

**MINNESOTA COUNCIL OF CHURCHES  
BY-LAWS**

Adopted 12/12/2002

Revised 9/15/03, 7/1/04, 1/27/06, 7/13/06, 1/31/08, 12/9/10, 12/13/12, 5/23/13, 9/1/15, and 12/10/15

**ARTICLE I  
MEMBER COMMUNIONS**

Section 1. Membership. The members of the corporation (hereinafter referred to as "the Council") shall meet the qualifications set out in Section 2 below, shall have been admitted by resolution of the Board of Directors, and shall pay dues, if any, according to a schedule established by the Board. A list of the membership of the Council shall be kept by the Secretary of the Council.

Section 2. Qualification. Membership in the Council shall consist of communions having congregations in Minnesota who affirm the preamble and purposes of the Council and who agree to share in the governance and the budget of the Council.

Section 3. Voting Rights. Member communions shall have no rights to take action or vote on the Council's business and affairs aside from their rights to appoint certain Directors of the Council as provided in Article II of these By-laws.

Section 4. Membership Year and Dues. The Board of Directors shall have the right to determine the dues or other payments to be made by the members of the Council. The membership year for the members of this Council shall be the same as the fiscal year of the Council.

Section 5. Affiliate Members. At the discretion of the Board of Directors, ecumenical organizations operating within the State of Minnesota may be admitted as affiliate members. All affiliate members shall meet the following qualifications: 1) self-identify as a Christian ecumenical agency and as part of the one ecumenical movement; 2) partner with the Council in programming; and 3) affirm as their own mission significant numbers of items in the Preamble to the Council's Articles of Incorporation. Affiliate members are not voting members of the Council, but shall be entitled to be guests at the Council's Board meetings to the extent determined by the Council's President and shall receive the Council's board agendas and attachments.

Section 6. Interest in Property. The members of the Council shall not, as such, have any right, title or interest in the real or personal property of the Council.

**ARTICLE II  
BOARD OF DIRECTORS**

Section 1. Appointment or Election. Except as otherwise provided herein, the Board of Directors of the Council shall be appointed or elected as provided in this section.

Section 1.1. Appointed Directors. The chief executive officer of each member communion, or an appointee of that executive, shall serve automatically.

Section 1.2. Ex-Officio Directors. The Treasurer, unless serving as an Appointed Director per Section 1.1 preceding or elected Director per Section 1.3 following, shall serve on the Board, with vote, automatically.

Section 1.3. At-Large (Elected) Directors. Up to six (6) persons elected at-large from among the member communions by the Board of Directors as necessary in order to enhance racial and ethnic representation. Nominations shall come solely from the Nominations Committee and election shall occur at the Board's annual meeting.

Section 2. Terms. At-Large Directors of the Council shall be elected for a term of three (3) years and no person shall serve more than two (2) full consecutive terms. Unexpired terms of Appointed Directors shall be filled per Section 1.1 preceding. Unexpired terms of at-large persons shall be filled by election of the Board of Directors using its own nominating procedures.

Section 3. Removal and vacancies. At-Large Directors may at any time be removed with or without cause by the Board of Directors. Any vacancy occurring because of the death, resignation or removal of a Director shall be filled by the Directors entitled to fill the seat by election, or by the body who automatically seats the Director by appointment, for the unexpired term of such Director.

Section 4. Board restructuring to be effective at these by-laws adoption. The Board of Directors of the Council, and the respective terms, if any, that they serve under, shall be effected with the adoption of these Revised By-laws in accord with the attached Exhibit A, hereby made a part of these By-laws.

### ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Board shall meet not less than two times a year, ordinarily in May, and December. The last meeting of the calendar year shall be considered the annual meeting of the Board. The meeting place and time for Board of Directors meetings shall be determined by resolution of the Board. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given personally, by mail (postage prepaid), or telephone (including facsimile communication), not less than two days before the meeting, excluding the day of the meeting, to all Directors who were absent at the time such action to schedule the meeting was taken.

Section 2. Special Meetings. Special meetings may be called by the Executive Committee or upon the written request of half of the Directors then-serving. The President of the Council shall give two weeks' notice of all special meetings; the notice shall state the purpose(s) of the meeting, and the time and place thereof. The business transacted at all special meetings of Directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all Directors of the Council are present at such meeting and consent to the transaction of other business.

Section 3. Notice. A Director may waive notice of a meeting of the Board, and such waiver is effective whether given in writing, orally, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 4. Quorum. Half of the Directors then serving, in which a majority of the Directors appointed by member communions are represented, shall constitute a quorum. The act of a majority of the Directors present at such meeting shall be the act of the Board, except where otherwise provided by statute, the Council's Articles of Incorporation, or these By-laws. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 5. Written Action (action without meeting). Pursuant to the Articles of Incorporation of the Council, any action required or permitted to be taken by the Directors may be taken by written action signed by two-thirds vote of the Directors then serving, provided that vote includes two-thirds of the total number of Directors appointed by the member communions. Written actions may be effected by Director's signing through electronic transmission, facsimile, and/or any other writings permitted by State law. Such a written action is effective when signed by the required number of Directors, unless a different effective time is provided in the written action. All Directors must be notified immediately of the text and effective date of a written action, but failure to provide does not invalidate the written action.

#### ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Council shall consist of a President, Vice-President, Secretary, Treasurer, and the Council's Chief Executive Officer.

Section 2. Method of Selection. Except for the Council's Chief Executive Officer, the Board elects officers of the Council at the Board's annual meeting.

Section 3. Tenure of Office and Removal. The term of office of each of the offices but that of Chief Executive Officer shall be for two years or until the election of successors. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of a majority of the Directors. Any vacancy occurring in an office shall be filled by the Board of Directors.

Section 4. Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer of the Council, and shall concomitantly serve as a nonvoting ex-officio member on all commissions, committees, and task forces of the Council (pursuant to Article V, Section 2 of these By-laws, the Chief Executive Officer is an ex-officio nonvoting member of the Executive Committee.) The Chief Executive Officer shall see that orders and resolutions of the Board are carried into effect; sign and deliver in the name of the Council deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Council, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Board of Directors to another officer or agent of the Council;

maintain records of and, when necessary, certify proceedings of the Board; and perform other duties prescribed by the Board.

Section 5. President and Vice-President. The President shall preside at meetings of the Board of Directors and the Executive Committee, and shall be an ex-officio voting member on all commissions, committees and task forces of the Council. The Vice-President shall act in the capacity of the President in the President's absence to preside at meetings of the Board of Directors and the Executive Committee. Pursuant to Article V, Section 2 of these By-laws, the President and Vice-President are ex-officio members of the Executive Committee.

Section 6. Secretary. The Secretary shall keep the Council's records and minutes, fulfill the usual duties required by such office, and perform such other duties and exercise such other powers as may from time to time be imposed upon that position by resolution of the board. Pursuant to Article V, Section 2 of these By-laws, the Secretary is an ex-officio member of the Executive Committee.

Section 7. Treasurer. The Treasurer is responsible to ensure that: accurate financial records for the Council are maintained; the Council's moneys, drafts, and checks are deposited in the name of the Council to banks and depositories as designated by the Board; endorsements for deposit notes, checks, and drafts received by the Council are effected as ordered by the Board; proper vouchers for deposits are made; the Council's funds are disbursed and checks and drafts are issued in the name of the Council as ordered by the Board; and accounts of transactions and of the financial condition of the Council are provided as requested to the President and to the Board. In addition to overseeing the financial management and custodianship of assets of the Council, the Treasurer shall serve as chairperson of the Commission on Finances and Facilities; pursuant to Article V, Section 2 of these By-laws, the Treasurer is also an ex-officio member of the Executive Committee. The Treasurer shall be bonded in an amount fixed by the Board of Directors.

## ARTICLE V COMMITTEES AND COMMISSIONS

Section 1. Authority. The Board of Directors may act by and through such permanent committees or commissions as are specified in these by-laws or by additional committees created by resolution approved by a majority of the members of the Board of Directors. Each such committee or commission shall have such duties and responsibilities as are granted to it by these by-laws (or in the case of committees not specified in these by-laws, from time to time by the Board of Directors), and shall at all times be subject to the control and direction of the Board of Directors. Committee and Commission members need not be Directors.

Section 2. Executive Committee. The Council shall have an Executive Committee, which shall be seated annually. The membership of the Executive Committee shall be comprised of:

- the Council's President, who shall conterminously serve as the Executive Committee's Chairperson;
- the Council's Treasurer;
- the Council's Vice-President;
- the Council's Secretary and;

- three to six persons elected from among the members of the Council's Board of Directors who shall be elected by the Board using its own nominating procedures. The Chief Executive Officer of the Council shall serve ex-officio, but without vote.

Section 2.1. Responsibility. The Executive Committee shall be responsible to:

- act on behalf of the Board between regular meetings of the Board, in a manner consistent with established policies and procedures, and carry out assignments made by the Board.
- develop the agenda for meetings of the Board.
- conduct annual and comprehensive reviews of the adequacy of the Board's structures and recommend changes to the Board.
- receive reports and recommendations from the Council's committees, commissions and other related groups.
- coordinate the communication efforts of the Minnesota Council of Churches.
- determine when to call necessary special meetings of the Board of Directors.
- nominate to the Board of Directors persons to serve on a committee to nominate officers, chairpersons and members of the Minnesota Council of Churches and its structures.
- counsel with the Chief Executive Officer.
- submit its minutes to the Board of Directors.

Section 2.2. Meetings and Minutes. The Executive Committee shall meet upon the call of the President, in consultation with the Chief Executive Officer. A quorum for meeting of the Executive Committee shall be half of its voting members. Executive Committee meeting minutes shall be submitted to the Board of Directors.

Section 3. Administrative Commissions and Committees. There shall be Administrative Commissions and Committees of the Council as follows: a Finance and Facilities Commission (described in Section 3.1 following), a Human Resources Committee and a Nominations Committee (described, respectively, in Sections 3.2 and 3.3, following), and other Committees established under Section 1 of this Article.

Section 3.1. Finance and Facilities Commission. This Commission shall be responsible to:

- review and recommend financial policy to the Council's Board.
- recommend the proposed budget of the Council to the Board.
- develop and execute plans for securing the funds required by the budget.
- set up and supervise a budget control system.
- conduct long range planning of finance, capital needs and facilities.
- provide management and investment counsel for the Council's assets and on purchase and maintenance of its properties.
- review periodic financial statements.
- provide an annual audit of the Council's books.
- maintain and implement Financial Policies and Procedures.
- review and help secure long term leases.

Section 3.1.1. Members/Election. This Commission shall have at least three, but no more than six, members from member communions, and up to three members from the community. All members shall be elected by the Board of Directors upon nomination of the Nominations Committee. In addition the President of the Council shall be an ex-officio voting member and the Chief Executive Officer shall be an ex-officio member without vote.

Section 3.1.2. Chair/Meetings. Per Article IV, Section 7 of these By-laws, the Treasurer shall serve as chairperson of the Commission. The Commission shall hold no fewer than four regular meetings a year.

Section 3.1.3. Removal/Vacancy. Commission members may be removed at any time by affirmative vote of a majority of the Council's Board of Directors. Any vacancy occurring shall be filled by the Board of Directors.

### Section 3.2. Human Resources Committee.

Section 3.2.1. Membership. This Committee shall be comprised of 5-6 persons elected by the Board of Directors upon nomination of the Nominations Committee. In addition the President of the Council shall be an ex-officio voting member and the Chief Executive Officer shall be an ex-officio member without vote.

Section 3.2.2. Terms. Committee members shall serve terms of three years. No person shall serve more than two (2) full consecutive terms. The membership shall be divided into three classes by term.

Section 3.2.3. Officers. The Committee shall have a Chairperson elected by the Board of Directors upon nomination of the Nominations Committee.

Section 3.2.4. Responsibility. The Committee shall have the following responsibilities:

- to review the position descriptions for staff position at second level of supervision.
- to advise the Executive Committee when a new position description is warranted for the Chief Executive Officer.
- to recommend to the Executive Committee a salary administration policy.
- to regularly review the adequacy of human resources policies and procedures.
- to provide counsel and advice to the Executive Staff on human resources related issues.
- to identify, measure, and report to the Executive Committee key annual indicators reflective of the Council's organizational health from a human resources perspective.
- to review the Council's annual goals, identify human resources implications from those goals, and suggest strategies to the Executive Staff and the Executive Committee.
- to report to the Executive Committee on human resources issues.

Section 3.2.5. Relationships: The Human Resources Committee shall report to the Board of Directors through the Executive Committee.

Section 3.3. Nominations Committee.

Section 3.3.1. Membership. This Committee shall be comprised of eight (8) to ten (10) members drawn from member communions, elected by the Board of Directors upon nomination of the Executive Committee. In addition the President of the Council shall be an ex-officio voting member and the Chief Executive Officer shall be an ex-officio member without vote.

Section 3.3.2. Terms. Committee members shall serve terms of three years. No person shall serve more than two (2) full consecutive terms. The membership shall be divided into three classes by terms.

Section 3.3.3. Officers. The Committee shall have a Chairperson elected by the Board of Directors upon nomination of the Executive Committee.

Section 3.3.4. Responsibility. The Committee shall have the following responsibilities:

- To nominate to the Board of Directors from its membership the Officers of the Council; to nominate the chairpersons and members of Administrative Commissions and Committees as required by these By-laws; and with respect to Administrative or Program Committees that are not specified in these By-laws, to nominate any chairs of these Committees as requested by the Council's Board.
- To assure proportionate denominational representation in all of the Council's governing bodies, reflecting the interest of the member communions and with due regard for proper geographical distribution, interests, quality of leadership, representation by clergy and lay people, racial inclusiveness, and fair representation of men and women.

## ARTICLE VI CONFLICT OF INTEREST/INDEMNIFICATION

Section 1. Director Conflicts of Interest. The Council shall not enter into any contract or transaction with (a) one or more of its Directors, officers, or a member of the immediate family of its Director or officer, (b) a Director or officer of a related organization, or a member of the immediate family of a Director or officer of a related organization, or (c) an organization in or of which the Council's Director or officer, or member of the immediate family of its Director or officer, is a Director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the Director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Directors (not counting any vote that the interested Director or officer might otherwise have, and not counting the interested Director or officer in determining the presence of a quorum.) In light of the preceding sentence's mandate, the Board of Directors

shall adopt a policy specifying procedures to be followed by the Council to approve any transactions where a conflict exists. However, failure to comply with this Section shall not invalidate any contract or transaction to which the Council is a party.

Section 2. Conflicts of Interest: Definitions. For purposes of the prior Section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per Minnesota law, "material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior section "material financial interest" does not include fixing the compensation of the Director or fixing the compensation of another Director as a Director, officer, employee, or agent of the Council, even though the first Director is also receiving compensation from the Council.

Section 3. Conflict of Interest Policy. The need for a conflict of interest policy that staff members, officers, and Directors shall adhere to is established by the immediately two preceding Sections of this Article. Such policy shall be established and annually reviewed by the Board of Directors. At a minimum, such policy shall require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with same, shall provide on at least an annual basis to the Secretary of the Council a list of all organizations and individuals who comprise their "immediate family" or with whom they have a "material financial interest" as such terms are defined in the preceding Article's Section 2.

Section 4. Insurance. The Council may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or member of a committee of the Council against any liability asserted against such person and incurred by such person in any such capacity.

Sections 5 thru 7 of this Article (concerning indemnification) are incorporated by reference from the separate Attachment A to these By-laws.

## ARTICLE VII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Council shall be the calendar year.

Section 2. Meetings Solely by Means of "Remote" Communications and/or Participation by "Remote" Communication. Any meeting among Directors or a committee of the Board of Directors may be conducted solely by one or more means of remote communication (defined in the next sentence), if all so participate by such means, the same notice is given of the meeting as is required for those not undertaken by remote communications, and a quorum is present; for other meetings, any Director or committee member may participate by conference telephone,

or if the Board so authorizes, by other means of remote communication. Remote communications are those made via electronic communication, conference telephone, video conference, the Internet, or other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting by that means constitutes presence at the meeting.

Section 3. Rules of Order. *Robert's Rules of Order* (latest edition) shall be the official parliamentary law for all structures of the Council, except as qualified or otherwise specified in the Articles of Incorporation or the applicable laws of the State of Minnesota. The interpretation of those Rules shall be left to the sole discretion of the presiding officer of the meeting.

Section 4. Amendment. These By-laws may only be amended per the same procedure specified in the Council's Articles of Incorporation for amending the Articles of Incorporation.

## Attachment A

Section 5. Indemnification: Coverage. To the full extent permitted by any applicable law [note no dollar limit here], and subject to the procedural limitations noted in Section 7, following, the Council shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Council, against the expenditures enumerated in Section 6, herein, by reason of the former or present capacity of the person as:

- (a) a Director, officer, employee, or member of a committee of the Council, or
- (b) a governor, Director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a Director, officer, employee, or member of a committee of the Council, is or was serving another organization at the request of the Council, or whose duties as a Director, officer, employee, or member of a committee of the Council involve or involved such service to another organization.

Section 6. Indemnified: Expenditures. Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- 6.1. has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;
- 6.2. acted in good faith;
- 6.3. received no improper personal benefit and section 317A.255 of Minnesota Statutes (2002), as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
- 6.4. in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- 6.5. in the case of acts or omissions occurring by a Director, officer, employee, or member of a committee of the Council acting in such official capacity, reasonably believed that the conduct was in the best interests of the Council, or in the case of acts or omissions occurring by a Director, officer, employee, or member of a committee of the Council who is or was serving another organization at the request of the Council, or whose duties as a Director, officer, employee, or member of a committee of the Council involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of the Council.

Section 7. Indemnification: Eligibility, advances, and ancillary recovery. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

7.1. Determination of eligibility for indemnification payments or advances shall be made in accord with Section 317A.521, subd. 6 of Minnesota Statutes (2002), as now enacted or hereinafter amended. In essence, the same provides that whether a person is entitled to payment

or reimbursement of expenses in advance of the final disposition of the relevant proceedings shall be made:

7.1.1. by the Board by a majority of a quorum; Directors who are at the time parties to the proceeding are not counted for determining a majority or the presence of a quorum;

7.1.2. if a quorum under 7.1.1 cannot be obtained, by a majority of a committee of the Board, consisting solely of two or more Directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full Board including Directors who are parties;

7.1.3. if a determination is not made under 7.1.1 or 7.1.2, by special legal counsel, selected either by a majority of the Board or a Committee by vote constituted under 7.1.1 or 7.1.2, respectively, or, if the requisite quorum of the full Board cannot be obtained and the committee cannot be established, by a majority of the full Board including Directors who are parties;

7.1.4. if a determination is not made under 7.1.1-7.1.3 preceding, by the members with voting rights, other than members who are parties to the proceeding; or

7.1.5. if an adverse determination is made under 7.1.1-7.1.4 preceding, or 7.2 following, or if no determination is made within 60 days after the termination of a proceeding or after a request for an advance of expenses, by a court in this State, which may be the court in which the proceeding involving the person's liability took place, upon application of the person and notice the court requires.

7.2 With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a Director, officer, or person having, directly or indirectly, the power to direct or cause the direction of the management or policies of the Council, the determination whether indemnification of this person is required because the criteria in Section 5 of this Article has been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding under Section 317A.521, subd. 3 of Minnesota Statutes (2002) may be made by an annually appointed committee of the Board, having at least one member who is a Director (said committee shall report at least annually to the Board concerning its actions.)

7.3 The Board has the discretion to withhold advance of expenses incurred payable under Section 5 of this Article, prior to a final disposition of a proceeding, if same is not payable under insurance policies held by the Council.