

**Massachusetts Conference, United Church of Christ
Annual Meeting
Nov. 1, 2019 DCU Center, Worcester, MA**

The MACUCC Board of Directors recommends: *“The 2019 Annual Meeting approves the Amended and Restated Bylaws for the Historic Massachusetts Conference as presented.”*

AMENDED AND RESTATED BYLAWS

*Massachusetts Conference of the United Church of Christ
henceforth to be known as the
Historic Massachusetts Conference of the United Church of Christ*

ARTICLE I

NAME

In light of creation of the regional Southern New England Conference of the United Church of Christ, Inc., to carry on and continue, in part, the ecclesial functions of the Massachusetts Conference of the United Church of Christ, with and within the United Church of Christ, this corporation will henceforth be referred to as the "Historic Massachusetts Conference of the United Church of Christ" or more informally, the "Historic Massachusetts Conference" continuing without break the life of the Corporation which was originally incorporated as the Massachusetts Missionary Society on February 9, 1808, with subsequent changes of name to the Massachusetts Home Missionary Society, and then to the Massachusetts Congregational Conference and Missionary Society, and then to the Massachusetts Congregational Christian Conference, and then to the Massachusetts Congregational Christian Conference, and then to the Massachusetts Conference of the United Church of Christ, and now to the Historic Massachusetts Conference of the United Church of Christ.

ARTICLE II

FOCUS AND RELATIONSHIPS

SECTION 1 *The Historic Massachusetts Conference will have no ecclesial standing in the United Church of Christ as of January 1, 2020*

SECTION 2 *The Historic Massachusetts Conference will continue to be the good steward in the management and oversight of the historic charitable assets,*

including endowment funds and real property, heretofore entrusted to the Historic Massachusetts Conference (formerly the Massachusetts Conference of the United Church of Christ and its predecessors). With consideration of the purposes for which historic assets have been utilized, it will continue to manage and have fiduciary responsibility for historic charitable assets, and newly acquired assets, and will contribute financial support for use in fulfilling the mission and purpose of the Southern New England Conference of the United Church of Christ (hereinafter called "SNE Conference") of working to make God's love and justice real in the world, especially as it affects the churches and purposes previously served by the Massachusetts Conference of the United Church of Christ.

SECTION 3 *In furtherance thereof, Historic Massachusetts Conference :*

- (a) Will continue to own, manage, invest, reinvest and may dispose of historic charitable assets previously held in the name of the Massachusetts Conference of the United Church of Christ, both real and personal, for such religious, educational, philanthropic and other related work as the Historic Massachusetts Conference and the SNE Conference may undertake as a church;*
- (b) May purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage, or otherwise encumber, sell, assign, transfer and convey such property for general or restricted purposes for the benefit of the SNE Conference and/or Historic Massachusetts Conference;*
- (c) May receive and hold in trust both real and personal property for churches, boards, institutions and instrumentalities of the United Church of Christ in Massachusetts, or which are affiliated with the SNE Conference, and to invest and reinvest the same; and*
- (d) May make contracts and take any such other actions for promoting the objects and purposes of the SNE Conference and Historic Massachusetts Conference which are not inconsistent with the laws of the Commonwealth of Massachusetts, or Section 501(c) 3 of the Internal Revenue Code.*

ARTICLE III

BOARD OF DIRECTORS

Section 1 **POWERS.** The general management of the business, property and affairs of the Historic Massachusetts Conference shall be vested in a Board of Directors (hereinafter the "Board"). The Board shall have all powers and duties afforded under Massachusetts law. The Board shall formulate and

execute governing policies to fulfill its responsibilities. Employees and other agents may be hired to conduct the business of the Historic Massachusetts Conference.

Section 2 COMPOSITION OF THE BOARD OF DIRECTORS. The Board shall be comprised of all Directors of the SNE Conference who are members in good standing of a local United Church of Christ church in Massachusetts sitting ex officio as Directors of the Historic Massachusetts Conference.

Section 3 COMMITTEES. The Board may create committees as it deems necessary to advance the work of the Historic Massachusetts Conference. It shall establish a statement of purpose for these committees (a “Board Committee”) and appoint members and designate chairpersons for all Board Committees.

Section 4 DUTIES. A Director shall perform the duties of a Director in good faith, in a manner such Director believes to be in the best interest of the Historic Massachusetts Conference and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. This includes the Director’s performance of duties as a member of any Board Committee on which the Director may serve.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more Officers or employees of the Historic Massachusetts Conference whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person’s professional or expert competence; or (3) a Board Committee upon which the Director does not serve, as to matters within that Board Committee’s designated authority, so long as in each such case, the Director acts in good faith after reasonable inquiry when appropriate.

Section 5 INSPECTION. Every Director shall have the right upon reasonable notice and at any reasonable time to inspect books, records, and documents, and to inspect the physical properties of the Historic Massachusetts Conference when necessary to carrying out their Board service. The Board, shall, at their discretion, determine the manner and means of inspection, taking into account the confidentiality and privacy needs and best interests of the Historic Massachusetts Conference.

Section 6 NO COMPENSATION. Directors shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board.

Nothing herein precludes payment of reasonable compensation to Directors for services rendered the Historic Massachusetts Conference in another capacity.

Section 7 VACANCIES. Continuing Directors may act despite a vacancy or vacancies in the Board and shall for this purpose be deemed to constitute the full Board.

Section 8 SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION. Persons or groups of persons designated by the Board as sponsors, benefactors, contributors, advisors or friends of the Historic Massachusetts Conference or such other title as the Board deems appropriate shall, except as the Board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 1 REGULAR AND SPECIAL MEETINGS.

- a. Regular Meetings of the Board shall be held at such date, place and time as the Board may from time to time determine.
- b. Special Meetings may be called by the President, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer upon the written application of two or more Directors.

Section 2 NOTICE. Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by causing such notice to be sent by electronic mail, or other means of written communication at least five (5) business days before the meeting to the Director's contact information as it appears in the records of the Historic Massachusetts Conference; or (b) by providing such notice in person or by telephone at least five (5) business days before the meeting. However, separate notice of Regular Meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board, is not required, provided that all Directors have notice of such fixed or scheduled date, time and place.

Section 3 QUORUM AND VOTING. A majority of Directors then in office shall constitute a quorum at all Regular Meetings of the Board. A Director who attends the meeting but is disqualified from participation because

of a conflict of interest shall be counted as present for purposes of the quorum but not for voting purposes. When a quorum is present, voting at any Regular Meeting of the Board shall be by majority vote of the Directors present and voting. An abstention shall not be counted as a vote.

- Section 4 **ACTION WITHOUT A MEETING.** Any action that is required or permitted to be taken, may be taken without a meeting, if all those entitled to vote consent in writing, and if the written consents are filed with the records of the Historic Massachusetts Conference. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.
- Section 5 **TELEPHONIC AND VIDEO CONFERENCE PARTICIPATION IN MEETINGS.** Unless specifically stated in the Notice of a meeting, Members of the Board or any committee designated by the Board or these Bylaws may participate in any meeting of the Board or of such committee by means of a conference call, video conference software, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.
- Section 6 **WAIVER OF NOTICE.** Whenever any written notice of a meeting is required to be given by these Bylaws, a Director can waive their right to receive such notice, either before or after the meeting in question, and the waiver shall have the effect of written notice. Attendance at a meeting by a Director who has not received a written notice of a meeting, but who attends said meeting without protest as to the non-receipt of such written notice, shall have the effect of a waiver of notice.
- Section 7 **MEETING CONDUCT AND PROCEDURE.** The President or the Vice President in the absence of the President (or a Director designated by the Board in the absence of both the President and Vice President) shall chair Regular and Special Meetings of the Board.

ARTICLE V

OFFICERS

- Section 1 **ENUMERATION AND TERMS.** The Officers of the Historic Massachusetts Conference shall be President, Vice President, Clerk and Treasurer elected by the Board from amongst themselves for one (1) year terms, and such other Officers as the Board may from time to time

determine. The President may serve for no more than two (2), one (1) year terms. The Treasurer, Clerk and Vice President may serve for no more than five (5), one (1) year terms. A person may simultaneously hold more than one office in the Historic Massachusetts Conference, except that a person may not serve simultaneously as President and Treasurer. All other Officers as the Board may from time to time determine shall have voice but not vote at meetings of the Board to which they are invited..

Section 2

POWERS. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- a. The President shall chair all meetings of the Board and except as otherwise specified by the Board or these Bylaws, have the powers and duties incident to the office of President and such other responsibilities and powers as designated by the Board. The President shall, subject to the direction of the Board of Directors, be responsible to the Board of Directors for the effective implementation of the Historic Massachusetts Conference's policies and for providing leadership for oversight and strategic planning. The President is an *ex-officio*, non-voting Member of any Board committee to which the President is not appointed or elected.
- b. The Vice President shall, except as otherwise specified by the Board or these Bylaws, have the powers and duties incident to the office of Vice President and such other responsibilities and powers as designated by the Board. In the absence or inability of the President to act, the Vice President shall have and possess all of the powers and discharge all of the duties of the President.
- c. The Clerk shall, except as otherwise specified by the Board or these Bylaws, have the powers and duties incident to the office of Clerk and such other responsibilities and powers as designated by the Board. The Clerk shall, subject to the direction of the Board, be responsible for the recording and maintenance of the corporate records and documents of the Historic Massachusetts Conference, including records of all meetings of the Board, and for the issuance of calls and notices of meetings of the Board. If the Clerk is absent from any meeting, a temporary Clerk, chosen at the meeting, shall exercise the duties of the Clerk at such meeting. The Clerk shall be a resident of Massachusetts unless the Historic Massachusetts Conference has a resident agent appointed for the purpose of service of process.

- d. The Treasurer shall, except as otherwise specified by the Board or these Bylaws, have the powers and duties incident to the office of Treasurer and such other responsibilities and powers as designated by the Board. The Treasurer shall, subject to the direction of the Board, have general charge of the financial affairs of the Historic Massachusetts Conference and shall cause to be kept accurate books of account. The Treasurer shall be responsible for ensuring the safe custody of all funds, securities, and valuable documents of the Historic Massachusetts Conference, except as the Board may otherwise provide. The Treasurer shall render a report of finances at each Regular Meeting of the Board and at the Annual Meeting of the Historic Massachusetts Conference.
- e. Other Officers shall have such powers as may be designated from time to time by the Board.

Section 3 RESIGNATION. Any Officer may resign at any time by giving written notice of such resignation to the President or the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Officer to whom it is given.

Section 4 REMOVAL. An Officer may be removed either with or without cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board. Such removal shall be without prejudice to contract rights, if any, of the person so suspended or removed. Election or appointment as an Officer shall not of itself create contract rights.

Section 5 VACANCIES. A vacancy in any office shall be filled by the Board at any meeting for the remainder of the vacant term.

ARTICLE VI

NO PERSONAL LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1 NO PERSONAL LIABILITY. No Officer or Director shall be personally liable for any debt, liability, or other obligation of the Corporation.

Section 2 EXCEPTIONS. No Officer or Director shall be personally liable to the Historic Massachusetts Conference for monetary damages for any breach of fiduciary duty by such Officer or Director as an Officer or Director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of any Officer or Director (i) for

breach of the Officer's or Director's duty of loyalty to the Historic Massachusetts Conference, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the Officer or Director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an Officer or Director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

Section 3 **INDEMNIFICATION POLICY.** The corporation shall adopt an indemnification policy to the extent legally permissible indemnifying each person who may serve or who has served at any time as a Director or Officer of the Historic Massachusetts Conference or of any of its subsidiaries, or who at the request of the Historic Massachusetts Conference may serve or at any time has served as a Director, Officer or director of, or in a similar capacity with, another organization.

ARTICLE VII

CONFLICT OF INTEREST

The Board shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities.

ARTICLE VIII

GENERAL

Section 1 **FISCAL YEAR.** The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board.

Section 2 **RECEIPT AND DISBURSEMENT OF FUNDS.** The Board may designate such other Officer or Officers who in addition to or instead of the President or Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Historic Massachusetts Conference from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Historic Massachusetts Conference may be deposited in such bank or banks as the Board may from time to time designate or with such other corporations, firms, or individuals as the Board may from time to time designate.

Section 3 EXECUTION OF DOCUMENTS. Except as otherwise provided by law, by the Board or by these Bylaws, the President or Treasurer shall sign for the Historic Massachusetts Conference all deeds, agreements and other formal instruments.

Section 4 COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS. Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.

ARTICLE IX

AMENDMENTS

The Board may make, amend or repeal these Bylaws in whole or in part.

ARTICLE X - EFFECTIVE DATE

These Amended Bylaws were adopted on [November 1, 2019]; shall become effective as of January 1, 2020; and shall remain in full force and effect, unless and until further amended by the Board of Directors as provided in ARTICLE IX above.