

BY-LAWS OF THE MAINE CONFERENCE OF THE UNITED CHURCH OF CHRIST
(Successor to Congregational-Christian Conference of Maine)

As in force June 1, 1966, and amended May 1967, 1968, 1971, and October 1975, 1976, 1978, 1982, and September 1990, 1992, 1994, 1996, 1999, 2000, 2001 and April 2008)

ARTICLE I. NAME AND SEAL.

1. **Name** The name of the corporation shall be "Maine Conference of the United Church of Christ (successor to Congregational-Christian Conference of Maine)" and herein where the word "Conference" is used, it shall mean "The Maine Conference of the United Church of Christ, (successor to the Congregational-Christian Conference of Maine).

2. **Seal** The Conference shall have a seal, ~~circular in form~~ with the words "The Maine Conference of the United Church of Christ - *UCC*," and the year "1931" inscribed thereon.

ARTICLE II. ~~OBJECT.~~ *PURPOSE.*

We are the Maine Conference of the United Church of Christ. We affirm that the Conference, as a part of the Body of Christ, includes the local church, its members, associations, and all the ministries of the Maine Conference, working together in shared mission.

Remembering that Jesus Christ is the head of the church and relying on the power of Holy Spirit to lead us, we seek to respect one another, challenge one another, empower one another and support one another in our struggle to build a loving community of faithful servants to the glory of God.

ARTICLE III. PRINCIPLES.

1. Doctrinal.

This body approves the standard of faith incorporated in the "Statement of Faith" heretofore adopted by the General Synod of the United Church of Christ.

2. Ecclesiastical.

This body accepts the two principles set forth in the Constitution and By-Laws of the United Church of Christ, viz: Independence in matters of local concern, fellowship in matters of common concern. It shall not stand in any other than an advisory relation to any individual, church or association, nor serve as a court of appeal in ecclesiastical affairs.

3. Organizational.

The Maine Conference is organized as a conference in accordance with the Constitution and Bylaws of the United Church of Christ.

ARTICLE IV. MEMBERSHIP

1. Voting Members.

The *Maine Conference is governed through Annual and Special Meetings, whose* voting members of ~~this body~~ shall consist of:

- (a) ~~Two lay members chosen by each church in Maine related to the Conference through membership in an association of churches affiliated with the United Church of Christ, and one additional lay member for each 100 members or major fraction (51%) thereof in excess of 200; and in addition one member under 20 years of age may be chosen by each local church, and all such lay members to be elected annually to serve for a period of one year from the beginning of the next annual meeting of the Conference, or until their successors are elected.~~ *Two (2) lay delegates and a delegate who is under 20 years of age, chosen by and from each local church with standing in an association of Maine Conference, plus one additional delegate for each additional hundred members in excess of 151, all to be elected annually by the local church to serve for a period of one year or until their successors are elected;*
- (b) ~~All ministers, active or retired, in good standing in an association of the Maine Conference.~~ *All ministers, active or retired, holding authorized ministerial standing in an association of the Maine Conference;*
- (c) ~~All officers, members of the Coordinating Council, members of the Commissions and committees of the Conference.~~ *All members of the Coordinating Council, commissions and Standing Committees of the Maine Conference (Nominations Committee and Committee on Credentials);*
- (d) ~~All officers (moderator, vice moderator, scribe, and treasurer) of the associations within the Conference.~~ *The Moderator, Vice Moderator, Scribe/Clerk and Treasurer of each association of the Maine Conference;*
- (e) All members in discernment or in care with any association of the Maine Conference; and,*
- (f) All members of the Executive Committee of the State Youth Council.*

2. **Honorary Members.**

The Conference, at any session, may invite by special vote, any person to sit with it as an honorary, but not as a voting member.

3. No person shall be ineligible for election or appointment to the Council, any Commission, or committee because of membership in a Schedule I or II Congregational Christian Church which has not affiliated itself with the United Church of Christ.

ARTICLE V. OFFICERS.

1. **Officers.** The officers of the conference shall be a Moderator, Vice Moderator, Clerk, Treasurer, and a Coordinating Council.

2. **Eligibility and Election.** Any member of a church in Maine related to the Conference through membership in an Association of the United Church of Christ shall be eligible to hold any office to be filled by a layperson.

The Moderator, Vice Moderator, Clerk, and Treasurer shall be nominated by the Nominating Committee.

Nominations may also be made from the floor of the Annual Meeting but no nomination shall be in order until consent of the nominated person has been obtained. All shall be elected for a term of two years. The officers elected shall each serve until a successor is elected.

The terms of all such officers, except when chosen to fill vacancies, shall begin at the close of the Annual Meeting when elected. Vacancies occurring between meetings of the Conference shall be filled by the Coordinating Council until the next meeting of the Conference.

3. **Moderator.** The Moderator shall be a member of the Coordinating Council and shall preside at all meetings of the Coordinating Council and of the Conference.

4. **Vice Moderator.** The Vice Moderator shall be a member of the Coordinating Council. In the absence *or at the request* of the **Moderator**, the Vice Moderator shall perform the duties of the Moderator.

5. **Clerk.** The Clerk shall be member of the Coordinating Council, keep full and accurate records of the proceedings of all meetings of the Conference, which records shall be carefully preserved as the permanent property of the Conference.

6. **Treasurer.** The Treasurer, shall be a member of the Coordinating Council, shall receive and hold all funds of the Conference excepting trust funds, and disburse the same, together with such other funds as shall be turned over by the Trustees under the direction of the Coordinating Council. The Treasurer also shall keep proper account books and accounts of the monies received and disbursed; shall make a complete financial report, accompanied by the Auditor's report, at the Annual Meeting of the Conference or to the Coordinating Council as it may require; and shall be bonded for faithful discharge of the duties of the office in such a sum as the Coordinating Council may require.

~~7. **Ministers.** The Conference Ministers shall be responsible for the overall operation and spiritual welfare of the Conference and the implementation of Conference goals and policy and shall be accountable to the Conference through the Coordinating Council.~~

~~The Ministers shall be called by the Conference upon recommendation of the Coordinating Council at any regular meeting of the Conference or at a special meeting called for that purpose. Each shall serve five year terms or until their service is terminated by death, resignation, retirement, or by action of the Conference. The Coordinating Council may, at a special meeting called for that purpose, vote to recommend to the Conference the termination of the service of a Conference Minister when determined to be in the best interests of the Conference. Resignations may be accepted by the Coordinating Council.~~

8. **(7) Other Officers.** Other officers may be added as the Conference may deem necessary.

8. The Coordinating Council may for misconduct or neglect of duties remove from office any person elected or appointed to any conference position established by the authority of these bylaws, except for Conference Ministers and Conference staff.

ARTICLE VI. COORDINATING COUNCIL. CONFERENCE MINISTER(S) AND ASSOCIATE CONFERENCE MINSTER(S)

1. The Conference may call Conference Minister(s) and Associate Conference Minster(s) upon recommendation of the Coordinating Council at any Annual or Special Meeting where notice is given in the call.

2. *The Conference Minister(s) shall be chosen as needed to exercise spiritual leadership consistent with the faith and order of the United Church of Christ. The office of Conference Minister is both pastoral and administrative.*
3. *The Conference Minister(s) shall be responsible for the overall operation and spiritual welfare of the Conference, and the implementation of the Conference's Mission Statement, goals and policy. Conference Minister(s) shall be accountable to the Conference through the Coordinating Council and shall make regular reports to the Council. Conference Minister(s) shall usually attend Coordinating Council meetings and shall have voice but not vote.*
4. *The Conference Minister(s) and Associate Conference Minister(s) shall maintain active church membership in a local church of the Maine Conference and shall hold ordained ministerial standing in an association of the Conference. The Council may arrange with that association's Church and Ministry Committee appropriate procedures for how Fitness Reviews of Conference Ministers and Associate Conference Minister(s) are to be handled.*
5. *The Conference Minister(s) shall serve renewable five-year terms. Should the Coordinating Council determine that it is in the best interests of the Conference to dismiss a Conference Minister, the Council may recommend such action to a special Conference Meeting called for that purpose, and may suspend the Conference Minister with pay and benefits until that meeting. The Council may accept a resignation and negotiate terms of dismissal. Should the designated association Church and Ministry Committee initiate a Fitness Review of a Conference Minister, that Conference Minister is automatically suspended with pay and benefits until the Fitness Review is resolved or the Coordinating Council acts.*
6. *The Associate Conference Minister(s) shall serve terms in accordance with the terms of their call.*
7. *The duties, responsibilities, accountability, and reporting requirements of the Associate Conference Minister(s) will be specified according to the terms of their call.*

ARTICLE VI. ~~VII.~~ COORDINATING COUNCIL.

1. Membership and Election.

~~(a) The Coordinating Council (the "Council") will act as~~ *shall be* ~~the Board of Directors of the Maine Conference. and will be composed of the Officers of the Conference elected at Annual Meeting: Moderator, Vice Moderator, Clerk, and Treasurer. In addition there shall be appointed annually two persons chosen from each commission, a representative of the State Youth Council or its successor body, a representative of the Women of the Maine Conference or its successor body, a representative of the Women of the Maine Conference or its successor body, and one representative of the Board of Trustees of the Maine Conference. In addition, each association shall elect one representative to the Council, to serve a three year term. Terms for all members of the Coordinating Council shall begin at the close of the Conference Annual Meeting following their election or appointment. *It shall consist of:*~~

- (1) The Moderator, Vice Moderator, Clerk, and Treasurer;*
- (2) The chairs of the Finance Committee and the Personnel Committee;*
- (3) One (1) member appointed annually from and by each commission;*
- (4) One (1) member elected annually from and by the State Youth Council or its successor;*
- (5) One (1) member appointed annually from and by the Board of Trustees of the Maine Conference;*
- (6) One (1) member elected from and by each association for a three-year term; and,*
- (7) Four (4) at-large members elected by the Conference at the Annual Meeting for three-year terms.*

(b) The Conference Minister(s) and Associate Conference Minister(s) shall have voice but not vote in the Council.

(c) Other Conference staff may be granted voice without vote by the Council.

~~Vacancies on the Council between Annual Meetings shall be filled by the appropriate representative body until the next Annual Meeting.~~

~~After two consecutive absences from meetings of the Council, the Council may declare a vacancy and consult with the representative body on the needs of the Conference.~~

(d) Terms of office for Council members shall begin at the close of the Conference Annual Meeting at which they are elected, or at the next Council meeting following their appointment.

(e) When the office of Moderator becomes vacant, the Vice Moderator shall become Moderator. The Council shall fill a vacancy in the office of Vice Moderator, Clerk or Treasurer. Other vacancies shall be filled by the appointing body. If an appointing body fails to fill a vacancy, the Coordinating Council shall appoint a substitute member to serve until the next Maine Conference Annual meeting. The substitute member need not be from the same appointing body in which the vacancy occurred. The Council may declare a vacancy in office when a member of the Council or a Commission is absent for two consecutive meetings.

2. Quorum. A majority of the Council shall constitute a quorum.

3. Meetings. The Council shall meet at least six (6) times a year. Special meetings may be held on the call of the Moderator or five Council members, provided five days notice ~~be~~ *is* stated in the Call.

4. Powers and Duties.

(a) The Council shall have authority and responsibility of the Conference between annual meetings. Among its areas of responsibility shall be: finance; search committees; management of properties; stewardship concerns; communications, public relations and marketing; personnel; administrative support; long-range planning and evaluation; policy; and the Maine Ministerial Relief Society.

(b) The Coordinating Council may advise as to the care, investment, management, and disbursement of all general trust funds of the Conference and in relation to the trust funds they may transmit to the Trustees their views regarding same.

(c) It shall recommend to the Conference the call of Minister(s), and shall, when determined to be necessary, effectuate the termination of any such officer.

(d) It shall make report of its work to the Annual Meeting of the Conference. It shall determine the business items to come before the Annual Meeting. Should the Coordinating Council decline to present a matter of business, appeal may be had directly to the Conference Annual Meeting.

5. Standing Committees of the Coordinating Council.

(a) Annual Meeting Committee.

~~An~~ *The* Annual Meeting Committee *shall* consist of a Chairperson, Vice Chairperson, three (3) At-Large members (one of whom will be a member of the Coordinating Council), three (3) Commission members (one appointed by each Commission), and the Moderator and Vice Moderator serving ex-officio. This committee shall prepare a program for the Annual Meeting. It shall make

provision for providing such documents and papers as may be necessary for the work of the Conference. Setting of the business items for the Annual Meeting shall be the responsibility of the Coordinating Council.

(b) **Executive Committee.** The Executive Committee of the Coordinating Council shall consist of the Moderator, Vice Moderator, Clerk, Treasurer, the chair of each Commission, the Conference Minister(s), *Associate Conference Minister(s)* and Business Manager, and shall act on behalf of the Coordinating Council between its meetings.

(c) **Finance Committee.** ~~A~~ *The* Finance Committee *shall* consist~~ing~~ of two (2) members of the Coordinating Council appointed annually, two (2) other persons appointed for (staggered) 2 year terms, renewable one time, and the Conference Treasurer. *At least two (2) members shall have sufficient expertise to follow and interpret the accounting and auditing processes. The chair of the Finance Committee shall be elected from among and by the Committee. The chair shall serve as a member of the Coordinating Council.* This Committee shall advise in relation to the general finances of the Conference, and shall make a report thereof to the Coordinating Council as it may require. Prior to the Annual Meeting, this committee shall prepare a report on the state of the treasury, and the amount of money needed for the ensuing financial year and ways and means for acquiring it, which report shall be submitted to the Conference through the Coordinating Council.

(d) **Personnel Committee.** ~~A~~ *The* Personnel Committee consisting of one (1) member of the Coordinating Council and four (4) others persons appointed for (staggered) 2-year terms, renewable one time. *The chair of the Personnel Committee shall be elected from among and by the Committee. The chair shall serve as a member of the Coordinating Council.* This Committee shall assist the Conference Ministers in developing job descriptions for staff positions, and make recommendations to the Coordinating Council as to salary adjustments, leaves of absence, retirement, and the employment and discharge of support staff.

(e) **Resourcing the Local Church Committee.** ~~A~~ *The* Resourcing the Local Church Committee, *shall* consist~~ing~~ of six (6) members *and* shall disburse the income from the Resourcing the Local Church Endowment Fund in accordance with the Rules of Procedure of the Committee, said Rules of Procedure of which require approval of the Coordinating Council. *The chair of the Resourcing the Local Church Committee shall be elected from among and by the Committee.*

(f) **Audit Committee.** *The Audit Committee shall consist of four (4) members of the Finance Committee, excluding the Conference Treasurer, elected annually, plus one member of the Coordinating Council, appointed annually. At least two (2) members shall have sufficient expertise to follow and interpret the accounting and auditing processes. The Audit Committee shall:*

(1) Assist the Coordinating Council in fulfilling its oversight responsibilities relating to the Conference's financial reporting, which shall include: the integrity of the Conference's financial statements; the Conference's compliance with legal and regulatory requirements; the independent auditor's qualifications and independence; and the performance of the Conference's internal audit function and independent auditors.

(2) Acquire the services of an independent auditor to perform audits on The Maine Conference Consolidated Trust and The Maine Conference United Church of Christ, the reports of which shall be presented to the Coordinating Council prior to the Annual Meeting. These audits will then be submitted to the Conference through the Coordinating Council.

(3) Make reports to the Coordinating Council as the Council may require.

~~(f) (g) Such other committee as the Council shall deem necessary may be constituted.~~ *The Council may establish such other committees as it deems necessary.*

ARTICLE VII. VIII. BOARD OF TRUSTEES.

1. **Elections.** A Board of nine (9) Trustees shall be elected by the Conference on nomination by the Coordinating Council upon recommendation of the Nominating Committee, each Trustee to serve for a term of three (3) years, with three (3) Trustees to be elected each year. Any vacancy in the Board of Trustees shall be filled by appointment of the Coordinating Council or of its Executive Committee, said Trustees to serve until the next Annual Meeting of the Conference, at which time the vacancy shall be filled for the unexpired term by election of the Conference.

2. **Duties.** The duties of said Trustees shall be to receive, hold, manage, sell, exchange, invest and reinvest, all trust and endowment funds, and income therefrom, or trust property which may be acquired by the Conference. The said Trustees are authorized to do all things necessary and appropriate to carry out the duties assigned to them including the sale and transfer of registered securities and the purchase, sale, mortgage and lease of real estate.

3. **Payments.** From time to time, as the Coordinating Council may determine, the Trustees shall turn over to the Treasurer the income from said trust funds and such portion of the principal as may be permissible under the gifts or grant of trust and the terms for acceptance thereof by the Conference.

4. **Deposits.** All trust funds shall be lodged in the name of the "Maine Conference of the United Church of Christ" and in such depository or depositories as the Trustees may designate.

5. **Accounts.** The Board of Trustees shall keep a book of accounts showing the conditions and provisions relating to each trust fund held by it, and shall keep a debit and credit account thereof, and shall render to the Annual Meeting of the Conference, or to the Coordinating Council as it may require, a complete and detailed statement of any consolidated trust fund and of all trust funds so held, giving the face value thereof, the book value, the unit value in the case of a consolidated trust fund, the beneficiaries of special trust funds and the disbursements from any special or general trust to the Treasurer, on order from the Moderator.

6. **Conveyances.** The conveyance, lease or mortgage of any trust estate shall be made by order of the Coordinating Council under the seal of the corporation (1) by the Trustees, as such Trustees, or (2) by any Trustee or the Treasurer, for such Trustees, when so authorized by the Coordinating Council.

7. **Bonds.** The Trustees shall give such bonds for the faithful discharge of their duties as the Coordinating Council may determine.

8. **Secretary.** One of the Conference Ministers designated by the Coordinating Council, shall serve as an advisory member and as secretary of the Board of Trustees.

ARTICLE VIII. IX. STANDING COMMITTEES OF THE CONFERENCE.

1. **Nominating Committee.** There shall be a Nominating Committee consisting of six (6) members, two (2) of whom shall be elected each year for a three-year term, together with the a Conference Minister(s) as a member ex-officio. After the Annual Meeting of the Conference, the committee shall meet and elect a chair from its two senior members. A majority shall constitute a quorum. This

committee shall nominate all officers, at large *Coordinating Council and Commission members, Commission Chairs*, and ~~s~~Standing ~~e~~Committees of the Conference whose nomination or appointment is not otherwise provided for; all delegates to corresponding bodies and all members of national societies in which the Conference is entitled to representation; but nominations for all these positions may also be made from the floor. No nominations made from the floor shall be in order, however, until the consent of the nominee has been obtained.

2. Committee on Credentials. There shall be a Committee on Credentials consisting of three (3) members appointed by the Moderator at the opening of each meeting of the Conference, to serve for that meeting only, to which the credentials of all delegates shall be referred.

ARTICLE ~~IX~~ X. COMMISSIONS.

The programming and ministry of the Maine Conference will be directed through Commissions, each of which shall be composed of fifteen (15) members, one from each Association to be chosen by said Association, and the remaining members to be elected at the Annual Meeting all of whom shall serve three (3) years. *consist of:*

(a) Four at-large members and the chair elected by the Conference at the Annual Meeting for three-year terms;

(b) One member elected by and from each association of the Conference for three-year terms. If an association fails to elect a member or fill a vacancy when one exists, the Coordinating Council shall appoint a substitute member for the remainder of that term of office. The substitute member need not be from the same association in which the vacancy occurred.

Terms for all members of Commissions shall begin at the close of the Conference Annual Meeting following their election or *at the next Commission meeting following their* appointment. ~~Each Commission will choose its own chairperson.~~ Each Commission shall have responsibility for programming which relates to its area of ministry. The Commissions shall support, enable, and encourage activities in the ~~L~~ocal-~~C~~church, ~~A~~association and Conference and the wider church. The Commissions shall establish ongoing and short-term committees working in collaborative ways. Members of ongoing (or standing) Committees established by a Commission shall serve rotational terms. After two consecutive absences from meetings of a Commission, a Commission may declare a vacancy and consult with the representative body on the needs of the Commission.

1. Commission for Spiritual Life.

This Commission shall focus on areas of ministry relating to God through: Christian study and nurture; leadership development and renewal of clergy and laity; pastoral care; worship life; theological education; church and ministry; interim ministry; in consultation with the Coordinating Council, new or emerging ministries.

2. Commission for Community Life.

This Commission shall focus on areas of ministry relating to one another through: care and assistance to local churches, including search processes; conflict management consultations; financial development; and church growth, ~~R~~ockeraft and Pilgrim Lodge ministries; the Resource Center; Youth; Young Adult and intergenerational ministries; ~~Women of the Maine Conference;~~ *women's ministries*; relationship of the associations to the Conference and each other; and, in consultation with the Coordinating Council, new and emerging ministries.

3. **Commission for Witness Life.**

This Commission shall focus on areas of ministry relating to God's world globally, nationally, state-wide, locally and ecumenically through: serving human need; proclaiming peace and justice; promoting the integrity of creation; witness of evangelism; denominational and ecumenical ties; stewardship and mission interpretation; and in consultation with the Coordinating Council, new and emerging ministries.

ARTICLES ~~X~~ **XI. MEETINGS.**

1. **Annual.** The date, time and location of the Annual Meeting of the Conference shall be fixed by the Coordinating Council, in collaboration with the Annual Meeting Committee, except as otherwise determined by a vote of the Conference at its previous Annual Meeting. *Consideration of action not included in the notice is subject to the consent of the delegates at said meeting.*

Each Annual Meeting shall include worship as central to all of its activities. *The Conference Mission Statement shall be read during each Annual Meeting.*

2. **Special.** Special meetings of the Conference may be called by vote of the Annual Meeting, or at the discretion of the Coordinating Council, ~~or at the request of one quarter of the local churches in the Conference~~ *or by a request in writing to the Clerk of at least one quarter of the local churches which are association members of the Conference. The business of a Special Meeting shall be limited to that included in the Call.*

3. **Notice.** Thirty (30) days notice of all meetings of the Conference shall be given to the local churches which notice shall include the business to be conducted. ~~Consideration of action not included in the notice is subject to consent of the delegates at said meeting.~~

4. **Quorum.** ~~A quorum shall consist of not less than thirty (30) voting delegates representing thirty (30) churches in at least seven (7) associations, but a lesser number may adjourn from time to time and designate the date, time and place of the adjourned meeting.~~ *At least thirty (30) voting delegates must be present for an Annual or Special Meeting of the Conference. At least one fifth of the churches which are association members of the Conference and two thirds of the associations of the Conference must be represented. At least twenty (20) voting delegates must be lay delegates elected by local churches. If those gathered do not constitute a quorum, they may adjourn the meeting and designate a date, time and location to reconvene the meeting no less than thirty (30) days from that of the previously scheduled meeting.*

5. **Parliamentary Procedure.** Shall be governed by Robert's Rules of Order as revised, except as altered by rules adopted by vote of two-thirds of the delegates present at any meeting.

6. **The Moderator.** Shall preside at all Annual and Special Meetings of the Conference and may, with the approval of the Coordinating Council, appoint a parliamentarian to serve at any meeting. *In the absence or at the request of the Moderator, the Vice Moderator shall assume the duties of the Moderator.*

ARTICLE ~~XI~~ **XII. APPROPRIATIONS**

The Coordinating Council shall present a proposed budget to the Annual Meeting for its consideration and action. The Annual Meeting shall have the power to amend the proposed budget; however, no motion on the floor of the Annual Meeting which has the effect of increasing total

expenditures shall be in order unless such motion includes the funding of said increase in accordance with generally accepted accounting principles and the customary financial practices of the Conference.

The Coordinating Council shall have the power to amend the approved budget between Annual Meetings as deemed appropriate and necessary. Within its approved budget, each Commission shall have the authority to fund increases in individual line items by corresponding decreases in other line items.

ARTICLE XIII. CONFLICT OF INTEREST

No person shall be ineligible to serve the Conference as a member of the Coordinating Council, any Commission or Committee of the Conference, or as an officer, agent or in some other representative capacity on behalf of the Conference solely by reason of also serving in a representative capacity with some organization or entity with which the Conference does business or has some other significant relationship.

Any contract or transaction engaged by the Conference shall be valid notwithstanding any such potential conflict of interest if (1) the material facts of the dual relationship are disclosed or known by the Coordinating Council or other body acting on behalf of the Conference and the action is authorized in good faith by a majority of the disinterested members of the Council or body even though less than a quorum; or (2) the material facts of the dual relationship are disclosed or known to the membership and are approved in good faith by them; or (3) the contract or transaction is fair as of the time authorized, approved or ratified by the Council or other acting body thereof or by the membership.

ARTICLE XIV. INDEMNIFICATION

- 1. Subject to the limitations set forth herein, the Conference shall indemnify any Coordinating Council member, commission and committee member, officer, employee or agent, and the officers and church and ministry committee members of all associations affiliated with the Maine Conference, either current or former, against any and all liability or expenses incurred in connection with any proceeding arising out of their role on behalf of the Conference or association to the extent permitted by law and to the extent such liability and expenses are covered by liability insurance maintained by the Conference pursuant to subsection 2 below. Expenses are intended to be broadly interpreted to include attorney's fees, costs and any other reasonable and necessarily incurred expenses.*
- 2. The Conference shall maintain liability insurance for the benefit of any corporate official, agent, or employee against any liability asserted against or incurred by a corporate official, agent or employee, to the extent such insurance coverage is available at a reasonable cost as determined by the Coordinating Council.*
- 3. The indemnification provided herein shall extend to any and all acts or omissions of the individuals identified in subsection 1 above unless the individual seeking indemnification shall not have acted in good faith in the reasonable belief that his or her action was in the best interest of the Conference or association. The Conference may advance expenses or undertake the defense of any individual covered in this section provided, however, that the individual shall reimburse the Conference for these expenses if it should ultimately be determined that the individual is not entitled to indemnification.*

ARTICLE XV. DISSOLUTION

The Conference and its property shall be forever devoted to religious purposes. No officer, member or employee thereof shall receive any pecuniary profit from the organization, except reasonable compensation for services in effecting one or more of its purposes. In the event of the dissolution of the Conference, its property shall become vested in, and its functions as trustee, if any, administered by, such organization which is organized and operated exclusively for religious and charitable purposes as the Coordinating Council of the Conference, acting with the approval of the Conference by a vote of two-thirds of the members present at any Annual or Special meeting, shall determine.

ARTICLE ~~XII~~ XVI. AMENDMENTS

These By-Laws may be amended at any duly called meeting of the Conference by a two-thirds vote of the members present, provided that the amendment shall have been submitted to the Conference in writing at a previous meeting of the Conference, or have been incorporated in the Call for the Meeting.