoming a “Church in Care”

1. To become a “Church in Care”, the organization requesting “Church in Care” status must have a sponsoring organization. As indicated previously, this can be a local church or a task group within the Association.
2. The sponsor and group seeking affiliation, petition the Association’s Local Church Development Committee. If the petition meets the committee’s approval, reflecting an understanding of the faith, order, and polity of the United Church of Christ, the Local Church Development Committee will present the petition to the Conference Local Church Development Committee for the Conference’s comment and endorsement. Following the Conference’s action, the petition is returned to the Association Local Church Development Committee. If the petition is in order, and has the approval of the Conference, the Association Local Church Development Committee presents the petition to the Church and Ministry Committee of the Association for its approval of “In Care Status”.
3. The Association’s Board of Directors may then grant the “Church in Care” status.

E. Process for Becoming a “Church in Full Standing”

1. A Support Committee will be created by the Local Church Development Committee, comprised of representatives of the sponsoring organization, the Association, the “Church in Care” and the Conference. This committee will acquaint the new church more fully with the United Church of Christ and will work with the church to ensure that the process is accomplished.
2. The Support Committee will transmit to the “Church in Care” copies of the Association, Conference and United Church of Christ Constitutions and By-laws for its review and affirmation. The committee will forward copies of the UCC History and polity booklet as well as brochures about the Conference and its history, etc.
3. The Support Committee should receive from the new church:

- a. A resolution adopted by the congregation formally requesting membership in the United Church of Christ, signed by the Secretary of the Corporation, clerk or other appropriate officer.
- b. A statement of faith and/or covenant of the congregation.
- c. Time/date/place of worship and meeting.
- d. A list of members.
- e. Names, addresses, phone numbers of officers.
- f. Credentials and name/address/phone or pastoral leadership.
- g. Articles of Incorporation and By-Laws as filed with the State. The Conference recommends that these documents be reviewed by the Budget and Finance Working Group and the Local Church Development Committee prior to their acceptance by the Association. These documents should also include “reversionary language” recommended by the Conference
- h. The budget.
- i. A financial statement showing assets and liabilities.
- j. Financial commitment to OCWM – Our Church’s Wider Mission. This could be included in the budget.
- k. A commitment to participate in the life of the UCC by such means as:
 1. Electing and sending delegates to meetings of the Association and Conference.
 2. Suggesting persons from the congregation who might serve on boards and committees of the Association and Conference.
 3. Publicity designating the congregation’s affiliation with the United Church of Christ.
 4. A commitment to use the UCC placement process and procedures to call pastoral leadership persons who have ordained ministerial standing in the UCC or current Privilege of Call within an Association of the UCC.
 5. Evidence of Insurance whose coverage is at least equal to that provided by the Conferences of the United Church of Christ Insurance Advisory Board.
- l. After the documents have been received, the Local Church Development Committee will forward them to the Church and Ministry Committee. After the above has been accomplished, the Local Church Development Committee and the Church and Ministry Committee, together with representatives of the Support Committee, will present to the Association at an Ecclesiastic Council specifically called for the purpose of recommending that the new congregation be granted status as a “Church in Full Standing.”

APPENDIX B

Ecclesiastical Council Procedures Agenda for Examination of Candidates

- | | | |
|-----|--|-------------------------|
| 1. | Call to Order | Moderator |
| 2. | Welcome and Gathering Prayer | Host Pastor |
| 3. | Introduction of Guests (if applicable) | |
| 4. | Opening Statement
Purpose/role of delegates, etc. | Moderator |
| 5. | Roll Call and Declaration of Quorum (see note 1) | Scribe |
| 6. | Report from Church and Ministry Committee
In-care process, instructions, documentation, ordination interview | Chairperson or designee |
| 7. | Presentation by the Candidate | Candidate |
| 8. | Examination of the Candidate
Questions, comments, responses | Moderator |
| 9. | Terms of Call | Church Representative |
| 10. | Search Process (if applicable) | Search Committee Chair |
| 11. | Retiring of the Candidate | |
| 12. | Deliberations Concerning the Candidate
Motion, discussion, vote | Moderator |
| 13. | Open Session | Moderator |
| 14. | Escort of the candidate
Announcement of vote
Candidate's statement regarding ordination/installation service | Church Official |
| 15. | Recess of the Council | Moderator |

Note 1. A quorum, as outlined in Article VIII – Section D of the Potomac Association By-laws, shall consist of twenty voting ministers and delegates from at least seven local churches, including not less than five ordained ministers and not less than five lay persons.

APPENDIX C

Standing Committee Membership

1. The following chart presents the suggested makeup of membership for each Standing Committee of the Potomac Association.
2. No more than one elected member of a particular Standing Committee should come from the same local church at any time.
3. Persons may be appointed by the Board of Directors to any Standing Committee for one year to fill a vacancy.
4. The chairs of each committee are to be elected by the committee at its first meeting, after the Annual Association Meeting.
5. The Moderator and ACM are ex-officio members of all committees except Nominating.

6. Totals

Committee	Members	Clergy	Lay	Lay or Clergy
Church and Ministry (a)	12	4	4	4
Stewardship	8	2	4	2
Christian Education	8	2	4	2
Local Church Development	12	4	4	4
Social Action and Missions	12	4	4	4
Higher Education (b)	12	2	2	2
Women's Coordinating	9	VA- 2; MD- 2; DC- 2; VA/MD/DC -3		

(a) The Association Scribe is an ex-officio member

(b) This Committee shall consist of twelve members. Each board of directors, or the equivalent, of the campus ministries supported by the Potomac Association shall appoint one of its UCC representatives to this Committee. The remaining six members shall be nominated from the Association