# BYLAWS OF THE LIVING WATERS ASSOCIATION Nebraska Conference United Church of Christ November 2023

## I. NAME

The name of the Association is Living Waters Association and is hereafter referred to as "Association" in these bylaws. The Association is the successor to the Omaha Association and to the Northeastern Association of the Nebraska Conference of the United Church of Christ.

# II. FAITH

 This Association claims as its own the faith of the historic church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers, particularly as that faith is expressed in the Preamble of the Constitution of the United Church of Christ (hereinafter "UCC") and in its Statement of Faith.

# **III. RESPONSIBILITIES AND AUTHORITIES**

The responsibilities and authorities of this Association are:

 A. To express the oneness in Christ of the churches composing it and to make more effective their Christian witness and service.

 B. To carry on the work and exercise the functions of the UCC.

 C. To determine, confer, and certify to the standing of churches of the UCC within its boundaries. (Any adjustment of the Association boundaries or transfer of membership of churches between Associations shall be done in consultation with and with the approval of the Conference.)

 D. To determine, confer, and certify to the standing of those within authorized ministries of the UCC.

 E. To stimulate the spiritual and missionary interests of its member churches.

 F. To cooperate with the Nebraska Conference of the United Church of Christ (hereinafter "Conference") and through the Conference, with the UCC and its covenanted ministries and global partners.

G. The Association may request the Conference to exercise its functions with respect to the standing of ministers and churches. When the Conference has accepted this responsibility, the officers of the Association shall arrange the transfer of standing. The request must be authorized by a two-thirds vote of the delegates present and voting at a duly called meeting of the Association, at least thirty days notice of the proposed action having been given to the parties concerned.

# IV. MEMBERSHIP

Voting members of the Association are:

- A. Churches of the UCC with standing in the Association (Churches vote through their delegates.).
- B. Authorized ministers holding ministerial standing in this Association (hereinafter

"authorized ministers").
C. Officers of the Association.
D. Members of member churches who are also:

- Members of the Conference Board of Directors;
- Members of Conference committees;
- Association and Conference representatives on ecumenical boards and committees;
- General Synod delegates;
- Conference representatives to the Covenanted Ministries of the UCC.

# V. PRIVILEGES & RESPONSIBILITIES OF MEMBER CHURCHES

- **A. Covenantal Relationship**. A church holding membership in this Association has, in covenant, a mutual responsibility for the Association, its labors and its witness, even as the Association has, in covenant, a mutual responsibility for the common good and needs and aspirations of each member church. This covenant is a reflection of biblical covenants and is an example of our common Christian experience and responsibility as displayed by Jesus Christ.
- **B. Designation of Delegates.** The Church Council (or its equivalent) of member churches shall designate its delegates for Association meetings. If the Church Council fails to designate one or more delegates, the pastor of the church may make the designation. Written notice shall be given to the Registrar before each meeting and preferably at least fifteen days before each meeting.
- **C. Autonomy of Local Church**. The autonomy of the local church is inherent and modifiable only by its own action. Nothing in the bylaws of this Association shall limit the right of each local church to operate in its own way as long as its actions are not inconsistent with the governing documents of the UCC or the Conference.
- **D. Actions of General Synod and Conference.** Actions by, or decisions or advice emanating from the General Synod, the Conference, and this Association shall be held in the highest regard, and properly received for discussion or action by every member church.
- **E. Removal of Church as Member**. The Association may remove a church involuntarily as a member only after:
  - The Church and Ministry Committee by a majority vote of those present and voting recommends removal;
  - A Meeting of the Association is duly called with at least thirty days notice of the recommendation given; and
  - A vote favoring removal by at least two-thirds of the persons entitled to vote at an Association meeting who are present and voting. (These persons are listed in Section VII.D.).

## VI. PRIVILEGES & RESPONSIBILITIES OF MEMBER MINISTERS

In the same way that member churches and the Association have, in covenant, mutual responsibility laid upon them by God for each other's common good, needs, and aspirations, so have member ministers and the Association. Authorized ministers are to be faithful in attendance at meetings of the Association and in participation in its work including as officers and on committees.

## VII. MEETINGS

98 99 100

101

102

103

104

105

106

107

108

109

110

111

112

113

114

115

116

117118

119

120

121

122

123

124

125

126127

128

129

130

131

132

133134

135

136

137

138

139140

141

142

143

144

145

146

- **A. Annual Meeting.** There shall be at least one meeting annually, which shall be held in the month of September, October, or November.
- **B. Special Meetings.** Meetings of the Association shall be called as needed to fulfill the mission of Christ's Church. Special meetings may be called by:
  - The Association Council;
  - Executive Committee; or
  - Written request by at least one-third of the member churches. If the member churches request a Special Meeting, they shall notify the Registrar and President in writing. Within ten days of receipt of notices submitted by one-third of the member churches, the President or Executive Committee shall set the time and place of the meeting. The meeting shall be set within sixty days of the receipt of the requisite notice.
- **C. Notice**. At least thirty days before the date of a meeting, notice shall be given to each:
  - Member Church:
  - Authorized minister;
  - · Association Council member; and
  - Other persons listed in Section IV.D.

The Association Council or the Executive Committee shall determine the time and place of all meetings.

- **D. Persons Entitled to Vote at Association Meetings.** The following persons are entitled to vote at Association meetings.
  - 1. Delegates of member churches. Each church shall be entitled to the following number of delegates based on the church membership that was submitted to the Conference at the end of the previous calendar year:

Under 100 members: Two delegates

101 to 200 members: Three delegates

201 to 400 members: Four delegates

401 to 1000 members: Five delegates

1001 to 2000 members: Six delegates

- **2. Authorized ministers**. Authorized ministers holding ministerial standing in this Association;
- **3. Association officers.** Officers of the Association:
- **4. Other members of member churches.** Members of member churches who are also:
  - Members of the Conference Board of Directors:
  - Members of Conference committees:
  - Association and Conference representatives on ecumenical boards and committees;
  - · General Synod delegates; or
  - Conference representatives to be Covenanted Ministries of the UCC.
- **E. Voting.** No person shall be entitled to more than one vote. Proxy voting is not allowed.
- **F.** Associate Delegates with Voice but without Vote. The Conference Minister and representatives of Covenanted Ministries of the UCC in attendance are associate delegates with voice but without vote.

147		G. Quorum. A quorum for all meetings of the Association is:
148		<ul> <li>One-third of the member churches (A church is</li> </ul>
149		considered present if at least one of it delegates is
150		present); and
151		<ul> <li>One-third of the Authorized Ministers who do not hold Exempt or</li> </ul>
152		Leave of Absence Stand, If one of these ministers is in attendance
153		they will be calculated in the quorum, but their presence will not
154		increase the quorum requirement.
155		
156	VIII.	OFFICERS
157		
158	A. Offi	cers. The officers of the Association shall be:
159		• President;
160		Vice President;
161		• Registrar; and
162		• Treasurer.
163		fice of President and Vice President shall alternate between lay and clergy
164		ers of the Association.
165		ies of Association Officers.
166		1. President.
167		The President is the principal officer of the Association and shall preside
168		at meetings of the Association and Association Council.
169		The President shall have and exercise general charge and supervision of
170		the affairs of the Association and shall have the duties that the Association
171		Council shall assign.
172		The President shall be authorized to sign all checks of the Association.
173		The President is an ex-officio member of the Church and Ministry
174		Committee. The President shall serve a term of two (2) years and may
175		serve no more than one consecutive full term.
176		2. Vice President.
177		At the request of the President or in the event of the absence or disability
178		of the President, the Vice-President shall perform the duties and possess
179		and exercise the powers of the President.
180		The Vice President shall have other powers as the Association Council
181		may determine and shall perform other duties as may be assigned by the
182		Association Council or President.
183		The Vice President shall be authorized to sign all checks of the
184		Association.
185		The Vice President is an ex-officio member of the Church and Ministry
186		Committee.
187		The Vice President shall serve a term of two (2) years and may serve no
188		more than one consecutive full term.
189		3. Registrar. The Registrar shall:
190		Be the custodian of the books, documents, and papers as the
191		Association may determine.
192		Take minutes of the meetings of the Association, Association
193		Council, Executive Committee and Church and Ministry Committee
194		and distribute them.

- Keep the roll of the member churches and authorized ministers of the Association.
  - Issue the call for meetings as provided by these bylaws.
  - Issue letters transferring the standing of ministers.
  - Report annually to the Association and to the Conference the list of member churches and authorized ministers.
  - Maintain (and make available upon request) a current list of member churches and persons listed in bylaw IV.B,C,D.2-5.
  - Be an ex-officio member of the Church and Ministry Committee and
  - Serve as the corresponding secretary for the Association, Association Council, and Church and Ministry Committee.

The Registrar shall serve a term of three (3) years and may not serve more than two consecutive full terms.

- 4. Treasurer. The Treasurer shall:
- maintain the Association accounts;
- Have custody of all funds, property, and securities of the Association subject to regulations that are imposed by the Association Council;
- Be authorized to sign all receipts and vouchers;
- Be authorized to sign checks of the Association;
- Prepare reports of the financial condition of the Association.
- Send annual assessment letters based on the information provided by the Nebraska Conference UCC or its successor organizations.
- Submit a proposed budget to the Association Council at least sixty days before the annual Association meeting.
- The Treasurer shall serve a term of three (3) years and may not serve more than two consecutive terms.
  - **C. Vacancies.** If any office other than President becomes vacant the Association council shall elect a member of a member church to fill the unexpired term.

#### IX. ASSOCIATION COUNCIL

197

198

199

200

201

202

203

204

205

206

207

208209

210

211

212

213

214

215

216

217

218

219

222

223224

225226

229

230

231

232233

234

235

236237

238

239240

241

242

243

227 **A. Voting Members of Association Council**. The voting members of the Association Council shall be:

- President.
- · Vice President,
- Registrar,
- Treasurer,
- Six members at-large elected for terms of three (3) years such that two (2) shall be elected each year and that no person shall serve more than two consecutive full terms as an at-large member;
- Chairperson of each standing committee of the Association;
- **B. Voting**. No person shall be entitled to more than one (1) vote. Proxy voting is not allowed.
- C. Duties and Responsibilities. The Council shall:
  - Implement all programs adopted by the Association;
  - Determine what areas of Conference and UCC programs shall be emphasized and decide when they shall receive emphasis, and designate persons who shall assume responsibility for implementation;

- Seek always to be an effective link between the churches and ministers who compose the Association and the larger fellowship;
- Create various programs designed to enable local churches and ministers to know and to discharge their mission more effectively;
- Plan the annual meeting of the Association;
- Present a proposed budget at the annual meeting of the Association;
- Fill vacancies in at-large membership on the Association Council;
   and
- Fill vacancies in membership on the Church and Ministry Committee.
- From time-to-time call to its meetings members of member churches who serve on the Conference Board of Directors, Conference Committees, and who serve on national bodies of the UCC for the purpose of reporting on their activities.
- Call General Synod Delegates to its meetings prior to General Synod for review and discernment on resolutions to be discussed as well as after General Synod for a report of their activities.

# D. Meetings.

- 1. Regular meetings. The Council shall meet at least quarterly.
- 2. Special meetings. Special meetings may be called by the President or by written request to the Registrar by five voting members of the Association council.
- 3. Quorum. A guorum shall consist of one-third of the voting members.
- 4. Notice. Written notice of meetings stating the time and place of the meeting shall be given to the persons listed in bylaw IX.A-B at least ten days and not more than 45 days before the meeting. Notice may be delivered by:
  - · First class mail to the address listed in the Association's records; or
  - Electronic mail to the e-mail address listed in the Association's records.

# X. EXECUTIVE COMMITTEE

- **A. Composition.** The President, Vice President, Registrar, Treasurer and the Chairperson of the Church and Ministry committee shall comprise the Executive Committee of the Association Council.
- **B. Powers.** The Executive Committee shall have and exercise the authority of the Association Council when it is not in session.
- **C. Quorum.** A quorum shall consist of three members.

# D. Meetings.

- 1. Meetings when quorum is not present at meeting of Association Council. If a quorum is not present at a meeting called for the Association Council, the Executive Committee shall meet in its stead at the same time and place that the Association Council was to meet. Notice of an Association Council meeting shall constitute notice of the meeting of the Executive Committee.
- 2. Additional meetings. The President or any three members of the Executive Committee may call a meeting of the Executive Committee. Meetings may be held by any means that allows members to simultaneously communicate with each other.
- 3. Notice. Written notice of meetings stating the time and place of the meeting shall be given to the Executive Committee members at least seven days and not more than twenty days before the meeting. Notice may be delivered by:
  - First class mail to the address listed in the Association's records; or

- Electronic mail to the e-mail address listed in the Association's records. Executive Committee members may waive notice of any meeting.
- 4. Action without meeting. The Executive Committee may act without notice of a meeting, if approval is provided in writing or by e-mail by each member.

# XI. CHURCH AND MINISTRY COMMITTEE

- A. Composition. There shall be twelve members consisting of
  - Three ex officio members (with voice but without vote):
    - o The Registrar, who shall serve as the scribe and secretary;
    - The President and
    - The Vice President: AND

- Nine at-large members elected for a term of three (3) years and so arranged that three (3) persons shall be elected annually. In order to assure balance of life experiences, it is recommended that there be;
- o Four (4) members who are ordained; and

 Four (4) members who are not ordained, it is recommended that at least two of whom not be authorized ministers.

- The nine at-large members may serve no more than two (2) consecutive full terms.
- **B. Chairperson.** The Committee shall elect a chairperson for a term of one (1) year.
  - The Chairperson may serve no more than three (3) consecutive full terms as Chairperson.

314 Ch **C.** 

- **C. Vice Chairperson.** The Committee shall elect a vice chairperson for a term of one (1) year. The Vice Chairperson shall serve no more than three (3) consecutive full terms as Vice Chairperson. The Vice Chairperson shall serve as the Chairperson whenever the Chairperson is unable to serve.
- **D. Manual on Ministry.** In all activities, the Committee shall be guided and governed by the current Manual on Ministry.
- **E. Duties and Authorities.** The Church and Ministry Committee shall:
- 1. Credentials of Local Churches. Review the credentials of local churches applying for membership in the Association, using criteria consistent with the descriptions set forth in the Constitution of the UCC, and shall recommend to the Association those that it deems qualified.
- **2. Credentials of Ministers.** Review the credentials of ministers applying for standing in the Association, using criteria consistent with the appropriate descriptions set forth in the Manual on Ministry and shall confer standing upon those whom it deems qualified by a two-thirds vote of those members present and voting at a meeting at which a quorum is present

- 3. Credentials of Ministers for Ordained Ministerial Partner Standing.
  Review the credentials of ministers of the Christian Church (Disciples of Christ) for Ordained Ministerial Partner Standing using criteria consistent with the appropriate descriptions set forth in the Manual on Ministry and shall confer standing upon those whom it deems qualified by a two-thirds vote of those members present and voting at a meeting at which a quorum is present. (See Bylaw 126 of the UCC on granting ordained

ministerial partner standing.)

**4. Credentials of Ministers applying for Dual Standing**. Review the credentials of ministers of denominations other than the UCC and the Christian Church (Disciples of Christ) requesting dual standing using criteria consistent with the

appropriate descriptions set forth in the Manual on Ministry and shall confer standing upon those whom it deems qualified by a two-thirds vote of those members present and voting at a meeting at which a quorum is present. (See Bylaw 143 of the UCC on the granting of dual standing.)

- 5. Status as "Member in Discernment," "Licensed Minister," and "Commissioned Minister." Receive and act upon requests from pastors and churches on behalf of persons who desire status as "Member in Discernment," "Licensed Minister," or "Commissioned Minister". This Committee shall have the power to grant temporary licenses.
- 6. Renewal of status as "Licensed Minister" and Authorized Minister with Dual Standing. Determine requests from pastors and churches on behalf of persons for renewal of dual standing or status as "Licensed Minister" with renewal only requiring a majority vote of those members present and voting at a meeting at which a quorum is present.
- **7. Ordination.** Consider the application of a local church for the Ordination of a member to the ministry. It shall examine the fitness of the candidate and, if the candidate is found qualified by a two-thirds vote of those members present and voting at a meeting at which a quorum is present, shall call for an Ecclesiastical Council and recommend the candidate to the Association for ordination.
- **8. Installation of Called Ministers.** Provide for the Installation of a duly called minister as pastor and teacher of a church or parish, the relationship continuing until mutually terminated. In so far as possible, the Installation shall be conducted at the time and in the manner desired by the church and minister.
- **9. Counseling of Churches or Ministers.** Refer matters involving the need for counseling churches or ministers, including questions of discipline or withdrawal of fellowship, to the Conference Minister and the Committee Chairperson or a committee member whom the Chairperson designates.
- **10. Manual on Ministry**. Implement and interpret the bylaws and Manual on Ministry of the UCC, relating to Ministry.
- 11. Seminary Students and ELM Students. Be in contact with any church member of the Association who is enrolled at a UCC approved seminary or lay educational program, such as the "ELM" Education for Lay Ministry Program.
- **12. Fitness of Ministers.** Determine the fitness for ministry of any authorized minister if the fitness of that minister is questioned.
- **13. Transfer of Standing.** Any ordained minister with standing in this Association may receive a transfer to the ecclesiastical entity of his or her choice upon written request to the Registrar, provided, however, that said request does not violate the bylaws of the UCC.

# F. Meetings

- **1. Frequency.** The Committee shall meet six or more times each year.
- **2.** Chairperson, Vice Chairperson or any Four Members May Call Meeting. The Chairperson, Vice Chairperson, or any four members may call a Committee meeting.
- **3. Notice.** Written notice of meetings stating the time and place of the meeting shall be given to committee members at least seven days and not more than twenty days before the meeting. Notice may be delivered by:
  - First class mail to the address listed in the Association's records; or
  - Electronic mail to the e-mail address listed in the Association's records.

- **4. Quorum.** A quorum shall consist of at least fifty percent of the members of the committee who are eligible to vote on an issue with at least one member being an ordained person and at least one member being a layperson.
- **G. Determination of Fitness for Ministry**. The Committee shall strictly follow the procedure in Manual on Ministry in determining the fitness of an authorized minister for ministry. The Committee may remove the standing of an authorized minister on a two-thirds vote of the Committee members present and voting at a meeting at which a quorum is present.
  - 1. Notice of decision to remove standing. The Registrar shall send notice of the Committee's decision on the standing of an authorized minister to the minister by certified mail (return receipt requested) to the address shown on the records of the Association.
  - **2. Effective date of Committee's decision.** The Committee's decision shall be effective three days after the date of the certified mailing.
  - **3. Appeal**. The authorized minister may appeal the Committee's decision to the Association Council by filing with the Registrar or President a written notice of intent to appeal. If no appeal is filed within thirty days of the mailing of the notice of the Committee's decision, the Committee's decision shall be final and shall not be subject to further review.
  - **4. No standing pending appeal.** A minister whose standing has been suspended or terminated shall have no standing during the pendency of the appeal.
  - **5. Notice of Association Council Meeting.** Within ten days of receipt of an appeal, the President shall call a meeting of the Association Council. The meeting shall be held within at least sixty days of the receipt of the appeal. At least thirty days advance notice of the meeting shall be given. Notice shall be given to the appealing party and to the members of the Association Council.
  - **6. Association Council meeting**. The Association Council may reverse or modify the decision of the Church and Ministry Committee only if it determines that the Church and Ministry Committee did not follow the proper procedure. If the Association Council reverses the decision of the Church and Ministry Committee, it shall return the issue to the Church and Ministry Committee with instructions and for further action. No person who is a member of the same church as the authorized minister may vote on the appeal nor shall that person's presence be considered in determining whether a quorum is present.
- **H. Procedures and Regulations.** The Committee may propose Committee procedures and regulations that are not inconsistent with these bylaws and the Manual on Ministry. The Committee shall submit them to the Association Council for its approval, disapproval, or modification at the next meeting of the Association Council. The Association Council may defer its consideration for one meeting, at which time it shall act on them. The Committee procedures and regulations shall not become effective until they have been adopted by the Association Council.

# XII NOMINATING COMMITTEE

**A. Composition.** The Association Council shall appoint a Nominating Committee of at least six members, including its chairperson. The Committee shall consist equally of

- clergy and lay. The chairperson shall alternate between a clergy person and a lay person at least every two (2) years.
- **B. Terms**. Terms are for one (1) year. Members may serve no more than three consecutive full terms.
- **C. Duties.** The committee shall nominate persons for all offices in the Association and for all offices in the Conference for which the Association has responsibilities.
- D. Presentation of Nominating Committee Report. The Committee shall present a list of proposed nominees to the Association Council. After receiving the comments, if any, of the Association Council, the Committee shall submit its nominations at the Annual Meeting of the Association.

## XIII OTHER COMMITTEES

The Executive Committee, the Association Council or the Association may appoint or elect other Ad Hoc committees or task forces as are needed to carry out the Association's mission.

# **XIV FISCAL YEAR**

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

## **XV AMENDMENTS**

These bylaws may be amended by a two-thirds vote of those members present and voting at a meeting of the Association at which a quorum is present, provided that notice of the amendment is sent in writing by the Executive Committee to the churches and persons listed in Bylaw VII.C at least six weeks before the proposed amendment is acted upon.

Amendments may be proposed by:

The Association Council;

The Executive Committee; or

• A member church. If a member church submits a bylaw amendment, it shall notify the Registrar and the President in writing. Any bylaw amendment that is submitted by a church that is received at least eight weeks before a meeting shall

be submitted for consideration at the next meeting of the Association.

## XVI RULES OF ORDER

Business shall be transacted by a majority of those present and voting at any duly called meeting, a quorum being present, except as otherwise provided in the bylaws. The order of business shall be in accordance with Robert's "Rules of Order" copyrighted by The Trustees for the Robert's Rules Association unless otherwise provided in the bylaws.

# **XVII MISCELLANEOUS**

- 1. Removal of Elected Officials. The Association Council, by a two-thirds vote of members present and voting at a meeting at which a quorum is present, may remove for cause any person who has been elected to any position by the Association.
- **2. Records retention.** The Association shall retain the records of the Registrar and Treasurer for at least ten years.
- 3. Review of Financial records. The Association Council or Executive Committee shall arrange for the review of the financial records whenever there is a change of Treasurer. The Association Council or Executive Committee may arrange for the review of the financial records at other times.
  - **4. Conflicts of interest.** Members of the Association Council and members of committees of the Association shall disclose any conflicts that they may have. Persons who have disclosed a conflict of interest on a matter may not:
    - Vote on the matter; nor

494

495

496

497

498 499 • Bind the Association on the matter.