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**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**JUSTICE AND WITNESS MINISTRIES**

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**(A COVENANTED MINISTRY OF THE UNITED CHURCH OF CHRIST)**

11 These Amended Articles of Incorporation supersede the existing Articles.

12       **FIRST:** The name of the corporation shall be Justice and Witness Ministries (a  
13 Covenanted Ministry of the United Church of Christ).

14       **SECOND:** The place in the State of Ohio where the principal office of the corporation is  
15 to be located is the City of Cleveland in the County of Cuyahoga.

16       **THIRD:** The corporation is organized exclusively for charitable, educational and literary  
17 purposes. As such,

18       A. it continues the work of the Office for Church in Society, a predecessor body with  
19 the following purposes:

20           To study the content of the Gospel in its bearing on people in society, provide and  
21           publish information and literature on social issues, cooperate with Covenanted  
22           Ministries of the United Church of Christ and with other appropriate bodies in  
23           making the implications of the Gospel effective in society, assist the Executive  
24           Council in its coordination function as it pertains to social education and action,  
25           and formulate and promote a program of social education and action for the  
26           United Church of Christ.

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28       B. it continues the work of the Commission for Racial Justice, a predecessor body with  
29 the following purposes:

30           First: To provide leadership in mobilizing the membership of the United Church  
31           of Christ to work for justice and reconciliation among persons and groups, in the  
32           area of race, both within the Church and in society in general. It shall serve as the

33 coordinator of a comprehensive strategy among Covenanted Ministries,  
34 Conferences, Associations, and Local Churches so that the general purpose may  
35 be fulfilled.

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37 Second: To develop a program of its own that moves toward that goal.

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39 Third: To seek to do its work through ecumenical and interfaith channels  
40 whenever possible.

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42 C. it continues the work of the Coordinating Center for Women in Church and Society, a  
43 predecessor body with the following purposes:

44 First: The Coordinating Center for Women in Church and Society, recognizing  
45 the pluralistic nature of the United Church of Christ, shall initiate, coordinate,  
46 give direction and bring into focus programs within the United Church of Christ  
47 which address the concerns of women and work toward the elimination of sexism  
48 in church and society. The Center shall be an advocate for women in seeking to  
49 achieve a society and a Church that empower, respect, and nurture women in all  
50 their diversity thereby demonstrating faithfulness to the Gospel of Jesus Christ  
51 and strengthening the life and mission of the United Church of Christ. The Center  
52 shall develop programs and resources that respond to the needs of women in the  
53 Church including strengthening and supporting existing and emerging women's  
54 organizations and structures, working collaboratively with Conferences,  
55 Associations, Covenanted Ministries, and other bodies and ecumenical  
56 partnerships.

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58 Second: The Coordinating Center for Women in Church and Society shall  
59 strengthen and support the mission of the United Church of Christ and seek to  
60 articulate for the Church a vision of equality and partnership, and to model that  
61 vision in the structure of the Center itself. The Center shall enable women to  
62 deepen their faith and experience spiritual growth and renewal; be an advocate in  
63 church and society for the elimination of attitudes and practices that oppress  
64 women; coordinate strategies and programs which address public policy issues  
65 affecting women in church and society; expand communication and constituency  
66 building networks between and among women in the Church; be an advocate for  
67 the increased employment and volunteer leadership of women in every setting of  
68 the Church; address the concerns of women in a global context; and represent the  
69 United Church of Christ in ecumenical settings, including the women's structures  
70 and organizations of other communions and religious bodies.

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74 D. it continues the following ministries:

75 Ministries of public policy advocacy in the area of communications formerly  
76 conducted by the Office of Communication, ministries of prophetic service and  
77 action formerly conducted by the Division of the American Missionary  
78 Association of the United Church Board for Homeland Ministries, and ministries  
79 of global advocacy in the U.S.A. formerly conducted by the United Church Board  
80 for World Ministries.

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82 **FOURTH:** The purposes of the corporation shall be carried out in accordance with the  
83 Bylaws of the United Church of Christ. The corporation shall carry out its programmatic work,  
84 including the fulfillment of historical mandates, in accordance with the Constitution and Bylaws  
85 of the United Church of Christ through the United Church of Christ Board. The corporation shall  
86 work in covenantal relationship with the General Synod, United Church of Christ Board and  
87 other ministries of the United Church of Christ to fulfill the corporation's purposes and shall  
88 hold in highest regard actions by, or decisions or advice emanating from, the General Synod, the  
89 United Church of Christ Board, another Covenanted Ministry, a Conference, an Association, or a  
90 Local Church. The General Synod, in covenant with the corporation, may from time to time  
91 delegate or assign to the corporation such responsibilities as fall within the corporation's  
92 purposes.

93 The corporation shall have the power to take over, carry on and conduct the work or any  
94 part of the work heretofore carried on by the Office for Church in Society, an established  
95 instrumentality of the United Church of Christ; the Commission for Racial Justice, a national  
96 body of the United Church of Christ; and the Coordinating Center for Women in Church and  
97 Society, an established instrumentality of the United Church of Christ; and by the following:  
98 ministries of public policy advocacy in the area of communications formerly conducted by the  
99 Office of Communication, ministries of prophetic service and action formerly conducted by the

100 Division of the American Missionary Association of the United Church Board for Homeland  
101 Ministries, and ministries of global advocacy in the U.S.A. formerly conducted by the United  
102 Church Board for World Ministries; and the corporation may take over, acquire and become  
103 possessed of and invested with all or any part of the property and assets now owned, possessed,  
104 held and/or administered by the Office for Church in Society, the Commission for Racial Justice,  
105 and the Coordinating Center for Women in Church and Society; and by the following: ministries  
106 of public policy advocacy in the area of communications formerly conducted by the Office of  
107 Communication, ministries of prophetic service and action formerly conducted by the Division  
108 of the American Missionary Association of the United Church Board for Homeland Ministries,  
109 and ministries of global advocacy in the U.S.A. formerly conducted by the United Church Board  
110 for World Ministries, expressly subject as to all said property and assets of said bodies and  
111 ministries, and each of them, and as to each and every part of said property and assets, to all and  
112 every of the terms, conditions, stipulations, restrictions, reservations and provisions, of any and  
113 all wills, trusts, gifts, grants and contracts relating to or in any way affecting the property and  
114 assets, so far as the same are now, or may become subject to or affected thereby, which shall be  
115 strictly and completely observed, fulfilled, discharged and complied with by the corporation  
116 hereby created, when and after, and from time to time as, it shall have duly acquired and become  
117 possessed of such property and assets. Notwithstanding such conveyances and transfers to the  
118 corporation hereby created all and singular the obligations of said bodies and ministries so  
119 conveying their property shall remain in full force and the corporation hereby created shall be  
120 liable upon all contracts made by each of said conveying bodies and ministries to the extent of

121 the value of the property applicable to the discharge of its obligations, received from such  
122 conveying body or ministry.

123         The corporation is hereby authorized to accept and receive the assignment, transfer,  
124 conveyance, setting over and delivery of all or any portion of the property, estates and rights of  
125 any and every description held or enjoyed or which may hereafter be held or enjoyed by the  
126 Office for Church in Society, the Commission for Racial Justice, and the Coordinating Center for  
127 Women in Church and Society; and by the following: ministries of public policy advocacy in the  
128 area of communications formerly conducted by the Office of Communication, ministries of  
129 prophetic service and action formerly conducted by the Division of the American Missionary  
130 Association of the United Church Board for Homeland Ministries, and ministries of global  
131 advocacy in the U.S.A. formerly conducted by the United Church Board for World Ministries, or  
132 any of said bodies and ministries, or to which they now are or any of them now is, or they or any  
133 of them may hereafter become entitled, by virtue of any grant, gift, bequest or devise or  
134 otherwise, howsoever, and in respect of any and all such property, estates and rights if and when,  
135 and from time to time as, the same are assigned, transferred, conveyed, set over and delivered to  
136 it by said bodies and ministries respectively, shall have, hold, use and enjoy the same corporate  
137 powers, franchises, and privileges as those which in respect thereof are now held, used and  
138 enjoyed by said bodies and ministries respectively; and the corporation hereby created shall  
139 have, hold, use and enjoy all the property, estates and rights which may be so assigned,  
140 transferred, conveyed, set over and delivered by said bodies and ministries respectively in the  
141 same manner and to the same extent as said bodies and ministries by which the same may be so  
142 assigned, transferred, conveyed, set over and delivered to it might respectively have done, and

143 shall be entitled to receive, sue for and recover all legacies, devises, bequests, gifts and property  
144 which have heretofore been or may hereafter be made or given to said bodies and ministries, or  
145 any of them if and when, and from time to time as, the same are by them respectively so  
146 assigned, transferred, conveyed, set over and delivered, provided, the corporation hereby created  
147 shall receive and hold said property, estates and rights, legacies, devises, bequests and gifts, upon  
148 the same respective trusts, and for the same respective uses and purposes only, as the same are or  
149 otherwise would be held by the respective bodies and ministries by which the same may be so  
150 assigned, transferred, conveyed, set over and delivered to it.

151 In addition to the properties and assets of said bodies and ministries mentioned in the  
152 preceding paragraphs of this FOURTH Article, which the corporation hereby created is  
153 authorized to acquire, become possessed of and administer, the corporation hereby created shall  
154 have authority to take, receive, accept, purchase or otherwise acquire, hold, properly administer  
155 and dispose of property, real or personal, of any kind, which, at any time and from time to time,  
156 may be given, devised, bequeathed, conveyed, sold, transferred, assigned, set over or delivered to  
157 it in connection with, or for, or in furtherance of, the purposes and objects to be served and  
158 accomplished by its creation or any of them, in so far as the same may be properly asserted and  
159 exercised by it and may not be inconsistent with the constitution and laws of this State, and in  
160 accordance with the terms, conditions, stipulations, restrictions, reservations and provisions of  
161 any will, trust, gift, grant or contract, relating to or affecting any of the properties, real or  
162 personal, of which it may become possessed.

163 The corporation shall assure that the legacy/historic restrictions on the use of restricted  
164 funds and the intended use restrictions of the unrestricted funds of each of the historic ministries

165 of the corporation are monitored, accounted for, maintained, and reported to the Board of  
166 Directors of the corporation; and that the allocation of both restricted and unrestricted funds be  
167 based on donor intent, whenever that can be determined.

168           There shall be no use, expenditure or disposal of any legacies or other property heretofore  
169 received by the corporation or of which the corporation may hereafter become possessed without  
170 the approval of the corporation's Board of Directors.

171           The corporation shall report its finances annually to the United Church of Christ Board  
172 and to each regular meeting of the General Synod of the United Church of Christ. The  
173 corporation shall submit to the United Church of Christ Board, acting as the Budget Committee  
174 of the General Synod, a detailed request for support of the corporation's work through funds  
175 allocated from the biennial income goal to be recommended to the General Synod.

176           **FIFTH:** No part of the net earnings of the corporation shall inure to the benefit of any  
177 member, director, officer, or other private person or be devoted to any purposes other than those  
178 specified in the THIRD Article hereof, excepting, however, payment of reasonable compensation  
179 for services rendered.

180           No substantial part of the activities of the corporation shall be to carry on propaganda or  
181 otherwise to attempt to influence legislation, and the corporation shall not participate in or  
182 intervene in (including the publishing or distributing of statements) any political campaign on  
183 behalf of (or in opposition to) any candidate for public office.

184           The corporation shall not discriminate against any person by refusing its services to such  
185 person on the grounds of race, color, sex, age, sexual orientation, religion, national origin,  
186 disability or gender identity.

187 Notwithstanding any other provision of these Amended Articles, the corporation shall not  
188 carry on any activity not permitted to be carried on (i) by a corporation exempt from federal  
189 income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the  
190 corresponding provision of any future United States Internal Revenue law), or (ii) by a  
191 corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue  
192 Code of 1986, as amended (or the corresponding provision of any future United States Internal  
193 Revenue law).

194 **SIXTH:** The corporation shall have a Board of Directors, in which shall be vested all of  
195 the power and authority to supervise, control, direct and manage the property, affairs and  
196 activities of the corporation, as set forth in these Amended Articles and the corporation's Code of  
197 Regulations or Bylaws. The directors of the corporation shall, for the purposes of any statute or  
198 rule of law relating to corporations, be taken to be the members of the corporation, and they shall  
199 have all of the rights and privileges of members, except as otherwise provided by law. The  
200 members of the United Church of Christ Board shall be the directors of the corporation.

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202 The corporation shall have ~~an Executive Minister~~a President, who shall be the principal  
203 minister and chief executive of the corporation, responsible for guiding and leading all of the  
204 corporation's activities under the oversight of its Board of Directors and as prescribed in these  
205 Amended Articles and the corporation's Code of Regulations or Bylaws. The ~~Executive~~  
206 ~~Minister~~President shall oversee the programmatic work of the corporation, which shall be carried  
207 out in accordance with the policies, planning, and broad oversight of the United Church of Christ  
208 Board. The ~~Executive Minister~~President shall be ~~nominated and elected by the Board of~~  
209 ~~Directors of the corporation in accordance with its procedures, and shall be called by election by~~



210 ~~the General Synod of the United Church of Christ in accordance with its procedures~~the person  
211 occupying the office of General Minister and President of the United Church of Christ. The  
212 ~~Executive Minister~~President shall be accountable to the General Synod through the United  
213 Church of Christ Board. ~~The Executive Minister shall serve at the will of the Board of Directors~~  
214 ~~of the corporation and may be terminated by said Board in accordance with its procedures but~~  
215 ~~only after advice and consultation with the United Church of Christ Board acting as the General~~  
216 ~~Synod ad interim.~~

217 No term or provision of this SIXTH Article may be amended, modified or deleted  
218 without an affirmative vote of not less than 2/3rds of all voting members of the corporation after  
219 consultation with the ~~Collegium~~Officers of the United Church of Christ and the United Church  
220 of Christ Board and after presentation of the proposed amendment, modification or deletion to  
221 the General Synod of the United Church of Christ.

222 **SEVENTH:** Except as otherwise provided by law, the corporation shall not be dissolved  
223 without the approval of not less than 2/3rds of all members of the corporation, after advice and  
224 consultation with the General Synod of the United Church of Christ. In the event of such  
225 dissolution, the Board of Directors shall, after paying or making provision for the payment of all  
226 liabilities of the corporation, distribute or convey all of the assets of the corporation to such  
227 successor corporation organized and operated exclusively for religious and charitable purposes  
228 as shall at the time qualify as an exempt organization under §501(c)(3) of the Internal Revenue  
229 Code of 1986, as amended (or the corresponding provision of any future United States Internal  
230 Revenue law), and as shall be legally obligated and empowered to own and carry out the  
231 obligations, terms, conditions and requirements of the corporation's assets, as the Board of

232 Directors shall determine. Such successor corporation shall be related to the United Church of  
233 Christ whenever legally permissible and appropriate, as determined by the Board of Directors.

234 **EIGHTH:** Notwithstanding any provision of the Ohio Revised Code Chapter 1702 now  
235 or hereafter in force, requiring for the authorization or taking of any action the vote or consent of  
236 all of the members or any other number of the members greater than a majority, such action,  
237 unless otherwise expressly required by law or these Amended Articles, may be authorized or  
238 taken by the vote or consent of a majority of the members.

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