

**The Mercersburg Society
Proposed Constitution
2025**

Identity

As the successor organization of the Mercersburg Society first incorporated in 1987;

- The Name of this unincorporated association shall be The Mercersburg Society.
- Per the agreement signed between the Mercersburg Society and the Penn Central Conference of the United Church of Christ on January 31, 2024, the Society shall be a Ministry Team of the Penn Central Conference. (See attachment.)

Purpose

- To strengthen the church of the present time.

As a Ministry Team of the Penn Central Conference, we will affirm the vision of the Christian faith found in the Mercersburg tradition as apostolic, catholic, evangelical, and reformed, grounded in Scripture, catechisms, and ecumenical creeds, via:

- Provision of opportunities for theological reflection regarding the Mercersburg tradition and its application today, including such gatherings as convocations and study groups;
- Celebration of the incarnation of God in Jesus Christ as the foundation for the church's life in worship, sacraments, fellowship, and service;
- Support and encouragement of research and publications regarding Christ and the church, liturgy, sacraments and ecumenism, especially through the *New Mercersburg Review* and The Mercersburg Theology Study Series (Wipf & Stock).

As a Ministry Team of the Penn Central Conference, we further recognize the multiple theological streams present in the United Church of Christ and seek to be attentive to ongoing theological developments in the ecumenical church. Hence we will:

- Seek the input of PCC and ecumenical leaders, as well as local pastors, in targeting pressing contemporary spiritual and ecclesial issues;
- Draw on the resources of local seminaries, including Lancaster Theological Seminary;
- Promote opportunities for theological engagement of a broad spectrum of issues pertaining to theology, ministry, evangelism, and mission within the congregations of the Penn Central Conference and ecumenical partners.

General Membership

Membership in the Society provides an opportunity to interested persons, church bodies and other organizations to commit to the study of the Mercersburg Theology and its relevance and application to contemporary Church life and mission. Membership shall consist of those persons paying annual dues and registered attendees at Society events. Members shall receive notice of all general meetings and subscription to the *New Mercersburg Review*. Membership dues will be set by the Board.

Categories of Membership:

- Regular members: receive Mercersburg Society communications, including the *New Mercersburg Review*, and may participate in elections. Annual membership dues apply to the calendar year in which they are received.
- Lifetime members: after a single payment, receive Mercersburg Society communications, including the *New Mercersburg Review*, and may participate in elections for life.
- Student members: receive Mercersburg Society communications, including the *New Mercersburg Review*, and may participate in elections. This annual membership is available to any enrolled undergraduate or graduate student.
- Friends of the Society: receive Mercersburg Society communications, but do not receive the *New Mercersburg Review*. They have voice but not vote during elections.

Corporate Board

The Corporate Board shall be the governing body of the Society. The Board shall consist of six officers (President, Board Secretary, Membership Secretary, Financial Liaison to the Penn Central Conference, Editor of the *New Mercersburg Review*, and Program Chair) and three Members at Large, all elected by the General Membership. In addition, the Conference Minister of the Penn Central Conference shall be invited to serve ex officio.

Meetings

The Corporate Board shall meet at least once a year, ideally in conjunction with an annual meeting or Convocation of the full membership. The President, or any officer, may call additional meetings. A quorum shall consist of five members. The meetings of the Board shall be open to members of the Society and/or those invited by members of the Board. Non-officers in attendance shall have voice but not vote.

Term of Office and Election

The term of office for all members of the Board shall be one year, ordinarily coinciding with the calendar year. In the event that any position on the Board becomes vacant during the year of service, the Board shall fill the position for the remainder of the term.

Each year the Board shall serve as a nominating committee and present a slate of candidates for all positions of the Board to the general membership for election. An election shall take place in a manner and at a time determined by the Board. Additional nominations may be made from the floor of an official meeting or by write-in on official ballots.

Board Responsibilities

The Board shall have responsibility for planning the work of the Society and coordinating its plans with the leadership of the Penn Central Conference. The Board may appoint committees to work on specific tasks; these may consist of both members and non-members of the Society. The Board shall give final approval to plans generated by committees. The Board will endeavor to reach consensus in all its decision-making. If consensus is not possible, business will proceed

according to the current edition of *Robert's Rules of Order*.

- President: The President shall create an agenda for and preside at all Convocations and business meetings of the Society and shall lead the Society in the development of long-range planning for the work of the Society. In the event that the President is unable to complete a term of service, the Secretary shall serve as Acting President for the remainder of the term.
- Secretary: The Board Secretary shall take minutes at meetings of the Corporate Board and the general membership, shall be responsible for keeping appropriate records of the Society, shall distribute minutes to members of the board and the leadership of Penn Central Conference in good time, shall monitor the email account(s) of the Society, shall attend to all correspondence related to the Society, and shall regularly provide content to Penn Central Conference for posting on the Society's webpage.
- Membership Secretary: The Membership Secretary shall be responsible for maintaining a current list of members, with addresses and e-mail addresses, as well as any other relevant data deemed necessary by the Board.
- Financial Liaison to the Penn Central Conference: The Financial Liaison shall direct the Penn Central Conference in the spending of the Society's funds, request and receive quarterly reports of the Society's income and expenditures from the Penn Central Conference, and report the same at least annually to the Board.
- Editor of the *New Mercersburg Review*: The Editor shall be responsible for all decisions concerning the publication of the Society's journal.
- Program Chair: The Program Chair shall have responsibility for the planning and execution of the annual Convocation and/or other events as directed by the Board, with the assistance of an appointed committee.
- The Penn Central Conference minister, or that person's delegate, shall be an ex officio member of the Corporate Board.

Future Considerations

Amendments

Amendments may be made to this Constitution by vote of the Corporate Board at a regularly called meeting. Notice of such an impending vote must be conveyed to all members of the Society 30 days prior to the vote.

Dissolution of the Penn Central Conference

When the Penn Central Conference is subsumed by the Keystone Conference (anticipated for 2026), the Mercersburg Society shall become a Ministry Team (or similar term) of the Keystone Conference. The Keystone Conference will continue to honor the terms of the agreement made between the Mercersburg Society and the Penn Central Conference on January 31, 2024. See attachment.

**PENN CENTRAL CONFERENCE UNITED CHURCH OF CHRIST
FISCAL AGENCY AGREEMENT**

This Agreement is made on **January 24, 2024** by and between the Sponsor, Penn Central Conference United Church of Christ (“Penn Central”) and the Sponsored Organization, Mercersburg Society (“the Society”).

Penn Central is a nonprofit corporation, exempt from federal tax under section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”). It is a member of the United Church of Christ federal group ruling, and is recognized by the IRS as tax exempt through that ruling.

Mission of Penn Central Conference: Proclaiming the wisdom of Jesus Christ and affirming our covenant with one another, the Penn Central Conference of the United Church of Christ facilitates Christ-centered clergy connection, congregational empowerment, and missional focus with an eye to the future.

Description of the Society: The Society is an unincorporated association. It is formed for the purpose of preserving the sacramental and ecclesiastical approach of Mercersburg Theology, to publish *The New Mercersburg Review*, and to hold an annual convocation.

Agreement: Penn Central is willing to receive tax-deductible charitable contributions for the benefit and use of the Society. The Society, with the administrative assistance of Penn Central, desires to use these funds to implement the Society’s purposes. By entering into this Agreement, the parties agree to the following terms and conditions:

1. **Penn Central Retains Discretion:** Notwithstanding anything to the contrary in the Agreement, Penn Central and the Society agree that Penn Central maintains sole discretion to distribute the funds in accordance with the tax-exempt purpose of Penn Central.
2. **Receipt of funds:** Penn Central agrees to receive grants, contributions, and gifts to be used for the Society, and to make those funds available to the Society.
3. **Administrative fees:** Penn Central and the Society agree that the fee for services rendered will be as follows: \$100 annually.
4. **Acknowledgment of charitable donations on behalf of the Society:** Penn Central agrees that all grants, charitable contributions and gifts which it receives for the Society will be reported as contributions to Penn Central as required by law, and further agrees to acknowledge receipt of any such grant, charitable contribution or gift in writing and to furnish evidence of its status as an exempt organization under Section 501(c)(3) to the donor upon request. Evidence will consist of a letter from the United Church of Christ affirming that Penn Central is a member of the United Church of Christ federal group tax ruling and a copy of the group ruling determination letter.
5. **Penn Central agrees to notify the Society of any change in its tax-exempt status.**
6. **Protection of tax-exempt status:** The Society agrees not to use funds received from Penn Central in any way which would jeopardize the tax-exempt status of Penn Central. The Society agrees to comply with any written request by Penn Central that it cease activities which might jeopardize Penn Central’s tax status, and further agrees that the Penn Central’s obligation to make funds available to it is suspended in the event that it fails to comply with any such request.

7. **Use of funds:** Penn Central authorizes the Society to make expenditures, which do not exceed total grants, contributions and gifts received on the Society's behalf for use in the Society. The Society agrees to use any and all funds received from Penn Central solely for legitimate expenses of the Society and to account fully to Penn Central for the disbursement of these funds. Under no circumstances will expenses be used in any manner that may jeopardize Penn Central's tax status. Penn Central retains the right to request appropriate substantiation for any expenditure of funds for Society, either before or after the expenditure is made.
8. **Indemnity and Insurance:** In the event that grant funds, contributions or pledges are misappropriated in any way by the Society, or a representative of the Society, the Society shall indemnify, defend, and hold harmless Penn Central for any liability, costs, and attorneys' fees incurred from the misappropriation.
9. **Financial accounting and reporting:** Penn Central will maintain books and financial records for the Society in accordance with generally accepted accounting principles. The Society's revenue and expenses shall be separately classed in the books of Penn Central. Penn Central will provide reports reflecting revenue and expenses to the Society on a **quarterly basis**, within two weeks after the end of each month, and, on an annual basis, within three months after the end of each fiscal year of Penn Central.
10. **Governance:** Authority to manage the programmatic activities of the Society is delegated to the Society, subject at all times to the regulations noted above. Copies of the Society's bylaws or other governing documents shall be submitted to Penn Central.
11. **Fundraising:** The Society may solicit gifts, contributions, and grants which are earmarked for the activities of the Society. Penn Central shall be responsible for the processing and acknowledgment of all monies received for the Society, which shall be reported as the income of Penn Central for both tax purposes and for purposes of the Penn Central's financial statements. Grants involving government or public agency monies have substantial reporting and auditing requirements; therefore, if the Society desires to apply for government or public agency grants, the Society must get advance approval to do so from Penn Central; such approval may be withheld solely in Penn Central's discretion.

Renewal of this agreement: If both the Penn Central and Society desire to do so, this agreement may be renewed annually unless terminated as set forth in the next paragraph.

Termination: Either party may terminate this Agreement by giving 60 days' written notice to the other party.

By signing, both parties agree to execute this Agreement on **January 31, 2024**.

Penn Central: Rev. Dr. Carrie Call

Carolyne M. Call
Signature

Society: Dr. Lee Barrett, Lancaster Theological Seminary

Lee Barrett
Signature