

**Proposed Revised Bylaws of
The Metropolitan Association of
The New York Conference of
The United Church of Christ, Inc.
November 22, 2025**

ARTICLE I - NAME, BOUNDS AND OFFICE

- A. Name. The New York City Congregational Church Association was incorporated in 1922 as a Not-for-Profit Organization. In December of 1963 the name of the Association was changed to the Metropolitan Association of the New York Conference, United Church of Christ, Inc.
- B. Bounds. The bounds of this Association shall be the territory included in the boroughs of the City of New York and the counties of Nassau, Westchester, and Rockland in the State of New York.
- C. Office. The office shall be located within the bounds of the Association.

ARTICLE II - PURPOSES AND OBJECTS

- A. The Metropolitan Association will hold the standing of its churches and authorized ministers within its bounds.
- B. The Metropolitan Association, with the counsel of the Conference, will receive Local Churches into the United Church of Christ.
- C. The Metropolitan Association will seek to provide assistance to churches within its bounds.

ARTICLE III -MEMBERSHIP

- A. The Metropolitan Association is an organization within the New York Conference of the United Church of Christ (UCC) composed of all UCC churches with standing located within the boroughs of the City of New York and the counties of Nassau, Westchester and Rockland. The Association determines, confers and certifies the standing of the churches within its region and grants the authorization required for various forms of ministry in and on behalf of the United Church of Christ.
- B. All ordained, commissioned, licensed ministers and those holding lay ministerial standing, in good standing as defined by the Committee on Ministry and in accordance with the Manual on the Ministry of the United Church of Christ, shall be members of the Metropolitan Association.
- C. Any adjustment of Association membership or transfer of membership of a Local Church between Associations will be done with the approval of the Associations involved and with the guidance of the New York Conference.
- D. Enlargement of Membership
 - 1. An unaffiliated church or a church from another communion may be admitted into membership in the Association upon the vote of such church to join the United Church of Christ and to accept the Constitution of that body and the Constitution and the ByLaws of the Association and the New York Conference of the United Church of Christ; and, when the petition of such church for membership and its ByLaws have been accepted by a vote of a duly called meeting of the Association.
 - 2. A Church established by the Association or by the Conference shall become a member of the Association when it has incorporated; voted to join the United Church of Christ; voted to accept the Constitution of that body and the ByLaws of the Association and the New York Conference; and has had its petition for membership and its ByLaws accepted by a vote of a duly called meeting of the Association.
 - 3. At the discretion of the Board of Directors, the Association may maintain a list of Corresponding Churches which desire to relate to or be informed of the life of the Association. Unless a church so listed acts to become a member of the Association as herein prescribed, such a Corresponding Church shall not be numbered as a member of the Association or of the United Church of Christ and shall not be entitled to the legal privileges of such membership.
- E. Maintaining Authorized Standing:
 - This Association shall ensure the integrity of its membership in the following manner:

1. Congregational Standing: In the case of any Church which fails for three consecutive years to be represented at the Spring or Fall Meeting of the Association, and fails to pay its Fellowship Dues, the Registrar shall make inquiry as to the Church's situation and its interests and intentions as regards the Association. If, after one additional year, there has been no response, the Church may, by vote in a duly called meeting of the Association, cease to be in good standing until reinstatement by similar vote. If, after a second year there has been no response, the church may, by vote of the Association in a duly called meeting, cease to be a member of the Association and of the United Church of Christ.

2. Persons having authorized standing in the Association shall maintain contact with the Association and promptly respond to Registrar with respect to requests relating to their standing. In the case of ministers with whom contact has been lost for three years or more, they may become subject to a fitness review by the Committee on Ministry and cease to have standing. If standing is revoked, it may be restored upon proper application to the Committee on Ministry.

ARTICLE IV - MEETINGS OF THE ASSOCIATION

A. Meetings

1. The Association shall hold an Annual Meeting in each calendar year, and such other meetings as may be necessary. The Spring Meeting shall be the Annual Meeting for the Association. The times and places of meetings shall be fixed by the Board of Directors. Notice of each regular and special meeting of the Association shall be sent from the Association President to each Church entitled to representation and every ministerial member, at least two weeks prior to its occurrence.

2. Special meetings may be called by the Board of Directors or by petition of ten or more Association Churches. The business transacted at a special meeting shall be limited to that which is stated in the call to the meeting, except that additional items of business introduced by two or more Officers may be considered by unanimous vote of the body.

3. A quorum for transaction of business at any regular or special meeting of the Association shall consist of representatives of fifteen (15) Association Churches.

B. Voting Membership.

1. The control of the Association shall reside in its voting membership. Such control may be exercised directly at any regular or called meeting of the Association, or by the Board of Directors, acting as the Association ad interim except where prohibited or limited herein, or by the laws of the State of New York.

2. The names of the voting members present at each meeting of the Association shall be recorded and shall constitute the roll of the Association for such meeting.

C. Voting

1. Each Church in good standing in the Association may be represented at all meetings of the Association by two lay delegates, plus, one additional lay delegate for each 200 persons in its membership, up to a total of no more than five lay delegates.

2. Delegates shall have voice and vote at all Association Meetings.

3. All authorized ministers in good standing, including ordained, commissioned, licensed and those holding lay ministerial standing, shall have voice and vote.

4. The Officers and members of the Board of Directors shall have voice and vote at all Association meetings.

5. Unless otherwise set forth herein, the vote of a majority of those entitled to vote shall be required to approve any action or matter at a meeting of the Association.

The current edition of "Robert's Rules of Order Newly Revised" shall be the official parliamentary law of all Association and Association Committee meetings.

ARTICLE V - THE MINISTRY

In order to ensure the high quality of the ministry in this Association, the Association adopts as its guide the descriptions of the ministry contained in the ByLaws of the United Church of Christ, or as they may be amended.

This Association further recognizes those guidelines set forth in the most current Manual on Ministry of the United Church of Christ as helpful descriptions of the several aspects of the ministry.

ARTICLE VI - OFFICERS

A. Officers of the Association

The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer who shall also be the Officers of the Board of Directors. Each Officer and Board of Directors member shall be a member of a church in the Association. All Officers shall be members of the Board of Directors during their terms of office.

B. Election and Terms

1. The Officers shall be elected at the Annual Meeting for terms of three years. Terms shall begin at the close of the Annual Meeting at which election takes place and shall continue until successors are elected and installed.

2. Candidates for Officer positions shall be nominated by the Nominating Committee, except for the Treasurer and Vice-President, who shall be nominated by the Board of Directors. Additional nominations may be made from the floor.

3. The President, Secretary, and Treasurer shall be eligible for re-election for a second three-year term but may not again be re-elected to that office until the elapse of two years after the end of the second term.

C. Duties of the Officers of the Association

1. **PRESIDENT:** The President shall preside at all meetings of the Board of Directors and at business sessions of Association meetings. The President shall present a written report of the actions of the Board at each Annual Meeting of the Association. The President shall execute all deeds, contracts, and other documents that require the official signature of the Association and shall perform such other duties as are appropriate to the office.

2. **VICE-PRESIDENT:** The Vice-President shall be elected by the Board of Directors from its membership. They will substitute for the President if the President is unavailable to fulfill presidential duties.

3. **SECRETARY:** The Secretary shall be the custodian of the records of the Association and shall keep and circulate minutes of Association and Board of Directors meetings. Records may be accessed upon request by an Association member. Minutes will be maintained electronically.

4. **TREASURER:** The Treasurer shall receive and be the custodian of all the funds, securities, and personal property belonging to, entrusted to, or in any way committed to the care or custody of the Association. The Treasurer shall disburse, pay over, and deliver same as ordered by the Association or the Board of Directors and shall exercise any and all other duties incident to such office. The Treasurer shall have power to execute legal papers on behalf of the Association when so ordered and directed by the Board of Directors and shall give bond for the faithful discharge of these duties as the Board of Directors may require. The Treasurer shall make an annual report to the Association, which report shall be subject to audit.

ARTICLE VII - THE BOARD OF DIRECTORS

A. Membership, Duties and Powers

1. The Board of Directors serves as the governing body of the Metropolitan Association and shall exercise such powers and duties as are customary under the laws of the State of New York and as provided in these ByLaws. The Board shall have custody and control of all Association property—real and personal—and the revenues derived therefrom. It shall administer these assets in consultation with the New York Conference Minister (or their designee), in accordance with the discipline, rules, and usages of the Association, the Constitution and Bylaws of the United Church of Christ, and the New York Conference. The Board shall take all necessary actions to advance the mission and promote the welfare of the Association, consistent with the ByLaws, the directives of the Association, and applicable law.

2. The Board shall oversee the operations of the Association, review and approve the policies and procedures of the Association and its Standing Committees and implement internal controls to ensure effective governance in accordance with these Bylaws.
3. The Board shall consist of:
 - (a) The Officers of the Association: President, Vice-President, Treasurer, and Secretary
 - (b) Six (6) elected members (including one who will be elected Vice-President by the Board), with attention to balanced representation of clergy and laity. Clergy must hold ordained ministerial standing in the Metropolitan Association; lay members may be from any member congregation.
4. At each Annual Meeting, the Association shall elect two directors for three-year terms to replace those whose terms are expiring, along with any additional directors needed to fill unexpired terms due to resignations. The Nominating Committee shall give due consideration to equitable representation by geography, age, sex, race, sexual orientation, and gender identity to reflect the diversity of the Association. All directors must be at least 18 years of age, as required by New York State law.
5. The Board may fill vacancies in its own membership and among the Officers between Annual Meetings, subject to ratification at the next Annual Meeting. However, a special meeting of the Association may be called to fill a vacancy in the office of President.
6. The New York Conference Minister or their designee shall serve as ex officio member of the Board without vote.
7. Meetings. The Board of Directors shall meet at least six (6) times per year, with no more than four months between meetings. An organizational meeting shall take place as soon as practicable, and no later than 45 days following the Annual Meeting. Additional meetings may be called by the President or by written request of any five members of the Board. The Board shall act on behalf of the Association between its formal sessions but remains accountable to the Association and shall report fully at each Annual Meeting.
8. Quorum. Five (5) members of the Board shall constitute a quorum for conducting business.
9. The Board may appoint a representative to serve on each Standing Committee of the Association, except the Nominating Committee. If the appointee is not elected by the Association, they shall have voice but not vote.

B. Committees of the Board

1. The Board may establish committees to support its work, including but not limited to:
 - a. Finance Committee
 - b. Personnel Committee
 - c. Association Meetings Planning Committee
 - d. Other committees as deemed necessary.
2. The Board may appoint members and chairs to these committees from among its own membership. Non-Board members may also serve and may serve as chair or co-chair. However, Board members must constitute a majority on the Personnel Committee.
3. Each committee shall have a clearly defined mission or objective as determined by the Board. Committees shall submit minutes, reports, and activity summaries to the Board, which will be maintained as part of the Association's official records.
4. At the request of a committee chair and with Board approval, the size of a committee may be increased. The Board shall seek individuals with expertise and relevant skills to support the effective functioning of the Association.
5. Finance Committee:
 - a. The Finance Committee shall consist of five (5) members. The Treasurer may serve as Chair. The Committee may elect a Co-Chair, Associate Treasurer, or Vice-Chair from among its members. If a Vice-Chair is elected, they shall serve a one-year term, renewable, and may act on behalf of the Chair at the Chair's request or in the Chair's absence.
 - b. Committee members shall, preferably, have expertise in finance, budgeting, property management, institutional investments, or other areas as designated by the Board of Directors.

c. The Finance Committee shall also serve as the Finance Committee of the Association. It shall be responsible to the Board for overseeing the financial affairs of the Association, including budget planning, fiscal oversight, and the financial integrity of the Association's operations. The Treasurer and the Finance Committee shall prepare and present an annual budget for the Association's programmatic and administrative needs. This proposed budget shall be submitted at the Fall Meeting of the Association and, upon approval, shall take effect on January 1 of the following year.

6. Personnel Committee:

a. The Personnel Committee shall consist of five (5) members and shall elect a Chair from among its membership. The Committee may also elect a Co-Chair or Vice Chair. The Committee shall maintain regular consultation with all Association staff regarding their responsibilities and performance.

b. It shall conduct an annual performance evaluation of all paid staff members and report its findings to the Board of Directors. The Personnel Committee shall recommend personnel policies, compensation structures, and employment practices to the Board for review and adoption.

7. Association Meetings Planning Committee:

a. The Association Meetings Planning Committee shall consist of at least four (4) members drawn from the Board or Association.

b. The Committee shall be responsible for scheduling and planning the Fall and Spring Meetings of the Association, as well as any special meetings approved by the Board.

c. If a meeting is called by petition of member churches, the Committee shall consult with the petitioning churches to facilitate the planning and execution of the meeting.

d. In scheduling meetings, the Committee shall seek to rotate locations in a manner that reflects the geographic distribution of Association churches and ensures reasonable access to transportation.

ARTICLE VIII - STANDING COMMITTEES OF THE ASSOCIATION

A. Membership and Election

1. The work of the Association shall be carried out through such Standing Committees and Task Forces as are necessary to plan for and administer the ministries and concerns of its member churches. Any authorized minister (ordained, licensed, commissioned or holding lay ministerial standing) or member of a church in good standing within the Association who is at least sixteen (16) years of age is eligible to serve. Members of Committees shall assume office at the close of the meeting at which they are elected. Members of Task Forces shall be appointed by the President, the Association, or the Board of Directors, as applicable.

2. The Standing Committees of the Association shall be:

a. Nominating Committee (5 members)

b. Committee on Ministry (12 members)

c. Committee on Congregational Standing and Development (9 members)

3. Members of Standing Committees shall serve for three (3) years and may be re-elected for one additional three-year term. No individual may serve more than two full consecutive terms. A member shall be eligible for re-election after a one-year interval.

4. Standing Committees shall meet at least four (4) times per year, submit an annual report to the Association, and report regularly to the Board of Directors. The Board shall monitor the work of all Board and Association Committees to ensure alignment with the Constitution and Bylaws of the United Church of Christ and those of the Metropolitan Association.

5. One-third of the membership of each Standing Committee shall be elected each year at the Annual Meeting. Insofar as practical, committee membership shall reflect the geographic diversity of the Association. Committees should include both laypersons and authorized ministers, with consideration

given to ensuring a balance of perspectives. However, demonstrated competence and ability shall be primary criteria for selection.

6. The “Committee on Ministry” function of the Metropolitan Association shall be delegated to two Standing Committees:

- The Committee on Ministry
- The Committee on Congregational Standing and Development

7. Vacancies on Standing Committees shall be filled by the Board of Directors, with the exception of the Nominating Committee, whose members shall be elected at an Association meeting.

B. Duties of the Standing Committees.

1. NOMINATING COMMITTEE:

The members of the Nominating Committee shall be elected at the Annual Meeting of the Association and vacancies on the Committee filled at any duly called meeting of the Association. The Nominating Committee shall present to the Annual Meeting of the Association the nominations for President, Secretary, the Directors, and all Standing Committees, except the members of the Nominating Committee. The Nominating Committee may be asked to identify candidates for the Board or Association committees as they occur between annual meetings.

2. THE COMMITTEE ON MINISTRY (COM) oversees ministerial leaders in the Metropolitan Association. In this role, the COM works with local churches, Members in Discernment, and all who hold or seek ministerial standing in the Association, on behalf of the United Church of Christ.

a. The Committee on Ministry provides support and accountability for those seeking or holding standing in the Metropolitan Association. As stated in the Manual on Ministry, the COM attends to the covenantal relationships among those with standing, the Conference, the local church, or other ministry setting to nurture faithfulness and ensure ongoing growth in ministry according to the Marks of Faithful and Effective Authorized Ministers.

b. The scope of work by COM includes working with persons who are in a discernment process about ministry (Members in Discernment) and supporting those individuals throughout their journeys from discernment to ordination. In addition, the COM authorizes Transfers of Standing, Dual Standing, Lay Ministerial Standing, Privilege of Call, Licensure, Commission, Covenants with ministry settings, and other authorization processes set forth in the Manual on Ministry. The COM provides Support and Accountability for all who are authorized within the Metropolitan Association.

c. A representative from COM, or its appointee, shall preside at all ecclesiastical meetings and ordinations.

d. COM accepts the guidelines of the current Manual on Ministry as its working guidelines and resources for all questions and procedures related to authorizing ministries, and in addition uses materials made available by the UCC’s Ministerial Excellence, Support & Authorization Ministry Team (MESA).

e. The committee shall dedicate sufficient resources to the spiritual life and professional development of authorized ministers within the Association, including the monitoring of training and continuing education.

3. COMMITTEE ON CONGREGATIONAL STANDING & DEVELOPMENT

The Committee shall work to strengthen and support United Church of Christ congregations located in New York City, Westchester County, and Nassau County that are part of the Metropolitan Association. It shall assist congregations seeking membership in the Association and present such applications to the Association for a vote. The Committee shall monitor the engagement of member congregations and, when a congregation either requests disaffiliation or is deemed to have disengaged, it shall submit a recommendation to the Association for action. The Committee may also recommend appropriate responses to the Board of Directors or the Association in cases of breach of affiliation standards, using criteria consistent with the Constitution and Bylaws of the United Church of Christ.

ARTICLE IX. ADDITIONAL NON-STANDING COMMITTEES AND TASK FORCES

A. The Association or the Board of Directors may establish additional committees or task forces as needed to do the work of the Association.

A.1. There shall be a Social Justice Committee whose responsibility shall be to assist the Association and its congregations to voice and respond to social justice concerns and needs, whether local, national or international, as expressed by Association congregations and their communities, or by the wider United Church of Christ.

A.2. Task forces shall report to the Board or Association and shall be dissolved upon completion of their assigned tasks. If a task force remains active for more than two years, it must be reauthorized.

ARTICLE X - DURATION

In the case where the Association decides it no longer is able to fulfill its responsibilities, it may legally dissolve its incorporation. This would require a two-thirds affirmative vote at a duly called Association meeting, especially for the purpose of deciding on dissolution. Upon affirmative vote for dissolution, assets shall be distributed to the New York Conference of the United Church of Christ or the national setting of the United Church of Christ.

ARTICLE XI - CORPORATE SEAL

The Corporate Seal of the Association shall be kept in the custody of the Secretary.

ARTICLE XII - ORDER OF BUSINESS

Robert's Rules of Order (most recent revision) shall be followed in the conduct of official business.

ARTICLE XIII - AMENDMENTS

A. These ByLaws may be amended at any Annual, Fall or Special Meeting by two-thirds (2/3) vote of the members present and voting. All proposed amendments must have been posted on the Association website and mailed to the members without internet access at least thirty (30) days prior to the meeting at which the vote is to be taken.

B. Before five (5) years have elapsed since the last revision or review of these ByLaws, a ByLaws Review Committee shall be appointed to report to the next scheduled Metropolitan Association Spring or Fall Meeting. It shall be a required Agenda item to act on the report of the ByLaws Review Committee at the next scheduled Metropolitan Association Spring or Fall Meeting. If the Committee proposes changes to the ByLaws, notice shall be given according to the requirements in Article IV, adoption of any changes subject to the same standard. If the Committee proposes no changes to the ByLaws, the Secretary shall record such finding in the Minutes as the official report of the Committee.