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4 **AMENDED**
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6 **ARTICLES OF ORGANIZATION**
7
8 **OF**
9
10 **WIDER CHURCH MINISTRIES**

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

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13 These Amended Articles of Organization supersede the existing Articles.
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15 **ARTICLE I**

16 **FIRST:** The name of the corporation shall be Wider Church Ministries (a Covenanted
17 Ministry of the United Church of Christ) (hereinafter referred to as the “Corporation” or “Wider
18 Church Ministries”)
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20 **ARTICLE II**

21 **SECOND:** The Corporation is organized exclusively for charitable, educational and
22 literary-purposes. As such,

23 A. The purpose and mission of Wider Church Ministries, to be carried out in
24 accordance with the Bylaws of the United Church of Christ, shall be to encourage
25 and support Local Churches, Associations, Conferences, and the national
26 expressions of the United Church of Christ to participate in the global, multiracial,
27 multicultural church, and to support United Church of Christ ministries around the
28 world and the nation.

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30 B. Wider Church Ministries continues the work of, and acts as agent for, the
31 following predecessor bodies: the United Church Board for World Ministries, the

32 American Board of Commissioners for Foreign Missions, the Board of
33 International Missions, the Commission on World Service, ~~and~~—the
34 Congregational Christian Service Committee, and United Church Aids Network
35 (UCAN).

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37 C. Wider Church Ministries also continues the following: ministries of volunteer
38 services formerly conducted by the Division of the American Missionary
39 Association of the United Church Board for Homeland Ministries; and ministries
40 of the Health and Welfare Coordinating Council formerly related to the United
41 Church Board for Homeland Ministries.
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43 **ARTICLE III**

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45 **THIRD:** The directors of the Corporation shall, for the purposes of any statute or rule of
46 law relating to the Corporation, be taken to be the members of the Corporation, and they shall
47 have all of the rights and privileges of members, except as otherwise provided by law.

48 **ARTICLE IV**

49 (Other lawful provisions)

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52 **FOURTH:** The purposes of the Corporation shall be carried out in accordance with the
53 Bylaws of the United Church of Christ. The Corporation shall carry out its programmatic work,
54 including the fulfillment of historical mandates, in accordance with the Constitution and Bylaws
55 of the United Church of Christ through the United Church of Christ Board. The Corporation shall
56 work in covenantal relationship with the General Synod, United Church of Christ Board and
57 other ministries of the United Church of Christ to fulfill the Corporation’s purposes; and shall
58 hold in highest regard actions by, or decisions or advice emanating from, the General Synod, the
59 United Church of Christ Board, another Covenanted Ministry, a Conference, an Association, or a
60 Local Church, all of the United Church of Christ. The General Synod, in covenant with the

61 Corporation, may from time to time delegate or assign to the Corporation such responsibilities as
62 fall within the Corporation's purposes.

63 The Corporation shall have the power to take over, carry on and conduct the work or any
64 part of the work heretofore carried on by the United Church Board for World Ministries, the
65 American Board of Commissioners for Foreign Missions, the Board of International Missions,
66 the Commission on World Service, ~~and~~ the Congregational Christian Service Committee, and
67 United Church Aids Network (UCAN); and by the following: ministries of volunteer services
68 formerly conducted by the Division of the American Missionary Association of the United
69 Church Board for Homeland Ministries; ministries of the Health and Welfare Coordinating
70 Council formerly related to the United Church Board for Homeland Ministries; and the
71 Corporation may take over, acquire and become possessed of and invested with all or any part of
72 the property and assets now owned, possessed, held and/or administered by the United Church
73 Board for World Ministries, the American Board of Commissioners for Foreign Missions, the
74 Board of International Missions, the Commission on World Service, and the Congregational
75 Christian Service Committee; and by the following: ministries of volunteer services formerly
76 conducted by the Division of the American Missionary Association of the United Church Board
77 for Homeland Ministries; ministries of the Health and Welfare Coordinating Council formerly
78 related to the United Church Board for Homeland Ministries, expressly subject as to all said
79 property and assets of said bodies and ministries, and each of them, and as to each and every part
80 of said property and assets, to all and every of the terms, conditions, stipulations, restrictions,
81 reservations and provisions, of any and all wills, trusts, gifts, grants and contracts relating to or in
82 any way affecting the property and assets, so far as the same are now, or may become subject to

83 or affected thereby, which shall be strictly and completely observed, fulfilled, discharged and
84 complied with by the Corporation, when and after, and from time to time as, it shall have duly
85 acquired and become possessed of such property and assets. Notwithstanding such conveyances
86 and transfers to the Corporation all and singular the obligations of said bodies and ministries so
87 conveying their property shall remain in full force and the Corporation shall be liable upon all
88 contracts made by each of said conveying bodies and ministries to the extent of the value of the
89 property applicable to the discharge of its obligations, received from such conveying body or
90 ministry.

91 The Corporation is hereby authorized to accept and receive the assignment, transfer,
92 conveyance, setting over and delivery of all or any portion of the property, estates and rights of
93 any and every description held or enjoyed or which may hereafter be held or enjoyed by the
94 United Church Board for World Ministries, the American Board of Commissioners for Foreign
95 Missions, the Board of International Missions, the Commission on World Service, and the
96 Congregational Christian Service Committee; and by the following: ministries of volunteer
97 services formerly conducted by the Division of the American Missionary Association of the
98 United Church Board for Homeland Ministries; ministries of the Health and Welfare
99 Coordinating Council formerly related to the United Church Board for Homeland Ministries, or
100 any of said bodies and ministries, or to which they now are or any of them now is, or they or any
101 of them may hereafter become entitled, by virtue of any grant, gift, bequest or devise or
102 otherwise, howsoever, and in respect of any and all such property, estates and rights if and when,
103 and from time to time as, the same are assigned, transferred, conveyed, set over and delivered to
104 it by said bodies and ministries respectively, shall have, hold, use and enjoy the same corporate

105 powers, franchises, and privileges as those which in respect thereof are now held, used and
106 enjoyed by said bodies and ministries respectively; and the Corporation shall have, hold, use and
107 enjoy all the property, estates and rights which may be so assigned, transferred, conveyed, set
108 over and delivered by said bodies and ministries respectively in the same manner and to the same
109 extent as said bodies and ministries by which the same may be so assigned, transferred,
110 conveyed, set over and delivered to it might respectively have done, and shall be entitled to
111 receive, sue for and recover all legacies, devises, bequests, gifts and property which have
112 heretofore been or may hereafter be made or given to said bodies and ministries, or any of them
113 if and when, and from time to time as, the same are by them respectively so assigned,
114 transferred, conveyed, set over and delivered, provided, the Corporation shall receive and hold
115 said property, estates and rights, legacies, devises, bequests and gifts, upon the same respective
116 trusts, and for the same respective uses and purposes only, as the same are or otherwise would be
117 held by the respective bodies and ministries by which the same may be so assigned, transferred,
118 conveyed, set over and delivered to it.

119 In addition to the properties and assets of said bodies and ministries mentioned in the
120 preceding paragraphs of this **ARTICLE IV**, which the Corporation is authorized to acquire,
121 become possessed of and administer, the Corporation shall have authority to take, receive,
122 accept, purchase or otherwise acquire, hold, properly administer and dispose of property, real or
123 personal, of any kind, which, at any time and from time to time, may be given, devised,
124 bequeathed, conveyed, sold, transferred, assigned, set over or delivered to it in connection with,
125 or for, or in furtherance of, the purposes and objects to be served and accomplished by its
126 creation or any of them, in so far as the same may be properly asserted and exercised by it and

127 may not be inconsistent with the constitution and laws of this State, and in accordance with the
128 terms, conditions, stipulations, restrictions, reservations and provisions of any will, trust, gift,
129 grant or contract, relating to or affecting any of the properties, real or personal, of which it may
130 become possessed.

131 The Corporation shall assure that the legacy/historic restrictions on the use of restricted
132 funds and the intended use restrictions of the unrestricted funds of each of the historic ministries
133 of the Corporation are monitored, accounted for, maintained, and reported to the Board of
134 Directors of the Corporation; and that the allocation of both restricted and unrestricted funds be
135 based on donor intent, whenever that can be determined.

136 There shall be no use, expenditure or disposal of any legacies or other property heretofore
137 received by the Corporation or of which the Corporation may hereafter become possessed
138 without the approval of the Corporation's Board of Directors.

139 The Corporation shall report its finances annually to the United Church of Christ Board
140 and to each regular meeting of the General Synod of the United Church of Christ. The
141 Corporation shall submit to the United Church of Christ Board, acting as the Budget Committee
142 of the General Synod, a detailed request for support of the Corporation's work through funds
143 allocated from the biennial income goal to be recommended to the General Synod.

144 **FIFTH:** No part of the net earnings of the Corporation shall inure to the benefit of any
145 member, director, officer, or other private person or be devoted to any purposes other than those
146 specified in **ARTICLE II** hereof, excepting, however, payment of reasonable compensation for
147 services rendered.

148 No substantial part of the activities of the Corporation shall be to carry on propaganda or
149 otherwise to attempt to influence legislation, and the Corporation shall not participate in or
150 intervene in (including the publishing or distributing of statements) any political campaign on
151 behalf of (or in opposition to) any candidate for public office.

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

155 Notwithstanding any other provision of these Amended Articles of Organization, the
156 Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation
157 exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as
158 amended (or the corresponding provision of any future United States Internal Revenue law), or
159 (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal
160 Revenue Code of 1986, as amended (or the corresponding provision of any future United States
161 Internal Revenue law).

162 **SIXTH:** The Corporation shall have a Board of Directors, in which shall be vested all of
163 the power and authority to supervise, control, direct and manage the property, affairs and
164 activities of the Corporation, as set forth in these Amended Articles and the Corporation's Code
165 of Regulations or Bylaws. As provided in **ARTICLE III** above, the directors of the Corporation
166 shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the
167 members of the Corporation, and they shall have all of the rights and privileges of members,
168 except as otherwise provided by law. The members of the United Church of Christ Board shall
169 be the directors of the Corporation. The Corporation shall have ~~an Executive Minister~~[President](#),

170 who shall be the principal minister and chief executive of the Corporation, responsible for
171 guiding and leading all of the Corporation's activities under the oversight of its Board of
172 Directors and as prescribed in these Amended Articles of Organization and the Corporation's
173 Code of Regulations or Bylaws. The ~~Executive Minister~~President shall oversee the programmatic
174 work of the Corporation, which shall be carried out in accordance with the policies, planning,
175 and broad oversight of the United Church of Christ Board. The ~~Executive Minister~~President shall
176 be ~~nominated and elected by the Board of Directors of the Corporation in accordance with its~~
177 ~~procedures, and shall be called by election by the General Synod of the United Church of Christ~~
178 ~~in accordance with its procedures~~ the person occupying the office of General Minister and
179 President of the United Church of Christ. The ~~Executive Minister~~President shall be accountable
180 to the General Synod through the United Church of Christ Board. ~~The Executive Minister shall~~
181 ~~serve at the will of the Board of Directors of the Corporation and may be terminated by said~~
182 ~~Board in accordance with its procedures but only after advice and consultation with the United~~
183 ~~Church of Christ Board acting as the General Synod ad interim.~~

184 No term or provision of this SIXTH Section of **ARTICLE IV** may be amended,
185 modified or deleted without an affirmative vote of not less than 2/3rds of all voting members of
186 the Corporation after consultation with the ~~Collegium~~Officers of the United Church of Christ
187 and the United Church of Christ Board and after presentation of the proposed amendment,
188 modification or deletion to the General Synod of the United Church of Christ.

189 **SEVENTH:** Except as otherwise provided by law, the Corporation shall not be
190 dissolved without the approval of not less than 2/3rds of all members of the Corporation, after
191 advice and consultation with the General Synod of the United Church of Christ. In the event of

192 such dissolution, the Board of Directors shall, after paying or making provision for the payment
193 of all liabilities of the Corporation, distribute or convey all of the assets of the Corporation to
194 such successor corporation organized and operated exclusively for religious and charitable
195 purposes as shall at the time qualify as an exempt organization under §501(c)(3) of the Internal
196 Revenue Code of 1986, as amended (or the corresponding provision of any future United States
197 Internal Revenue law), and as shall be legally obligated and empowered to own and carry out the
198 obligations, terms, conditions and requirements of the Corporation's assets, as the Board of
199 Directors shall determine. Such successor corporation shall be related to the United Church of
200 Christ whenever legally permissible and appropriate, as determined by the Board of Directors.

201 **EIGHTH:** Notwithstanding any provision of the General Laws of the Commonwealth of
202 Massachusetts, Chapter 180, Section 6A and Chapter 156B, Section 59 now or hereafter in force,
203 requiring for the authorization or taking of any action the vote or consent of all of the members
204 or any other number of the members greater than a majority, such action, unless otherwise
205 expressly required by law or these Amended Articles of Organization, may be authorized or
206 taken by the vote or consent of a majority of the members.

207 **NINTH:** The place where the principal office of the Corporation is to be located is the
208 City of Cleveland in the County of Cuyahoga and the State of Ohio.

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