



MINNESOTA COUNCIL OF CHURCHES

**RESTATED
ARTICLES OF INCORPORATION/
CONSTITUTION
OF THE
MINNESOTA COUNCIL OF CHURCHES**

December 12, 2002

Pursuant to Minnesota Statutes Chapter 317A, the following Restated Articles of Incorporation (which shall also be known as “Articles of Constitution”) have been properly adopted by the Board of Directors (and members of the corporation) to supersede the original Articles of Incorporation and all amendments thereto.

PREAMBLE

The Minnesota Council of Churches is a community of communions that confess Jesus Christ as Lord and Saviour. As such it seeks to manifest within the State of Minnesota the unity of the Church in Christ. Relying on the transforming power of the Holy Spirit, the Council works to bring its members into life-giving fellowship and into common witness, study and action to the glory of God and in service to all creation.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be: Minnesota Council of Churches.

The corporation’s registered office is located at 122 W. Franklin Street, Suite 100, Minneapolis, MN, 55404.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall serve as the agency through which its member communions shall promote Christian presence, witness, education and service and such other cooperative religious, educational or social enterprises in Minnesota as may be determined by the Council from time to time. In doing so, it seeks to provide inclusive arenas for dialogue between its members, non-member communions, statewide religious groups, other than Christian religious groups, and society at large. In greater elaboration thereof, but not in conflict therewith, it shall be the Council’s purpose to:

Manifest more adequately in Minnesota the essential oneness of the Church in Christ according to the Scriptures and to further the efforts of the member communions in proclaiming the Gospel of Jesus Christ.

Foster and encourage cooperation, fellowship, and mutual counsel among the member communions for the purposes set forth in the Articles of Incorporation and as more fully stated in this Constitution.

Encourage the member communions in cooperative self-study and examination of their life and witness in accordance with their interpretation of the will of God.

Further cooperatively works of Christian presence, witness, education and service throughout the state, the nation and the world.

Study, speak and act cooperatively on conditions and issues in society, which involve moral, ethical, and spiritual values.

Study the religious needs of the people, communions and communities of the state and, through strategy and planning, develop ways and means of cooperative action to address these needs.

Maintain fellowship and cooperation with other councils of churches throughout the state, nation and world.

Work closely with other private and public institutions and agencies in the fulfillment of common purposes or goals, insofar as such cooperation is consistent with the purposes of the Council.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1.° No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (hereinafter, "the Code"), nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2.° No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public (except as otherwise provided in subsection (h) of Section 501 of the Code), and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

3.° Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and

4.° The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV MEMBERS/BOARD OF DIRECTORS

The corporation shall have a membership consisting of communions having congregations in Minnesota, which communions affirm the preamble and purposes of the Constitution and which have agreed to share in the budget of the Council. Communions may join the Council upon application and a positive vote of two-thirds (2/3) of the Board of Directors. Member communions shall have no rights to take action or vote on other matters, but shall have rights with respect to appointing certain Directors as provided in the by-laws.

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall the property of those parties be subject to the payment of the debts or obligations of this corporation, except to the extent that federal or State law shall mandate individual party responsibility for tax obligations or trustee-impres funds.

ARTICLE VI ACTION WITHOUT A MEETING/AMENDMENTS

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.

These Articles of Incorporation/Constitution may be amended at any regular or special meeting of the Directors by a 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 notice of each proposed amendment and of the date, time, and place of the meeting at which the same is to be considered shall be given to each Director at least thirty (30) days in advance of such meeting.

ARTICLE VII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned officer certifies both that she/he executes these Restated Articles for the purposes herein stated, and that by such execution, affirms the understanding that should any of the information in these Restated Articles be intentionally or knowingly misstated, she/he is subject to the penalties for perjury set forth in Minnesota Statutes section 609.48 as if this document had been executed under oath.

Ratified, Signed, and Submitted on December 12, 2002