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**BYLAWS  
OF  
THE CORPORATION**

**JUSTICE AND WITNESS MINISTRIES  
(A Covenanted Ministry of the United Church of Christ)**

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**Recitals**

Justice and Witness Ministries (a Covenanted Ministry of the United Church of Christ) is an Ohio nonprofit corporation.

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In connection with the reorganization of the national setting of the United Church of Christ, culminating with the actions of the General Synod in July of 1999, the Corporation was formed, adopting the name of Justice and Witness Ministries (a Covenanted Ministry of the United Church of Christ) as of the date of the filing of the Articles of Incorporation of the Corporation (May 26, 2000).

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In connection with the reorganization of the national setting of the United Church of Christ, culminating with the actions of the General Synod in July of 2013, the United Church of Christ Board was created, and the members of the United Church of Christ Board became the members of the Corporation's Board of Directors as of the date of the filing of the Certificate of Amendment of the Corporation (July \_\_\_, 2013).

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The purpose and mission of the Corporation, to be carried out in accordance with the Bylaws of the United Church of Christ, shall be to enable and encourage Local Churches, Associations, Conferences, and national expressions of the United Church of Christ to engage in God's mission globally by direct action for the integrity of creation, justice and peace.

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The Corporation, under the oversight of the United Church of Christ Board, shall encourage the Church in all of its expressions to speak prophetically on matters of justice, power and public policy. The Corporation, under the oversight of the United Church of Christ Board, shall assist the Church in all of its expressions to confront racism, sexism, ageism, classism, and other expressions of injustice and alienation in the Church and in the society. The Corporation, under the oversight of the United Church of Christ Board, shall provide support for the Church's ministry of service on behalf of those who are poor, the forgotten and the oppressed, and for those marginalized by stigma and discrimination because of their sexual orientation or their disabilities, including mental illness. The Corporation, under the oversight of the United Church of Christ Board, may provide public witness on behalf of the justice and witness policies and resolutions of the General Synod.

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The Corporation, under the oversight of the United Church of Christ Board, shall work in interactive partnership with Local Churches, Associations, Conferences, national expressions of the United Church of Christ, and with ecumenical and interfaith groups and community organizations.

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The Corporation continues the work of, and acts as agent for, the following predecessor bodies: the Office for Church in Society, the Commission for Racial Justice, and the Coordinating Center for Women in Church and Society. It also continues the ministries of public policy advocacy in the area of communications formerly conducted by the Office of Communication, ministries of prophetic service and action formerly conducted by the Division of the American Missionary Association of the United Church Board for Homeland Ministries, and ministries of global advocacy in the U.S.A. formerly conducted

55 by the United Church Board for World Ministries. The work of each of these predecessor  
56 bodies and ministries is described in Article Third of the Articles of Incorporation of the  
57 Corporation attached to these Bylaws (Appendix A).  
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59 The Corporation is the successor in interest for the bodies and ministries set forth in Article  
60 Third of the Articles of Incorporation of the Corporation (Appendix A).  
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62 **ARTICLE I: NAME**

63  
64 The name of the Corporation is Justice and Witness Ministries (a Covenanted Ministry of  
65 the United Church of Christ).  
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67 **ARTICLE II: MEMBERSHIP**

68  
69 A. The directors of the Corporation shall, for the purposes of any statute or rule of law  
70 relating to corporations, be the members of the Corporation, and they shall have all of the  
71 rights and privileges of members, except as otherwise provided by law.  
72

73 B. The Board of Directors of the Corporation is comprised of the members of the United  
74 Church of Christ Board.  
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76 **ARTICLE III: OFFICERS**

77  
78 A. The Officers of the Corporation shall be:  
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- 80 1. the Chairperson of the Board of Directors, who shall be the person occupying  
81 the office of Chairperson of the United Church of Christ Board;
- 82 2. the Vice Chairperson of the Board of Directors, who shall be the person  
83 occupying the office of Vice Chairperson of the United Church of Christ Board;
- 84 3. the President of the Corporation, who shall be the person occupying the office  
85 of General Minister and President of the United Church of Christ;
- 86 ~~4. the Vice President of the Corporation, who shall be the person occupying the~~  
87 ~~office of the Executive Minister;~~
- 88 ~~5. the Executive Minister;~~
- 89 ~~6.~~4. the Secretary of the Corporation, who shall be the person occupying the  
90 office of the Chief Administrative Officer of the United Church of Christ;
- 91 ~~7.~~5. the Treasurer of the Corporation, who shall be the person occupying the  
92 office of the Chief Financial Officer of the United Church of Christ; and
- 93 ~~8.~~6. such other officers as the Board of Directors may from time to time elect for  
94 the transaction of the business of the Corporation.  
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96 B. Except as otherwise provided in these Bylaws, the duties of the officers shall be such  
97 as usually pertain to such offices. Except as otherwise provided in these Bylaws, any  
98 officer may be removed with or without cause by the Board of Directors. All officers  
99 shall hold office until ~~his/her~~the officer's successor has been elected and qualified and  
100 has assumed the duties of the office, unless the officer has resigned, died, become  
101 incapacitated or been removed by the Board of Directors (if elected by the Board).  
102

103 C. The election, terms, and duties of Officers shall be as follows:  
104

- 105 1. The Chairperson and Vice Chairperson of the Board of Directors  
106  
107 a. The Chairperson and Vice Chairperson shall have responsibility for the  
108 wellbeing and life of the Board of Directors together with the ~~Executive~~  
109 ~~Minister~~President. The Chairperson shall preside at all meetings of the Board

110 of Directors. In the absence of the Chairperson, the Vice Chairperson shall  
111 preside.

112  
113 b. The Chairperson and the Vice Chairperson shall consult regularly with the  
114 ~~Executive Minister~~ President on behalf of the Board of Directors. When called  
115 upon by the Board of Directors ~~and/or Executive Minister~~, the Chairperson and  
116 Vice Chairperson shall represent the Corporation in cooperation with the  
117 ~~Executive Minister~~ President.

118  
119 2. President of the Corporation

120  
121 The President shall exercise supervision over the business of the Corporation.  
122 The President shall have authority to sign all certificates and all deeds,  
123 mortgages, bonds, agreements, notes, and other instruments requiring  
124 ~~her/his~~ the President's signature and shall have such powers and duties as the  
125 Board of Directors may from time to time assign to ~~her/him~~ the President.

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129 ~~3. Vice President of the Corporation~~

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131 ~~The Vice President shall have such powers and duties as the Board of Directors~~  
132 ~~may from time to time assign to her/him.~~

133  
134 ~~4. The Executive Minister~~

135  
136 ~~a. The Board of Directors vests the General Synod of the United Church of~~  
137 ~~Christ with the authority to call by election the Executive Minister of the~~  
138 ~~Corporation to be an Officer of the United Church of Christ.~~

139  
140 ~~b. The Board of Directors, by and through a search committee broadly~~  
141 ~~representative of the United Church of Christ and appointed by the Board of~~  
142 ~~Directors, shall nominate the Executive Minister. The Board of Directors shall~~  
143 ~~elect the Executive Minister to be an officer of the Corporation by a two-thirds~~  
144 ~~vote of the Board of Directors for a term of four years. An Executive Minister~~  
145 ~~may serve up to three terms.~~

146  
147 ~~c. The term of office of the Executive Minister in both capacities shall begin~~  
148 ~~within ninety days following his/her election by General Synod as an Officer~~  
149 ~~of the United Church of Christ, unless otherwise provided by the Board of~~  
150 ~~Directors.~~

151  
152 ~~d. For the initial term of office of an individual Executive Minister, the~~  
153 ~~nomination of a candidate for election shall be made by a search committee~~  
154 ~~appointed by and from the Board of Directors. The search committee shall~~  
155 ~~include, but not be limited to, the General Minister and President of the United~~  
156 ~~Church of Christ, one Conference Minister named by the Council of~~  
157 ~~Conference Ministers, and one representative of the Council for Racial and~~  
158 ~~Ethnic Ministries to be selected from the COREM members on the Board of~~  
159 ~~Directors of the Corporation, and such other members as deemed necessary and~~  
160 ~~appropriate by the Board of Directors and appointed by the Board of Directors,~~  
161 ~~provided however, in all cases, not less than two-thirds of the members of the~~  
162 ~~search committee shall consist of members of the Board of Directors. Members~~  
163 ~~of the search committee shall have voice and vote. At least one member of the~~  
164 ~~search committee shall be a youth or young adult. The Executive Minister shall~~

165 ~~not participate in the work of the search committee choosing a successor. The~~  
166 ~~affirmative action commitments of the Corporation and the United Church of~~  
167 ~~Christ shall be fully respected in the search process. The search committee shall~~  
168 ~~be responsible to present a candidate who, if elected, will contribute to the~~  
169 ~~diversity of the Collegium of Officers of the United Church of Christ.~~

170  
171 ~~The candidate presented by the search committee may be elected as Executive~~  
172 ~~Minister by a two-thirds vote of the Board of Directors before his or her name~~  
173 ~~is placed in nomination before the General Synod by the Board of Directors for~~  
174 ~~call by election as an Officer of the United Church of Christ in accordance with~~  
175 ~~the procedures of the United Church of Christ which provide that: (1) Only one~~  
176 ~~nominee may be presented to the General Synod; (2) No nominations may be~~  
177 ~~made from the floor; and (3) An affirmative vote of at least sixty percent by the~~  
178 ~~General Synod is necessary for call by election as an Officer of the United~~  
179 ~~Church of Christ.~~

180  
181 ~~e. An individual Executive Minister shall be re-nominated and re-elected in~~  
182 ~~accordance with the process set forth in the Standing Rules of the United~~  
183 ~~Church of Christ Board.~~

184  
185 ~~f. The Executive Minister may be a lay person, an authorized minister, or a~~  
186 ~~person with ordained ministerial partner standing.~~

187  
188 ~~g. The Executive Minister is accountable to, and serves at the will of, the Board~~  
189 ~~of Directors, and is accountable to the General Synod through the United~~  
190 ~~Church of Christ Board. He/she may be terminated as Executive Minister by~~  
191 ~~the Board of Directors in accordance with procedures established by the Board~~  
192 ~~of Directors after consultation with the United Church of Christ Board acting~~  
193 ~~as General Synod ad interim. If, in the opinion of the Board of Directors, the~~  
194 ~~interests of the Corporation require that the Executive Minister be relieved of~~  
195 ~~his/her duties pending such consultation, the Board of Directors may direct the~~  
196 ~~same.~~

197  
198 ~~The Executive Minister shall be evaluated regularly by a process approved by~~  
199 ~~the Board of Directors. The General Minister and President of the United~~  
200 ~~Church of Christ shall participate in the process of evaluating the Executive~~  
201 ~~Minister of the Corporation, with voice and vote.~~

202  
203 ~~h. The Executive MinisterPresident is the principal minister and chief~~  
204 ~~executive officer of the Corporation, responsible for the execution of policy set~~  
205 ~~by the Board of Directors and for providing guidance and leadership to the life~~  
206 ~~of the Corporation, its Board of Directors and staff, as set forth in these Bylaws~~  
207 ~~and in any position description which the Board of Directors may adopt. The~~  
208 ~~Executive MinisterPresident shall oversee the programmatic work of the~~  
209 ~~Corporation, which shall be carried out in accordance with the policies,~~  
210 ~~planning, and broad oversight of the United Church of Christ Board. The~~  
211 ~~President may delegate and direct the work of the Corporation to one or more~~  
212 ~~Associate General Ministers with the affirmation of the United Church of Christ~~  
213 ~~Board. With the General Minister and President of the United Church of Christ,~~  
214 ~~the Executive Minister shall be involved in the overall functions of the national~~  
215 ~~setting, including visioning and planning, communications, development and~~  
216 ~~management of budgets, development and leadership of staff, and~~  
217 ~~implementation of policies adopted by the General Synod and the United~~  
218 ~~Church of Christ Board.~~  
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~~i. As an Officer of the United Church of Christ, the Executive Minister is a member ex officio (with voice and vote) of the Collegium of Officers, the Mission Planning Council, the General Synod and the United Church of Christ Board, and shall provide leadership for the covenantal ties of the Corporation with all other expressions of the United Church of Christ and with ecumenical and other partners of the United Church of Christ.~~

~~j. The Executive Minister serves as an ex officio member of the United Church of Christ Board and accordingly as a member of the Board of Directors of the Corporation.~~

k. The ~~Executive Minister~~President shall:

1. Act as a guiding, coordinating and executive head of the Corporation;
2. Represent the Corporation at meetings of the General Synod and the United Church of Christ Board;
3. Be particularly charged with relations between the Corporation and the Conferences of the United Church of Christ;
4. Cultivate interdenominational relations and present to the Board of Directors matters of concern to the religious bodies of the nation;
5. Bring to the attention of the Board of Directors matters of general policy in order to correlate the interests and activities of the Corporation, and be responsible for initiative in matters of general policy, budgets and promotion and for the execution of the decisions of the Board of Directors; and
6. ~~Define the fields of initiative and responsibilities of the Corporation's Ministry Committee of the United Church of Christ Board; and~~
7. Assist the committees of the Board of Directors.

5. Secretary of the Corporation

a. The Secretary of the Corporation shall report directly to the President of the Corporation.

b. Unless otherwise assigned, the Secretary of the Corporation shall:

1. Keep the official record of the proceedings of the Corporation and of the meetings of the Board of Directors;
2. Have custody of the Corporation's deeds, leases, policies of insurance, certain agreements and related legal documents and papers pertaining to the business of the Corporation;
3. Execute and deliver in the name of and on behalf of the Corporation certain agreements, contracts and leases;
4. Meet with the Board of Directors, with voice but without vote (unless the person serving as Secretary of the Corporation is also a director of the Corporation, in which case such person would have voice and vote;); and
5. Perform other such duties as assigned to ~~her/him~~the Secretary by the President or the Board of Directors.

6. Treasurer of the Corporation

a. The Treasurer of the Corporation shall report directly to the President of the Corporation.

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- b. Unless otherwise assigned, the Treasurer of the Corporation shall:
1. Be responsible for the custody of the Corporation’s bonds, stocks, and certain agreements and related legal documents and papers pertaining to the business of the Corporation, except as held by the President;
  2. Have charge of the collection, receipt and custody of the funds of the Corporation, of all disbursements of money authorized generally or specifically by the Board of Directors, or its empowered committees;
  3. Be responsible for such investments and changes in investments as shall have been authorized and directed by the Board of Directors;
  4. Be responsible for the keeping of full and accurate financial accounts, and shall make a written report to the Board of Directors at each regular meeting thereof;
  5. Be able to borrow money in the name and on behalf of the Corporation for the legitimate uses pursuant to such vote as may from time to time be passed by the Board of Directors;
  6. Give bond for the faithful performance of the Treasurer’s duties in such form and amount as may be directed by the Board of Directors;
  7. Be the budget officer of the Corporation who, in consultation with the President, ~~Executive Minister, and~~ the Secretary of the Corporation ~~and the Corporation’s Ministry Committee of the United Church of Christ Board~~, shall develop proposed biennial income goals and monitor actual vs. budgeted income and expenditures;
  8. Meet with the Board of Directors, with voice but without vote (unless the person serving as Treasurer of the Corporation is also a director of the Corporation, in which case such person would have voice and vote); and
  9. Perform other such duties as assigned to ~~her/him~~the Treasurer by the President or the Board of Directors.

c. All checks on the Corporation’s bank account or accounts, and all promissory notes or other obligations of the Corporation, shall be signed in the manner prescribed, and by such officers and other designees as may be designated, by the vote of the Board of Directors.

d. The Treasurer of the Corporation, or designee so authorized by the Board of Directors, together with the President or the Secretary of the Corporation or any other designee so authorized by the Board of Directors, or such officers as may in any case be specifically required by law, shall execute and deliver in the name and on behalf of the Corporation, under its corporate seal, agreements, contracts and leases; discharges, satisfactions, assignments and extensions of mortgages; release, warranty and quitclaim deeds; receipts and releases for legacies and distributive shares of decedents’ estates, and any refunding bonds in connection with same; assignments and transfers of stocks or bonds, including any or all United States registered bonds, and registered bonds of any description, whether held in a fiduciary capacity or otherwise.

**ARTICLE IV: THE BOARD OF DIRECTORS**

A. Subject to the oversight of the United Church of Christ Board, the Board of Directors shall set the policies governing the use and direction of all resources of the Corporation on behalf of the mandates set forth in the Corporation’s Articles of Incorporation, these Bylaws and any other policies established by the Board of Directors. The Board of Directors will evaluate the adequacy of its policies and their implementation on a regular basis.

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B. The Board of Directors:

1. Shall manage the business and affairs of the Corporation;
2. May establish rules, consistent with these Bylaws, for the regulation of its own proceedings and those of the officers, agents, employees, and any committees of the Corporation;
3. May elect and/or appoint such officers and agents to forward its work as it shall from time to time deem advisable;
4. May authorize and elect such committees as the necessities of the work require, giving to them such powers not otherwise allocated in these Bylaws, as seems wise and desirable to the Board of Directors;
5. Shall ensure that the diversity of the Board of Directors is represented in the leadership and membership of the committees of the Board of Directors;
6. May, except as otherwise provided in these Bylaws, determine the duties of the officers and committees of the Corporation and fix their compensation, if any; and
7. Shall make provision for, and shall receive, the report of an annual financial audit of the Corporation.

C. Regular meetings of the Board of Directors shall be held twice a year. Notice of meetings shall be sent to all directors at least thirty days in advance. Minutes of the meetings shall be sent to all members. The Board of Directors shall hold its meetings in the location and at the same time as the meetings of the United Church of Christ Board and of the Boards of Directors of the other Covenanted Ministries of the United Church of Christ.

D. Special meetings of the Board of Directors may be called upon written request of ten voting members, or by the Chairperson of the Board of Directors or by the President. At least ten days' notice of any special meeting shall be given to each member of the Board of Directors. The notice must indicate the purpose of the meeting.

E. At all meetings of the Board of Directors, a majority of its members shall constitute a quorum. Meetings of the directors may be held by means of authorized communications equipment.

**ARTICLE V: COMMITTEES**

The Board of Directors may provide for such standing and other committees as it deems appropriate and discontinue the same at its pleasure, and each such committee may draw on expertise beyond the Board of Directors if necessary.

**ARTICLE VI: AFFILIATED CORPORATIONS**

A. Subject to the approval of the United Church of Christ Board, the Board of Directors shall approve the creation of new corporations to be affiliated with the Corporation.

B. The Board of Directors shall approve the plan of affiliation for an existing corporation seeking to become an affiliated corporation. This plan must be mailed to members of the

385 Board of Directors at least ten days before the meeting at which such vote is to be taken.

386  
387 C. The Board of Directors shall approve the Articles of Incorporation, Bylaws and/or  
388 Rules of all proposed (new or existing) affiliated corporations. Proposed Articles and/or  
389 Bylaws must be mailed to members of the Board of Directors at least ten days before the  
390 meeting at which such vote is taken.

391  
392 D. The Board of Directors shall approve all amendments to the Articles of Incorporation,  
393 Bylaws and/or Rules of affiliated corporations. Proposed amendments to the Articles  
394 and/or Bylaws must be mailed to members of the Board of Directors at least ten days before  
395 the meeting at which such vote is taken.

396  
397 E. The Board of Directors shall elect the members of the Board of Directors of affiliated  
398 corporations.  
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#### 400 **ARTICLE VII: OTHER RULES**

401  
402 ~~The following Rules shall apply in the event the Executive Minister is unable to discharge~~  
403 ~~the responsibilities of the position, or if there is a vacancy in the office, including a vacancy~~  
404 ~~due to removal of the Executive Minister by the Board of Directors:~~

405  
406 ~~1. The Board of Directors, in consultation with the General Minister and President~~  
407 ~~of the United Church of Christ, shall appoint an Acting Executive Minister to~~  
408 ~~serve until the Executive Minister returns to service, or is replaced by a~~  
409 ~~successor duly nominated and called by election by the General Synod of the~~  
410 ~~United Church of Christ.~~

411  
412 ~~2. In the event that the Board of Directors appoints an Acting Executive Minister~~  
413 ~~for any reason, it shall so advise the United Church of Christ Board acting as~~  
414 ~~the General Synod ad interim and shall recommend the Acting Executive~~  
415 ~~Minister for appointment as an Acting Officer of the United Church of Christ.~~

416  
417 ~~3. If the Acting Executive Minister is not appointed as an Acting Officer of the~~  
418 ~~United Church of Christ, the Board of Directors may (but shall not be obligated~~  
419 ~~to) determine whether to remove the Acting Executive Minister as a result of~~  
420 ~~such circumstance.~~

421  
422 ~~4. An Acting Executive Minister shall serve at the will of the Board of Directors,~~  
423 ~~and unless removed by the Board of Directors, until the Executive Minister~~  
424 ~~returns to service, or is replaced by a successor nominated by the procedures~~  
425 ~~set forth herein and subsequently called by election by the General Synod as an~~  
426 ~~Officer of the United Church of Christ.~~In the event that the President is unable  
427 to discharge the responsibilities of the position, or if there is a vacancy in the  
428 office, the Board of Directors shall name as Acting President the person named  
429 by the United Church of Christ Board to serve as Acting General Minister and  
430 President pursuant to the Bylaws of the United Church of Christ.

#### 431 432 **ARTICLE VIII: INDEMNIFICATION**

433  
434 A. Authorization.

435  
436 1. In the event that any person who was or is a party or is threatened to be made a  
437 party to any threatened, pending or completed civil, criminal, administrative or  
438 investigative action, suit or proceeding, other than an action by or in the right  
439 of the Corporation, seeks indemnification from the Corporation against

440 expenses (including attorneys fees), judgments, fines and amounts paid in  
441 settlement, actually and reasonably incurred by such person in connection with  
442 such action, suit or proceeding by reason of the fact that such person is or was  
443 a director, officer, employee, agent or volunteer of the Corporation, or is or was  
444 serving at the request of the Corporation as a director, officer, employee,  
445 member, manager, agent or volunteer of another corporation (domestic or  
446 foreign, nonprofit or for profit), limited liability company, partnership, joint  
447 venture, trust, or other enterprise, then, unless such indemnification is ordered  
448 by a court, the Corporation shall determine or cause to be determined in the  
449 manner provided in Section 1702.12(E)(4) of the Ohio Revised Code whether  
450 or not indemnification is proper in the circumstances because the person  
451 claiming such indemnification has met the applicable standards of conduct set  
452 forth in divisions (E)(1) and (E)(2) of Section 1702.12 of the Ohio Revised  
453 Code and, to the extent that it is so determined that such indemnification is  
454 proper, the person claiming such indemnification shall be indemnified.  
455

- 456 2. Expenses, including attorneys' fees, incurred by a director, officer, employee,  
457 member, manager, agent or volunteer in defending any action, suit or  
458 proceeding referred to in this Paragraph A may be paid by the Corporation as  
459 they are incurred in advance of the final disposition of such action, suit or  
460 proceeding, as authorized by the directors in the specific case upon receipt of  
461 an undertaking by or on behalf of the director, officer, employee, member,  
462 manager, agent or volunteer to repay such amount if it ultimately is determined  
463 that such person is not entitled to be indemnified by the Corporation as  
464 authorized in this Paragraph.  
465
- 466 3. The indemnification authorized by Paragraph A shall not be deemed exclusive  
467 of, and shall be in addition to, any other rights granted to those seeking  
468 indemnification, pursuant to the Articles of Incorporation of the Corporation,  
469 these Bylaws, any agreement, vote of members or disinterested directors, or  
470 otherwise, both as to action in their official capacities and as to action in another  
471 capacity while holding their offices or positions, and shall continue as to a  
472 person who has ceased to be a director, officer, employee, member, manager,  
473 agent or volunteer and shall inure to the benefit of the heirs, executors, and  
474 administrators of such person.  
475
- 476 4. For purposes of this Article, the term "volunteer" is used as defined by Chapter  
477 1702 of the Ohio Revised Code, as amended.  
478
- 479 5. The provisions of Section 1702.12(E)(5)(a)(i) of the Ohio Revised Code  
480 applicable to automatic advance payment of expenses shall not apply to the  
481 Corporation.  
482

483 B. Insurance.  
484

485 The Corporation, to the extent permitted by Chapter 1702 of the Ohio Revised  
486 Code, may purchase and maintain insurance or furnish similar protection including, but not  
487 limited to, trust funds, letters of credit or self-insurance, for or on behalf of any person  
488 who is or was a director, officer, employee, agent or volunteer of the Corporation, or is or  
489 was serving at the request of the Corporation as a director, officer, employee, member,  
490 manager, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for  
491 profit), limited liability company, partnership, joint venture, trust or other enterprise.  
492

493 C. Limitation.  
494

495 Anything to the contrary notwithstanding, the Corporation shall not indemnify  
496 directors or officers or other persons or entities, pay their expenses in advance or pay  
497 insurance premiums on their behalf if such indemnification payment, advance expense  
498 payment or payment of insurance premium would constitute a violation of any provision  
499 of the Internal Revenue Code of 1986, as amended (the Code), applicable to the  
500 Corporation.  
501

502 **ARTICLE IX: AMENDMENTS**

503  
504 A. These Bylaws may be amended at any meeting by a two-thirds vote of the entire  
505 membership of the Board of Directors, provided that proposed changes or amendments  
506 shall have been submitted in writing to the entire membership of the Board of Directors at  
507 least ten days prior to the date of the meeting.  
508

509 B. Any modification of the powers in Article II.B or Article III.C.4.a of these Bylaws  
510 shall be authorized by the Board of Directors only after consultation with the ~~Collegium of~~  
511 ~~Officers~~ of the United Church of Christ and the United Church of Christ Board and after  
512 presentation to the General Synod, and shall require an affirmative vote of not less than  
513 two-thirds of all voting members of the Board of Directors (cf. ~~Paragraph 61(e) of the~~ the  
514 Constitution of the United Church of Christ).  
515

516 C. Members may vote on changes or amendments either in person or in such other  
517 manner as established by the Board of Directors and in accordance with the laws of the  
518 State of Ohio.  
519

520 D. The Secretary of the Corporation is authorized to make editorial changes in these  
521 Bylaws whenever necessary, after consultation with legal counsel for the Corporation.