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**BYLAWS
OF
THE CORPORATION**

**WIDER CHURCH MINISTRIES
(A Covenanted Ministry of the United Church of Christ)**

Recitals

Wider Church Ministries (a Covenanted Ministry of the United Church of Christ) (hereinafter referred to as the “Corporation”) is a Massachusetts nonprofit corporation.

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 adopted the new name of Wider Church Ministries (a Covenanted Ministry of the United Church of Christ) effective as of July 1, 2000.

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 Articles of Amendment of the Corporation (July ____, 2013).

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 encourage and support Local Churches, Associations, Conferences, and the national expressions of the United Church of Christ to participate in the global, multiracial, multicultural church, and to support United Church of Christ ministries around the world and the nation.

In carrying out its purpose and mission, the Corporation, under the oversight of the United Church of Christ Board, shall assist the Church in all of its expressions, shall provide support for the Church’s ministry of service, and may provide public witness on behalf of the policies and resolutions of the General Synod.

In carrying out its purpose and mission, 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.

The Corporation continues the work of, and acts as agent for, the following predecessor bodies: the United Church Board for World Ministries, the American Board of Commissioners for Foreign Missions, the Board of International Missions, the Commission on World Service, and the Congregational Christian Service Committee. It also continues the ministries of volunteer services formerly conducted by the Division of the American Missionary Association of the United Church Board for Homeland Ministries; ministries of the Health and Welfare Coordinating Council formerly related to the United Church Board

47 for Homeland Ministries. The work of each of these predecessor bodies and ministries is
48 described in **ARTICLE II** of the Amended Articles of Organization of the Corporation
49 attached to these Bylaws (Appendix A).

50
51 The Corporation is the successor in interest for the bodies and ministries set forth in
52 **ARTICLE II** of the Amended Articles of Organization of the Corporation (Appendix A).

53
54 **ARTICLE I: NAME**

55
56 The name of the Corporation is Wider Church Ministries (a Covenanted Ministry of the
57 United Church of Christ).

58
59 **ARTICLE II: MEMBERSHIP**

60
61 A. The directors of the Corporation shall, for the purposes of any statute or rule of law
62 relating to corporations, be the members of the Corporation, and they shall have all of the
63 rights and privileges of members, except as otherwise provided by law.

64
65 B. The Board of Directors of the Corporation is comprised of the members of the United
66 Church of Christ Board.

67
68 **ARTICLE III: OFFICERS**

69
70 A. The Officers of the Corporation shall be:

- 71
72 1. the Chairperson of the Board of Directors, who shall be the person occupying the
73 office of Chairperson of the United Church of Christ Board;
74 2. the Vice Chairperson of the Board of Directors, who shall be the person
75 occupying the office of Vice Chairperson of the United Church of Christ Board;
76 3. the President of the Corporation, who shall be the person occupying the office of
77 General Minister and President of the United Church of Christ;
78 ~~4. the Vice President of the Corporation, who shall be the person occupying the~~
79 ~~office of the Executive Minister;~~
80 ~~5.4. the Executive Minister;~~
81 ~~6.5.~~ the Secretary of the Corporation, who shall be the person occupying the office
82 of the Chief Administrative Officer of the United Church of Christ;
83 ~~7.6.~~ the Treasurer of the Corporation, who shall be the person occupying the office
84 of the Chief Financial Officer of the United Church of Christ; and
85 ~~8.7.~~ such other officers as the Board of Directors may from time to time elect for
86 the transaction of the business of the Corporation.

87
88 B. Except as otherwise provided in these Bylaws, the duties of the officers shall be such as
89 usually pertain to such offices. Except as otherwise provided in these Bylaws, any
90 officer may be removed with or without cause by the Board of Directors. All officers
91 shall hold office until ~~his/her~~ the officer's successor has been elected and qualified and
92 has assumed the duties of the office, unless the officer has resigned, died, become

incapacitated or been removed by the Board of Directors (if elected by the Board).

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

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

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

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

2. President of the Corporation

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

~~3. Vice President of the Corporation~~

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

4. The Executive Minister

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

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

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

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~~— d. For the initial term of office of an individual Executive Minister, the nomination of a candidate for election shall be made by a search committee appointed by and from the Board of Directors. The search committee shall include, but not be limited to, the General Minister and President of the United Church of Christ, one Conference Minister named by the Council of Conference Ministers, and one representative of the Council for Racial and Ethnic Ministries to be selected from the COREM members on the Board of Directors of the Corporation, and such other members as deemed necessary and appropriate by the Board of Directors and appointed by the Board of Directors, provided however, in all cases, not less than two-thirds of the members of the search committee shall consist of members of the Board of Directors. Members of the search committee shall have voice and vote. At least one member of the search committee shall be a youth or young adult. The Executive Minister shall not participate in the work of the search committee choosing a successor. The affirmative action commitments of the Corporation and the United Church of Christ shall be fully respected in the search process. The search committee shall be responsible to present a candidate who, if elected, will contribute to the diversity of the Collegium of Officers of the United Church of Christ.~~

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

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

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

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

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

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h. The ~~Executive Minister~~President is the principal minister and chief executive officer of the Corporation, responsible for the execution of policy set by the Board of Directors and for providing guidance and leadership to the life of the Corporation, its Board of Directors and staff, as set forth in these Bylaws and in any position description which the Board of Directors may adopt. The ~~Executive Minister~~President shall oversee the programmatic work of the Corporation, which shall be carried out in accordance with the policies, planning, and broad oversight of the United Church of Christ Board. The President may delegate and direct the work of the Corporation to one or more Associate General Ministers with the affirmation of the United Church of Christ Board. ~~With the General Minister and President of the United Church of Christ, the Executive Minister shall be involved in the overall functions of the national setting, including visioning and planning, communications, development and management of budgets, development and leadership of staff, and implementation of policies adopted by the General Synod and the United 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.~~

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~~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.

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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~~

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- ~~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.

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

- 323 wise and desirable to the Board of Directors;
324
325 5. Shall ensure that the diversity of the Board of Directors is represented in the
326 leadership and membership of the committees of the Board of Directors;
327
328 6. May, except as otherwise provided in these Bylaws, determine the duties of the
329 officers and committees of the Corporation and fix their compensation, if any; and
330
331 7. Shall make provision for, and shall receive, the report of an annual financial audit
332 of the Corporation.
333
- 334 C. Regular meetings of the Board of Directors shall be held twice a year. Notice of
335 meetings shall be sent to all directors at least thirty days in advance. Minutes of the meetings
336 shall be sent to all members. The Board of Directors shall hold its meetings in the location
337 and at the same time as the meetings of the United Church of Christ Board and of the Boards
338 of Directors of the other Covenanted Ministries of the United Church of Christ.
339
- 340 D. Special meetings of the Board of Directors may be called upon written request of ten
341 voting members, or by the Chairperson of the Board of Directors or by the President. At
342 least ten days' notice of any special meeting shall be given to each member of the Board of
343 Directors. The notice must indicate the purpose of the meeting.
344
- 345 E. At all meetings of the Board of Directors, a majority of its members shall constitute a
346 quorum. Meetings of the directors may be held by means of authorized communications
347 equipment.
348

349 **ARTICLE V: COMMITTEES**

350
351 The Board of Directors may provide for such standing and other committees as it deems
352 appropriate and discontinue the same at its pleasure, and each such committee may draw on
353 expertise beyond the Board of Directors if necessary.
354

355 **ARTICLE VI: AFFILIATED CORPORATIONS**

- 356
357 A. Subject to the approval of the United Church of Christ Board, the Board of Directors
358 shall approve the creation of new corporations to be affiliated with the Corporation.
359
- 360 B. The Board of Directors shall approve the plan of affiliation for an existing corporation
361 seeking to become an affiliated corporation. This plan must be mailed to members of the
362 Board of Directors at least ten days before the meeting at which such vote is to be taken.
363
- 364 C. The Board of Directors shall approve the Articles of Incorporation, Bylaws and/or Rules
365 of all proposed (new or existing) affiliated corporations. Proposed Articles and/or Bylaws
366 must be mailed to members of the Board of Directors at least ten days before the meeting at
367 which such vote is taken.
368

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

373
374 E. The Board of Directors shall elect the members of the Board of Directors of affiliated
375 corporations.

376
377 **ARTICLE VII: OTHER RULES**

378
379 ~~The following Rules shall apply in the event the Executive Minister is unable to discharge~~
380 ~~the responsibilities of the position, or if there is a vacancy in the office, including a vacancy~~
381 ~~due to removal of the Executive Minister by the Board of Directors:~~

382
383 ~~1. The Board of Directors, in consultation with the General Minister and President of~~
384 ~~the United Church of Christ, shall appoint an Acting Executive Minister to serve~~
385 ~~until the Executive Minister returns to service, or is replaced by a successor duly~~
386 ~~nominated and called by election by the General Synod of the United Church of~~
387 ~~Christ.~~

388
389 ~~2. In the event that the Board of Directors appoints an Acting Executive Minister for~~
390 ~~any reason, it shall so advise the United Church of Christ Board acting as the~~
391 ~~General Synod ad interim and shall recommend the Acting Executive Minister for~~
392 ~~appointment as an Acting Officer of the United Church of Christ.~~

393
394 ~~3. If the Acting Executive Minister is not appointed as an Acting Officer of the~~
395 ~~United Church of Christ, the Board of Directors may (but shall not be obligated~~
396 ~~to) determine whether to remove the Acting Executive Minister as a result of such~~
397 ~~circumstance.~~

398
399 ~~4. An Acting Executive Minister shall serve at the will of the Board of Directors,~~
400 ~~and unless removed by the Board of Directors, until the Executive Minister~~
401 ~~returns to service, or is replaced by a successor nominated by the procedures set~~
402 ~~forth herein and subsequently called by election by the General Synod as an~~
403 ~~Officer of the United Church of Christ. In the event that the President is unable to~~
404 ~~discharge the responsibilities of the position, or if there is a vacancy in the office,~~
405 ~~the Board of Directors shall name as Acting President the person named by the~~
406 ~~United Church of Christ Board to serve as Acting General Minister and President~~
407 ~~pursuant to the Bylaws of the United Church of Christ Board.~~

408
409 **ARTICLE VIII: INDEMNIFICATION**

410
411 A. Authorization.

412
413 1. In the event that any person who was or is a party or is threatened to be made a
414 party to any threatened, pending or completed civil, criminal, administrative or

415 investigative action, suit or proceeding, other than an action by or in the right of
416 the Corporation, seeks indemnification from the Corporation against expenses
417 (including attorneys fees), judgments, fines and amounts paid in settlement,
418 actually and reasonably incurred by such person in connection with such action,
419 suit or proceeding by reason of the fact that such person is or was a director,
420 officer, employee, agent or volunteer of the Corporation, or is or was serving at
421 the request of the Corporation as a director, officer, employee, member, manager,
422 agent or volunteer of another corporation (domestic or foreign, nonprofit or for
423 profit), limited liability company, partnership, joint venture, trust, or other
424 enterprise, then, unless such indemnification is ordered by a court, the
425 Corporation shall determine or cause to be determined in the manner provided in
426 Section 1702.12(E)(4) of the Ohio Revised Code whether or not indemnification
427 is proper in the circumstances because the person claiming such indemnification
428 has met the applicable standards of conduct set forth in divisions (E)(1) and (E)(2)
429 of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so
430 determined that such indemnification is proper, the person claiming such
431 indemnification shall be indemnified.
432

433 2. Expenses, including attorneys' fees, incurred by a director, officer, employee,
434 member, manager, agent or volunteer in defending any action, suit or proceeding
435 referred to in this Paragraph A may be paid by the Corporation as they are
436 incurred in advance of the final disposition of such action, suit or proceeding, as
437 authorized by the directors in the specific case upon receipt of an undertaking by
438 or on behalf of the director, officer, employee, member, manager, agent or
439 volunteer to repay such amount if it ultimately is determined that such person is
440 not entitled to be indemnified by the Corporation as authorized in this Paragraph.
441

442 3. The indemnification authorized by Paragraph A shall not be deemed exclusive of,
443 and shall be in addition to, any other rights granted to those seeking
444 indemnification, pursuant to the Amended Articles of Organization of the
445 Corporation, these Bylaws, any agreement, vote of members or disinterested
446 directors, or otherwise, both as to action in their official capacities and as to action
447 in another capacity while holding their offices or positions, and shall continue as
448 to a person who has ceased to be a director, officer, employee, member, manager,
449 agent or volunteer and shall inure to the benefit of the heirs, executors, and
450 administrators of such person.
451

452 4. For purposes of this Article, the term "volunteer" is used as defined by Chapter
453 1702 of the Ohio Revised Code, as amended.
454

455 5. The provisions of Section 1702.12(E)(5)(a)(i) of the Ohio Revised Code
456 applicable to automatic advance payment of expenses shall not apply to the
457 Corporation.
458

459 B. Insurance.
460

461 The Corporation, to the extent permitted by the General Laws of the Commonwealth
462 of Massachusetts, Chapter 180, Section 3 and Chapter 156B, Section 67, may purchase and
463 maintain insurance or furnish similar protection including, but not limited to, trust funds,
464 letters of credit or self-insurance, for or on behalf of any person who is or was a director,
465 officer, employee, agent or volunteer of the Corporation, or is or was serving at the request
466 of the Corporation as a director, officer, employee, member, manager, agent or volunteer of
467 another corporation (domestic or foreign, nonprofit, or for profit), limited liability company,
468 partnership, joint venture, trust or other enterprise.

469
470 C. Limitation.

471
472 Anything to the contrary notwithstanding, the Corporation shall not indemnify
473 directors or officers or other persons or entities, pay their expenses in advance or pay
474 insurance premiums on their behalf if such indemnification payment, advance expense
475 payment or payment of insurance premium would constitute a violation of any provision of
476 the Internal Revenue Code of 1986, as amended (the Code), applicable to the Corporation.

477
478 **ARTICLE IX: AMENDMENTS**

479
480 A. These Bylaws may be amended at any meeting by a two-thirds vote of the entire
481 membership of the Board of Directors, provided that proposed changes or amendments shall
482 have been submitted in writing to the entire membership of the Board of Directors at least
483 ten days prior to the date of the meeting.

484
485 B. Any modification of the powers in Article II.B or Article III.C. 4 a of these Bylaws shall
486 be authorized by the Board of Directors only after consultation with the ~~Collegium of~~
487 ~~Officers of the United Church of Christ~~ and the United Church of Christ Board and after
488 presentation to the General Synod, and shall require an affirmative vote of not less than two-
489 thirds of all voting members of the Board of Directors (cf. ~~Paragraph 61(e) of the~~
490 Constitution of the United Church of Christ).

491
492 C. Members may vote on changes or amendments either in person or in such other manner
493 as established by the Board of Directors and in accordance with the laws of the
494 Commonwealth of Massachusetts.

495
496 D. The Secretary of the Corporation is authorized to make editorial changes in these
497 Bylaws whenever necessary, after consultation with legal counsel for the Corporation.