

**Minnesota Conference of the
United Church of Christ
Restated Bylaws**

Approved by the Conference at Its Annual Meeting
June 13, 2020

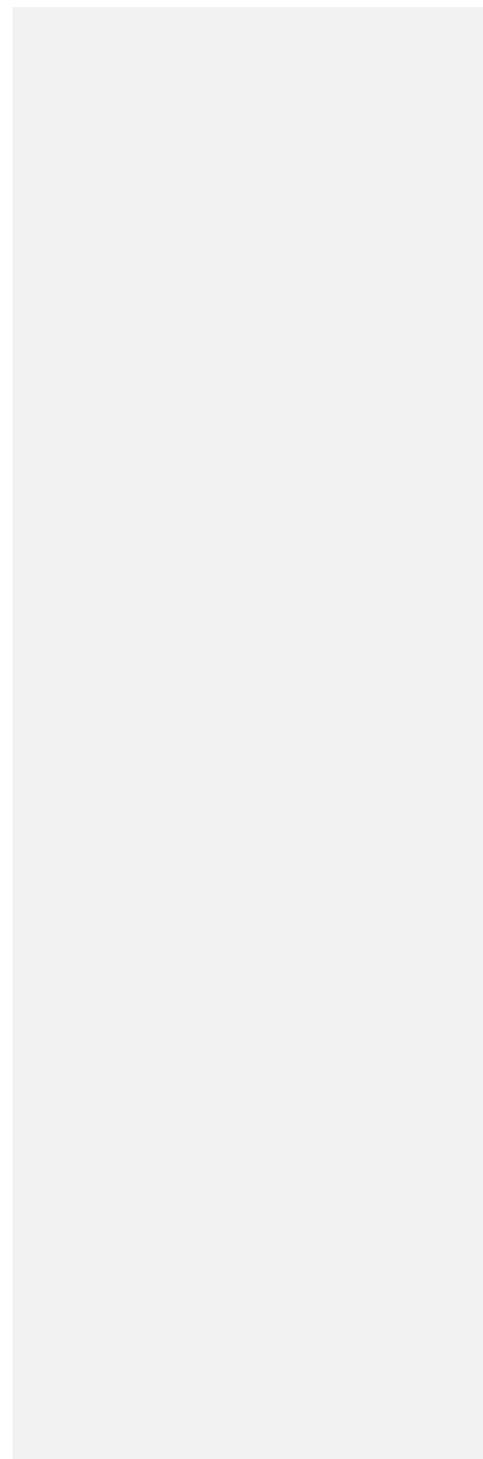
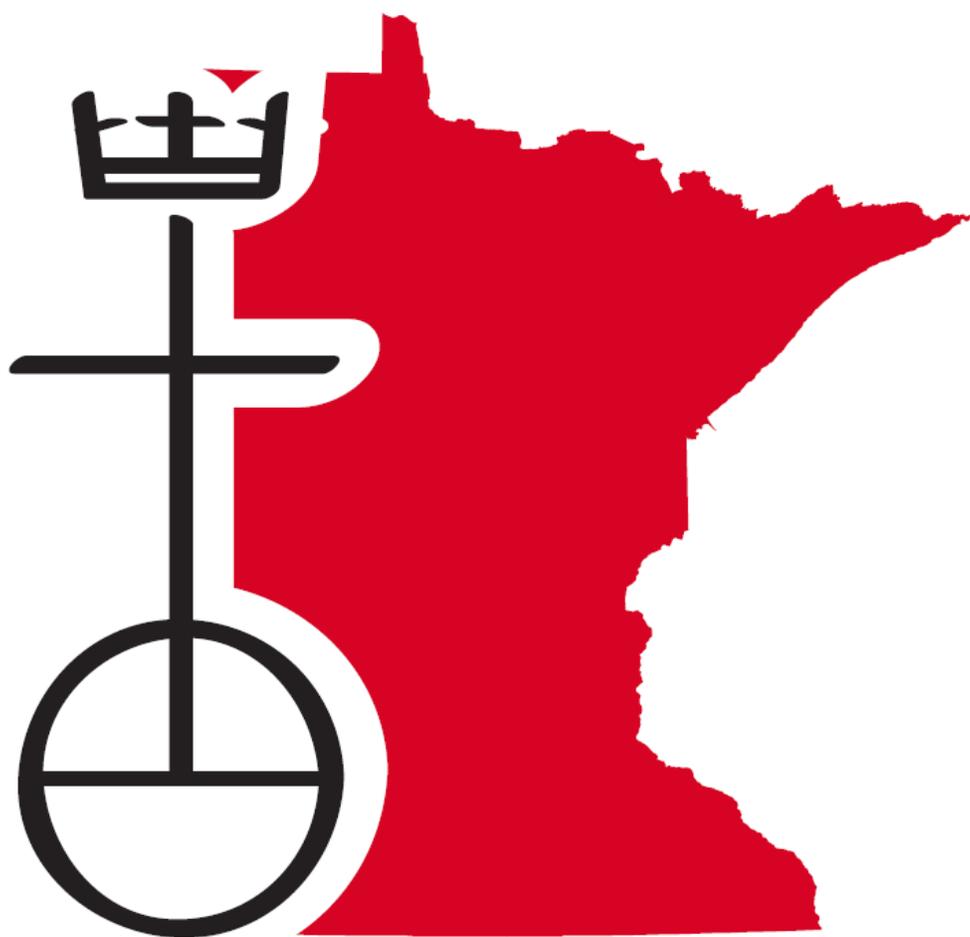


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**MINNESOTA CONFERENCE OF
THE UNITED CHURCH OF CHRIST
RESTATED BYLAWS**

Effective June 13, 2020

Calling and Mission

God calls the Minnesota Conference of the United Church of Christ to equip a courageous Church alive with Christ's transforming love. The Mission of the Conference is to increase the love of God and neighbor by strengthening covenantal relations among all settings of the Church and by working with our ecumenical and interfaith partners. These statements may be replaced by action of the Conference's Members without amendment of these Bylaws.

Article I – Purpose and Definitions

A. Purpose. The Minnesota Conference of the United Church of Christ, a nonprofit corporation organized and operating under the laws of the State of Minnesota, adopts these restated bylaws as of the effective date shown above, for the purpose of administering and regulating the Conference's affairs in accordance with applicable law and its Articles of Incorporation.

B. Definitions. Certain terms used in these Bylaws are defined below. Other terms may be defined elsewhere in these Bylaws.

1. **Act:** The Minnesota Nonprofit Corporations Act, Minnesota Statutes Chapter 317A, as the same may be amended from time to time.
2. **Annual Meeting:** The annual meeting of the Conference's Members.
3. **Area of Conference (Area):** The geographical area described in Article III as it now exists and may be amended from time to time.
4. **Association:** A body within the Conference composed of all (a) Local Churches in the particular geographic area designated as the geographic area of the Association, (b) all Ordained Ministers holding standing or ordained ministerial partner standing therein, and (c) all Commissioned Minister and Licensed Ministers in that Association.
5. **Authorized Ministers:** The Minnesota Conference recognizes the three (3) categories of authorized ministry described in the UCC Constitution and Bylaws, namely Ordained, Commissioned, and Licensed, all of which are Authorized Ministers.
 - a. **Ordained Minister:** An Ordained Minister is a member of the UCC who has been called by God and ordained by the UCC to preach and teach the Gospel, to administer the sacraments and rites of the Church, and to exercise pastoral care and leadership.
 - b. **Commissioned Minister:** A Commissioned Minister is a lay member of the UCC who has been called by God and commissioned by the UCC for a specific church-related ministry.
 - c. **Licensed Minister:** A Licensed Minister is a lay member of the UCC who has been called by God and recognized and authorized by an Association to perform specific duties in a designated Local Church or within that Association, typically, but without limitation, preaching and conducting services of worship, for a designated time under the supervision and guidance of that Association. The license may be renewed.
6. **Board:** The Conference's Board of Directors.
7. **Bylaws:** These amended and restated bylaws of the Conference as the same may be amended from time to time hereafter.

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MISSION STATEMENT OF THE MINNESOTA CONFERENCE
The Mission of the Minnesota Conference of the United Church of Christ is to increase the love of God and neighbor by strengthening covenantal relations among all settings of the United Church of Christ and by working with our ecumenical and interfaith partners.

8. Chairperson: A member of the Board, a committee, or other body who is designated as such by or pursuant to these Bylaws and who, when so designated, shall be the presiding and executive officer of such body. The Chairperson shall have the customary powers and duties of such an officer, in addition to any powers and duties expressly set forth herein.

9. Church: Any church within the Area of the Conference, whether or not affiliated with, a member of, or comprising a part of the UCC. The term "Church" has a different meaning than the references in these Bylaws to "the church" that ordinarily mean the broader Christian church encompassing all denominations without regard to the Area of the Conference.

10. Conference: Minnesota Conference of the UCC, which is a nonprofit corporation existing under and subject to the Act. The Agreement of Consolidation dated November 7, 1962, forming the Conference and setting forth its Articles of Incorporation was filed in the office of the Minnesota Secretary of State on February 25, 1963, recorded in Book Y-22 of Incorporation, p. 62.

11. Director: A member of the Conference's Board.

12. General Synod: The General Synod of the UCC.

13. Local Church: A Church in the Area that is either (a) a member of the UCC or (b) a Congregational Christian Church that is affiliated with the Conference whose standing as such is determined, conferred, or certified by an Association or the Conference acting as an Association.

14. Members: The Members, members of the Conference, and membership of the Conference as described in Article IV of these Bylaws.

15. Ministers With Dual Standing: An ordained minister of or in a denomination other than the UCC who wishes to retain ordained ministerial standing in that denomination and who has become a minister of a Local Church, serves in an instrumentality of the UCC, has become pastor of a yoked charge or a federated church, one part of which is affiliated with the UCC, or has been called to an ecumenical ministry, one constituent of which is the UCC, may apply to the Conference acting as an Association for dual standing for the duration of said ministry or such responsibility, and, if approved for dual standing and for the duration of said ministry or such responsibility shall have all the rights and responsibilities of membership in the Conference, except that Ministers With Dual Standing may not serve as General Synod delegates.

16. Privilege of Call: A minister who is not an Ordained Minister of the UCC but has been granted the privilege to search for a call within the Conference who would then apply for Ordained Minister standing upon receipt of a call.

17. Conference Purpose: The general purpose of the Conference is to engage in activities consistent with its Articles of Incorporation, including but not limited to, striving to:

- a. Promote the life and strength of Local Churches within the Area and connect them to the life and work of the wider UCC;
- b. Promote and interpret the work of the General Synod-through Local Churches, boards, committees, and ministries consistent with the Spirit of Christ;
- c. Develop spiritual life, stewardship, and support of UCC's wider mission giving and facilitate relationships of Local Churches with such ecumenical bodies as State, National, and World Councils;
- d. Inspire wider ministries of Local Churches in partnership with UCC, ecumenical, interfaith, and secular agencies;
- e. Promote the general welfare of Local Churches and Authorized Ministers; and

f. Perform acts necessary, incident and convenient to the achievement of its objectives and purposes, and to the exercise of the rights, powers, privileges and immunities herein.

18. United Church of Christ (UCC): The religious body or association formed June 25, 1957, by the union of the Evangelical and Reformed Church and the General Council of the Congregational Christian Churches of the United States that is composed of Local Churches, Associations, other conferences of the UCC, and its General Synod and possessing a Constitution and Bylaws adopted July 4, 1961, defining and regulating its General Synod and instrumentalities recognized, established by or responsible to the General Synod and describing the free and voluntary relationships which Local Churches, Associations, Conferences, and Authorized Ministers sustain with the General Synod and with each other, as the same may be amended from time to time.

Article II – Relationship to the United Church of Christ

A. United Church of Christ. The Conference shall be a conference of the UCC and shall have that relation to the General Synod described in those portions of the Constitution and Bylaws of the UCC that relate to such conferences, subject to the determination by the General Synod of its standing as a body of the UCC. The Conference shall participate in the fellowship and cooperate in the life and work of the UCC.

1. Churches: The names, records, and statistics of any Churches that are not Local Church members of the UCC under Article I, Section B.13, clause (a), to the extent the Conference may keep the same, are to be kept separate from the Conference's records regarding Local Church members of the UCC. The members of such Churches that are not Local Church members of the UCC shall not be counted in determining the number of delegates the Conference is entitled to send to the General Synod.

No member of such Churches that are not Local Church members of the UCC, except an Ordained Minister of the UCC with full ordained ministerial standing in the Minnesota Conference acting as an Association or an ordained Disciples of Christ (Christian Church) minister with ordained ministerial partner standing in the Minnesota Conference acting as an Association, shall be selected by the Conference as a delegate to the General Synod.

2. Delegates to General Synod: The Conference shall elect its delegates to the General Synod in accordance with the UCC Constitution and Bylaws.

B. Associations. The Conference shall work with and assist any Associations serving any part of the Area stated in Article III below in the Associations' ministry of oversight described in those portions of the Constitution and Bylaws of the UCC that relate to Associations and their functions and responsibilities. As of the date of these Restated Bylaws, no Associations are presently organized and engaged in said ministry in Minnesota, and the Conference presently acts as an Association in their stead.

Article III – Area

The Area of the Conference shall be the State of Minnesota and such additional geographic areas as the Board may from time to time determine with approval by the UCC where the same is required by, and is given in accordance with, UCC Constitution and Bylaws.

Article IV – Membership

A. Church, Authorized Minister, and Institution Members. The Conference's Members shall be:

1. All Local Churches within the Area;

2. All Authorized Ministers now or hereafter having standing in the Conference acting as an Association;
3. Ministers with Dual Standing; and
4. Any health and welfare institutions that are members of the UCC Council for Health and Human Service Ministries and are either formally recognized by the Conference or approved as a special mission relationship.

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A Local Church shall become a member of the Conference upon requesting such standing and being granted such standing by action of the Conference acting as an Association or by the Association serving the location of the Local Church. An Authorized Minister shall become a member of the Conference upon requesting such standing and being granted such standing by action of the Conference acting as an Association or by the Association serving the location of the Local Church. A health and welfare institution of the type referenced in item 3 above shall become a member of the Conference upon formal recognition by the Conference as being a member of the UCC Council for Health and Human Service Ministries.

B. Termination of Membership. Membership of a Local Church in the Conference shall terminate only if and when such Local Church ceases to be a member of the Conference, whether by action of the Local Church, an Association, or the Conference acting as an Association. Membership of an Authorized Minister shall terminate only when that minister ceases to hold standing in the Conference acting as an Association or an Association, whether by action of the Authorized Minister or of the Conference's Committee on Ministry. Membership of a health and welfare institution shall terminate only when that institution ceases to be a member of the UCC Council for Health and Human Service Ministries.

C. Member Voting at Member Meetings.

1. **Voting membership.** The voting membership of the Conference shall consist of the following:
 - a. Local Church Members of the Conference may cast the number of votes provided for in Paragraph 3 of this Article below, which votes shall be cast through their respective lay delegates and lay youth and/or young adult delegates described in said Paragraph 3;
 - b. Authorized Ministers Members of the Conference may each cast one (1) vote on their own behalf;
 - c. Health and welfare institution Members of the Conference may each cast one (1) vote through a delegate who must be appointed by that institution's Board of Directors, be a member of that institution's Board of Directors, and be a member of a Local Church;
 - d. Ministers with Dual Standing Members of the Conference may each cast one (1) vote on their own behalf; and
 - e. Members of the Board who are not Authorized Ministers or Ministers with Dual Standing may each cast one (1) vote on their own behalf.
2. **Voting Restrictions:** Each Local Church delegate described in clause (i) of this Section C above, each voting member described in clause (ii) above, and each delegate for a health and welfare institution described in clause (iii) above shall be entitled to one (1) vote on all matters, except only delegate or voting Members who are of legal age may vote on those matters where a delegate or voting member must be of legal age under Minnesota law.
3. **No Special Forms of Voting:** No cumulative, absentee, or proxy voting shall be permitted.
4. **Selection of Lay Delegates:** Each Local Church shall be entitled to select up to the number of lay delegates prescribed through the following table:

<u>Membership</u>	<u>No. of Lay Delegates</u>	and	<u>Additional No. of Lay Youth or Young Adult Delegates Ages 13-29</u>
0 - 199	2		1
200 - 399	3		1
400 - 599	4		1
600 - 799	5		1
800+	6		1

A delegate selected by any Local Church shall be entitled to vote at the Annual Meeting of the Conference and all special meetings of the members of the Conference immediately following his or her selection and until his or her successor is elected or the selection is revoked by the Local Church. The manner of selection of delegates shall be determined by each Local Church, but to be eligible to vote each delegate must at that time be a member in good standing of that Local Church.

5. Granting Voice to Guests: At the beginning of any Conference meeting, the Members present may by duly approved resolution grant guests the right to participate in the Annual Meeting without the right to vote. This authority is intended to permit the Members to grant voice, but not vote, to special guests such as, for example but without limitation, a keynote speaker, a visitor from the UCC, a recognized expert on an issue that will be before the meeting, a Conference advisor, and/or other such persons.

D. No Property Rights. None of the property, assets, or income of the Conference shall be or become the property, or inure to the benefit, of any member of the Conference, any contributor to the Conference, or any other individual, corporation, or other entity having legal existence apart from distributions of Conference property upon dissolution to tax exempt organization pursuant to Article X, Section B below.

Article V – Meetings of Members

A. Annual Meeting. The Annual Meeting of the Members of the Conference shall be called by the Board and shall be held at such time and place within the Area of the Conference as determined by the Board. The Annual Meeting shall have the powers:

1. To organize as required for the transaction of business, including, without limitation, any appointment of a registrar, parliamentarian, or other such officials as may be desired, statement of a quorum by the Secretary, and other such organizational actions;
2. To review and approve or correct minutes of prior meetings;
3. To carry on through the Board and other bodies the work of the Conference and to provide for the financial support of this work;
4. To receive reports from the officers, Conference Minister, Associate Conference Ministers, Conference committees, and other bodies provided for in these Bylaws;
5. To nominate and elect directors, officers and persons to other positions as detailed elsewhere in these Bylaws (see, e.g., Article VII, Section C.1.c);
6. To review and adopt the Conference budget for the ensuing year;
7. To review and act upon proposals and/or resolutions properly brought before the Annual Meeting;
8. To adopt Bylaws for the Conference and, as hereinafter provided, amend them;
9. To transact any other business that may properly be brought before it; and
10. To otherwise act as may be authorized or permitted by the Act or these Bylaws.

B. Special Meetings. Special meetings of the Conference may be called for any purposes that fall within the powers of an Annual Meeting. Special meetings may be called either (i) by the Board or (ii) by the Secretary or Conference Minister upon receipt of the written request for a special meeting of twenty (20) or more Local Churches. The request and call for a special meeting shall contain a statement of the purpose of the meeting. The business transacted at a special meeting is limited to only the purpose stated in the notice of the special meeting.

C. Record Date. The Board may, but is not obligated to, fix a record date for determining the Members entitled to notice of, and entitled to vote at, any meeting of the Members. If the Board sets such a record date, the record date may be no earlier than sixty (60) days before the date of the Members meeting. (See, also, Article VIII, Section D.)

D. Notice. The Secretary shall cause notice of each Members meeting to be delivered or mailed not less than seven (7) days before, and excluding, the day of the meeting. Each notice of a meeting shall state the time and place thereof, and, in the case of a special meeting, its purpose and the business to be addressed. Each notice of any meeting at which an amendment of the Articles or Bylaws is proposed, said purpose shall be stated in the notice thereof. Written notice, if mailed, shall be addressed to the Members at their respective last known address recorded in the membership records of the Conference, provided that notice to each minister and lay representative of a Local Church receiving notice may be sent by the Conference to the address of such Local Church.

E. Quorum and Voting. A quorum for the transaction of business at any Annual or Special Meeting, except for Ecclesiastical Councils, shall consist of fifty (50) persons with authority to vote either as voting Members or as delegates on behalf of Members, provided that such voting Members or delegates shall include persons who are delegates or Authorized Ministers of at least twenty-five (25) Local Churches. Each resolution, motion, and other action proposed at a meeting of the Members shall be passed and adopted by the vote of a majority of those voting thereon, unless otherwise provided in the Articles or Bylaws.

F. Organization and Governing Rules. The Board shall provide for the organization of each Annual and Special Meeting. The Annual and Special Meetings shall be conducted according to Robert's Rules of Order, Newly Revised, 11th Edition, or its then most current edition originally written by Henry M. Robert or as otherwise may be authorized by Members at the Meeting.

G. Meeting Minutes. Minutes of Annual and Special Meetings shall be taken by the Secretary or, in the Secretary's absence, an appropriate person appointed by the Moderator and announced to the Members. Minutes of these meetings shall be presented at the next meeting of the Members for review, any correction, and approval. The Board and/or Executive Committee may also review minutes of these meetings and grant interim approval or correction pending review, correction, and approval by the Members at the next Members' meeting.

H. Ecclesiastical Councils. Ecclesiastical Councils are meetings of the Conference acting as an Association for the purpose of examining and acting on candidates for Ordained Ministry and Commissioned Ministry in the UCC and candidates for Privilege of Call. The Committee on Ministry (see Article VII, Section B.5) will call such Ecclesiastical Councils, determine policies and procedures for their conduct, including the establishment of a quorum of Local Churches with standing in the Minnesota Conference appropriate to the region of the Conference where the Council meeting is held, and report the actions of the Ecclesiastical Councils to the Conference. Ecclesiastical Councils shall be noticed, held, and conducted as follows:

1. Each Local Church entitled to notice of an Ecclesiastical Council may send to such Council up to the number of lay delegates specified in Article IV, Paragraph C.3 above;
2. Each Authorized Minister, Minister with Dual Standing, Conference Minister, and Associate Conference Minister shall be entitled to notice of an Ecclesiastical Council, and each such person actually attending the Ecclesiastical Council being entitled to one (1) vote;
3. The voting restrictions stated in Article IV, Paragraphs C.1 and C.2 apply to voting at an Ecclesiastical Council;
4. Ecclesiastical Councils shall otherwise be noticed and conducted in accordance with the policies, procedures and rules therefore that the Committee on Ministry shall from time to time establish as the same may be amended from time to time, which policies, procedures and rules shall include, without limitation, quorum requirements the Committee on Ministry may determine are appropriate for the region of the Conference where the Ecclesiastical Council shall be held, and are subject to Board approval; and
5. The Committee on Ministry shall report the actions of the Ecclesiastical Councils to the Board and Conference Minister.

Article VI – Board of Directors

A. General Powers of the Board. The Board of the Conference shall manage the business and affairs of the Conference in accordance with the Act. The Board shall be the governing body of the Conference, subject to the power of the Members as provided for in the Act and these Bylaws. Without limitation, the Board may establish rules, consistent with these Bylaws, for the regulation of its own proceedings and those of the Conference’s agents, committees (and any ministry teams, subcommittees, or work groups), employees, officers, and any other such bodies or representatives as may be established and determine the duties of the officers of the Conference and their compensation, if any, except as otherwise provided in these Bylaws.

Without limiting the scope of the Board’s general responsibilities stated above, the Board shall:

1. plan, coordinate and evaluate the program of the Conference;
2. have authority over both raising and disbursing of the Conference’s funds;
3. establish, maintain, and oversee personnel policies and practices;
4. receive mandated reports and other reports it deems appropriate;
5. present reports, recommendations, and appropriate business to each Annual Meeting;
6. establish, maintain, and oversee policies and procedures describing or addressing duties, composition, and other matters related to work groups, Committees, ministry teams, and other matters or topics not otherwise provided for in these Bylaws; and
7. appoint such agents or other representatives of the Conference as it determines appropriate.

B. Board Composition and Election. The Board shall consist of the following persons, each being elected or otherwise selected as follows:

1. Five (5) to nine (9) at-large directors elected by the Conference’s Members, at least two at each Annual Meeting for two year terms extending from its close to the close of the second Conference Annual Meeting thereafter. At-large directors may hold no more than three (3) consecutive full terms;
2. Four (4) directors, one of whom shall serve as liaison to each of the Conference’s Development Committee, Personnel Committee, Finance Committee, and Committee on Ministry. At least two of these liaison directors shall be elected at each Annual Meeting of the Conference to serve two year terms. Liaison directors may hold no more than three (3) consecutive full terms;

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3. The Conference Secretary, who shall be an ex officio director with vote;
4. The Conference Treasurer, who shall be an ex officio director with vote;
5. The Conference Moderator, who shall be an ex officio director with vote;
6. The Conference Vice-Moderator, who shall be an ex officio director with vote; and
7. The Conference Minister, who shall be an ex officio director with vote.

C. Eligibility To Serve As Directors.

1. Local Church Membership: Each Director must be a member of a Local Church. A Director ceases to be a member of the Board if and when he or she ceases to be a member of a Local Church.

2. Safe Conduct Policy Compliance: No candidate to become a Director may stand for election unless and until he or she successfully and fully complies with the Conference's Safe Conduct Policy as the same may be amended or renamed from time to time ("Safe Conduct Policy"). Notwithstanding the requirements of the preceding sentence, a candidate to become a Director nominated from the floor at a Members meeting must publically commit to fully complying with the Safe Conduct Policy as a condition to standing for election, and any election of such a candidate as a Director shall be conditioned on, and shall not be effective until, the conditionally elected director successfully and fully complies with the Safe Conduct Policy as certified by the Conference Minister to the Board. All Directors must continue to fully comply with the Safe Conduct Policy during their terms as directors.

D. Director Termination and Board Vacancies. The term of each Director of the Board shall continue until (i) the end of above-specified time period applicable to the Director and the due election and qualification of his or her successor (which requirement does not apply to ex officio Directors) or (ii) the Director's earlier death, failure to be a member of a Local Church, resignation, or removal by the Board.

The Board may remove Directors if in the Board's reasonable judgment they fail or become unable to effectively serve, fail in a material fashion to fulfill their responsibilities, or fail to remain qualified, including but not limited to, failing to comply with the Safe Conduct Policy, or for other good cause as the Board determines. Notice of any proposed Board action to remove a Director shall be given to each Director before or as part of the notice of the meeting at which such action will be considered. Upon termination of a Director pursuant to the preceding clause (ii), the Board shall appoint a successor to serve for the then remaining portion of the removed Director's term.

E. Board Meetings. Meetings of the Board shall be conducted in accordance with the provisions of this Section.

1. Presiding Officer at Board Meetings: The Moderator of the Conference shall be the Chairperson of the Board and preside at its meetings. The Vice-Moderator shall preside at meetings of the Board in the absence of the Moderator or at the Moderator's request. If both the Moderator and the Vice-Moderator are absent, the Conference Minister or another Conference officer designated by the Conference Minister shall preside for the election of a chairperson pro tem, who shall preside at that meeting only.

2. Conduct of Board of Director Meetings: Meetings of the Board shall be conducted according to the most current edition of Robert's Rules of Order or as otherwise authorized by the Directors at the meeting.

3. Quorum and Voting: A majority of the voting Directors shall constitute a quorum to do business at the meetings of the Board. Each voting Director shall be entitled to one vote on all matters, except in the case of a minor serving as a Director for any matters for which a Director must be of legal age under Minnesota law. Each resolution, motion, and other action proposed at a meeting of the Board shall be passed and adopted by the vote of a majority of the Directors voting thereon, unless otherwise provided in the Articles of Bylaws. A Director may not authorize a proxy to represent or vote for him or her or assign or convey any of his or her rights or obligations as a director to any third party.

4. Open Meetings: Meetings of the Board shall be open to the Members. However, where the officer presiding at the meeting (subject to approval by the Directors present), or a resolution by a majority of the Directors present, determines that meetings or portions of meetings address legal, staff, personnel, or other matters of sensitive or confidential nature should be considered in closed session.

5. Recusal: By action of a majority of the Directors present at a Board meeting, a Director or any other person present at a Board meeting may be denied voice, denied vote, and/or removed from that portion of a meeting addressing a matter involving a matter, subject or topic where said majority concludes there is a material conflict of interest or other good cause involving the Director.

F. Board Meetings by Means of Remote Communication. Any meeting of the Board may be conducted by one (1) or more means of remote communication through which all of the voting Directors may participate in the meeting if the number participating constitutes a quorum.

Article VII – Committees

A. Committees. The Conference shall have various standing committees and Work Groups as provided for in Sections B and C of this Article and such other committees as may from time to time be established by action of the Board to advance or assist with the work of the Conference as provided for in Section D of this Article (“Committees”). Committees shall have the purposes, duties, and terms, and Committee Members shall be appointed, as stated in these Bylaws or, in the case of Board-established Committees, as may be further provided for by Board resolution. Chairpersons and other members of these Committees shall be members of Local Churches.

B. Standing Committees. There shall be five (5) standing Committees that shall advise and assist the work of the Board. The members of these Committees shall be either ex-officio members with vote serving for the term of their service in the office by which they become ex-officio members or standing Committee members elected by the Annual Meeting for two (2) year terms. Members of these standing Committees elected by the Annual Meeting may serve no more than three (3) consecutive full two (2) year terms. To the extent reasonably practical, terms shall be staggered so that about one-half (1/2) of the elected members of each standing Committee are elected at each Annual Meeting.

In addition to the above standing Committee members, each standing Committee, other than the Executive Committee, shall include as a member a Director appointed by the Board to be a liaison between the Board and the standing Committee (see also Article VI, Section B.2). Such Board appointed standing Committee member shall be a voting member of the Committee. In case of any Committee vacancy due to death, resignation, or failure to serve, the Board shall appoint a replacement Committee member to serve until the next Annual Meeting.

1. Executive Committee: The officers of the Conference named in Article VIII, Sections A through E, constitute the Executive Committee of the Conference. The Executive Committee may act

on behalf of the Board ad interim or as otherwise may be authorized by the Board. The Executive Committee shall be accountable to the Board. The Executive Committee will meet at the call of the Board, the Conference Minister, or the Moderator. Any Executive Committee meeting shall result in a report to the Board at the Board's next meeting about the Executive Committee's meeting and actions taken thereat.

2. Finance Committee: This Committee promotes and preserves the financial integrity of the Conference. This Committee's duties include recommending financial policies to the Board, preparing and monitoring the Conference budget, making and monitoring Conference investments, assessing and monitoring risk and obtaining appropriate insurance, and managing Conference funds and property. This Committee will consist of the Treasurer of the Conference, the liaison from the Board, and six (6) to eight (8) additional members nominated by the Nominating Work Group and elected at the Annual Meeting.

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3. Development Committee: This Committee promotes the financial development of the Conference, working in concert with the Conference Minister and Conference staff. This Committee oversees the Conference's fundraising programs, annually reviews the Conference's fundraising plan, and ensures implementation of the Conference's fundraising plan. This Committee's duties include annually presenting a proposed fundraising plan to the Board, assessing donor prospects, and ensuring execution of the fundraising plan. This Committee will consist of the liaison from the Board and four (4) to six (6) additional members nominated by the Nominating Work Group and elected at the Annual Meeting.

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4. Personnel Committee: This Committee is responsible for providing oversight of and helping establish policy and procedure in relation to Conference employment, staffing, and other human resource matters working in concert with the Conference Minister in his or her role as Head of Staff. This Committee's duties include recommending personnel policies to the Board, assisting in workforce planning, developing, and keeping current, position descriptions, recommending staff compensation to the Finance Committee, consulting with the Conference Minister about personnel matters as the Conference Minister or this Committee may desire, and ensuring performance reviews are conducted. This Committee will consist of the liaison from the Board and six (6) to eight (8) additional members nominated by the Nominating Work Group and elected at the Annual Meeting.

5. Committee on Ministry: This Committee will consist of the liaison from the Board and no less than twenty (20) and no more than thirty (30) additional Members (including the Board liaison) nominated by the Nominating Work Group and elected at the Annual Meeting. The members of the Committee on Ministry shall reasonably reflect the geographic locations and diversity of the Local Churches in the Conference to the extent the appointing authority is able to do so. The liaison shall report to the Board any changes in ministerial authorization and standing of Local Churches. Except as otherwise noted in this Section below, actions of the Committee on Ministry do not require approval of the Board or the Members to be effective. The duties of this Committee shall include:

- a. Recommending to the Conference acting as an Association through a regular meeting of the Conference or an Ecclesiastical Council the standing for churches as Conference Members, ordaining, and commissioning ministers, and receiving ministers of other denominations by Privilege of Call.

- b. Seeking to maintain relationships with persons authorized for ministry and Local Churches holding standing in the Conference.
- c. Transferring ministerial standing to or from another Association of the UCC, authorize persons to licensed ministry, and confer Dual Standing on ministers of other denominations serving in UCC settings.
- d. Joining with Local Churches and Members of Local Churches in covenants of discernment. The goal of discernment is to determine whether the member in discernment is called to authorized ministry, what the specific character of that ministry might be, and, if authorization is appropriate, what steps are to be taken toward authorization. These relationships shall be reported to each Annual Meeting of the Minnesota Conference.
- e. Establishing and maintaining relationships with ministers of other denominations who are seeking Privilege of Call.
- f. Recommending to the Board a supportive relationship with new churches or an exploring-church relationship with existing congregations who are considering full standing in the UCC.
- g. Configuring itself with regard to appropriate subcommittees and an executive committee as it shall determine are necessary or appropriate from time to time to further the Committee on Ministry's work. Such configuration, and changes in configurations, shall be reported to the Boards and are subject to Board approval.
- h. Utilizing the Manual on Ministry of the UCC and the Bylaws of the UCC for all procedures related to the authorized ministries of the UCC, except where modified or supplemented by the Board of the Conference, the Annual Meeting of the Conference, or by revisions to the Constitution or Bylaws of the UCC. In matters of procedure or in matters needing clarification, the Committee on Ministry may modify procedures in the Manual on Ministry. Such modifications to procedures shall be reported to the Board and are subject to Board approval. In matters of precedent-setting substantive changes in such procedures having to do with the authorization of ministers or the standing of Local Churches, the Committee on Ministry may consider such changes and then make recommendations to the Board when modifications need to be made.
- i. Conducting Fitness Reviews pursuant to the Manual on Ministry of the UCC and the Bylaws of the UCC. An appeal of the findings of a Fitness Review must be to the Board made in writing within thirty (30) days after the disciplinary action with regard to whether or not the procedures of the Conference were substantially followed. The Board is not expected to conduct its own fitness review. If the Board calls into question the procedures utilized by the Committee on Ministry and reasonably believes that another outcome is possible, the Board may ask the Committee on Ministry to carry out another review of the same case. There is no further appeal right following such second Committee on Ministry review.

Deleted: Pilgrim Point Camp Committee: This Committee shall plan, coordinate, and evaluate the overall program of Pilgrim Point Camp and recommend policies regarding Pilgrim Point Camp to the Board. This Committee shall also provide recommendations to:

- a. The Finance Committee regarding the Camp's budget, risk management and insurance, and property issues;
- b. The Development Committee identifying needs and preparing case statements for fundraising;
- c. The Personnel Committee regarding staffing and human resource issues, and
- d. The Board regarding Camp operational matters, programming, and capital improvements.

This Committee shall consist of the liaison from the Board and ten (10) to twelve (12) additional members nominated by the Nominating Work Group and elected at the Annual Meeting. In addition to the preceding Committee members, the manager of the Camp or such other Conference staff person with substantial responsibility for the Camp as may be selected by the Board shall be an ex-officio member of the committee with voice but without

C. **Work Groups.** The Conference shall have the following standing specific-purpose work groups. These bodies constitute Committees regardless of being titled work groups. Chairpersons and other members of these work groups shall be members of Local Churches.

1. **Nominating Work Group:**

- a. **Composition and Election.** A Chairperson or two Co-Chairpersons shall be nominated by the Nominating Work Group and elected at the Annual Meeting for a two year term extending from the close of the Annual Meeting to the close of the second Annual Meeting thereafter or until their respective successors are duly elected and qualify. The Chairperson(s) of the Nominating Work Group may serve for a maximum of three (3) consecutive full terms.

In addition to the Chairperson or co-chairpersons, six (6) to eight (8) members of this Work Group shall be nominated by the Nominating Work Group and elected at the Annual Meeting, at least three (3) at each Annual Meeting, for two year terms extending from the close of that Annual Meeting to the close of the second following Annual Meeting. Such members of this Work Group may hold no more than three (3) consecutive full terms.

- b. **Duties.** The Nominating Work Group (i) shall make nominations for positions to be filled by the Conference's Annual Meeting (including, without limitation, officers, directors, and Committee Members), (ii) may make nominations for positions to be filled by the Board, and (iii) shall ensure the nominees successfully comply with the Safe Conduct Policy. In the event of a vacancy in a position that is normally elected at the Annual Meeting, the Nominating Work Group shall make a nomination to the Board for appointment to fill the vacancy until the next Annual Meeting.
- c. **Reporting.** The Nominating Work Group shall report to the Conference at each Annual Meeting nominations regarding all positions to be filled at that meeting and present a recommended slate of candidates for said positions for election. Nominations for any such positions may also be made from the floor at such meeting. If a floor nomination is made, the election for that position shall not be held until at least three (3) hours after a motion is sustained to close the nominations or such lesser period of time as may be adopted by majority vote of the members voting on a motion to set such lesser time period.

2. **Annual Meeting Planning Work Group:**

- a. **Composition and Election.** A Chairperson or two Co-Chairpersons shall be nominated by the Nominating Work Group and elected at the Annual Meeting for a two year term extending from the close of that Annual Meeting to the close of the second Annual Meeting thereafter. The Chairperson(s) of the Annual Meeting Planning Work Group may serve for a maximum of three (3) consecutive full terms. In addition to the Chairperson or co-chairpersons, up to eight (8) additional members of this Work Group shall be nominated by the Nominating Work Group and elected at the Annual Meeting, at least four at each Annual Meeting, for two (2) year terms extending from the close of that Annual Meeting to the close of the second following Annual Meeting. Such members of this Work Group may hold no more than three (3) consecutive full terms.

- b. **Duties.** The duties of this work group shall include overseeing all matters related to planning the Annual Meetings.

D. Subcommittees and Other Committees. The Board may establish subcommittees of the above named committees and such other committees as the Board may from time to time determine appropriate to advance or assist with the work of the Conference. Said subcommittees and other committees shall have the duties, membership, purposes, term, and other conditions as are provided for by the Board resolutions establishing said subcommittees and other committees and shall be subject to the terms of this Article VII except to the extent such terms are modified by said Board resolutions.

E. Committee Composition, Service and Meetings. Persons serving on Committees must meet and comply with the eligibility requirements stated for Directors in Article VI, Section C above, and Committee membership may be terminated, and replacement Committee members appointed, pursuant to the provisions of Article VI, Section D above. Committee meetings shall be conducted in accord with the requirements stated in Articles VI, Sections E and F above. For the purposes of applying such Article VI Sections to Committees, references in each of the Article VI Sections referenced in this Section E to “Board”, “Director(s)”, “Moderator”, “Vice-Moderator”, and other such terms referencing a Board or Director position are understood to refer to Committee members, Committee chairpersons, and other such Committee counterparts.

Article VIII – Officers

A. Chief Executive Officer. The Conference Minister shall be the Chief Executive Officer of the Conference and as such shall exercise the function of the office of President pursuant to the Act during the term of the Conference Minister’s engagement by the Conference. (See, also, Article XI below.)

B. Moderator. The Moderator of the Conference shall be a member of a Local Church and shall be elected at Annual Meetings for a two (2) year term extending from the close thereof to the close of the second Annual Meeting thereafter or until his or her successor is duly elected and qualifies. The Moderator may hold no more than two consecutive full terms. The Moderator shall be recognized as an officer of the Conference. The Moderator shall preside at meetings of the Conference and Board and perform such other duties as the Board may direct. The Moderator may, in consultation with the Board, appoint one or more persons to assist in presiding at Conference and Board meetings.

C. Vice-Moderator. The Vice-Moderator of the Conference shall be a member of a Local Church and shall be elected at Annual Meetings for a two (2) year term extending from the close thereof to the close of the second Annual Meeting thereafter or until a successor is duly elected. The Vice-Moderator may hold no more than two (2) consecutive full terms. The Vice-Moderator shall be recognized as an officer of the Conference and shall carry out the duties of the Moderator in case of the absence or inability of the Moderator to perform the functions of that office.

D. Secretary. The Secretary shall be a member of a Local Church and shall be elected at Annual Meetings for a two (2) year term extending from the close thereof to the close of the second Annual Meeting thereafter or until a successor is duly elected. The Secretary may hold no more than three (3) consecutive full terms. The Secretary shall, without limitation, perform or ensure the performance of the following duties:

1. Record the minutes of the meetings of the Board, Executive Committee and Members;
2. Maintain the Conference’s membership records;
3. Ensure proper notice of Member and Board meetings;

4. Maintain the Conference's corporate records including, without limitation, its Articles of Incorporation, Bylaws, and other governing documents; and
5. Serve as registrar at all Member meetings to determine the Members entitled to notice and voting at such meetings, determine the presence of a quorum, and otherwise assist as directed by the presiding officer and Members.

E. Treasurer and Chief Financial Officer. The Treasurer/Chief Financial Officer shall be a member of a Local Church and shall be elected at Annual Meetings for a two (2) year term extending from the close thereof to the second Annual Meeting thereafter or until a successor is duly elected. The Treasurer may hold no more than three (3) consecutive full terms. The Treasurer shall exercise the functions of the office of treasurer pursuant to the Act and, without limitation, perform or ensure the performance of the following duties:

1. Keep accurate financial records of the Conference;
2. Manage and expend the Conference's finances in conformance with its financial policies and standard accounting procedures;
3. Help each member of the Board understand the Conference's financial structure and the financial implications of any and all of the Board's decisions;
4. Guide and facilitate, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities;
5. Work with the Conference Minister and the Conference's financial personnel to ensure that appropriate financial reports are made available to the Board on a timely basis; and,
6. Present an annual report of the financial condition of the Conference at the Annual Meeting.

F. Other Officers. The Board may at any time elect one (1) or more Assistant Secretaries and Assistant Treasurers as it determines appropriate or necessary to perform any or all duties of the Secretary or Treasurer upon request or in case of absence or disability of the Secretary or Treasurer.

G. Officer Termination and Vacancies. The term of each officer shall continue until (i) the end of above-specified time period and the due election and qualification of his or her successor (which requirement does not apply to the Chief Executive Officer and President) or (ii) the officer's earlier death, failure to be a member of a Local Church, resignation, or removal by the Board. The Board may remove an officer if in the Board's reasonable judgment the officer fails, or becomes unable, to effectively perform the responsibilities of his or her office, fails in a material fashion to fulfill his or her responsibilities as an officer, otherwise fails or ceases to remain qualified to be an officer of the Conference (including, but not limited to, fails to be in compliance with the Safe Conduct Policy), or for other good cause as determined by the Board.

Notice of any proposed Board action to so remove an officer shall be given to each Director and the officer before or as part of the notice of the meeting at which such action will be considered. Upon termination of an officer pursuant to this Section, the Board shall appoint a successor to serve as in such office for the then remaining portion of the removed officer's term.

H. Safe Conduct Policy Compliance. No candidate to become an officer may stand for election unless and until he or she fully complies with, the Safe Conduct Policy. Notwithstanding the requirements of the preceding sentence, a candidate to become an officer nominated from the floor at a Members meeting must publically commit to comply with the Safe Conduct Policy as a condition to standing for election, and any election of said candidate as an officer shall be conditioned on, and shall not be effective until, the conditionally elected officer fully complies with the Safe Conduct Policy, as certified by the Conference Minister or, in the

case of the Chief Executive Officer and President, the Moderator, to the Board. All officers must continue to fully comply with the Safe Conduct Policy during their terms as officers.

Article IX – Program Ministry Teams and Task Forces

Specific programs or functions of the Conference may be carried out through Program Ministry Teams or Task Forces established by the Board on its own initiative or upon receiving proposals from others. These bodies shall have the purpose and duties the Board establishes and modifies that shall continue for such term the Board states or until discontinued by action of the Board. The Board shall appoint members with recommendations from staff or existing members Program Ministry Teams and Task Forces shall be comprised of members of Conference congregations who comply with Safe Conduct Policy requirements.

Article X – Administration of the Conference

A. Management of Funds and Property.

- 1. Overall Responsibilities.** The Board shall be responsible for the management, control, maintenance of accounts and safekeeping of all money and all other real and personal property of the Conference and account for the same at each Annual Meeting, and for the performance of their duties in this respect in the manner provided by law; that is to say in good faith and with that diligence and care which an ordinarily prudent person in a like position would exercise under similar circumstances, as well as according to the Christian faith as provided by the Gospel. Without limiting the foregoing, the Board shall:
 - a. See that all securities, stocks, bonds, insurance policies, mortgages, deeds, and all other instruments of value to the Conference are in proper form, duly recorded and safely kept;
 - b. Oversee the management of all real estate belonging to, or under the control of the Conference, and see that it is kept repaired, adequately insured, free from liens and well maintained;
 - c. Cause a summary report of the amounts and purposes of all expenditures during each fiscal year to be included in the Treasurer's report submitted at the following Annual Meeting, and likewise an account of gifts received; and
 - d. Have the right to refuse any gifts that are not in accord with the purposes of the Conference.
- 2. Insurance.** The Conference shall purchase insurance covering the risks of employee dishonesty, forgery or alternations, theft, disappearance or destruction of money and securities, money order and counterfeit paper currency, and computer fraud or risks equivalent to the foregoing if and to the extent that such coverage is available on reasonable terms and conditions. The source, amount and form of such insurance shall be determined by the Board.
- 3. Audits.** The Board shall cause an audit to be made at least annually of the financial books and records of the Conference by an independent Certified Public Accountant. The cost of such audits shall be paid by the Conference.
- 4. Gifts and Trusts.** The Board shall require all conditional gifts and legacies and trust funds, whether now on hand or hereafter received, to be segregated in the official books and records of the Conference, and to be accounted for, employed and disbursed only for the uses and purposes for which they have been received and held, and for the uses and purposes expressed or intended by the original donor, and to be invested and reinvested in accordance with the provisions of Minnesota Statutes Section 309.74, which is part of the Minnesota Prudent Management of Institutional Funds Act, as the

same may be amended or replaced from time to time. Nothing herein shall impose personal liability on any member of the Board, acting in good faith, for failure to comply with this paragraph.

B. Dissolution. In the event of dissolution of the Conference, none of its property shall be distributed except in furtherance of the purpose of the Conference or to any person, corporation or organization not tax exempt under Subtitle (A) or Subtitle (B) (or their successor provisions) of the Internal Revenue Code of the United States of America.

C. Budget. The Conference's budget for each fiscal year shall be approved by the Board, adopted at the Annual Meeting, and reflect the policies and priorities adopted at meetings of the Conference or Board.

1. Preparation of Budget: The Finance Committee shall prepare a proposed Conference budget for the next Conference fiscal year and submit it to the Board. Prior to submission to the Board for approval, the Finance Committee shall insure proper coordination with Conference staff, Boards, and Committees as appropriate. The budget as approved by the Board shall be submitted to the Conference's Annual Meeting for review and adoption.

2. Changes in Budget After Adoption by Annual Meeting: The Board shall make changes to the Conference's budget for a fiscal year as it determines necessary. No expenditures of current income shall be made in excess of the amounts appropriated in the Conference Budget, or for purposes not fairly embraced within the definitions of such appropriations, unless such expenditures are approved by vote of two-thirds of the Members of the Board present and voting on a motion authorizing it.

D. Special Gifts. Nothing herein shall prevent the Board from authorizing the expenditure of special gifts to the Conference for the purpose or purposes designated in an official statement adopted by the Board or expressed by an Annual or Special Meeting, except no donation of money or property shall be made to any person, corporation, or organization except in furtherance of the purpose of the Conference, or to any person, corporation, or organization not tax exempt under Sub-Title (A) or Sub-Title (B) of Internal Revenue Code of the United States as the same may be amended or replaced from time to time.

E. Offices. The Board shall establish a central office of the Conference, and such additional office(s) as it may from time to time deem desirable or necessary, to ensure complete and efficient functioning of the Conference's administrative duties and purposes.

Article XI – Conference Minister and Associate Conference Ministers

A. Membership and Freedom of Voice. The Conference Minister and the Associate Conference Ministers and any Interim or Acting Conference Minister or Associate Conference Minister shall be members of the UCC. The Conference Minister shall have freedom of voice and counsel.

B. Conference Minister. The Conference Minister (or an Interim or Acting Conference Minister) shall be the Conference's spiritual leader, executive director, and leader of ministry in accordance with the policies established and direction provided by the Conference and its Board.

1. Spiritual Leadership. As the Conference's spiritual leader, the Conference Minister shall preach and teach in Local Churches from time to time, provide counsel to those in need, and promote the spiritual well-being of the Conference, its Members, and the Members of Local Churches.

2. Administrative and Management Leadership. As the Conference's executive director, general administrator, and manager, the Conference Minister shall be the Chief Executive Officer and

President of the Conference, give general administrative and management oversight and direction to the ministries, operations, programs, and witness of the Conference, and serve as the Conference's Head of Staff. As Head of Staff, the Conference Minister shall provide direction, coordination, and oversight of the Conference's staff and the work they do in connection with the Conference's mission, ministry, and witness and shall take appropriate and timely disciplinary action involving Conference staff and volunteers in appropriate circumstances (and shall promptly bring such circumstances to the Personnel Committee for further consideration and possible additional action).

3. Leadership Ministry. The Conference Minister, in covenant collaboration with the Board and Committees shall provide leadership for carrying out the Conference's mission, ministry, policies, and witness. In addition to being an ex officio member of the Board, the Conference Minister shall be an ex officio member without vote of all Committees and as such shall receive notice of and minutes from all meetings of the same.

In addition to the duties of the Conference Minister specified above, the Board may from time to time establish more specific or additional responsibilities and/or duties for the Conference Minister.

C. Conference Minister Call, Accountability, and Termination.

1. Call. When a vacancy occurs in the office of Conference Minister, the Board shall establish and appoint a Search Committee that shall include persons reasonably representative of the Conference and suited to fulfill the responsibilities of the Committee. The Search Committee shall endeavor to recommend a candidate to the Board, which will either call a special Members meeting to act on the recommendation or bring the recommendation to the next Annual Meeting for Member action. If the Search Committee does not recommend a candidate to the Board within a reasonable period of time after its formation, the Board shall disband the Search Committee, and then promptly form a new Search Committee, upon either its own initiative or the written request of a majority of the Search Committee's members submitted to the Conference's Secretary and/or Moderator. The Conference Minister shall be called by a two-thirds or greater vote of the ballots cast by Members at the Members meeting at which such Member action is taken.

2. Terms. The Search Committee shall consult with the Executive Committee and negotiate the proposed terms and conditions with candidates for the Conference Minister's office. These terms shall be subject to approval by the Executive Committee and shall be included in the Search Committee's recommendation to the Board. The terms are ordinarily expected but are not required to include (i) the right to terminate the Conference Minister's call and service upon sixty (60) days written notice either by (a) the Conference Minister or (b) after due consideration by the Board and its recommendation to the Members, a two-thirds (2/3) or larger majority vote of the Members at an Annual or Special Members meeting.

The terms also shall include the right for the Board to terminate or suspend the Conference Minister's call and service (with suspension being with or without continuing compensation), and/or to otherwise discipline the Conference Minister, at any regularly scheduled or special meeting of the Board for material and good cause, the nature of which may be among the negotiated terms of the candidate's call and service. Such termination, suspension, and/or other discipline shall be effective upon written notification to the Conference Minister.

3. Responsibility. The Conference Minister shall be responsible and accountable to the Conference in Annual and Special Meetings and to the Board.

4. Interim, Designated Term, or Acting Conference Minister. In the event the position of Conference Minister is vacant, or if Conference Minister is unable to fulfill the duties of the office as determined by the Board, the Board shall appoint an Interim, Designated Term, or Acting Conference Minister to serve on such terms and conditions as the Board may approve until a new Conference Minister has been duly called and elected or the Conference Minister is able to resume the duties of the office.

D. Associate Conference Ministers. The Conference may engage one (1) or more Associate Conference Ministers as the Board determines appropriate from time to time to help implement the Conference's mission, ministry, and witness, both generally and within any Conference program or such portfolio as may be assigned, and to serve as a staff resource and support to clergy, laity, and Local Churches.

1. Search: When a vacancy occurs in the position of an Associate Conference Minister, the Board shall establish and appoint members to a Search Committee therefore. With the concurrence of the Conference Minister, the Search Committee shall recommend a candidate to fill the vacant Associate Conference Minister position. The Search Committee shall include such persons as shall be reasonably representative of the Conference and well-suited to fulfill the responsibilities of the Search Committee.

If the Search Committee does not recommend a candidate to the Board within a reasonable period of time after its formation, the Board may disband the Search Committee, and then promptly form a new Search Committee, at its own initiative, the written request of the Conference Minister, or the written request of a majority of the Search Committee's members submitted to the Conference Minister and also the Conference's Secretary and/or Moderator. The Associate Conference Minister shall be appointed by a two-thirds (2/3) vote of the Board.

2. Responsibility: An Associate Conference Minister shall be responsible and accountable to the Conference Minister.

3. Duties: The duties of an Associate Conference Minister shall be determined from time to time by the Conference Minister in consultation with the Board.

4. Interim, Designated Term, or Acting: In the event an Associate Conference Minister position is vacant, or if an Associate Conference Minister is unable to fulfill the duties of the office as determined by the Conference Minister in consultation with the Board, the Conference Minister, in consultation with the Board, may appoint an Interim, Designated Term, or Acting Associate Conference Minister to serve until a new Associate Conference Minister has been duly called and elected or the Associate Conference Minister is able to resume the duties of the office.

E. Compensation. The compensation of the Conference Minister and Associate Conference Ministers shall be approved by the Board.

Article XII – Indemnification

A. Standard. The Conference shall indemnify any former or present officer, member of the Board of Directors, member of any Committee, Ministry Team, Task Force, or Work Group of the Conference, or any Associate Conference Minister (collectively, "Indemnified Person"), who is made or threatened to be made a party to any action, lawsuit, or proceeding, whether threatened, pending, or completed and whether civil,

criminal, administrative, or investigative in nature (collectively, "Proceeding"), by reason of such capacity of the Indemnified Person or where the Indemnified Person served any other body, entity, or organization (including, without limitation, any 403(b) or other defined contribution plan or other employee benefit plan) in such capacity at the Conference's request ("Other Organization"), against judgments, penalties, fines, including, without limitation, excise taxes assessed against the Indemnified Person with respect to an employee benefit plan, settlements, and reasonable expenses, including reasonable attorneys' fees, incurred by the Indemnified Person in connection with the Proceeding (collectively, "Liabilities"), if with respect to the acts, conduct or omissions of the Indemnified Person complained of in such Proceeding, the Indemnified Person:

1. Has not first sought and been indemnified by another body, entity, organization, employee benefit plan, or other third party for the same;
2. Acted in good faith;
3. Received no improper personal benefit;
4. In the case of a Proceeding involving any act, conduct or omission of the Indemnified Person that is criminal or could be fraudulent in nature, had no reasonable cause to believe his or her act, conduct or omission was unlawful; and
5. Reasonably believed that his or her act, conduct or omission was in the best interests of the Conference, except that, in the case of any Liability asserted against or incurred by the Indemnified Person in or arising from his or her above capacity of any Other Organization the Indemnified Person must only have reasonably believed that the act, conduct or omission was not opposed to the best interests of the Conference.

For the purposes of this Article, if the Indemnified Person's acts, conduct or omissions complained of in the Proceeding relate to an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Conference if the Indemnified Person reasonably believed his or her act, conduct or omission was in the best interests of the participants or beneficiaries of the employee benefit plan.

The Conference shall not be obligated to indemnify an otherwise Indemnified Person for any Liabilities the Indemnified Person may assert against the Conference.

B. Advances. If an Indemnified Person is made or threatened to be made a party to a Proceeding, the Indemnified Person is entitled, upon his or her written request to the Conference, to payment or reimbursement by the Conference of his or her reasonable expenses, including reasonable attorneys' fees, incurred by the Indemnified Person in advance of the final disposition of the Proceeding, (1) upon receipt by the Conference of a written affirmation by the Indemnified Person of his or her good faith belief that the criteria for indemnification set forth in this Article have been satisfied and a written undertaking by the Indemnified Person to repay all amounts so paid or reimbursed by the Conference if it is ultimately determined that the criteria for indemnification have not been satisfied, and (2) after a determination that the facts then known to those making the determination would not preclude indemnification under this Article. The written undertaking required by clause (1) shall be an unlimited general obligation of the person making it.

C. Determination of Eligibility. In any Indemnified Person's request or claim for indemnification under this Article, including any request or claim for payment or reimbursement in advance of final disposition of a Proceeding, the Board has the sole authority and discretion to (i) determine whether indemnification is required under this Article (including, without limitation, determining whether the Indemnified Person acted in ways consistent with the requirements of this Article and otherwise is eligible to be indemnified hereunder) and (ii)

whether any amounts for which an Indemnified Person seeks indemnification were reasonable, properly incurred and/or are otherwise payable under this Article.

1. Such determination shall be made by a majority of the Directors present at a meeting of the Board who are not parties to the Proceeding. Board Members who are parties to the Proceeding at the time of such determination shall not be counted for determining either a majority of the directors or the presence of a quorum.
2. If a quorum under clause 1 cannot be obtained, such determination shall be made by a majority of a committee of the Board consisting solely of two (2) or more Directors not at that time parties to the Proceeding who are duly appointed to said committee by a majority of the Board, including Directors who are parties to the Proceeding.
3. If such determination is not made under either of the preceding clauses 1 or 2, such determination shall be made by legal counsel who has not represented the Conference, Board or the Indemnified Person. Said legal counsel shall be selected (a) by a majority of the Board by vote pursuant to clause 1 above, (b) if the requisite quorum of the full Board cannot be obtained, by a committee of the Board as provided for in clause 2 above, or (c) if said committee cannot be established, by a majority of the Board, including Directors who are parties to the Proceeding but excluding the Indemnified Person.
4. If a determination is made under clauses 1, 2 or 3 not to indemnify or advance, or if no determination is made under clauses 1, 2 or 3 within sixty (60) days after the termination of the Proceeding or after a request for an advance, as the case may be, the Indemnified Person may seek judicial redress through legal action in the same Court in which the Proceeding took place or, if no Court has yet been involved in the Proceeding, in any Court in the State of Minnesota with proper jurisdiction.

D. Insurance. The Conference may purchase and maintain insurance on behalf of or covering acts, conduct or omissions of an Indemnified Person, whether or not the Conference would be required to indemnify the Indemnified Person under the provisions of this Article.

E. Disclosure. If the Conference indemnifies or advances to an Indemnified Person in accordance with this Article, the Conference shall report the amount of the indemnification or advance and to whom and/or on whose behalf it was paid to the Members in an annual report covering the period when the indemnification or advance was paid or accrued under the accounting method of the Conference, unless or to the extent such report or disclosure is prohibited or restricted by an order of a Court or other government agency or the Board determines (excluding the vote of the Indemnified Person) such disclosure would be materially adverse to the interests of the Conference.

Article XIII – Ecumenical Relationships and Representation

A. Ecumenical Relationships. Ecumenical relationships may find expression in various ways, including the following:

1. Participation with other denominations in any Council or Conference of Churches or other agencies of church bodies which cooperate with one another in order to achieve certain agreed upon purposes, and
2. Participation with other denominations, faith communities, or secular agencies in coalitions or task forces.

B. Conference Participation. Conference participation in these ecumenical relationships shall be approved by the Board. Representatives to these ecumenical agencies shall be chosen in accordance with the

provisions of the agencies. Official representatives from the Conference, not elected by the Annual Meeting, shall be appointed by the Conference Minister upon recommendation by the Nominating Work Group. These appointments shall be reported to and confirmed by the Board and reported to the Annual Meeting.

C. Local Ecumenical Relationships. Local Churches are urged to participate in ecumenical relationships in their areas.

Article XIV– Amendment of Bylaws

These Bylaws may be amended or altered by two-thirds (2/3) or greater vote of the Members present **and voting** at an Annual or Special Meeting of the Members, provided the proposed amendment or alteration has been properly presented to the Conference and proper notice of such meeting has been given. An amendment to or alteration of these Bylaws may be proposed by resolution of the Board or by the duly authorized written request of ten (10) or more Local Churches submitted to the Conference Minister and Secretary.

Said resolution or written request shall set forth the proposed amendment and direct that it be submitted for adoption at an Annual or Special Members meeting to be held not less than forty-two (42) days after such Board resolution is adopted or such Local Churches written request is received. Said meeting shall be set and noticed in accord with Article V above, and the notice of said meeting shall include notice that the proposed amendment shall be considered at the meeting and include a copy of the proposed amendment. Such requests submitted by ten (10) or more Local Churches for consideration at the next Annual Meeting of the Conference must be received by the Conference office no later than eight (8) weeks prior to an Annual Meeting to be eligible for consideration at that Annual Meeting (in part to provide for their timely mailing to the Members).

Secretary Certification

The undersigned Secretary of the Minnesota Conference of the UCC hereby certifies that these Restated Bylaws of the Minnesota Conference of the United Church of Christ were duly adopted by its members on June 13, 2020.

_____, Secretary

Commented [JS1]: A simple way to affirm adoption of the Amended and Restated Bylaws.