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AGREEMENT OF CONSOLIDATION

This Agreement of Consolidation, made this day of , 1962, between THE CONGREGATIONAL CONFERENCE OF MINNESOTA and the NORTHERN SYNOD OF THE EVANGELICAL AND REFORMED CHURCH, witnesseth:

WHEREAS, The Congregational Conference of Minnesota is a corporation organized and existing under the laws of the State of Minnesota whose general purpose is, of itself and in cooperation with the various national Congregational Missionary organizations to promote the interests of religion, especially in the State of Minnesota; for that purpose to acquire by purchase, gift, grant, devise or bequest real estate and personal property; to hold, use, give, grant and otherwise dispose of the same; to coordinate the several forms of denominational activity engaged in by the churches of the Conference, and to systematize and promote the benevolent interests of the Congregational denomination within the State, and

WHEREAS, the Northern Synod of the Evangelical and Reformed Church is a corporation organized and existing under the laws of the State of Minnesota whose business and purpose is to manage and conduct the common business and affairs of those churches of the Evangelical and Reformed denomination situated within the boundaries of said Northern Synod as the same is and may be designated and established by the General Synod of the Evangelical and Reformed Church, and

WHEREAS, the United Church of Christ has been formed pursuant to the Basis of Union with Interpretations, and is a union of The General Council of the Congregational Christian Churches of the United States and the Evangelical and Reformed Church, without break in their respective historic continuities, and

WHEREAS, The Congregational Conference of Minnesota and the Northern Synod of the Evangelical and Reformed Church have approved the aforesaid union and

WHEREAS, the United Church of Christ did on July 4, 1961, adopt a constitution describing the free and voluntary relationships which the local churches, associations, conferences and ministers sustain with the General Synod of the United Church of Christ and with each other and recommended such pattern of relationships and procedures to the local churches, associations, conferences and ministers to the end that they might more effectively accomplish their tasks, and under the provisions of this constitution the General Synod of the United Church of Christ has succeeded to and assumed the duties of the General Synod of the Evangelical and Reformed Church with reference to the designation and establishment of the boundaries of the Northern Synod, and the General Synod and other instrumentalities of the United Church of Christ have succeeded to and assumed the responsibilities of The General Council of the Congregational Christian Churches of the United States and all other national Congregational Missionary organizations with reference to the promotion of the interests of religion, and

WHEREAS, under the aforesaid constitution it is contemplated that synods, conferences and associations of the uniting communions shall reorganize,

NOW, THEREFORE, in consideration of the mutual promises contained herein, The Congregational Conference of Minnesota and the Northern Synod of the Evangelical and Reformed Church agree to consolidate into a single corporation under and pursuant to Chapter 317, Minnesota Statutes 1961, and upon the terms and conditions set forth in the following articles, which are hereby approved and adopted as the Articles of Incorporation of such corporation:

ARTICLES OF INCORPORATION
of the
MINNESOTA CONFERENCE OF THE UNITED CHURCH OF CHRIST

ARTICLE I

The name of this corporation shall be MINNESOTA CONFERENCE OF THE UNITED CHURCH OF CHRIST. It is referred to below as the "Conference".

ARTICLE II

The purpose of the Conference shall be:

1. Of itself and in cooperation with the various national Congregational Missionary organizations to promote the interests of religion, especially in the State of Minnesota; for that purpose to acquire by purchase, gift, grant, devise or dequest, real and personal property; to hold, use, give, grant and otherwise dispose of the same; to coordinate the several forms of denominational activity engaged in by the churches of The Congregational Conference of Minnesota, whose corporate existence, for each and every purpose stated in its Articles of Incorporation, continues in this Conference; and to systematize and promote the benevolent interests of the Congregational denomination within the State.

2. To manage and conduct the common business and affairs of those churches of the Evangelical and Reformed denomination situated within the boundaries of the Northern Synod of the Evangelical and Reformed Church, whose corporate existence, for each and every purpose stated in its Articles of Incorporation, is continued in this Conference, as said Northern Synod has been designated and established by the General Synod of the Evangelical and Reformed Church, and as the same may be designated and established by this corporation with the approval of General Synod of the United Church of Christ, formed June 25, 1957, by the union of the Evangelical and Reformed Church and The General Council of the Congregational Christian Churches of the United States.

3. To continue without break the ecclesiastical and legal identity of The Congregational Conference of Minnesota and the Northern Synod of the Evangelical and Reformed Church and to conduct their work and to have all

their powers, duties, and obligations. These corporations are referred to below as the "constituent corporations".

ARTICLE III

The Conference shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE IV

The duration of the corporate existence of the Conference shall be perpetual.

ARTICLE V

The location of the registered office of the Conference shall be in the City of Minneapolis, County of Hennepin, State of Minnesota.

ARTICLE VI

The incorporators of the Conference, acting individually and in their official positions as Directors and Trustees of the constituent corporations, are:

1. The members of the Board of Directors of The Congregational Conference of Minnesota which, by resolution adopted , 1962, by a majority vote of its entire membership approved these Articles and directed that they be submitted to a vote at a meeting of the members of said corporation held pursuant to due notice on , 1962, at which meeting these Articles were adopted by the requisite majority vote of the members voting thereon; the names and addresses of said incorporators being as follows:

2. The members of the Board of Trustees of the Northern Synod of the Evangelical and Reformed Church which, by resolution adopted 1962, by a majority vote of its entire membership approved these Articles and directed that they be submitted to a vote at a meeting of the members of said corporation held pursuant to due notice on 1962, at which meeting these Articles were adopted by the requisite majority vote of the members voting thereon; the names and addresses of said incorporators being as follows:

ARTICLE VII

The persons whose names and addresses are listed in Article VI as incorporators of the Conference shall constitute its first Board of Directors. Their tenure in office shall continue until the first annual election of the Conference and the election and qualification of their successors as provided in the Bylaws.

ARTICLE VIII

No member, director or officer of the Conference shall have or assume any personal liability for corporate obligations.

ARTICLE IX

The Conference shall have no capital stock.

ARTICLE X

The Conference shall initially be composed of all churches and ministers which now compose The Congregational Conference of Minnesota and the Northern Synod of the Evangelical and Reformed Church. The qualifications, classes and conditions of membership, the rules of admission and retention of members, the manner and conditions of termination of membership, the voting and other rights and privileges of members, the manner and time of calling regular meetings of members and elections and the responsibility for calling the same shall be stated in the Bylaws, together with any and all additional provisions for the purpose of administering and regulating the affairs of the Conference not inconsistent with law or these Articles. ✓

ARTICLE XI

The Conference shall have all capacity to act possessed by natural persons, and all authority to perform acts necessary or proper to accomplish its purposes and not repugnant to law, and all rights, privileges, immunities, powers and franchises of a nonprofit corporation formed under Chapter 317, Minnesota Statutes 1961, and all rights, privileges, powers, franchises, debts, liabilities and obligations of each of the constituent corporations as provided in that chapter. It is recognized and determined by the constituent corporations to be proper for the accomplishment of its purposes that the Conference act as and be and become, in such manner as shall be provided in its Bylaws, a conference of the United Church of Christ; provided that it shall continue ✓

in fellowship with those Congregational Christian Churches now composing The Congregational Conference of Minnesota which are not part of the United Church of Christ, so long as such churches shall desire to continue such fellowship.

ARTICLE XII

The initial Board of Directors is authorized to adopt the initial Bylaws for the Conference which were presented to and approved by the members of the constituent corporations at the respective meetings thereof at which these Articles were adopted.

ARTICLE XIII

The autonomy of each church now or hereafter composing this Conference is inherent and modifiable only by its own action. Nothing in these Articles or in the Bylaws of the Conference shall destroy or limit the right of each church to continue to operate in the way customary to it; nor shall be construed as giving to the Conference, now or at any future time, the power to abridge or impair the autonomy of any church in the management of its own affairs, which affairs include, but are not limited to the rights to retain or adopt its own methods of organization, worship and education; to retain or secure its own Articles of Incorporation and name; to adopt its own Bylaws; to formulate its own covenants and confessions of faith; to admit members in its own way and to provide for their discipline or dismissal; to call or dismiss its pastor or pastors by such procedure as it shall determine; to acquire, own, manage and dispose of property and funds; to control its own benevolences; and to withdraw by its own decision from the Conference at any time without forfeiture of ownership or control of any real or personal property owned by it. The provisions of these Articles and of the Bylaws adopted pursuant hereto which relate to churches, associations, and ministers describe the free and voluntary relationships which they sustain with the Conference and with each other.

ARTICLE XIV

Nothing herein, or in the Bylaws adopted pursuant hereto, now or at any future time, shall authorize the use or disposition of any property or assets, real, personal or mixed, now owned by either of the constituent corporations, or of the income therefrom, except for the corporate purposes expressed in the existing Articles of such corporation, and for the particular uses and purposes, if any, for which such property, assets or income have been received and held, and for the particular uses and purposes, if any, expressed or intended by the original donor, and subject to all conditions and trusts, if any, contained in any will or other instrument under which such property, assets or income shall have been received. If any provision of these Articles or of any Bylaws adopted pursuant thereto, generally or as applied to any particular circumstances, shall be held to have the effect described in the preceding sentence, such provision or application shall not be

enforced, but all of the remainder of such provisions and applications which do not have such effect shall be valid and enforceable, and to this end the provisions of these Articles and the applications thereof to particular circumstances are hereby declared to be severable.

ARTICLE XV

An amendment of these Articles may be proposed by resolution of the Board of Directors setting forth the proposed amendment and directing that it be submitted for adoption at an annual or special meeting of the Conference to be held not less than six weeks after such resolution shall have been adopted and a copy thereof mailed to each church of which the Conference is then composed, and to each Association of such churches, and the Board of Directors shall provide for such submission of any amendment upon receipt of a written request therefor, setting forth the text of the proposed amendment, from any one of said Associations or from ten or more of such churches. Notice of any such meeting of the Conference, stating the purpose to submit such amendment, shall be delivered or mailed not less than five nor more than thirty days before the meeting to each voting member of the Conference, and to each officer and director regardless of his voting rights. No amendment shall be adopted unless approved by the vote of not less than two-thirds of the voting members voting thereon. All amendments shall be executed and acknowledged and shall become effective upon filing for record with the Minnesota Secretary of State, as provided by law.

IN WITNESS WHEREOF the parties hereto have caused this Agreement of Consolidation to be executed by their duly authorized officers and their corporate seals to be duly affixed hereto the day and year first above written.

In the Presence of:

THE CONGREGATIONAL CONFERENCE OF MINNESOTA

By _____
President

And _____
Secretary

(Corporate Seal)

In the Presence of:

NORTHERN SYNOD OF THE EVANGELICAL AND
REFORMED CHURCH

By _____
President

And _____
Secretary

(Corporate Seal)

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) ss.

On this _____ day of _____, 1962, before me, a Notary Public and _____ within and for said County, personally appeared _____, to me personally known, who, being each by me duly sworn, did say that they are respectively the President and Secretary of THE CONGRESSIONAL CONFERENCE OF MINNESOTA, one of the corporations named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said _____ and _____ acknowledged said instrument to be the free act and deed of said corporation.

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) ss.

On this _____ day of _____, 1962, before me, a Notary Public within and for said County, personally appeared _____ and _____, to me personally known, who, being each by me duly sworn, did say that they are respectively the President and Secretary of NORTHERN SYNOD OF THE EVANGELICAL AND REFORMED CHURCH, one of the corporations named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said _____ and _____ acknowledges said instrument to be the free act and deed of said corporation.

CERTIFICATE

The undersigned, being the persons who executed the attached and foregoing Agreement of Consolidation between The Congregational Conference of Minnesota and the Northern Synod of the Evangelical and Reformed Church, hereby certify that said agreement was adopted in accordance with the provisions of Chapter 317, Minnesota Statutes 1961, and with the Articles and Bylaws of each of said constituent corporations.

President of The Congregational Conference
of Minnesota

Secretary of The Congregational Conference
of Minnesota

President of the Northern Synod of the
Evangelical and Reformed Church

Secretary of the Northern Synod of the
Evangelical and Reformed Church

BYLAWS

of

MINNESOTA CONFERENCE OF THE UNITED CHURCH OF CHRIST

ARTICLE I - PURPOSE AND DEFINITIONS

These Bylaws are adopted by the Minnesota Conference of the United Church of Christ for the purpose of administering and regulating its affairs in accordance with law and its Articles of Incorporation. Terms used herein are defined as follows:

1. Conference: Minnesota Conference of the United Church of Christ, a corporation organized and existing under Chapter 317, Minnesota Statutes 1961.
2. Agreement of Consolidation: Agreement of Consolidation dated , 1962, forming the Conference, filed in the office of the Minnesota Secretary of State , 1962, recorded in Book of Incorporations, page .
3. Articles: Articles of Incorporation of the Conference, set forth in the Agreement of Consolidation.
4. Congregational Conference: The Congregational Conference of Minnesota, a Minnesota corporation, one of the parties to the Agreement of Consolidation, heretofore organized and existing under Articles of Incorporation filed in the office of the Minnesota Secretary of State January 3, 1907, and Amended Articles of Incorporation filed November 14, 1916, recorded in Book C4 of Incorporations, page 627, whose corporate existence is continued in the Conference for all purposes stated in such Amended Articles.
5. Northern Synod: Northern Synod of the Evangelical and Reformed Church, a Minnesota corporation, the other party to the Agreement of Consolidation, heretofore organized and existing under Articles of Incorporation filed in the office of the Minnesota Secretary of State February 27, 1958, recorded in Book X-11 of Incorporations, page 387, whose corporate existence is continued in the Conference for all purposes stated in such Articles.
6. Constituent corporations: The Congregational Conference and the Northern Synod.
7. United Church of Christ: A religious body or association formed June 25, 1957, by the union of the Evangelical and Reformed Church and The General Council of the Congregational Christian Churches of the United States; composed of local churches, Associations, Conferences and its General Synod; and possessing a Constitution and By-Laws adopted July 4, 1961, defining and regulating its General Synod and instrumentalities recognized, established by or responsible to the General

Synod, and describing the free and voluntary relationships which local churches, Associations, Conferences and ministers sustain with the General Synod and with each other.

8. Association: An Association of the United Church of Christ, situated within the area of the Conference. All associations now recognized by the Congregational Conference have heretofore determined, by resolutions duly adopted, to act as Associations of the United Church of Christ, and their standing as bodies of that Church is hereby recognized by this Conference. The Conference itself shall exercise the functions of an Association when they are delegated to it by an Association or where no Association exists, and when so acting shall be included in the definition of that term as used in these Bylaws. Under the Constitution of the United Church of Christ, the boundaries of any new Association, and any adjustment of boundaries between Associations, are to be determined by the Associations concerned with the approval of this Conference, and the future standing of Associations as bodies of the United Church of Christ is to be determined by this Conference. Nothing herein is intended to impair the autonomy of any Association in the management of its own affairs, but all such approvals and determinations shall relate only to the standing of such Associations as bodies of the United Church of Christ.

9. Local Church: A local church of the United Church of Christ, situated within the area of the Conference, whose standing as such is determined, conferred, and certified by the Association within whose area it is situated.

10. Church: Any church within the area of the Conference, whether or not composing a part of the United Church of Christ.

11. Minister: Any person having standing as a minister in an Association or in the Conference.

12. Purpose of the Conference: The purpose set forth in its Articles, briefly stated as follows: To carry on the purposes for which each of the constituent corporations was organized, to continue without break their ecclesiastical and legal identity, and to conduct their work and have all their powers, duties and obligations.

13. Area of the Conference: The geographical area described in Article III, as it now exists and as it may be amended from time to time.

ARTICLE II - RELATION TO THE UNITED CHURCH OF CHRIST

The Conference shall be a conference of the United Church of Christ, and shall have that relation to its General Synod which is described in those portions of the Constitution and By-Laws of the United Church of Christ that relate to such conferences, subject to the determination by the General Synod of its standing as a body of the United Church of Christ. As such a Conference it shall endeavor to promote the life and strength of the churches and Associations within its boundaries and to relate the Local Churches and the Associations to the life and work of the United Church of Christ and its instrumentalities and agencies. It shall seek to promote and interpret the work of the

General Synod in the Conference through its Local Churches, its boards and its committees by all possible means consistent with the Spirit of Christ. It shall seek to develop spiritual life, stewardship, and support of Our Christian World Mission giving, and shall be primarily responsible for the relationship of the Local Churches to such ecumenical bodies as State and National and World Councils. It shall undertake to assist churches which are in need of upbuilding, establishing new churches and promoting the general welfare of churches and ministers through the ministries of appropriate Conference staff committees.

ARTICLE III - AREA

The initial area of the Conference shall include the State of Minnesota and the area served by Local Churches which were members of the Northern Synod at the time of adoption of the Articles. The boundaries of this area may be amended by vote of a majority of the Board of Directors, provided that no such amendment shall be inconsistent with the purpose of the Conference, or shall be effective with reference to its standing as a Conference of the United Church of Christ unless approved or ratified by the General Synod.

ARTICLE IV - MEMBERSHIP

1. Churches and ministers composing the Conference. The Conference shall be composed of all churches within its area which are now or may hereafter become Local Churches of the United Church of Christ, and of all ministers now or hereafter having standing in the Conference or in an Association within its area, and of all Congregational Christian churches which are now or may hereafter become affiliated with an Association. Such composition includes all churches and ministers composing the Congregational Conference and the Northern Synod at the time of the adoption of the Articles.
2. Associated churches. Any church of the Conference may by its own election, in the manner provided by its Articles and Bylaws, lay aside its rights of full membership and participation in the Conference program, without prejudice to its right to avail itself of the fellowship and service of the Conference and other churches composing the Conference, and to resume its rights of full membership and participation at any time. Any such church, when written notice of its decision is filed with the Conference Secretary, and until a similar notice of its resumption of full membership rights is filed with him, shall be listed in the official records of the Conference as an associated church. An associated church may select representatives to attend and participate in Conference meetings, without the privilege of voting, and shall be furnished all notices of Conference meetings, decisions and affairs given to other churches of the Conference. It may retain full membership in the Association with which it is affiliated or may limit such membership in any manner recognized by the Association, without affecting its rights and privileges as an associated church of the Conference. No direct or indirect participation by any such associated church in or support of the work of the Conference shall be construed as making it a Local Church of the United Church of Christ.

3. Termination. Membership of a church shall terminate only if and when such church ceases to be a member of any Association within the area of the Conference. Membership of a minister shall terminate only when he ceases to hold standing in the Conference or in an Association within the area of the Conference.

4. Voting membership. The voting membership of the Conference shall consist of lay delegates selected by and representing the churches of the Conference, other than associated churches, and the ordained ministers holding standing in its Associations or in the Conference itself. Each voting member shall be entitled to one vote, and cumulative voting shall not be permitted.

5. Selection of lay delegates. Each church composing the Conference, except an associated church, shall be entitled to select one lay delegate, and one additional lay delegate for each 200 church members, or major fraction thereof, in excess of the first 200 such members, but not exceeding six lay delegates. A lay delegate selected by any church shall be entitled to vote at the annual meeting of the Conference immediately following his selection and at all subsequent meetings until his successor is selected or his selection is revoked by his church. The manner of selection of lay delegates shall be determined by each church.

6. Non-voting members. Honorary, ex officio and other members of the Conference may be designated by the Board of Directors, but shall not be voting members.

7. Property rights. None of the property, assets or income of the Conference shall be or become the property or enure to the benefit of any member thereof, or any contributor thereto, or any other individual or corporation.

ARTICLE V - MEETINGS

1. Annual meeting. The annual meeting of the Conference shall be called by the Board of Directors and shall be held at a time and place within the area of the Conference to be determined by the Board of Directors, for the election of Directors and for the transaction of any other business.

2. Special meetings. Special meetings may be called for any purpose at any time by the Board of Directors, and shall be called by the Secretary upon receipt of written request of three or more Associations within the area of the Conference, or written request of 20 or more churches which are members of three or more such Associations.

3. Notice. The Secretary shall cause notice of each meeting to be delivered or mailed to each voting member in accordance with law, not less than five nor more than thirty days before the meeting, excluding the

day of the meeting. Each notice of a meeting shall state the time and place thereof and, in the case of a special meeting or a meeting at which an amendment of the Articles or Bylaws is proposed, its purpose. Written notice, if mailed, shall be properly addressed according to the last available records of the Conference; provided that the address of each pastor and lay representative of a church shall be recorded by the Conference as the address of such church.

4. Quorum. A quorum for the transaction of business at any annual or special meeting shall consist of 50 voting members, provided that such members shall include persons who are lay representatives or pastors of at least 25 churches which are members of at least three Associations.

5. Organization and rules. It shall be the duty of the Moderator to provide for the organization of each annual and special meeting, and to conduct each such meeting, in accordance with Robert's Rules of Order where not inconsistent with the Bylaws or with the laws of the state. Each resolution, motion and other action proposed at a meeting of the Conference may be passed and adopted by the vote of a majority of those voting thereon, unless otherwise provided in the Articles or Bylaws, or in Robert's Rules of Order.

ARTICLE VI - BOARD OF DIRECTORS

1. Composition of Board. After the annual meeting of the Conference in 1963, the Board of Directors shall consist of the following:

(a) The Moderator of the Conference.

(b) One Director nominated by each Association within the Conference, who shall at the time of his nomination be a member of a church which is a member or associate member of such Association, and shall be elected as Director by the Conference. If any Association shall fail to nominate such Director before the Conference meeting at which he is to be elected, or if the person nominated is not elected by the Conference, a nomination shall be made by a majority vote of the voting members present who are pastors or lay representatives of churches which are members of such Association.

(c) Nine Directors, each elected at large by the Conference.

(d) The Conference Minister and the Chairman of each Department of the Conference, ex officio, but these ex officio Directors shall have no vote.

2. Terms of office. The tenure in office of the initial Board of Directors designated in the Articles of Incorporation continues until the annual meeting in 1963. At this meeting there shall be elected for terms specified by the Board of Directors as limited below, three Directors of the class specified in part (b) and three Directors of the class specified in

part (c) of paragraph 1 of this Article VI, each for a term extending to the next following annual meeting; three Directors of each of said classes, for a term extending to the second following annual meeting; and the remaining number of Directors of each of said classes, for a term extending to the third following annual meeting. At the annual meeting in 1964 and in each subsequent year Directors of each of said classes shall be elected to succeed the Directors whose terms have expired, each for a term extending to the third annual meeting following his election. The term of each Director shall continue until his successor is elected and qualifies. The Moderator and the non-voting members of the Board of Directors shall hold office as Directors for the term of the office to which they were elected or appointed.

3. Qualifications and filling of vacancies. Each person serving as a Director shall be a member of one of the churches or associated churches of which the Conference is composed. Due consideration shall be given to maintaining a balance between clergy and laity in the nomination and election of members of the Board of Directors. The Board of Directors shall be the judge of the qualifications of its members and, upon occurrence of a vacancy due to the death of any Director or his resignation, ceasing to be such church member, or inability or failure to serve, shall appoint a successor to serve until the next annual meeting, at which meeting a successor shall be elected for the then remaining portion of the term.

4. Re-election. No person elected or appointed as a Director for part or all of two successive terms shall be eligible for further re-election or re-appointment until the annual meeting in the year following the expiration of the second such term.

5. Meetings. The Board of Directors shall meet not less than three times a year. A majority of its voting members shall constitute a quorum. At its first meeting after each annual meeting of the Conference, the Board of Directors shall elect from its membership a Chairman, Vice Chairman, Secretary and Treasurer. The Chairman, Vice Chairman, Secretary and Treasurer shall be President, Vice President, Secretary and Treasurer of the Conference, respectively. All legal documents shall be executed by the signatures of two officers of the Conference, one of whom may be the Conference Minister.

6. Powers. The Board of Directors shall have the usual powers and duties of the Board of Directors of a corporation organized under the non-profit corporation law of the State of Minnesota, and may designate five or more of its members to constitute an Executive Committee to be vested with such powers as may be delegated to it, to act in the interval between meetings of the Board and subject to the control and direction of the Board.

ARTICLE VII - OFFICERS

1. Moderator. The Moderator of the Conference shall be a member of a church or associated church of which the Conference is composed, elected at each annual meeting for a term commencing upon the close of that meeting

and extending to the close of the next following annual meeting and until his successor is elected and qualifies. He shall preside at meetings of the Conference and perform such other duties as the Board of Directors may request. Such number of Assistant Moderators as the Board of Directors shall determine may be elected in the same manner and for the same term as the Moderator, to perform any or all of his duties upon his request or in his absence or disability, or in case of necessity may be appointed by the Board of Directors for the remainder of the current term of the Moderator.

2. Secretary. The Secretary of the Conference, elected by the Board of Directors as provided in Article VI, shall keep the minutes of meetings of the Conference and of the Board of Directors and deliver them to the Conference Minister at the close thereof. The Board of Directors may appoint such number of Assistant Secretaries as it shall determine, from its membership or otherwise, to hold office at its pleasure and to perform any or all duties of the Secretary at his request or in his absence or disability.

3. Treasurer. The Treasurer of the Conference, elected by the Board of Directors as provided in Article VI, shall receive all funds of the Conference and shall deposit them, in its name, in a bank or banks designated by the Board of Directors, and shall expend them only in the manner and for the purposes prescribed by the Board of Directors, or by the Executive Committee if and to the extent that this authority is delegated by the Board to the Executive Committee. He shall report the condition of the finances of the Conference at each meeting of the Board of Directors and shall render a detailed report at each annual meeting of the Conference. He shall be bonded for the faithful performance of his duties by a surety company authorized to do business in Minnesota. The amount and form of the bond and the surety company writing it shall be approved by the Board of Directors. The Board of Directors may appoint such number of Assistant Treasurers as it shall determine, from its membership or otherwise, to hold office at its pleasure, and to perform any or all duties of the Treasurer at his request or in his absence or disability. Each Assistant Treasurer shall be bonded in the same manner as the Treasurer. The Board of Directors shall cause an audit to be made at least annually of all financial books and records of the Conference, by a certified public accountant. The cost of all fidelity bonds and audits shall be paid by the Conference.

ARTICLE VIII - CONFERENCE STAFF

1. Conference Minister. The chief executive officer of the Conference shall be the Conference Minister, who shall be nominated by the Board of Directors and elected by the Conference at its annual meeting in 1963 and at its annual meeting in each fourth year thereafter, for a term extending to the fourth annual meeting after his election, and until his successor is elected and qualifies; provided that no person shall hold this office after the annual meeting next following the date on which he

attains the age of 65 years, at which meeting a successor shall be similarly nominated and elected, to serve for a term extending to the fourth annual meeting thereafter and until his successor is elected and qualifies. With this exception, the Conference Minister shall be eligible for re-election at the expiration of each term. In the event of his death, resignation, or inability to serve as determined by the Board of Directors, the Board shall appoint an acting Conference Minister to serve until the next annual meeting, at which meeting a successor shall be elected for a term extending to the fourth annual meeting thereafter and until his successor is elected and qualifies.

2. Staff assistants and employees. The Board of Directors shall appoint staff assistants and employees in such number and with such professional qualifications as are required to assist the Board and Conference Minister and Departments in conducting the program and business of the Conference and rendering service to its churches and Associations.

3. Operation. The Conference Minister shall be director of the conference staff, shall supervise the work of the Conference, shall be responsible to the Board of Directors and render reports to it upon request, and shall submit at each annual meeting a comprehensive report of the administration of the Conference during the past year and the state of its churches and Associations. The Conference Minister or a staff assistant shall be a member of each Department of the Conference. The Conference Minister, in consultation with the Cabinet, shall define the field of initiative and responsibility of the members of the conference staff.

4. Compensation. The compensation of the Conference Minister and all other members of the conference staff shall be determined by the Board of Directors and included in the budget annually for review by the Conference.

ARTICLE IX - CONFERENCE PROGRAM AND SERVICE

1. Departments. The work of the Conference shall be done through the following departments:

- (a) Department of Christian Education.
- (b) Department of Church and Ministry.
- (c) Department of Our Christian World Mission.
- (d) Department of Lay Life and Work.
- (e) Such other departments as the Board of Directors, upon recommendation of the Conference Minister with the advice of the Conference Cabinet, shall consider necessary or proper to carry out the program of the Conference, to render assistance desired by its churches and Associations, and to further its welfare and growth.

2. Composition and responsibilities. Each Department shall be composed of the Conference Minister or a staff assistant; the Chairman of the corresponding department or committee of each Association, or a representative appointed by the Association if it has established no such department or committee; and six members at large, two elected at each annual meeting for the same terms as provided in Article VI, paragraph 2 for members at large of the Board of Directors. Each Department shall select its own Chairman. The responsibilities of the respective departments shall be determined by the Board of Directors, in conformity with any resolutions adopted at Conference meetings.

3. Cabinet. The Conference Cabinet shall be composed of the Conference Minister, who shall be its Chairman, the Chairman of each department, the staff assistants assigned to such departments, and the Chairman of the Board of Directors. Its functions shall be to coordinate and evaluate the existing program of the Conference and to engage in long-range planning. Recommendations may be made by the Cabinet to the Board of Directors, the conference staff and departments, and to meetings of the Conference

ARTICLE X - PROPERTY, BUDGET AND FINANCE

1. Management of funds and property. The Board of Directors shall be responsible for the management, control, maintenance of accounts and safekeeping of all money and all other real and personal property of the Conference, and for the performance of their duties in this respect in the manner provided by law; that is to say, in good faith and with that diligence and care which an ordinarily prudent man in a like position would exercise under similar circumstances. The Board of Directors shall see that all securities, stocks, bonds, insurance policies, mortgages, deeds of trust, title deeds, and all other instruments of value to the Conference are in proper form, duly recorded and safely kept. It shall oversee the management of all real estate belonging to or under the control of the Conference, and see that it is kept repaired, adequately insured, free from liens, and well maintained.

2. Gifts and trusts. The Board of Directors shall require all conditional gifts and legacies and trust funds, whether now on hand or hereafter received, to be segregated in the official books and records of the Conference, and to be accounted for, employed and disbursed only for the uses and purposes for which they have been received and held and for the uses and purposes expressed or intended by the original donor, and to be invested and reinvested in accordance with the provisions of Minnesota Statutes 1961, Section 501.125. Nothing herein shall impose personal liability on any Director acting in good faith, for failure to comply with this paragraph.

3. Budget and reports. The Board of Directors shall cause a budget to be prepared each year, showing the estimated receipts and authorized expenditures of current income of the Conference for the following calendar year. After approval of the budget by the Board, no expenditures of current income shall be made in excess of the amounts therein appropriated, or for purposes not fairly embraced within the definitions of such appropriations, unless an

amendment to the budget authorizing such expenditure is approved by vote of two-thirds of all members of the Board. Nothing herein shall prevent the Board of Directors from authorizing by resolution the expenditure of special gifts to the Conference for the purposes for which such gifts are designated by the donor, or for the purpose or purposes designated in an official statement of the Board of Directors soliciting such gifts. The Board of Directors shall cause a complete report of the amounts and purposes of all expenditures during each calendar year to be included in the Treasurer's report submitted at the following annual meeting, and likewise a complete account of such gifts received. No expenditures or solicitations shall be made for any purpose or in any manner inconsistent with resolutions previously adopted at meetings of the Conference.

4. Restrictions on use of property. No donation of money or property shall be made to any person, corporation or organization except in furtherance of the purpose of the Conference, or to any person, corporation or organization not tax exempt under Sub-Title (A) or Sub-Title (B) of the Internal Revenue Code of the United States of America. In the event of dissolution of the Conference, none of its property shall be distributed except in furtherance of the purpose of the Conference, or to any person, corporation or organization not tax exempt under Sub-Title (A) or Sub-Title (B) of the Internal Revenue Code of the United States of America.

ARTICLE XI - DELEGATES TO THE GENERAL SYNOD

The Conference shall participate in the fellowship and cooperate in the program of the United Church of Christ and shall elect its delegates to the General Synod of that Church in the manner provided by its By-Laws. In accordance with the Constitution of the United Church of Christ, the names and statistics of churches which are not part of the United Church of Christ are to be kept separately, and their members are not to be counted in determining the number of delegates which the Conference is entitled to send to the General Synod, and no member of such a church shall be selected by the Conference as a delegate to the General Synod.

ARTICLE XII - AMENDMENT

An amendment of these Bylaws may be proposed by resolution of the Board of Directors setting forth the proposed amendment and directing that it be submitted for adoption at an annual or special meeting of the Conference to be held not less than six weeks after such resolution shall have been adopted and a copy thereof mailed to each church of which the Conference is then composed, and to each Association within the area of the Conference, and the Board of Directors shall provide for such submission of any amendment upon receipt of a written request therefor, setting forth the text of the proposed amendment, from any one of the Associations or from ten or more of such churches. Notice of any such meeting of the Conference, stating the purpose to submit such amendment, shall be delivered or mailed not less than five nor more than thirty days before the meeting to each voting member of the Conference, and to each officer and director regardless of his voting rights. No amendment shall be adopted unless approved by the vote of not less than two-thirds of the voting members voting thereon.

The undersigned, being duly appointed, qualified and acting as Secretary of the Board of Directors of the Minnesota Conference of the United Church of Christ, hereby certifies that the foregoing are the initial Bylaws adopted by the Board of Directors at its first meeting after the incorporation of the Conference, on _____, 1962, under and pursuant to the Agreement of Consolidation entered into on _____, 1962, between The Congregational Conference of Minnesota and the Northern Synod of the Evangelical and Reformed Church, by which the Conference was created.

WITNESS my hand officially as Secretary of the Board of Directors of the Minnesota Conference of the United Church of Christ, this _____ day of _____, 1962.

Secretary

The above Agreement of Consolidation, Articles of Incorporation, and Bylaws for the Minnesota Conference of the United Church of Christ are proposed by the following committee appointed by the Northern Synod of the Evangelical and Reformed Church and the Congregational Conference of Minnesota:

Stanley E. Anderson	Floyd E. Nelson
Mauritz A. Askerman	Mrs. Arnold Norum
Harry L. Bergquist	Phillip W. Sarles
Wesley C. Ewert	Donald Schmidt
Fred W. Fisher	Samuel J. Schmiechen
Victor Grupe	Mrs. Lawrence T. Schoen
William L. Halfaker	Mrs. Roy Steiner
Mrs. Delmerr Herrmann	Arnold W. Straka
Marvin J. Holland	E. Paul Sylvester
Ruben H. Huenemann	Hugo W. Thompson
Mrs. Edwin C. Jackson	Mrs. George A. Toren
Mrs. Fred Janssen	Richard M. Van Bergen
Chester Kraft	Arthur B. Whitney
Everett E. Manes	John W. Windhorst
Byron McCullagh	Alvin R. Wolff
Mrs. Harold A. Mercier	Kenneth H. Worthman

Ex Officio

Carl A. Hansen

Henry Reifschneider

MINNESOTA YOUTH MINISTRY

Plan of Organization

The Northern Synod Youth Fellowship, primarily within the State of Minnesota, and the Minnesota Pilgrim Fellowship covenant to unite their organizations in the Minnesota Youth Ministry of the Minnesota Conference of the United Church of Christ.

RELATIONSHIPS The high school youth of our churches are a part of the Minnesota Conference and share in its total life and mission, but at the same time, they have special interests and needs. These are expressed and fulfilled best in the Minnesota Youth Ministry of the Minnesota Conference of the United Church of Christ. Youth and adults in the Minnesota Conference have as their mutual tasks the service of and witness to God as revealed through Jesus Christ, and this loyalty is expressed through the local congregations of believers. Any organization beyond the local church youth groups exists to serve the local churches' purpose and helps to carry out their program. Since youth are to be seen as an integral part of the local church of which they are members, their basic relationships, loyalties, and funds should be directed toward the local church rather than siphoned off by and toward an auxiliary organization. The real purpose of the Minnesota Youth Ministry should be to strengthen the youth ministry in the local church.

**YOUTH
MINISTRY
CONVOCATION** Annually the Minnesota Youth Ministry is to meet at a Youth Ministry Convocation to elect the Minnesota Youth Ministry Board and to inspire the attending members. A theme or pre-chosen emphases are to be presented to the delegations from the churches, each consisting of five youth and one adult. Each delegation from churches in full standing in the Minnesota Conference is given the right to cast one vote on each issue presented before the assembly.

**YOUTH
MINISTRY
BOARD** The Minnesota Youth Ministry Board is to consist of seven youth and three adults, one of whom shall be the Conference staff member responsible for youth work. The term of office for each Board member is one year. In order to resist strong organization the only suggested officers on the Board are a chairman, a secretary, and a financial secretary to be elected among its members. All members, except the staff member, have voting privileges.

Qualifications for election to the Board are:

- A. The youth must not have completed more than their senior year in high school at the time of election.
- B. Candidates must be members of churches or associate churches of the Minnesota Conference of the United Church of Christ.
- C. Members must live within the confines of the Minnesota Conference during their terms of office.

Nominating Committee: Candidates for the Board are to be nominated by a committee consisting of the secretary of the Board, two other Board members, the staff advisor as an ex-officio member, and all association presidents. All member churches shall have the right to cast seven votes for the youth and two votes for the adults on the slate drawn up by the committee.

Duties: Board members are to assume the duties connected with special events and projects such as an Advent devotional booklet, a Lenten retreat, a trip for study purposes, Minnesota Youth Ministry publications, or other projects which are most easily sponsored by the state organization. The Board is also responsible for planning the Youth Ministry Convocation and coordinating the Minnesota Youth Ministry mission studies with those of Our Christian World Mission. Leadership training shall be a responsibility of this Board also.

BUDGET Until the Minnesota Conference accepts the financial responsibilities of the Minnesota Youth Ministry, the following provisions shall remain in effect:

- A. The annual dues per person, which will be determined by the Budget Committee, are to be sent by the local group to the Minnesota Youth Ministry financial secretary in care of the Conference. A receipt is to be the only indication of payment of dues.
- B. The Workday for Christ funds are to be sent by the local group to the Minnesota Youth Ministry financial secretary in care of the Conference, for Our Christian World Mission.

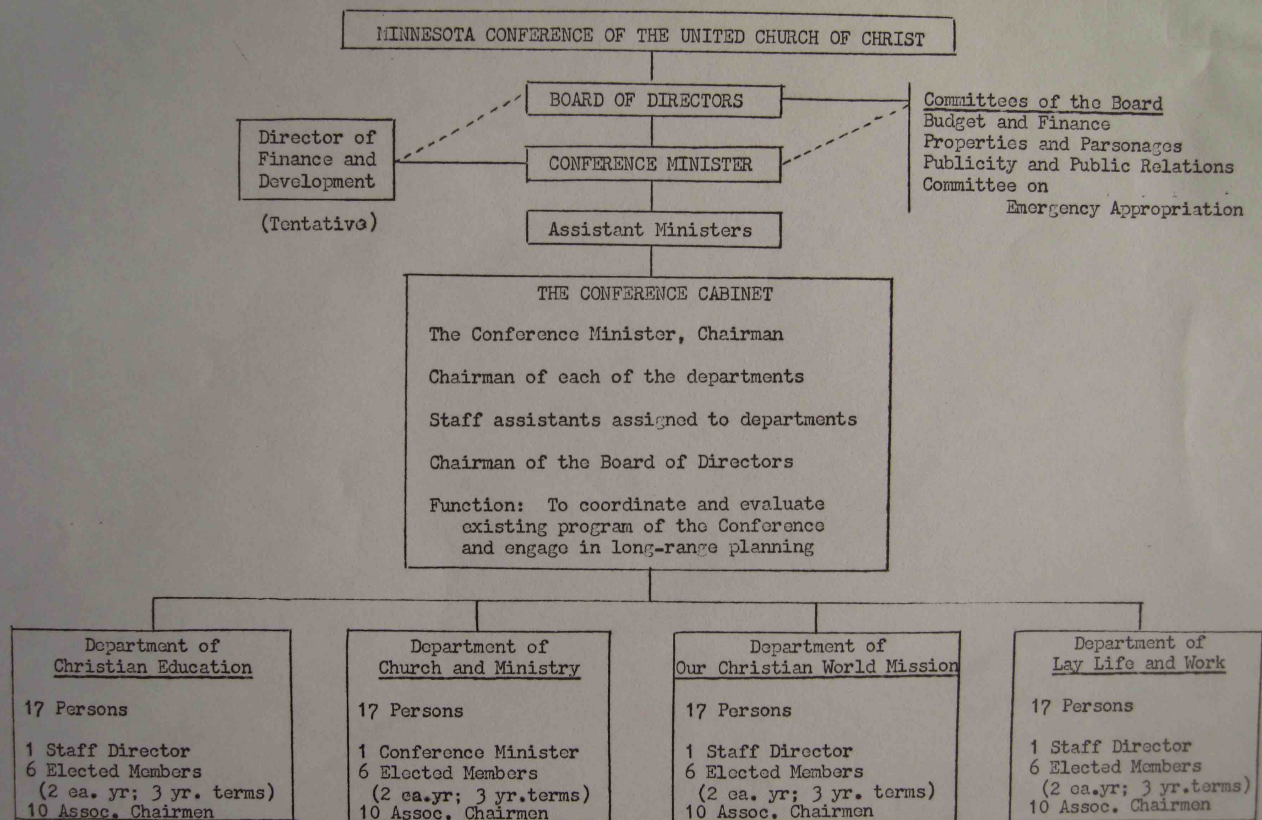
LEADERSHIP TRAINING There are to be three leadership training programs throughout the year. They are as follows:

- A. A workshop for the training of local and association officers to be sponsored by the Minnesota Youth Ministry Board.
- B. A Youth Workers' Consultation to be sponsored by the Youth Committee (to be recommended to it).
- C. A weekend retreat for key lay workers and youth to be sponsored by the Minnesota Youth Ministry Board, the Youth Committee of the Minnesota Conference, and the Department of Lay Life and Work (to be recommended to the latter two groups).

INTERDENOMINATIONAL RELATIONS It is to be part of the purpose of the Minnesota Youth Ministry to cooperate with all interdenominational organizations.

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This Plan of Organization for the Minnesota Youth Ministry has been prepared by the Cabinets of the Northern Synod Youth Fellowship and the Minnesota Pilgrim Fellowship, meeting jointly, and is transmitted to local youth fellowships for study. The PF-YF Joint Annual Meeting on April 8-9, 1963, will consider the Plan and take action. This is in compliance with action taken at the Joint Annual Meeting at Augsburg College, June 28, 1962.



TEN ASSOCIATIONS, EACH WITH FOUR COMMITTEES CORRESPONDING TO THESE FOUR DEPARTMENTS OF THE CONFERENCE.
THE CHAIRMEN OF THESE COMMITTEES WILL REPRESENT THE ASSOCIATION IN THE CONFERENCE DEPARTMENTS.