

BYLAWS OF THE MICHIGAN CONFERENCE UNITED CHURCH OF CHRIST

PREAMBLE

The Michigan Conference of the United Church of Christ, a covenantal gathering of congregations and authorized ministers, exists to bring churches closer together and closer to God by equipping pastors and lay leaders through ministries of support, guidance, and leadership development. Trusting the Holy Spirit's leading, we seek to model faithful covenant, nurture the health and vitality of congregations and ministerial leaders, and live out God's love and justice in our common life. Rooted in an inclusive, relationship-driven, and justice-seeking witness, we commit ourselves to cultivate leadership, respond with compassion, and work in partnership with the wider church and our congregations, so that all may experience God's radical welcome and the wholeness of creation.

ARTICLE I – NAME AND ADDRESS

Section A: Name

The name of the Domestic Ecclesiastical Corporation is the Michigan Conference of the United Church of Christ, Inc., a corporation created by "Michigan Conference Articles of Consolidation", which incorporated Articles of Incorporation¹, initially filed on May 28th, 1963 with the State of Michigan, hereafter the Conference.

Section B: Address

The address of the principal office(s) of the Conference shall be located in the state of Michigan. The Conference will maintain at least one physical address and a registered agent on file with the Michigan Licensing and Regulatory Affairs.

ARTICLE II – PURPOSE, POLITY, PLEDGE OF INCLUSIVITY

Section A: Purpose

The purpose of the Conference is to equip churches, Associations, authorized ministers, and laity to fulfill their ministries to the best of their ability. It challenges these entities to be prophetic and loving in their ministries. It enables them, through human, material, and spiritual resources, to accomplish their tasks more effectively.

Section B: Polity

The polity of the Conference is that the Conference, churches, and Associations are autonomous and covenanting bodies seeking to be responsible in their mutual relationships. They hold relationships to one another and to the United Church of Christ as described in the United Church of Christ Constitution and Bylaws. Local church autonomy in the context of covenantal relationship in the United Church of Christ means it is the non-transferrable responsibility of a local church to discern and respond to God's call for it, inclusive of its purpose, mission, and vision and the creative embodiment of these things.²

Section C: Pledge of Inclusivity

¹Michigan Conference of the United Church of Christ, Articles of Incorporation, approved 5/28/63, https://docs.google.com/document/u/0/d/14xlbz9LHZuh9ekGawORtkCaIKWjTj7Y_knj_jVYYC1I/edit

²United Church of Christ, The Constitution of the United Church of Christ, approved June 1961, Article V, Para 18, (https://www.new.uccfiles.com/pdf/UCC_Constitution.pdf)

The Conference is committed to inclusiveness and extravagant welcome, seeking to embody the commitment of the United Church of Christ to be welcoming to all, embracing people of all backgrounds, ethnicities, cultures, identities, abilities, and experiences, with a balance of leadership that in turn reflects the diversity of our society.

ARTICLE III – CONFERENCE ORGANIZATION AND RESPONSIBILITIES

Section A: The Michigan Conference (the Conference)

The Conference shall perform all functions identified as those of a Conference in the Bylaws of the United Church of Christ³.

Section B: Organizational Goals

Conference employees and the Board of Directors (Board) are expected to work as a collective community toward goals that fully align with the mission, vision, and values statements of the Conference.

Section C: The Conference Responsibilities

Par. 1: The Conference shall seek to undergird the mission and ministry of the local churches, Associations, authorized ministers, and laity of which it is composed and of the General Synod and Ministries of the United Church of Christ as outlined in the Bylaws of the United Church of Christ.⁴

Par. 2: The Conference shall participate with churches, Associations, authorized ministers, and laity in decision-making, calls to ministry, church leadership, and informing moral and spiritual concerns presented in this time and place.

Par. 3: The Conference shall provide for bidirectional communications flow of information to and from the churches, Associations, authorized ministry, laity, and national setting of the United Church of Christ.

ARTICLE IV - CONFERENCE MEMBERSHIP

Section A: Membership

The Constitution of the United Church of Christ states that a Conference's membership consists of "...lay delegates selected by and representing the Local Churches of that Conference, all ordained Ministers holding Standing or Ordained Ministerial Partner Standing in its Associations or in the Conference itself when acting as an Association, all Commissioned Ministers and Licensed Ministers in its Associations, and such additional members as may be specified by the Conference."⁵

Section B: The Local Church

Local churches are those within geographic boundaries of the Conference as described in ARTICLE V of the Constitution of the United Church of Christ, and the Conference shall respect and recognize the rights of the local church as set forth in ARTICLE V of the Constitution of the

³ United Church of Christ, Bylaws of the United Church of Christ, approved July 14, 2025, Article II, Sections 176-186, <https://www.ucc.org/who-we-are/constitution-and-bylaws/>

⁴ Ibid, Articles I, II, and III

⁵ United Church of Christ Constitution, Article IX, Para 56

United Church of Christ.⁶

Par. 1: Membership of a church resides in the Association under which it falls geographically. Membership involves the following minimum rights and responsibilities:

- a. Considering financial support to “Our Church’s Wider Mission” according to ability,
- b. Considering participation in the Annual Meeting and any Special Meetings by delegates,
- c. Sharing information requested by the Association or Conference,
- d. Recognizing that “actions by, or decisions or advice emanating from the General Synod, a Conference or an Association, should be held in the highest regard by every Local Church”⁷ and
- e. Consulting appropriate Conference and Association staff and utilizing facilities of the Conference in order to strengthen the life and work of the local church, or to negotiate internal conflict in the life of the congregation.

Section C: Associations

Par. 1: The Associations in the Conference currently are:

- a. Covenant Association
- b. Detroit Metropolitan Association
- c. Grand West Association
- d. Southwest Association
- e. United Northern Association

Par. 2: These Associations shall be composed of all local churches in a prescribed geographical area and perform all functions identified as those of an Association as prescribed in the Constitution (ARTICLE IX) and Bylaws (ARTICLE II) of the United Church of Christ.

Section D: Officers of The Conference

Par. 1: The Officers of the Conference shall be: President of the Board, Vice-President of the Board, The Conference Moderator, Secretary of the Board, Treasurer of the Board, and Chair of the Personnel Committee of the Board.

Par. 2: The Officers shall be elected for a period of two (2) years from the close of the meeting at which they are elected and thereafter until they are re-elected or replaced. The Conference Moderator and Treasurer are nominated by the Board and elected at the

⁶Ibid, Article V

⁷Ibid, Article V, Para 19

Annual Meeting. The President, Vice-President, and Secretary are elected by the Board after being nominated by the Nominating Committee, and the Chair of the Personnel Committee is elected by the Board.

Section E: Roles of the Officers of The Conference

Par. 1: The President of the Board shall be responsible for the effective functioning of the Board and its Executive Committee (ARTICLE VI, Section D), and shall preside at all their meetings. The President shall serve on the Personnel Committee.

Par. 2: The Vice-President of the Board shall serve in the absence of the President. The Vice-President shall serve as chair of the Nominating Committee.

Par. 3: The Conference Moderator shall preside at and moderate the Annual Meeting of the Conference, and shall be a member of the Board with voice and vote. In the event the Moderator is unable to moderate the Annual Meeting, the President of the Board will select the Moderator for the Annual Meeting. The Moderator serves on the Annual Meeting Planning Committee.

Par. 4: The Secretary of the Board shall record the minutes of meetings of the Conference and of the Board, and of its Executive Committee, ensuring their distribution and archival, and shall be a member of the Board with voice and vote.

Par. 5: The Treasurer shall be the Chief Financial Officer of the Conference, and shall fulfill all of the duties as assigned in the most current Financial Policies and Procedures manual. The Treasurer shall chair the Budget, Finance, and Investment Committee.

Par. 6: The Chair of the Personnel Committee is responsible for conducting the yearly performance review(s) of the Conference Minister; revising and updating the Conference's Personnel Policy and Bylaws in frequencies indicated in each; and advising the Board regarding the implementation of performance management of the Conference Minister.

Section F: Accountability and Removal of Officers of The Conference

The elected officers will be responsible and accountable to the actions of the Annual Meeting or any Special Meeting of the Conference. The Officers of the Conference may be removed by a two-thirds (2/3) vote of the Annual Meeting or any Special Meeting of the Conference, whenever doing so is deemed to be in the best interest of the Conference. In the case of malfeasance or excess absenteeism, the Board will be able to remove an officer by a three-quarters (¾) vote of the Board at any meeting of the Board. If an officer is no longer a Michigan Conference church member, they will be removed from the Board in the same manner, in accordance with guidelines on removing a director of the Board, as stated in ARTICLE VI, Section F.

ARTICLE V – MEETINGS OF THE MEMBERSHIP

Section A: Parliamentary Authority

All plenary sessions of the Membership of the Conference at the Annual Meeting (Section B)

shall be conducted using Parliamentary Procedures as outlined in the most current version of The Robert's Rules of Order. A Parliamentarian(s) will be appointed by the Conference Moderator well prior to the conduct of the meeting. In the event no Parliamentarian(s) is identified for the Annual Meeting, the President of the Board is responsible for securing the Parliamentarian(s).

Section B: Annual Meeting

The Annual Meeting of the Conference shall be held at a place, date, and time determined by the Board. Notification of the place, date and time of the Annual Meeting shall be communicated to all member congregations by the Secretary of the Board no less than sixty-days (60) in advance of the Annual Meeting.

Par. 1: The Purpose of the Annual Meeting shall be to elect the Officers of the Board, the full recommended slate for the Board, delegates to the General Synod of the United Church of Christ, and propose and vote on Conference resolutions.

Par. 2: At minimum, additional business conducted at this meeting will receive the annual Treasurer's report, adopt the budget(s), and act upon the reports of the various committees, teams, and member groups of the Conference.

Section C: Special Meetings of the Conference

Par. 1: Special meetings may be called for any purpose by the Board or the Conference Minister, and may also be held in conjunction with the Annual Meeting, if desired. Notice may be delivered by mail or by email to each local church and minister in the Conference, at least thirty (30) days in advance of a special meeting of the Conference. If a special meeting is called for by the general membership, Section 450.2403 of the Michigan Compiled Laws⁸ allows members holding at least 10% of the voting power to petition for a special meeting if the board refuses to call one.

Par. 2: Michigan Compiled Laws sections 450.2403 and 450.2521⁹ provide direction on how the Conference or Board may call a special meeting of the officers, directors, or members. Prior to calling a special meeting, it is recommended that these above sections be consulted.

Section D: Voting Rights of Delegates at Conference Meetings

The Conference shall establish and maintain the definition of delegates and voting rights.

Par. 1: When the Conference meets, the following members who registered for the meeting will be entitled to vote:

- a. Authorized ministers who are members,
- b. Lay delegates selected by and representing the Local Churches of the Conference,
- c. All ordained Ministers holding Standing or Ordained Ministerial Partner Standing in its Associations,

⁸ Michigan Compiled Laws § 450.2403 (Westlaw through P.A. 20 of 2026 legislative session)

⁹ Michigan Compiled Laws § 450.2403 & 450.251 (Westlaw through P.A. 20 of 2026 legislative session)

- d. All Commissioned Ministers and Licensed Ministers in Associations, and
- e. Lay persons, not delegates from their Local Churches, who are at the time serving as a staff member of the Conference or a member of the Board of Directors.

Section E: Electronic or Hybrid Meetings

Michigan Compiled Laws (MCL) 450.2405¹⁰ states that a shareholder, member, or proxy holder may participate in a meeting of shareholders or members by a conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication, and participation in a Michigan Conference meeting via electronic means such as a conference group call or online meeting constitutes presence in person at the meeting.

Section F: Quorum

Leadership at any called meeting where a vote will be taken will need to determine that a quorum is constituted from the local churches which are represented on either an Association or Conference level. Fifty (50) individuals who are entitled to vote present at any meeting shall constitute a quorum, provided that a quarter ($\frac{1}{4}$) of local churches are represented.

ARTICLE VI – BOARD OF DIRECTORS

Section A: Purpose and Function of the Board

Par. 1: The Board of Directors shall provide planning and oversight for the general mission of the Conference through advice and fiduciary counsel and responsibility on all matters of governance.

Par. 2: The Board may adjust the organizational structure of the Conference to accomplish its mission. Established committees are Annual Meeting Planning Team Committee; Personnel Committee; Nominating Committee; Budget, Finance, and Investment Committee; Resolutions Committee; and, Strategic Planning Committee. These may be discontinued or more committees may be added as necessary.

Section B: Qualifications and Expectations of Board Directors

Par. 1: Directors shall be chosen with a view toward maintaining a diverse and balanced Board having in aggregate the kinds of skills and experience which can contribute to the mission, vision, and values of the Conference. These qualifications may include expertise in ministry, theology, business, law, finance, development, community building, and should reflect a cross section of the community served. Directors must be members of a local United Church of Christ church.

Par. 2: Directors will be expected to prepare for and attend scheduled meetings or special meetings as called, and will be expected to provide points of interests that may represent their constituency (such as an Association) or conscience. Each director must serve on at least one committee, devote a substantial amount of time to the affairs of the Conference, and become and remain acquainted with these Bylaws and the current Personnel Policy.

¹⁰ Michigan Compiled Laws § 450.2405 (Westlaw through P.A. 20 of 2026 legislative session)

Par. 3: The Board and the Conference professional staff serve in a posture of covenantal partnership and teamwork. This covenant is characterized by trust and a confidence that conflict and disagreement is worked through creating a culture of openness and transparency without compromising the unique roles attributed to the Board and Conference professional staff. Board directors pledge to at all times promote a culture that emphasizes covenanted teamwork within the Board, and, bidirectionally to the Conference staff.

Par. 4: Directors pledge to not be fully devoted to a singular mission of interest, no matter the import or relevance of that perceived mission to the moment. Rather, the primary responsibility is to the fiduciary oversight and the overall mission and needs of the Board and the Conference.

Par. 5: Goals, objectives, and timelines are set for the purpose of mission accomplishment either for the proper functioning and results of a Director's assigned committee or the overall well-being of the Board and the Conference.

Par. 6: Directors will sign the Personnel Policy of the Conference before the start of their term.

Section C: Board Selection, Composition, and Terms of Directorship

Par. 1: The elected directors of the Board shall include no more than fourteen (14) persons who shall be members of the churches of the Conference reflecting consideration for inclusiveness and balance of gender and race. The Conference Minister shall serve on the Board with voice and vote.

Par. 2: There will be twelve (12) directors who are members of the churches of this Conference. One (1) director will be nominated from each of the five (5) Associations and seven (7) directors will be elected on an at-large basis within the Conference. Nominations for the twelve (12) at large and Association liaison positions are by the Nominating Committee and then voted on by the Board and the Annual Meeting.

Par. 3: Board directors will be elected to staggered three (3) year terms at the Conference Annual Meeting. Having served two (2) full terms, a person may not be re-elected until two (2) years have passed.

Section D: Executive Committee of the Board

Par. 1: The Executive Committee of the Board consists of: President of the Board, Vice-President of the Board, the Conference Moderator, Secretary of the Board, Treasurer of the Board, Chair of the Personnel Committee, and the Conference Minister.

Par. 2: The Executive Committee of the Board shall meet between regularly scheduled Board meetings or as called by the Board President for fiduciary and monitoring purposes and planning of Board meetings. The decisions of the Executive Committee as appropriate shall be reported to and confirmed by the full Board at their next meeting.

Section E: Nomination and Selection of Board Officers

Current Board directors who are interested in being considered for one (1) of the positions on the Executive Committee may at the time of transition of that Board officer submit an application to the Nominating Committee. The Nominating Committee will call for such applications.

Section F: Vacancies, Resignations, and Removal

Par. 1: The Nominating Committee of the Board shall fill all vacancies of Board directors as expeditiously as possible. This will be done taking into consideration the representative entity of the existing Board director, such as an Association liaison. Vacancies may be filled temporarily as called by the Board, but will need approval at the subsequent Annual Meeting.

Par. 2: Board directors may resign at any time for any reason by submitting a letter of resignation to the Board President.

Par. 3: Board directors who miss more than two (2) regularly scheduled meetings on an unexcused absence basis in their three (3) year term will be removed from the Board. A director may be removed with or without cause by a three-quarters ($\frac{3}{4}$) vote of the Board at any meeting of the Board. For this to occur, the director will be given at least seven (7) days' notice of the proposed removal and the reasons, and will be given an opportunity to be heard at the meeting of the proposed removal. For the removal of an officer of the Board, see ARTICLE IV, section F.

Section G: Conflict of Interest, Compensation Policy, Fidelity Bond

Par. 1: Board directors are required to sign the conflict-of-interest form in the Conference's Personnel Policy prior to being seated as a Board director, or if a conflict of interest arises during their term.

Par. 2: Board directors shall not receive compensation, but may request reimbursement of reasonable expenses incurred while conducting authorized business of the Conference.

Par. 3: Board directors who handle money or securities shall be provided a fidelity bond.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

Section A: Frequency of Meetings

The Board will meet at least quarterly. This may be online, hybrid, or in person as determined by the current Board Executive Committee.

Section B: Notice of Meetings

Directors shall be notified of the date, time, place, and agenda of each meeting of the Board by written notice or electronic device at least two (2) days prior to the meeting. In the case of a special meeting, the purpose of the meeting shall be specified. The Board may act upon matters not included in the notice agenda of any regular meeting.

Section C: Quorums and Voting

Par. 1: A majority of the voting directors shall constitute a quorum to do business at meetings of the Board and the Executive Committee. Any or all Board directors may participate in any duly called meeting of the Board, or conduct the meeting through the use of any means of communication by which all members participating may simultaneously hear (or read all the words of) each other during the meeting. Unless otherwise specified, a simple majority of votes cast by those present shall provide approval or disapproval of a proposal.

Par. 2: In cases when an entire meeting and votes of the Board or its Executive Committee are held electronically, for any vote to be binding, a simple majority rules is the standard. The requirement for a unanimous vote applies specifically to board actions taken outside of a formal meeting via electronic written consent such as email. (Michigan State Law)

Section D: Special Meetings of the Board

Special meetings may be called by the Board for any purpose, as requested by one-third ($\frac{1}{3}$) of voting directors of the Board, and the location and time of a special meeting shall be determined by the Board. Written notice stating the specified purpose, date, time, and location of the special meeting shall be provided to each director at least two (2) days before the meeting. Notice may be delivered personally, by mail, or by email. Only business specified in the notice shall be acted upon at a special meeting. Special meetings are held in compliance with Michigan Compiled Laws Section 450.2403.

Section E: Closed Sessions of the Board

Par. 1: A closed session (often called an “executive” session) is a portion of a Board meeting restricted to directors and specifically invited individuals, excluding the general public. A meeting enters into a closed session only when required by rule or established custom, or upon the adoption of a motion to do so. A motion to go into (or out of) executive session is a question of privilege and is adopted by a majority vote.

Par. 2: All discussions in these sessions are strictly confidential, and records are typically sealed from public inspection.

Par. 3: Whenever a meeting is being held in a closed session, only directors of the body that is meeting, special invitees, and such employees or staff members as the body or its rules may determine to be necessary are allowed to remain in the meeting. All persons who are not otherwise specifically invited or entitled to attend are excluded.

ARTICLE VIII CONFERENCE MINISTER AND ASSOCIATE CONFERENCE MINISTERS

Section A: The Conference Minister

The Conference Minister shall be nominated by the Board and shall be elected by ballot at an Annual Meeting of the Conference. The Conference Minister shall be the chief executive and administrative officer, and spiritual leader of the Conference. In addition, the following conditions shall be met:

Par. 1: They shall be an authorized minister with standing in an Association of the United Church of Christ.

Par. 2: They shall have general supervision of all phases of the Conference program; shall offer counsel to local churches and ministers; and may represent the Conference at meetings of the Associations and local churches and at wider church, community, interfaith, and ecumenical gatherings and bodies.

Par. 3: They shall be an ex-officio member of the Conference Board and the Executive Committee, with voice and vote.

Par. 4: The Conference Minister shall perform all legal functions assigned by the Conference Board and authorized by them. They shall perform such duties as are assigned by the Constitution and By-Laws of the United Church of Christ.

Par. 5: The Conference Minister will direct, supervise, and evaluate the Conference Staff and employ and release hired employees in accordance with procedures adopted by the Board, and in consultation with the Personnel Committee as needed.

Section B: The Associate Conference Minister(s)

Associate Conference Ministers will be hired by the Conference Minister. The Associate Conference Minister(s) will serve at the direction of the Conference Minister to serve the churches and clergy of the Michigan Conference. Associate Conference Minister(s) attend meetings of the Board with voice but no vote as ex-officio members of the Board.

Section C: Michigan Employment Policy

As noted in the Michigan Conference's Personnel Policy, Section 3.5,¹¹ employment with the Michigan Conference is at-will, meaning either the employee or the Conference may terminate the employment relationship at any time and for any reason, provided the reason is not prohibited by law.

ARTICLE IX – MISSION AREA TEAMS AND TASK FORCES

Mission Area Teams (MATs) are authorized by the Conference Board. Task Forces are created by Conference Staff, Standing Committees, MATs, or the Conference Board to fulfill a specific purpose. The Conference Board selects Task Force members.

Section A: Purpose of the Mission Area Teams

The purpose of a Mission Area Team is to organize, inform, and empower individuals to serve in a specific area of ministry in alignment with the Conference mission, vision, and values.

Section B: Formation, Meeting Frequency, and Cessation of Mission Area Teams Par. 1: A

Mission Area Team is formed when a Board director and Conference Staff member partner or are assigned by the Conference Minister to lead a team in a chosen initiative.

A Mission Area Team will include at least one (1) and a maximum of three (3)

¹¹ Michigan Conference of the United Church of Christ, Employee Handbook and Personnel Policy, Section 3.5 (rev. Mar. 21, 2026).

Board directors per team.

Par. 2: The Cessation of a Mission Area Team will occur with a vote of the Board to disband that Mission Area Team, as needed and determined by the Board and Conference Minister.

Par. 3: The Mission Area Team will meet at least twice annually, either online, hybrid, or in person as determined by the members of the Mission Area Team.

ARTICLE X – THE MICHIGAN FOUNDATION

The Conference created the Michigan Foundation UCC, Inc., as an independent subsidiary corporation of the Conference. The Foundation is a membership organization with a sole member: the Conference. As the sole member, the Conference appoints the board members of the foundation and must approve any changes to foundation Bylaws.

ARTICLE XI – DELEGATES TO GENERAL SYNOD

Section A: General Synod, United Church of Christ

The General Synod is the gathering of a faith community representative of the wider church to listen for and discern the call of God to the United Church of Christ. The Conference shall participate in the fellowship and cooperate in the program of the United Church of Christ in the manner prescribed in the Constitution and also the latest edition of the Bylaws of the United Church of Christ.

Par. 1: Selection Process to General Synod: Synod delegates shall be representative of the Conference areas and comply with the requirements stipulated with regard to local church membership, race, sex, clergy, laity, youth, and number. The Nominating Committee, acting under the purview of the Board, shall be responsible for selecting nominations to General Synod respecting the entire process of selecting voting delegates per the National United Church of Christ Bylaws.

Par. 2: Delegate Responsibilities: Delegates shall be responsible for attending pre-Synod orientations, participating in the full-range of activities at the regular and special meetings of Synod, being available to churches and Associations following Synod meetings to report and interpret the actions of the body, and assuming an advocacy role in the life of the Conference as conscience permits on issues to which Conferences are called to respond.

Para. 3: Length of Term: A delegate shall be elected to a six-year (6) term which commences at the opening of the next regular meeting of the General Synod following election and terminates at the opening of the third (3rd) regular meeting of the Synod following election. No person shall be re-elected until at least one (1) General Synod term has transpired. A delegate shall cease to represent the Conference if the delegate moves church membership or ministerial standing outside the Conference. However, if church membership, ministerial standing, or residence change occurs from one church to another within the Conference, a person shall continue to serve as Synod delegate. If a delegate is unable to fulfill the term of office, the delegate shall immediately notify the Board of their resignation in order that an alternate may be selected.

Section B: Representation Outside General Synod

Representatives or delegates from the Conference to denominational, interdenominational, interfaith, or ecumenical organizational organizations outside General Synod shall be named and brought to the Board by the Nominating Committee for confirmation.

ARTICLE XII – INDEMNIFICATION

Section A: The Conference Responsibilities

The Conference may advance expenses (including reasonable attorneys' fees) incurred by an Indemnified Person of The Board in defending any such action, suit, or proceeding, upon receipt of a written affirmation of the person's good-faith belief that the standard of conduct necessary for indemnification has been met, and a written undertaking to repay such amounts if it is ultimately determined that the person is not entitled to indemnification under this Article or applicable law.

Section B: Conference Liability Extension

No indemnification shall be provided for any matter in which the person is adjudged liable to the Conference for gross negligence, intentional misconduct, or breach of duty of loyalty, except to the extent permitted by Michigan State Law and approved by the Board. The rights conferred by this Article shall not be exclusive of any other rights to which an individual may be entitled under any statute, insurance policy, agreement, vote of the Board, or otherwise.

ARTICLE XIII – POLICIES, RULES, AND CONFLICTS OF INTERESTS The United Church of Christ on a national level informs and recommends to its broader church body and seeks in covenant to “walk together” with its Conferences, Associations, and local churches who choose to participate in this covenantal relationship. The Michigan Conference seeks to be a faithful member in the larger national church, and pledges to listen and carefully consider the advice and counsel made known by the national church. With this as a starting point, our policies, rules, and attention to conflicts of interest adhere to this posture while carefully considering our own unique experience as a Conference.

Section A: Policies

Par. 1: The Board, generally through the Personnel Committee, seeks to make known the Conference Bylaws, policies, and guidelines through two (2) main sources: the most current approved set of Bylaws, and the Personnel Policy most recently approved and revised.

Par. 2: In any and all cases, if clarification of any area within the Bylaws or the current approved policy becomes necessary, the Conference Minister in consultation with the President of the Board will determine any course of action to be taken.

Section B: Rules

Par. 1: Rules applicable within the Conference generally refer to safety rules of significance and/or for infractions of workplace conduct rules, such as actions taken by Conference employees or representatives in a church-related function or as a representative of the Conference in the general public. The Conference seeks to adhere to

the compliance of the rules put forth by the Personnel Policy and Federal or Michigan State Employment Law.

Par. 2: Any violation of rules in the above parameters' settings will be addressed as previously described above in Section A, Par. 2.

Section C: Conflicts of Interests

While ARTICLE VI, Section G covers expectations of Board directors to be aware of possible Conflicts of Interests and sign a form acknowledging the responsibilities therein of recognizing, reporting, and avoiding Conflicts of Interests, all Conference employees and officers also assume this responsibility.

ARTICLE XIV – DISSOLUTION

Section A: Payment of Provisions

In the event of the dissolution of the Michigan Conference of the United Church of Christ, the Board of Directors shall, after paying or making provision for the payment of all liabilities and obligations of the Conference, distribute all remaining assets exclusively for religious, charitable, and educational purposes consistent with the Conference's mission and with Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax law.

Section B: Distribution of Assets

Such assets shall be distributed to the United Church of Christ National Ministries, one (1) or more Conferences, Associations, local churches, or other organizations organized and operated exclusively for religious, charitable, or educational purposes, provided that such organizations qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and that the distribution is consistent with the Conference's covenantal commitments and ministries. No part of the assets of the Conference shall inure to the benefit of, or be distributed to, any officer, board director, employee, or private individual, except that the Conference shall be authorized and empowered to pay its just debts and obligations and reasonable compensation for services rendered.

Section C: Applicable Jurisdiction

Any such dissolution shall be carried out in accordance with applicable Michigan law, the Conference's Articles of Incorporation, and these Bylaws.

ARTICLE XV – AMENDMENTS TO BYLAWS

Section A. Amendments to Bylaws

These Bylaws may be amended or revised at the Annual meeting or Special meeting and must pass by a two-thirds ($\frac{2}{3}$) vote of those present and voting, provided that such amendment(s) or revision shall have been:

Par. 1: Presented to the Conference at the last previous regularly called meeting of the Conference, or

Par. 2: Presented to the Conference signed by not less than ten (10) local churches, and a copy mailed to each local church and minister in the Conference not less than sixty (60) days prior to the meeting at which action on the proposed amendment is to be taken, or

Par. 3: Recommended to the Conference by the Board and a copy thereof distributed to each local church and minister in the Conference not less than sixty (60) days prior to the meeting at which action on the proposed amendment is to be taken.

Section B: Consistency to the Articles of Incorporation

Any amendment to these Bylaws that would be inconsistent with the existing provisions of the Articles of Incorporation of the Corporation, will become effective only when such Articles of Incorporation are also appropriately amended in accordance with all applicable Michigan State Law and statutes.

Section C: Review and Revision of Bylaws

The Bylaws should be, at minimum, reviewed and updated every even year as of 2026. The Personnel Committee will undertake or assign responsibility for completing this task to a subcommittee of the Board and Conference Staff.

Revised/Reviewed: July 18, 2026

Approved: October 3, 2026