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3 **LOCAL CHURCH MINISTRIES**
4
5 **BYLAWS**
6 **&**
7 **ARTICLES OF INCORPORATION**
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16 As revised _____, ~~2013~~2017

17 **BYLAWS**
18 **OF**
19 **THE CORPORATION**
20

21 **LOCAL CHURCH MINISTRIES**
22 **(a Covenanted Ministry of the United Church of Christ)**
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26 **Recitals**

27 Local Church Ministries (a Covenanted Ministry of the United Church of Christ) is an
28 Ohio nonprofit corporation.

29
30 The Corporation, under the oversight of the United Church of Christ Board, continues
31 the work of, and acts as agent for, the following predecessor bodies: the office for
32 Church Life and Leadership, the Coordinating Center for Women in Church and
33 Society, the Stewardship Council, and the United Church Board for Homeland
34 Ministries and its predecessor bodies: The Board of National Missions, Board of
35 Christian Education and Publication, Board of Business Management, Board of
36 Home Missions of the Reformed Church in the U.S., the American Missionary
37 Association, Congregational Church Building Society, Congregational Education
38 Society, Congregational Home Missionary Society, Congregational Publishing
39 Society, The Congregational Sunday School Extension Society, the
40 Congregational Women's Home Missionary Federation.

41
42 The work of these predecessor bodies is described in Article Third of the Articles of
43 Incorporation of the Corporation, which article is attached to these Bylaws
44 (Appendix A). These Bylaws and any amendments thereto shall constitute the
45 "regulations" of the Corporation for purposes of the Ohio Nonprofit Corporation
46 Law, Chapter 1702 of the Ohio Revised Code.
47

48 The Corporation is the successor, by change of name, to the United Church Board for
49 Homeland Ministries. The United Church Board for Homeland Ministries is itself
50 the surviving corporation from the merger of an Ohio corporation, a New York
51 corporation and survivor. The Corporation is the successor in interest for the
52 entities and institutions set forth in Article Fourth of the amended Articles of
53 Incorporation of the Corporation.

54
55 In connection with the reorganization of the national setting of the United Church of
56 Christ, culminating in the actions of the General Synod in June of 1999, the
57 Corporation merged, as of July 1, 2000, with the Coordinating Center for Women
58 in Church and Society, the Office of Church Life and Leadership, and the
59 Stewardship Council. It is the surviving corporation from such merger and in
60 connection therewith restated its Articles of Incorporation and adopted the name
61 of Local Church Ministries (a Covenanted Ministry of the United Church of Christ)
62 as of the date of the filing of the amended articles.

63
64 In connection with the reorganization of the national setting of the United Church of
65 Christ, culminating with the actions of the General Synod in July of 2013, the
66 United Church of Christ Board was created, and the members of the United
67 Church of Christ Board became the members of the Corporation's Board of
68 Directors as of the date of the filing of the Certificate of Amendment of the
69 Corporation (July ____, 2013).

70
71 The members of the Corporation and the Board of Directors of the Corporation have
72 unanimously approved the terms and conditions hereinafter contained as the
73 Bylaws of the Corporation from and after the date of such merger and survival,
74 which date is July 1, 2000.

75
76 **ARTICLE I: NAME**

77
78 The name of the Corporation is Local Church Ministries (a Covenanted Ministry of the
79 United Church of Christ).

80
81 **ARTICLE II: MEMBERSHIP**

82
83 A. The directors of the Corporation shall, for the purposes of any statute or rule of
84 law relating to corporations, be the members of the Corporation, and they shall
85 have all of the rights and privileges of members, except as otherwise provided by
86 law.

87
88 B. The Board of Directors of the Corporation is comprised of the members of the
89 United Church of Christ Board.

90
91 **ARTICLE III: OFFICERS**

92
93 A. The Officers of the Corporation shall be:

- 94
95 1. the Chairperson of the Board of Directors, who shall be the person occupying the
96 office of Chairperson of the United Church of Christ Board;
97 2. the Vice Chairperson of the Board of Directors, who shall be the person occupying
98 the office of Vice Chairperson of the United Church of Christ Board;

- 99 3. the President of the Corporation, who shall be the person occupying the office of
100 General Minister and President of the United Church of Christ;
101 ~~4. the Vice President of the Corporation, who shall be the person occupying the office~~
102 ~~of the Executive Minister;~~
103 ~~5. the Executive Minister;~~
104 64. the Secretary of the Corporation, who shall be the person occupying the office of
105 the Chief Administrative Officer of the United Church of Christ;
106 75. the Treasurer of the Corporation, who shall be the person occupying the office of
107 the Chief Financial Officer of the United Church of Christ; and
108 86. such other officers as the Board of Directors may from time to time elect for the
109 transaction of the business of the Corporation.

110
111 B. Except as otherwise provided in these Bylaws, the duties of the officers shall be
112 such as usually pertain to such offices. Except as otherwise provided in these
113 Bylaws, any officer may be removed with or without cause by the Board of
114 Directors. All officers shall hold office until ~~his/her~~the officer's successor has been
115 elected and qualified and has assumed the duties of the office, unless the officer
116 has resigned, died, become incapacitated or been removed by the Board of
117 Directors (if elected by the Board).

118
119 C. The election, terms, and duties of Officers shall be as follows:

120
121 1. The Chairperson and Vice Chairperson of the Board of Directors

122
123 a. The Chairperson and Vice Chairperson shall have responsibility for the wellbeing
124 and life of the Board of Directors together with the ~~Executive Minister~~President.
125 The Chairperson shall preside at all meetings of the Board of Directors. In the
126 absence of the Chairperson, the Vice Chairperson shall preside.

127
128 b. The Chairperson and the Vice Chairperson shall consult regularly with the
129 ~~Executive Minister~~President on behalf of the Board of Directors. When called upon
130 by the Board of Directors ~~and/or Executive Minister~~, the Chairperson and Vice
131 Chairperson shall represent the Corporation in cooperation with the ~~Executive~~
132 ~~Minister~~President.

133
134 2. President of the Corporation

135
136 The President shall exercise supervision over the business of the Corporation. The
137 President shall have authority to sign all certificates and all deeds, mortgages,
138 bonds, agreements, notes, and other instruments requiring ~~her/his~~the President's
139 signature and shall have such powers and duties as the Board of Directors may
140 from time to time assign to ~~her/him~~the President.

141
142 ~~3. Vice President of the Corporation~~

143
144 ~~The Vice President shall have such powers and duties as the Board of Directors may~~
145 ~~from time to time assign to her/him.~~

146
147 ~~4. The Executive Minister~~

148 _____

- 149 a. ~~The Board of Directors vests the General Synod of the United Church of Christ~~
150 ~~with the authority to call by election the Executive Minister of the Corporation to be~~
151 ~~an Officer of the United Church of Christ.~~
- 152
- 153 b. ~~The Board of Directors, by and through a search committee broadly representative~~
154 ~~of the United Church of Christ and appointed by the Board of Directors, shall~~
155 ~~nominate the Executive Minister. The Board of Directors shall elect the Executive~~
156 ~~Minister to be an officer of the Corporation by a two-thirds vote of the Board of~~
157 ~~Directors for a term of four years. An Executive Minister may serve up to three~~
158 ~~terms.~~
- 159
- 160 c. ~~The term of office of the Executive Minister in both capacities shall begin within~~
161 ~~ninety days following his/her election by General Synod as an Officer of the United~~
162 ~~Church of Christ, unless otherwise provided by the Board of Directors.~~
- 163
- 164 d. ~~For the initial term of office of an individual Executive Minister, the nomination of a~~
165 ~~candidate for election shall be made by a search committee appointed by and from~~
166 ~~the Board of Directors. The search committee shall include, but not be limited to,~~
167 ~~the General Minister and President of the United Church of Christ, one Conference~~
168 ~~Minister named by the Council of Conference Ministers, and one representative of~~
169 ~~the Council for Racial and Ethnic Ministries to be selected from the COREM~~
170 ~~members on the Board of Directors of the Corporation, and such other members~~
171 ~~as deemed necessary and appropriate by the Board of Directors and appointed by~~
172 ~~the Board of Directors, provided however, in all cases, not less than two-thirds of~~
173 ~~the members of the search committee shall consist of members of the Board of~~
174 ~~Directors. Members of the search committee shall have voice and vote. At least~~
175 ~~one member of the search committee shall be a youth or young adult. The~~
176 ~~Executive Minister shall not participate in the work of the search committee~~
177 ~~choosing a successor. The affirmative action commitments of the Corporation and~~
178 ~~the United Church of Christ shall be fully respected in the search process. The~~
179 ~~search committee shall be responsible to present a candidate who, if elected, will~~
180 ~~contribute to the diversity of the Collegium of Officers of the United Church of~~
181 ~~Christ. The candidate presented by the search committee may be elected as~~
182 ~~Executive Minister by a two-thirds vote of the Board of Directors before his or her~~
183 ~~name is placed in nomination before the General Synod by the Board of Directors~~
184 ~~for call by election as an Officer of the United Church of Christ in accordance with~~
185 ~~the procedures of the United Church of Christ which provide that: (1) Only one~~
186 ~~nominee may be presented to the General Synod; (2) No nominations may be~~
187 ~~made from the floor; and (3) An affirmative vote of at least sixty percent by the~~
188 ~~General Synod is necessary for call by election as an Officer of the United Church~~
189 ~~of Christ.~~
- 190
- 191 e. ~~An individual Executive Minister shall be re-nominated and re-elected in~~
192 ~~accordance with the process set forth in the Standing Rules of the United Church~~
193 ~~of Christ Board.~~
- 194
- 195 f. ~~The Executive Minister may be a lay person, an authorized minister, or a person~~
196 ~~with ordained ministerial partner standing.~~
- 197
- 198 g. ~~The Executive Minister is accountable to, and serves at the will of, the Board of~~
199 ~~Directors, and is accountable to the General Synod through the United Church of~~
200 ~~Christ Board. He/she may be terminated as Executive Minister by the Board of~~

201 ~~Directors in accordance with procedures established by the Board of Directors~~
202 ~~after consultation with the United Church of Christ Board acting as General Synod~~
203 ~~ad interim. If, in the opinion of the Board of Directors, the interests of the~~
204 ~~Corporation require that the Executive Minister be relieved of his/her duties~~
205 ~~pending such consultation, the Board of Directors may direct the same.~~

207 ~~The Executive Minister shall be evaluated regularly by a process approved by the Board~~
208 ~~of Directors. The General Minister and President of the United Church of Christ~~
209 ~~shall participate in the process of evaluating the Executive Minister of the~~
210 ~~Corporation, with voice and vote.~~

212 h. ~~The Executive Minister~~President is the principal minister and chief executive officer
213 of the Corporation, responsible for the execution of policy set by the Board of
214 Directors and for providing guidance and leadership to the life of the Corporation,
215 its Board of Directors and staff, as set forth in these Bylaws and in any position
216 description which the Board of Directors may adopt. The ~~Executive~~
217 ~~Minister~~President shall oversee the programmatic work of the Corporation, which
218 shall be carried out in accordance with the policies, planning, and broad oversight
219 of the United Church of Christ Board. ~~With the General Minister and President of~~
220 ~~the United Church of Christ, the Executive Minister shall be involved in the overall~~
221 ~~functions of the national setting, including visioning and planning, communications,~~
222 ~~development and management of budgets, development and leadership of staff,~~
223 ~~and implementation of policies adopted by the General Synod and the United~~
224 ~~Church of Christ Board.~~

226 i. ~~As an Officer of the United Church of Christ, the Executive Minister is a member~~
227 ~~ex-officio (with voice and vote) of the Collegium of Officers, the Mission Planning~~
228 ~~Council, the General Synod and the United Church of Christ Board, and shall~~
229 ~~provide leadership for the covenantal ties of the Corporation with all other~~
230 ~~expressions of the United Church of Christ and with ecumenical and other partners~~
231 ~~of the United Church of Christ.~~

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

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

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

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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.

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.

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- 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.

- 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.

- 356 C. Regular meetings of the Board of Directors shall be held twice a year. Notice of
357 meetings shall be sent to all directors at least thirty days in advance. Minutes of
358 the meetings shall be sent to all members. The Board of Directors shall hold its
359 meetings in the location and at the same time as the meetings of the United
360 Church of Christ Board and of the Boards of Directors of the other Covenanted
361 Ministries of the United Church of Christ.
- 362
- 363 D. Special meetings of the Board of Directors may be called upon written request of
364 ten voting members, or by the Chairperson of the Board of Directors or by the
365 President. At least ten days' notice of any special meeting shall be given to each
366 member of the Board of Directors. The notice must indicate the purpose of the
367 meeting.
- 368
- 369 E. At all meetings of the Board of Directors, a majority of its members shall
370 constitute a quorum. Meetings of the directors may be held by means of
371 authorized communications equipment.

372 **ARTICLE V: COMMITTEES**

373
374
375 The Board of Directors may provide for such standing and other committees as it deems
376 appropriate and discontinue the same at its pleasure, and each such committee
377 may draw on expertise beyond the Board of Directors if necessary.

378 **ARTICLE VI: AFFILIATED CORPORATIONS**

- 379
380 A. Subject to the approval of the United Church of Christ Board, the Board of
381 Directors shall approve the creation of new corporations to be affiliated with the
382 Corporation.
- 383
- 384 B. The Board of Directors shall approve the plan of affiliation for an existing
385 corporation seeking to become an affiliated corporation. This plan must be
386 mailed to members of the Board of Directors at least ten days before the meeting
387 at which such vote is to be taken.
- 388
- 389 C. The Board of Directors shall approve the Articles of Incorporation, Bylaws and/or
390 Rules of all proposed (new or existing) affiliated corporations. Proposed Articles
391 and/or Bylaws must be mailed to members of the Board of Directors at least ten
392 days before the meeting at which such vote is taken.
- 393
- 394 D. The Board of Directors shall approve all amendments to the Articles of
395 Incorporation, Bylaws and/or Rules of affiliated corporations. Proposed
396 amendments to the Articles and/or Bylaws must be mailed to members of the
397 Board of Directors at least ten days before the meeting at which such vote is
398 taken.
- 399
- 400 E. The Board of Directors shall elect the members of the Board of Directors of
401 affiliated corporations.
- 402

403 **ARTICLE VII: OTHER RULES**

404
405
406 ~~The following Rules shall apply in the event the Executive Minister is unable to~~
407 ~~discharge the responsibilities of the position, or if there is a vacancy in the office,~~

408 including a vacancy due to removal of the Executive Minister by the Board of
409 Directors:

- 410
- 411 ~~1. The Board of Directors, in consultation with the General Minister and President of~~
412 ~~the United Church of Christ, shall appoint an Acting Executive Minister to serve~~
413 ~~until the Executive Minister returns to service, or is replaced by a successor duly~~
414 ~~nominated and called by election by the General Synod of the United Church of~~
415 ~~Christ.~~
 - 416
 - 417 ~~2. In the event that the Board of Directors appoints an Acting Executive Minister for~~
418 ~~any reason, it shall so advise the United Church of Christ Board acting as the~~
419 ~~General Synod ad interim and shall recommend the Acting Executive Minister for~~
420 ~~appointment as an Acting Officer of the United Church of Christ.~~
 - 421
 - 422 ~~3. If the Acting Executive Minister is not appointed as an Acting Officer of the United~~
423 ~~Church of Christ, the Board of Directors may (but shall not be obligated to)~~
424 ~~determine whether to remove the Acting Executive Minister as a result of such~~
425 ~~circumstance.~~
 - 426
 - 427 ~~4. An Acting Executive Minister shall serve at the will of the Board of Directors, and~~
428 ~~unless removed by the Board of Directors, until the Executive Minister returns to~~
429 ~~service, or is replaced by a successor nominated by the procedures set forth~~
430 ~~herein and subsequently called by election by the General Synod as an Officer of~~
431 ~~the United Church of Christ. In the event that the President is unable to discharge~~
432 ~~the responsibilities of the position, or if there is a vacancy in the office, the Board~~
433 ~~of Directors shall name as Acting President the person named by the United~~
434 ~~Church of Christ Board to serve as Acting General Minister and President~~
435 ~~pursuant to the Bylaws of the United Church of Christ.~~

436

437 **ARTICLE VIII: INDEMNIFICATION**

438

439 A. Authorization

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

460
461 2. Expenses, including attorneys' fees, incurred by a director, officer, employee,
462 member, manager, agent or volunteer in defending any action, suit or proceeding
463 referred to in this Paragraph A may be paid by the Corporation as they are
464 incurred in advance of the final disposition of such action, suit or proceeding, as
465 authorized by the directors in the specific case upon receipt of an undertaking by
466 or on behalf of the director, officer, employee, member, manager, agent or
467 volunteer to repay such amount if it ultimately is determined that such person is
468 not entitled to be indemnified by the Corporation as authorized in this Paragraph.

469
470 3. The indemnification authorized by Paragraph A shall not be deemed exclusive of,
471 and shall be in addition to, any other rights granted to those seeking
472 indemnification, pursuant to the Articles of Incorporation of the Corporation, these
473 Bylaws, any agreement, vote of members or disinterested directors, or otherwise,
474 both as to action in their official capacities and as to action in another capacity
475 while holding their offices or positions, and shall continue as to a person who has
476 ceased to be a director, officer, employee, member, manager, agent or volunteer
477 and shall inure to the benefit of the heirs, executors, and administrators of such
478 person.

479
480 4. For purposes of this Article, the term "volunteer" is used as defined by Chapter
481 1702 of the Ohio Revised Code, as amended.

482
483 5. The provisions of Section 1702.12(E)(5)(a)(i) of the Ohio Revised Code
484 applicable to automatic advance payment of expenses shall not apply to the
485 Corporation.

486
487 B. Insurance

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

497
498 C. Limitation

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

506
507 **ARTICLE IX: AMENDMENTS**

508
509 A. These Bylaws may be amended at any meeting by a two-thirds vote of the entire
510 membership of the Board of Directors, provided that proposed changes or

511 amendments shall have been submitted in writing to the entire membership of
512 the Board of Directors at least ten days prior to the date of the meeting.

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

520
521 C. Members may vote on changes or amendments either in person or in such other
522 manner as established by the Board of Directors and in accordance with the laws
523 of the State of Ohio.

524
525 D. The Secretary of the Corporation is authorized to make editorial changes in these
526 Bylaws whenever necessary, after consultation with legal counsel for the
527 Corporation.

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533 (Appendix A)

534 AMENDED

535
536 ARTICLES OF INCORPORATION

537
538 OF

539
540 LOCAL CHURCH MINISTRIES

541
542 (A COVENANTED MINISTRY OF THE UNITED CHURCH OF CHRIST)

543
544 These Amended Articles of Incorporation supersede the existing Articles.

545
546 **FIRST:** The name of the corporation shall be Local Church Ministries (a
547 Covenanted Ministry of the United Church of Christ).

548
549 **SECOND:** The place in the State of Ohio where the principal office of the
550 corporation is to be located is the City of Cleveland in the County of Cuyahoga.

551
552 **THIRD:** The corporation is organized exclusively for charitable, educational and
553 literary purposes. As such, it continues the work of the United Church Board for
554 Homeland Ministries, a predecessor body with the following purposes:

555
556 First: To conduct missionary and educational operations, and diffuse a knowledge of
557 the Holy Scriptures, in the United States and in other countries, and promote
558 Christian civilization by endowing, assisting or establishing academic, collegiate,
559 or theological institutions of learning therein, and assisting persons of either sex
560 seeking an education.

561
562 Second: To establish, aid and promote churches, Sunday schools, Bible schools and
563 kindred institutions, either directly or through other corporations having similar
564 objects in the United States and in other countries.

565
566 Third: To promote the building of meeting-houses, parsonages and other buildings by
567 churches of the United Church of Christ or by any Christian churches without
568 limitation as to sect, denomination or name.

569
570 Fourth: To publish, purchase, sell, circulate and distribute, in such manner as it shall
571 deem expedient, any and all publications, books, tracts, papers or periodicals,
572 calculated to promote good morals, pure Christianity or the spread and extension
573 of the gospel of Jesus Christ.

574
575 Fifth: And in general to extend the gospel or the means of Christian education, and to
576 do and promote charitable or Christian work of whatever sort in accordance with
577 the interests and purposes of the United Church of Christ or of any Christian
578 churches without limitation as to sect, denomination or name, and the corporation
579 may exercise its powers for the use and benefit of or in the advancement of the
580 interests of or in cooperation with any other Christian religious, charitable or
581 educational body or institution, incorporated or unincorporated, which has similar
582 purposes.
583
584

585 It continues the work of the predecessor bodies of the United Church Board for
586 Homeland Ministries, namely:

587
588 The Board of National Missions, Board of Christian Education and Publication, Board of
589 Business Management, Board of Home Missions of the Reformed Church in the
590 U.S., the American Missionary Association, Congregational Church Building
591 Society, Congregational Education Society, Congregational Home Missionary
592 Society, Congregational Publishing Society, The Congregational Sunday School
593 Extension Society, the Congregational Women's Home Missionary Federation.

594
595 It continues the work of the Office for Church Life and Leadership, a predecessor body
596 with the following purposes:

597
598 First: To advocate and be an agent for the leadership in the United Church of Christ,
599 characterized by a commitment to a vision of the Church as an instrument of God
600 in the continuing work of creation and reconciliation in the world, and recognizing
601 the pluralistic nature of the United Church of Christ, to give impetus and direction
602 to the ongoing development and support of lay and ordained leaders whose
603 purpose is to strengthen the life of the whole people of God in mission and
604 ministry, and to work collaboratively with Conferences, Associations, and national
605 agencies in the development of programs which are responsive to their
606 leadership development needs and especially to those of Local Churches.

607
608 Second: To initiate theological inquiry around the issues of faith that the witness of the
609 local congregations be enhanced; work with laity and clergy that the vitality of
610 worship, Christian nurture, and spiritual development be encouraged throughout
611 the Church; provide strong leadership development among the laity for their
612 effective participation in church and society; care for personal and professional
613 growth of persons engaged in the practice of ministry; facilitate a system of
614 placement that is responsive to the needs of the Local Church as well as being
615 sensitive to the gifts of the clergy; and collaborate with the Seminaries,
616 Conferences, and Covenanted Ministries in addressing questions which are
617 important to the integrity and purpose of the United Church of Christ.

618
619 It continues the work of the Stewardship Council of the United Church of Christ, a
620 predecessor body with the following purposes:

621
622 First: To foster Christian stewardship through a program of education and
623 communication that interprets the Biblical and theological basis for the
624 stewardship of all life and that urges personal dedication appropriate to the
625 Christian faith.

626
627 Second: To function as an informative and interpretative body by developing literature,
628 audio-visuals, and plans designed to evoke an interest in the growth and
629 progress of the Christian faith throughout the whole world and thereby to attain
630 the specific goals of the Wider Mission of the United Church of Christ.

631
632 Third: To recommend to the Conferences suggested goals for meeting the United
633 Church Budget for the Wider Mission of the United Church of Christ.

634
635 Fourth: To cooperate with the Conferences and Local Churches in securing support for
636 the United Church Budget for the Wider Mission of the United Church of Christ.

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Fifth: To develop its policies and plans in consultation and cooperation with the ministers of the Conferences, who shall represent the interests of the Stewardship Council within their respective Conferences.

Sixth: To carry out general promotional policies in the interest of the United Church of Christ, its Conferences and Covenanted Ministries, and to develop specific programs, methods and techniques which will assist Conferences and Local Churches in attaining adequate financial support for the Local Church and for the Wider Mission of the United Church of Christ.

It continues the work of the Coordinating Center for Women in Church and Society, a predecessor body with the following purposes:

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

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

FOURTH: The purposes of the corporation shall be carried out in accordance with the Bylaws of the United Church of Christ. The corporation shall carry out its programmatic work, including the fulfillment of historical mandates, in accordance with the Constitution and Bylaws of the United Church of Christ through the United Church of Christ Board. The corporation shall work in covenantal relationship with the General Synod, United Church of Christ Board and other ministries of the United Church of Christ to fulfill the corporation's purposes and shall hold in highest regard actions by, or decisions or advice emanating from, the General Synod, another Covenanted Ministry, a Conference, an Association or a Local Church. The General Synod, in covenant with the corporation, may

689 from time to time delegate or assign to the corporation such responsibilities as
690 fall within the corporation's purposes.

691
692 The corporation shall have the power to take over, carry on and conduct the work
693 or any part of the work heretofore carried on by the Office for Church Life and
694 Leadership, an established instrumentality of the United Church of Christ; the
695 Stewardship Council of the United Church of Christ, an established
696 instrumentality of the United Church of Christ; the Coordinating Center for
697 Women in Church and Society, an established instrumentality of the United
698 Church of Christ; and the United Church Board for Homeland Ministries and its
699 predecessor bodies: Board of National Missions; Board of Christian Education
700 and Publication; Board of Business Management; Board of Home Missions of the
701 Reformed Church in the U.S.; The American Missionary Association, a
702 corporation existing under the laws of the State of New York and incorporated
703 under Chapter 358 of the laws of 1862, as amended in 1871, 1886, 1889 and
704 1917; The Congregational Church Building Society, a corporation existing under
705 the laws of the State of New York and incorporated under an "Act for the
706 Incorporation of Benevolent, Charitable, and Missionary Societies," April 12,
707 1848, whose charter was amended in 1871, which corporation was allowed to
708 assume its name at present used by an order of the Supreme Court of the State
709 of New York, entered on May 9, 1892; The Congregational Home Missionary
710 Society, a corporation existing under the laws of the State of New York and
711 incorporated under Chapter 21 of the laws of 1871, as amended in 1890, 1893,
712 1896 and 1899; The Congregational Sunday School Extension Society, a
713 corporation existing under the laws of the State of New York and incorporated
714 under the Membership Corporations Law under a charter bearing date December
715 19, 1917; The Congregational Education Society, a corporation existing under
716 the laws of the Commonwealth of Massachusetts, under Chapter 61 of the Acts
717 of 1816 of the general court of that Commonwealth, and Acts of 1819, 1872,
718 1874, 1893, 1894 and 1907; The Congregational Publishing Society, a
719 corporation existing under the laws of the Commonwealth of Massachusetts,
720 incorporated under the general laws of the Commonwealth of Massachusetts,
721 and pursuant to the provisions of Chapter 29 of the Acts of 1841, Acts of 1850,
722 1854, 1857, 1868, 1870 and 1883; The Congregational Women's Home
723 Missionary Federation; the Evangelical and Reformed Church, a corporation
724 incorporated June 20, 1940, and existing according to section fifteen of the
725 Religious Corporation Law of the State of New York, as amended in chapter one
726 hundred ninety-two of the laws of nineteen hundred twenty-seven of the State of
727 New York, through the boards, agencies, or instrumentalities organized and/or
728 controlled by said Evangelical and Reformed Church; and the corporation may
729 take over, acquire and become possessed of and invested with all or any part of
730 the property and assets now owned, possessed, held and/or administered by the
731 Office for Church Life and Leadership, the Stewardship Council of the United
732 Church of Christ, the Coordinating Center for Women in Church and Society, the
733 United Church Board for Homeland Ministries, the Board of National Missions,
734 the Board of Christian Education and Publication, the Board of Business
735 Management, the Board of Home Missions of the Reformed Church in the U.S.,
736 The American Missionary Association, The Congregational Church Building
737 Society, The Congregational Home Missionary Society, The Congregational
738 Sunday School Extension Society, The Congregational Education Society, The
739 Congregational Publishing Society, The Congregational Women's Home
740 Missionary Federation, and the boards, agencies, and instrumentalities, or any of

741 them, created and/or controlled by the Evangelical and Reformed Church,
742 expressly subject as to all said property and assets of said societies, and each of
743 them, and as to each and every part of said property and assets, to all and every
744 of the terms, conditions, stipulations, restrictions, reservations and provisions, of
745 any and all wills, trusts, gifts, grants and contracts relating to or in any way
746 affecting the property and assets, so far as the same are now, or may become
747 subject to or affected thereby, which shall be strictly and completely observed,
748 fulfilled, discharged and complied with by the corporation, when and after, and
749 from time to time as, it shall have duly acquired and become possessed of such
750 property and assets. Notwithstanding such conveyances and transfers to the
751 corporation all and singular the obligations of said corporations so conveying
752 their property shall remain in full force and the corporation shall be liable upon all
753 contracts made by each of said conveying corporations to the extent of the value
754 of the property applicable to the discharge of its obligations, received from such
755 conveying corporation.

756
757 The corporation is hereby authorized to accept and receive the assignment,
758 transfer, conveyance, setting over and delivery of all or any portion of the
759 property, estates and rights of any and every description held or enjoyed or
760 which may hereafter be held or enjoyed by the Office for Church Life and
761 Leadership, the Stewardship Council of the United Church of Christ, the
762 Coordinating Center for Women in Church and Society, the United Church Board
763 for Homeland Ministries, the Board of National Missions, the Board of Christian
764 Education and Publication, the Board of Business Management, the Board of
765 Home Missions of the Reformed Church in the U.S., The American Missionary
766 Association, The Congregational Church Building Society, The Congregational
767 Home Missionary Society, The Congregational Sunday School Extension
768 Society, The Congregational Education Society, The Congregational Publishing
769 Society, The Congregational Women's Home Missionary Federation, and the
770 boards, agencies, and instrumentalities, or any of them, created and/or controlled
771 by the Evangelical and Reformed Church, or any of said corporations, or to which
772 they now are or any of them now is, or they or any of them may hereafter
773 become entitled, by virtue of any grant, gift, bequest or devise or otherwise,
774 howsoever, and in respect of any and all such property, estates and rights if and
775 when, and from time to time as, the same are assigned, transferred, conveyed,
776 set over and delivered to it by said corporations respectively, shall have, hold,
777 use and enjoy the same corporate powers, franchises, and privileges as those
778 which in respect thereof are now held, used and enjoyed by said corporations
779 respectively; and the corporation shall have, hold, use and enjoy all the property,
780 estates and rights which may be so assigned, transferred, conveyed, set over
781 and delivered by said corporations respectively in the same manner and to the
782 same extent as said corporations by which the same may be so assigned,
783 transferred, conveyed, set over and delivered to it might respectively have done,
784 and shall be entitled to receive, sue for and recover all legacies, devises,
785 bequests, gifts and property which have heretofore been or may hereafter be
786 made or given to said corporations, or any of them if and when, and from time to
787 time as, the same are by them respectively so assigned, transferred, conveyed,
788 set over and delivered, provided, the corporation shall receive and hold said
789 property, estates and rights, legacies, devises, bequests and gifts, upon the
790 same respective trusts, and for the same respective uses and purposes only, as
791 the same are or otherwise would be held by the respective corporations by which

792 the same may be so assigned, transferred, conveyed, set over and delivered to
793 it.

794
795 In addition to the properties and assets of said corporations mentioned in the
796 preceding paragraphs of this FOURTH Article, which the corporation is
797 authorized to acquire, become possessed of and administer, the corporation
798 shall have authority to take, receive, accept, purchase or otherwise acquire, hold,
799 properly administer and dispose of property, real or personal, of any kind, which,
800 at any time and from time to time, may be given, devised, bequeathed,
801 conveyed, sold, transferred, assigned, set over or delivered to it in connection
802 with, or for, or in furtherance of, the purposes and objects to be served and
803 accomplished by its creation or any of them, in so far as the same may be
804 properly asserted and exercised by it and may not be inconsistent with the
805 constitution and laws of this State, and in accordance with the terms, conditions,
806 stipulations, restrictions, reservations and provisions of any will, trust, gift, grant
807 or contract, relating to or affecting any of the properties, real or personal, of
808 which it may become possessed.

809
810 The corporation shall assure that the legacy/historic restrictions on the use of
811 restricted funds and the intended use restrictions of the unrestricted funds of each
812 of the historic ministries of the corporation are monitored, accounted for,
813 maintained, and reported to the Board of Directors of the corporation; and that the
814 allocation of both restricted and unrestricted funds be based on donor intent,
815 whenever that can be determined.

816
817 There shall be no use, expenditure or disposal of any legacies or other property
818 heretofore received by the corporation or of which the corporation may hereafter
819 become possessed without the approval of the corporation's Board of Directors.

820
821 The corporation shall report its finances annually to the United Church of Christ
822 Board and to each regular meeting of the General Synod of the United Church of
823 Christ. The corporation shall submit to the United Church of Christ Board, acting
824 as the Budget Committee of the General Synod, a detailed request for support of
825 the corporation's work through funds allocated from the biennial income goal to
826 be recommended to the General Synod.

827
828 **FIFTH:** No part of the net earnings of the corporation shall inure to the benefit of
829 any member, director, officer, or other private person or be devoted to any
830 purposes other than those specified in the THIRD Article hereof, excepting,
831 however, payment of reasonable compensation for services rendered.

832
833 No substantial part of the activities of the corporation shall be to carry on
834 propaganda or otherwise to attempt to influence legislation, and the corporation
835 shall not participate in or intervene in (including the publishing or distributing of
836 statements) any political campaign on behalf of (or in opposition to) any
837 candidate for public office.

838
839 The corporation shall not discriminate against any person by refusing its services
840 to such person on the grounds of race, color, sex, age, sexual orientation,
841 religion, national origin, disability or gender identity.

842

843 Notwithstanding any other provision of these Amended Articles, the corporation
844 shall not carry on any activity not permitted to be carried on (i) by a corporation
845 exempt from federal income tax under §501(c)(3) of the Internal Revenue Code
846 of 1986, as amended (or the corresponding provision of any future United States
847 Internal Revenue law), or (ii) by a corporation, contributions to which are
848 deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended
849 (or the corresponding provision of any future United States Internal Revenue
850 law).

851
852 **SIXTH:** The corporation shall have a Board of Directors, in which shall be vested
853 all of the power and authority to supervise, control, direct and manage the
854 property, affairs and activities of the corporation, as set forth in these Amended
855 Articles and the corporation's Code of Regulations or Bylaws. The directors of
856 the corporation shall, for the purposes of any statute or rule of law relating to
857 corporations, be taken to be the members of the corporation, and they shall have
858 all of the rights and privileges of members, except as otherwise provided by law.
859 The members of the United Church of Christ Board shall be the directors of the
860 corporation.

861
862 The corporation shall have ~~an Executive Minister~~ a President, who shall be the
863 principal minister and chief executive of the corporation, responsible for guiding
864 and leading all of the corporation's activities under the oversight of its Board of
865 Directors and as prescribed in these Amended Articles and the corporation's
866 Code of Regulations or Bylaws. The ~~Executive Minister~~ President shall oversee
867 the programmatic work of the corporation, which shall be carried out in
868 accordance with the policies, planning, and broad oversight of the United Church
869 of Christ Board. The ~~Executive Minister~~ President shall be ~~nominated and elected~~
870 ~~by the Board of Directors of the corporation in accordance with its procedures,~~
871 ~~and shall be called by election by the General Synod of the United Church of~~
872 ~~Christ in accordance with its procedures~~ the person occupying the office of
873 General Minister and President of the United Church of Christ. The ~~Executive~~
874 ~~Minister~~ President shall be accountable to the General Synod through the United
875 Church of Christ Board. ~~The Executive Minister shall serve at the will of the~~
876 ~~Board of Directors of the corporation and may be terminated by said Board in~~
877 ~~accordance with its procedures but only after advice and consultation with the~~
878 ~~United Church of Christ Board acting as the General Synod ad interim.~~

879
880 No term or provision of this SIXTH Article may be amended, modified or deleted
881 without an affirmative vote of not less than 2/3rds of all voting members of the
882 corporation after consultation with the ~~Collegium~~ Officers of the United Church of
883 Christ and the United Church of Christ Board and after presentation of the
884 proposed amendment, modification or deletion to the General Synod of the
885 United Church of Christ.

886
887 **SEVENTH:** Except as otherwise provided by law, the corporation shall not be
888 dissolved without the approval of not less than 2/3rds of all members of the
889 corporation, after advice and consultation with the General Synod of the United
890 Church of Christ. In the event of such dissolution, the Board of Directors shall,
891 after paying or making provision for the payment of all liabilities of the
892 corporation, distribute or convey all of the assets of the corporation to such
893 successor corporation organized and operated exclusively for religious and
894 charitable purposes as shall at the time qualify as an exempt organization under

895 §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the
896 corresponding provision of any future United States Internal Revenue law), and
897 as shall be legally obligated and empowered to own and carry out the
898 obligations, terms, conditions and requirements of the corporation's assets, as
899 the Board of Directors shall determine. Such successor corporation shall be
900 related to the United Church of Christ whenever legally permissible and
901 appropriate, as determined by the Board of Directors.

902
903 **EIGHTH:** Notwithstanding any provision of the Ohio Revised Code Chapter 1702
904 now or hereafter in force, requiring for the authorization or taking of any action
905 the vote or consent of all of the members or any other number of the members
906 greater than a majority, such action, unless otherwise expressly required by law
907 or these Amended Articles, may be authorized or taken by the vote or consent of
908 a majority of the members.

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