

CONSTITUTION
SOUTHWEST OHIO NORTHERN KENTUCKY ASSOCIATION
OF THE OHIO CONFERENCE
OF THE UNITED CHURCH OF CHRIST

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ARTICLE I. NAME

The name of this Association of the Ohio Conference of the United Church of Christ shall be Southwest Ohio Northern Kentucky Association of the United Church of Christ, hereinafter referred to as the Association.

ARTICLE II. FAITH AND COVENANT

Section 1 **Faith.** We acknowledge Jesus as its sole head of the church. We acknowledge as one in Christ all who share in this confession. We look to the continuing revelation of God through the Scriptures, and to the ongoing experience of the presence and power of the Holy Spirit, to empower our creative and redemptive work in the world. We claim as our own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. We affirm the responsibility of the Church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God. In accordance with the teachings of Jesus, we recognize two sacraments: Baptism and the Lord's Supper or Holy Communion; and affirm the Statement of Faith of the United Church of Christ (in the form of a doxology):

*We believe in you, O God, Eternal Spirit, God of Our Savior Jesus Christ
and our God, and to your deeds we testify:*

*You call the worlds into being,
create persons in your own image,
and set before each one the ways of life and death.*

*You seek in holy love to save all people from aimlessness and sin.
You judge people and nations by your righteous will declared through prophets and
apostles.*

*In Jesus Christ, the man of Nazareth,
our crucified and risen Savior,
you have come to us and shared our common lot,
conquering sin and death and reconciling the world to yourself.*

*You bestow upon us your Holy Spirit,
creating and renewing the church of Jesus Christ,
binding in covenant faithful people of all ages, tongues, and races.
You call us into your church to accept the cost and joy of*

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*discipleship,
to be your servants in the service of others,
to proclaim the gospel to all the world and resist the powers of evil,
to share in Christ's baptism and eat at his table,
to join him in his passion and victory.*

*You promise to all who trust you
forgiveness of sins and fullness of grace,
courage in the struggle for justice and peace,
your presence in trial and rejoicing,
and eternal life in your realm which has no end.*

Blessing and honor, glory and power be unto you. Amen.

Section 2 **Covenant.** We covenant one with another to seek and respond to the presence of God at work in and among us. We resolve to walk together in the ways of God, made known and to be made known to us. We hold it to be the mission of the Church to follow in the way of Jesus and to witness to the Gospel in the world, while worshiping God, and striving for truth, justice, and peace. As did our ancestors, we depend on the Holy Spirit to lead and empower us.

ARTICLE III. PURPOSE

The purpose of this Association shall be:

1. To continue without break the ecclesiastical and legal identity of the Southwest Ohio, Hamersville, and Cincinnati Associations of the Ohio Conference of the Congregational Christian Churches, and the Southwest Ohio Synod of the Evangelical and Reformed Church.

2. To interpret and promote the life and work of the United Church of Christ, its Covenanted, Affiliated and Associated Ministries, and the Ohio Conference among the local churches and ministers of this Association. Actions by, or decisions or advice emanating from, the General Synod, the Ohio Conference or an Association, should be held in the highest regard by every local church.

3. To strengthen and undergird the work and witness of the ministries in the local setting.

4. To develop the spiritual life and stewardship of the local churches and

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to challenge them to responsible support of Our Church's Wider Mission.

5. To determine, confer and certify the respective standings of the local churches and ministers.
6. To assist local efforts, as well as the efforts of the Ohio Conference and the instrumentalities of the United Church of Christ, in establishing new churches within this Association area.
7. To provide, through appropriate staff, departments, and teams such programs, resources and service as advance the mission of Christ.
8. To maintain, with Ohio Conference cooperation, relationships with local and state councils of churches and other ecumenical bodies.
9. To acquire, in its corporate name, by purchase, gift, devise, bequest or otherwise; to hold, invest, reinvest, own, manage, lease and maintain, to pledge, mortgage or otherwise encumber; to sell, assign, transfer, convey and for such purposes to cause its officers to execute necessary or desirable contracts, deeds or other instruments in writing; to receive and hold in trust with other above stated powers for churches, boards, institutions and instrumentalities of the United Church of Christ, or affiliated therewith, both real and personal property and any and all interests therein. All interests in property or funds now owned or hereinafter transferred in any way to the Synods, Associations, and institutions or other entities that have consolidated to become this Association shall belong to it as the successor and this continuation of the identity of such entity or organization originally named as such taker, beneficiary, trustee owner or holder.
10. To nominate delegates for election by the Ohio Conference to the General Synod of the United Church of Christ.

ARTICLE IV. INTERPRETATION

This Constitution is intended to be in concordance with the Constitution and By-Laws of the United Church of Christ. If any provision of this Constitution is inconsistent with the Constitution and By-Laws of the United Church of Christ, the latter shall prevail.

ARTICLE V. GEOGRAPHICAL BOUNDARIES OF THIS ASSOCIATION

Section 1 **Boundaries Defined.** The geographical area of this Association shall be that area defined as follows: the counties Brown, Butler, Champaign, Clark, Clermont, Clinton, Darke, Green, Hamilton, Highland, Logan, Madison, Mercer, Miami, Montgomery, Preble, Shelby, and Warren in the State of Ohio; and the counties Campbell, Boone, and Kenton in the

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Commonwealth of Kentucky.

Section 2 **Changes in Boundaries.** Changes in the geographical area of this Association, if desired, shall be made by negotiations between this Association and any other affected Association, in consultation with the local churches involved and upon approval of the respective Conferences, and General Synod if necessary.

ARTICLE VI. MEMBERSHIP

Section 1 **Definition of “Local Church” as Basic Organizational Unit.** The basic unit of the life and organization of the Association is any authorized and covenanted ministry in the local setting composed of persons who, believing in God, committed to following the teachings of Jesus, and trusting in the guidance of the Holy Spirit, are organized for the ongoing work of Christian witness. This basic unit shall be referred to herein as the “local church.”

Section 2 **Self-Governance of the Local Church.** The identity of any local church is inherent and modifiable only by its own action. Nothing in this Constitution shall destroy or limit the right of each local church to continue to operate in the way customary to it; nor shall be construed as giving this Association, now or at any future time, the power to abridge or impair the independent authority of any local church in the management of its own affairs, which affairs include, but are not limited to, the right to retain or adopt its own methods of organization, worship and education to retain or secure its own charter and name; to adopt its own constitution and by-laws; to formulate its own covenants and confessions of faith; to admit members in its own way and to provide for the discipline or dismissal; to call or dismiss its pastor or pastors by such procedure as it shall determine; to acquire, own, manage and dispose of property and funds; to control its own benevolences; and to withdraw by its own decision from the United Church of Christ, the Ohio Conference and this Association at any time without forfeiture of ownership or control of any real or personal property owned by it.
A local church is

Section 3 **Definition of Association Membership.** Members of this Association are local churches and authorized ministers holding standing in this Association.

Section 4 **Definition of Standing.** All local churches who self-identify as United Church of Christ and are duly accredited by the Association as United Church of Christ churches within the defined geographical area of this Association shall have standing.

Section 5 **Granting/Terminating Standing.** The process for granting or terminating standing shall be as follows:

5.1 **Grant of Standing at Request of Local Church.** A local church may request standing in the Association by making such request to the Governance Council and/or the

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Association Minister. The standing and membership of any local church in this Association may be granted at any meeting of this Association upon two-thirds (2/3) vote of the members present and voting, provided that notice of such proposed action was specified in the call of the meeting at which the action is to be taken.

5.2 Termination of Standing upon Notice by Local Church. A local church may terminate its standing in the Association by notifying the Governance Council and/or the Association Minister. The Association shall recognize, without the need for a vote of the Association, any local church action, taken in accordance with the local church's constitution and by laws, to terminate its standing in the Association.

5.3 Termination of Local Church Standing At Association's Initiative. The Association may terminate the standing of any local church which either (a) does not self-identify as United Church of Christ; or (b) which, in the Association's judgment, does not remain in active covenant with the Association or wider church. Termination at the Association's initiative of any local church's standing and membership shall require a two-thirds (2/3) vote by the Association of the members present and voting, provided that notice of such proposed action was specified in the call of the meeting at which the action is to be taken.

5.4 Consequences of Termination. Upon any termination under this section, the Association shall remove such local church from the rolls of membership of the Association. A terminated local church shall no longer have privileges to use the UCC name, logo(s) or other denominational identification.

Section 6 Clergy Eligibility. All United Church of Christ ministers who reside within the defined geographical area of this Association are eligible for standing and membership. Eligibility for standing and membership continues for those who have retired from active service for reason of age or disability, or are engaged in a ministry requiring prolonged absence from the United States or one that does not permit a fixed residence.

ARTICLE VII. THE ASSOCIATION

The Association as a whole shall act solely through decisions taken at regular and special meetings of the Association's members. Action by the Association as a whole shall be required for the following matters: (1) call and dismissal of the Association Minister; (2) election of officers and other Association positions as described herein; (3) approving the Association's annual budget; (4) adoption or amendment of the Association constitution; (5) granting or terminating standing of local churches; and (6) dissolution. All other authority is hereby delegated to the Governance Council, Ministry Council, teams and staff as set forth herein.

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ARTICLE VIII. THE ASSOCIATION MINISTER

Section 1 General Duties and Responsibilities. The Association Minister shall be the Chief Executive Officer of the Association. The Association Minister shall be called by this Association, in cooperation with the Ohio Conference, to be a minister to ministers and counselor to local churches. The Association Minister shall also guide and assist, as needed, the activities of the Ministry Council. The Association Minister shall have the responsibility and the necessary authority pursuant to the general supervision of all phases of the Association ministry, and shall give guidance to and shall be subject to the direction and decisions of the Governance Council.

Section 2 Governance Council Role. The Association Minister shall serve as a voting, ex officio member of the Governance Council.

Section 3 Role on Church and Ministry Team. The Association Minister shall be a voting, ex officio member of the Church and Ministry Team and its constituent sub-teams.

Section 4 Ministry Council Role. The Association Minister shall serve as the ex officio, voting member and chairperson of the Ministry Council.

Section 5 Financial Authority. The Association Minister shall have the power to draw funds from the Treasury of this Association for all budgeted and/or otherwise approved expenses of the Association. "Budgeted and/or otherwise approved expenses" shall mean those expenses which are reasonably within the parameters of the budget approved by the Association or such other non-budgeted expenses otherwise approved, from time to time, by the Governance Council.

Section 6 Bond Required. The Association Minister shall be bonded by a surety selected by the Governance Council. The premium for such surety bond shall be paid by the Association.

Section 7 Call Process. The authority to organize a search for the Association Minister shall rest with the Governance Council. The election of an Association Minister shall be held at a meeting of the Association. One candidate shall be presented to the Association by the Governance Council. The Association shall consider only one candidate at a time as presented by the Governance Council and shall vote by ballot for or against the candidate in election. A two-thirds (2/3) majority of those present and voting shall be necessary to elect. If the candidate is elected by the Association, a call shall be extended. The Association Minister shall be an ordained minister in good standing of the United Church of Christ. The terms of the call of the Association Minister shall be set forth in writing (the "Call Agreement"). The Governance Council shall have authority to negotiate the terms of and execute the Call Agreement. Prior to being effective, the

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Call Agreement shall be approved by vote of the Governance Council and thereafter signed by the Moderator and the Secretary on behalf of the Association.

Section 8 **Evaluation of Association Minister.** The Governance Council shall conduct an annual evaluation of the Association Minister. Unless otherwise set forth in the Call Agreement, ninety (90) days' notice shall be required to terminate the Association Minister's service to the Association.

Section 9 **Vacancy.** If the position of Association Minister becomes vacant, the Governance Council may employ a person to give interim professional leadership to the Association until such time as a call is extended to a new Association Minister.

ARTICLE IX. ASSOCIATION OFFICERS

Section 1 **General Duties and Responsibilities.** The elected officers of the Association shall be: Moderator, Vice-Moderator, Secretary, and Treasurer. The Officers shall have the powers and duties customarily associated with such offices, without in any way limiting their other general powers.

Section 2 **Moderator as Temporary CEO.** In the absence of an Association Minister or designee for the position, the Chief Executive Officer of the Association shall be the Moderator.

Section 3 **Signatories.** The Moderator, Vice Moderator, Treasurer and Secretary are authorized to sign deeds, mortgages, contracts and such other written instruments as shall become necessary or appropriate in protecting and carrying on the business and property interests of the Association. The Governance Council may, from time to time and only for a specific purpose, authorize other individuals to execute specified documents or take other specific action on the Association's behalf.

Section 4 **One-Year Terms.** The Moderator and Vice-Moderator shall each be elected by the Association for single, one-year terms. The Vice Moderator, upon completion of the one-year term of office, shall be eligible for election as Moderator. The Moderator, upon completion of the one-year term of office as Moderator, shall automatically serve on the Governance Council in the role of Immediate Past Moderator. The Immediate Past Moderator shall likewise serve in such role for one year.

Section 5 **Three-Year Terms.** The Secretary and Treasurer shall be elected by the Association for three-year terms, and may serve until a successor is selected. The three-year terms of the Treasurer and Secretary shall be staggered.

Section 6 **Term Limits.** Except as provided in Article IX, Section 4, no individual

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elected previously to a position on the Governance Council shall be eligible for re-election into any office on the Governance Council until at least one year has passed between such terms of service.

Section 7 Beginning/End of Terms. Terms of office shall begin immediately following the Association meeting at which the new officers have been elected and shall terminate at the close of the meeting at which the officers' successors are elected.

ARTICLE X. GOVERNANCE COUNCIL

Section 1 General Duties and Responsibilities. The Governance Council shall be responsible for all the business, legal fiduciary and governance functions of the Association. Such duties of the Governance Council shall include, without limitation, human resources, financial and property management, budgeting, nominations and all other duties and responsibilities as otherwise necessary or appropriate for the conduct of the business affairs of the Association. The Governance Council's duties and responsibilities shall also include all other specific functions elsewhere assigned in this Constitution. The voting members of the Governance Council shall be the "trustees" of the Association and shall administer the affairs of the Association in between its meetings subject to any direction the Association may have given.

Section 2 Composition of Governance Council. The voting members of the Governance Council shall consist of the following: (1) Moderator; (2) Vice Moderator; (3) Immediate Past Moderator; (4) Treasurer; (5) Secretary; and (6) Association Minister, ex officio. The Treasurer of the Association shall be bonded. One of the two Association delegates to the Ohio Conference Board of Directors shall serve as an ex officio, non-voting member of the Governance Council. This individual's responsibility shall include, without limitation, reporting regularly on the activities of the Ohio Conference and to serve as an additional liaison between the Conference and Association governing boards, as needed.

Section 3 Chairperson. The Moderator shall chair the Governance Council.

Section 4 No Multiple Offices. No Governance Council member may hold more than one office at any given time.

Section 5 Church Membership. All members of the Governance Council shall be members of a church holding full membership in the Association.

Section 6 Nominating Duties of Governance Council.

6.1 For Wider Church Offices. The Governance Council shall nominate two (2) Association delegates to the Ohio Conference Board of Directors, two (2) Association delegates to the Ohio Conference Outdoor Ministries Board, and one (1) Association delegate to

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Ohio Conference Annual Gathering Planning Team. At the time delegates for the Ohio Conference Board of Directors are nominated, the Governance Council shall stipulate which of the individuals shall serve on the Association Governance Council and which shall serve on the Association Ministry Council. The Governance Council shall, from time to time, nominate delegates to serve on the Ohio Conference delegation to the General Synod of the United Church of Christ.

6.2 For Association Officers/Co-Facilitators. The Governance Council shall nominate candidates for all Association officer positions and two Co-facilitators for each Networking Initiative as may, from time to time, be established.

6.3 For Church and Ministry Sub-Teams. The Governance Council shall nominate candidates for the church and ministry sub-teams.

6.4 Alliance for Education Board of Directors. The Governance Council shall nominate Association representatives to the Alliance for Education Board as called for by the Alliance for Education rules of governance.

6.5 Election. The Association shall elect individuals for all positions referenced in this Section at the annual Fall Meeting.

Section 7 Meetings/Quorum. The Governance Council shall meet not less frequently than every other month. The quorum at any meeting of the Governance Council shall consist of a simple majority of members otherwise eligible to vote.

Section 8 Nonfeasance In Office. The Governance Council may declare any office of the Governance Council vacant at any time for nonfeasance of the person holding such office. The Governance Council may appoint an individual to fill that office until the next Fall Meeting of the Association at which time a replacement officer shall be elected.

Section 9 Other Vacancies. If any officer position becomes vacant for reasons other than as described in Article X, Section 8, the Governance Council shall appoint a replacement to serve until the next Fall Meeting of the Association at which time a replacement officer shall be elected.

Section 10 Statutory Agent. The Governance Council shall appoint a statutory agent for the Association as required by applicable law.

ARTICLE XI. CHURCH AND MINISTRY TEAM

Section 1 Purpose. The Church and Ministry Team shall oversee the authorized ministers of the Association and fulfill the mandates of "Committees on Ministry," or

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similar bodies, of an Association as described in the Constitution and By Laws of the United Church of Christ, in accordance with the *UCC Manual on Ministry*, the *UCC Manual on Church*, or their successor documents, and the Association's practices and procedures which the Team may from time to time develop and implement.

Section 2 Sub-Teams. The work of the Church and Ministry Team shall be accomplished through four separate sub-teams:

- 2.1 Licensed Lay Ministers and Commissioned Ministers Team
- 2.2 Member-in-Discernment Team
- 2.3 Post-Ordination Team
- 2.4 Church Relations Team

Section 3 Accountability and Reporting. The Church and Ministry Team shall be accountable to the Governance Council. Subject to applicable confidentiality practices and requirements, the Association Minister shall, as from time to time deemed necessary and appropriate, report to the Governance Council on the deliberations and actions of the various church and ministry sub-teams.

Section 4 Meetings. Each sub-team shall elect its own Chairperson. The Chairpersons of the four sub-teams shall meet together as the full Church and Ministry Team not less than quarterly. Such meetings shall be convened and chaired by the Association Minister.

Section 5. Members. The sub-teams shall not be restricted to a particular number of members. Such number shall be determined from time to time by the Governance Council as it may deem appropriate and necessary.

Section 6 Terms and Term Limits. Team members shall serve a term of three years and may serve one additional consecutive three-year term. Thereafter, no individual elected previously to any position on the Church and Ministry Team shall be eligible for re-election into any position on the Church and Ministry Team until at least one year has passed since the end of the last term of service.

Section 7 Beginning/End of Terms. Terms of office shall begin immediately following the Association meeting at which time the new team members have been elected. Terms shall end at the close of the meeting at which the successors are elected.

Section 8 Nonfeasance In Office. The Governance Council may declare any team member position vacant at any time for nonfeasance of the person holding such office. The Governance Council may appoint an individual to fill that office until the next annual meeting of the Association in the Fall when a replacement team member shall be elected.

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Section 9 **Other Vacancies.** If any team member position becomes vacant for reasons other than those described in Article XI, Section 8, the Governance Council may appoint the replacement to serve until the next annual meeting of the Association in the Fall when a replacement team member shall be elected.

ARTICLE XII. MINISTRY COUNCIL

Section 1 **General Duties and Responsibilities.** The purpose of the Ministry Council shall be to coordinate and monitor the Networking Initiatives and hold the individual network Co-facilitators accountable for their respective network-building efforts. The Ministry Council, in cooperation with the Church Relations Sub-Team, shall plan and organize Listening Sessions with local churches, affiliated ministries, clergy and lay people not less frequently than every three years. Such Listening Sessions shall be for the purpose of, among other things, informing the process of updating, creating and modifying Networking Initiatives and networking activities in the local settings within the Association.

Section 2 **Meetings.** The Ministry Council shall meet at least quarterly.

Section 3 **Composition.** The Ministry Council shall be comprised of the Association Minister and the two Co-facilitators for each Networking Initiative. Co-facilitators shall be voting members. The Association Minister shall be an ex officio, voting member. One of the two Association delegates to the Ohio Conference Board of Directors shall serve on the Ministry Council as a non-voting, ex officio member.

Section 4 **Chairperson.** The Ministry Council shall be chaired by the Association Minister.

Section 5 **Selection of Co-facilitators.** The two Co-facilitators of each Network Initiative shall be nominated by the Governance Council and elected by vote of the Association at the Fall Meeting. Whenever possible, the two Co-facilitators of each Networking Initiative shall be selected as follows: one Co-facilitator shall be from the northern part of the Association; and one Co-facilitator shall be from the southern part of the Association. The Co-facilitators shall be voting members of the Ministry Council so long as they continue to serve as Co-facilitators.

Section 6 **Co-Facilitator Term Limits.** Each Co-facilitator shall serve a term of two years and may be eligible to serve two additional full terms for a total of six consecutive years in the position. Thereafter, an individual shall not be eligible for reelection as a Co-facilitator of the same initiative unless at least one year has passed between terms of service.

Section 7 **Beginning/End of Co-facilitator Terms.** Terms of office shall begin

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immediately following the Association meeting at which time the new Co-facilitators have been elected. Terms shall end at the close of the meeting at which the successors are elected.

Section 8 Nonfeasance In Office. The Governance Council may declare any Co-facilitator position vacant at any time for nonfeasance of the person holding such office. The Governance Council may appoint an individual to fill that office until the next annual meeting of the Association in the Fall when a replacement Co-facilitator shall be elected.

Section 9 Other Vacancies. If any Co-facilitator position becomes vacant for reasons other than those described in Article XII, Section 8, the Governance Council shall appoint the replacement to serve until the next annual meeting of the Association in the Fall when a replacement Co-facilitator shall be elected.

ARTICLE XIII. NETWORKING INITIATIVES/AFFILIATED MINISTRY NETWORKS

Section 1 Purpose/Co-Facilitators. Co-facilitators for each Networking Initiative shall coordinate the networking of programs and resources in the local setting. Specifically, Co-facilitators for each Networking Initiative shall: (1) train clergy, members and volunteers in the local setting on how to build networks in the area of initiative; (2) building and maintain a database of local resources relevant to the area of initiative; (3) facilitate local ministries covenanted networks by actively “connecting” resources with needs; (4) help define and formalize the covenantal relationship among network participants.

Section 2 Networking Initiatives. Subject to action by the Ministry Council under Article XIII, Section 3 below, the following Networking Initiatives shall be adopted:

- 2.1 **Education.**
- 2.2 **Local Ministry.**
- 2.3 **Spiritual Development.**
- 2.4 **Technology.**
- 2.5 **Stewardship.**

Section 3 Creation/Restructure/Elimination of Networking Initiatives. The Ministry Council may eliminate or restructure existing Networking Initiatives as it may, from time to time, deem appropriate. The Ministry Council may, from time to time, establish new Networking Initiatives as it identifies networking opportunities and facilitation needs in the local setting.

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Section 4 Definition of “Affiliated Ministry Network”. For purposes of this Constitution, an “Affiliated Ministry Network” of SONKA shall be a networked ministry formed through covenant by and among SONKA and SONKA members, which is sponsored by SONKA and publically identifies as such, and which is subject to direct SONKA promotion, direction and financial oversight.

4.1 Covenant Clusters. A Covenant Cluster is a networked group of churches linked together for shared ministry, mission, support and/or fellowship. Clusters were established by authority of the prior Association Constitution. Covenant Clusters shall not be mandated structures of the Association, but, to the extent such clusters are functioning and active, shall be considered Affiliated Ministry Networks of SONKA subject to Article XIII, Sections 5 and 6 below.

4.2 Global Partnership Ministries. The Global Partnership Ministries is a networked group of local churches, clergy and lay people linked together for shared ministry with the Rubate Teachers College and Clinic in Rubate, Kenya. Such ministry, so long as it continues to be functioning and active, shall be an Affiliated Ministry Network of SONKA subject to Article XIII, Sections 5 and 6 below.

4.3 Mission Churches. A Mission Church is a specifically recognized ministry within the Association that offers a significant local community outreach that is dependent on outside financial support, has a historical connection to the United Church of Christ, embodies the Association's values of mission outreach, is established in its community with geographical participation, ownership and recognition, is utilizing less than a third of its time and financial resources on maintaining a worshiping congregation, has an established history of ministry, and has fiscal and organizational accountability through an independent governing board. Such ministry, so long as it continues to be functioning and active, shall be an Affiliated Ministry Network of SONKA subject to Article XIII, Sections 5 and 6 below.

Section 5 Recognition of Affiliated Ministry Networks. The process for recognizing any new ministry as an Affiliated Ministry Network of SONKA, and for revoking any existing recognition, shall be as follows: (1) review by the Ministry Council and recommendation for action to Governance Council; and (2) affirmative majority vote of the Governance Council on such recommendation.

Section 6 Effects of Removal of Recognition. Upon removal of recognition, the ministry shall no longer have authority to use the SONKA name or identify as a SONKA-sponsored ministry. Upon removal of recognition, the ministry shall no longer be entitled to direct SONKA promotion, direction and financial oversight.

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ARTICLE XIV. ASSOCIATION MEETINGS

Section 1 Meetings. The Association shall hold not less than two (2) regular meetings annually. One annual meeting of the Association shall be held in the first half of the calendar year (the “Spring Meeting”) and a second annual meeting of the Association shall be held in the second half of the calendar year (the “Fall Meeting”). The annual Spring Meeting of the Association shall generally highlight local church ministries and networking efforts in the local setting. The annual Fall Meeting of the Association shall be the “business” meeting of the Association. Special meetings may otherwise be called by the Governance Council. Special meetings shall also be called by the Governance Council on petition of not less than fifteen percent (15%) of the local churches holding standing in the Association. Only matters specified in the call to meeting notice shall be acted upon at any Special Meeting.

Section 2 Meeting Planning. The Ministry Council shall have primary responsibility for planning and organizing the annual Spring Meeting. The Governance Council shall have primary responsibility for planning and organizing the annual Fall Meeting. The Councils may recruit volunteers and establish project teams as they may deem necessary and appropriate.

Section 3 Meeting Notice. Written notice of any meeting of this Association shall be transmitted to the voting members at least forty-five days prior to the meeting. The call to meeting notice shall state the purpose, place, date and time of meeting.

Section 4 Voting Membership. The voting membership of this Association shall consist of the:

- 4.1 Authorized Ministers holding standing in the Association;
- 4.2 Lay members of the Governance Council;
- 4.3 Previous Lay Moderators of this Association, still holding membership in a church of the Association;
- 4.4 Persons professionally employed full time as Christian Education Specialists within this Association; and
- 4.5 Local churches of this Association, acting through their lay delegates selected by and representing them.

Section 5 Privilege of the Floor. Any member in good standing in a local church of this Association shall have the privilege of the floor in all meetings of this Association.

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Section 6 **Guest Privilege of Voice.** Each Meeting of this Association, when assembled, shall have the privilege of extending voice to designated special guests and visitors.

Section 7 **Delegates.** Every member church of the Association may be represented by up to three (3) lay delegates.

Section 8 **Quorum.** A quorum at any meeting of this Association shall consist of members entitled to vote at that meeting equal to fifty percent (50%) of the number of member churches in the Association.

ARTICLE XV. DISSOLUTION

Upon dissolution of the Association, its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or any other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the Ohio Conference of the United Church of Christ, Columbus, Ohio, a tax exempt organization pursuant to Internal Revenue Code section 501(C)3 or its successor(s). In no event shall any of the above-described property be distributed to individual members of any organization without tax-exempt status.

ARTICLE XVI. AMENDMENTS

Amendments to this Constitution may be proposed by the Governance Council. Amendments may also be proposed by at least five percent (5%) of local churches of this Association, provided that such amendments be submitted in writing to the Governance Council at least sixty (60) days prior to the meeting at which they are to be considered. Notice of such amendments shall be transmitted in writing to the members of this Association at least thirty (30) days prior to the meeting at which they are to be considered. Amendments may be adopted at a regular or special meeting. Adoption of an amendment to this Constitution shall require a two-thirds (2/3) affirmative vote of those present and voting in the meeting.

ARTICLE XVII. INDEMNIFICATION

Except as otherwise provided by applicable state statutes, no trustee, member, officer, co-facilitator of this "Corporation" shall be liable personally for any error or judgment or for any act or commission in connection herewith except in the case of bad faith, willful misconduct or fraud, nor shall they be liable personally for any debt or obligation of the "Corporation" of any member thereof, and the members shall jointly indemnify each other, the trustees, co-facilitators and the officers against any liability, loss or damage, except in the case of bad faith, willful misconduct or fraud, attributable to their respective services hereunder.

CONSTITUTION
SOUTHWEST OHIO NORTHERN KENTUCKY ASSOCIATION
OF THE OHIO CONFERENCE
OF THE UNITED CHURCH OF CHRIST

History:

(1969632.7) Adopted at Fall Gathering of Association – November 1, 2014.

1969632.7