

RESOLUTIONS OF THE MEMBERS TO BE ADOPTED AT A MEETING OF THE
MEMBERS:

WHEREAS, the Board of Directors (the “Board”) of Ohio Conference of the United Church of Christ, an Ohio corporation (the “Corporation”), in its judgment has determined that it is advisable and in the best interest of the Corporation to change the Corporation’s name from “Ohio Conference of the United Church of Christ” to “Heartland Conference of the United Church of Christ” and, in furtherance thereof, to amend and restate the Corporation’s Articles of Incorporation and the Constitution and Bylaws, and recommended to the Corporation’s members that the Corporation adopt such amendment;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation’s name be changed from “Ohio Conference of the United Church of Christ” to “Heartland Conference of the United Church of Christ” and that the Articles of Incorporation of the Corporation and the Constitution and Bylaws be amended and restated to reflect such name change:

FURTHER RESOLVED, that the form, terms and provisions of the Amended and Restated Articles of Incorporation attached hereto as Exhibit A, as the same was approved by the Board, be, and hereby are, in all respects, approved;

FURTHER RESOLVED, that the form, terms and provisions of the Amended and Restated Constitution and Bylaws attached hereto as Exhibit B, as the same was approved by the Board, be, and hereby are, in all respects, approved;

FURTHER RESOLVED, that the aforesaid Amended and Restated Articles of Incorporation and Amended and Restated Constitution and Bylaws are duly adopted in accordance with the applicable provisions of Sections 1702.38 and 1702.11 of the Ohio Revised Code.

EXHIBIT A

Amended and Restated Articles of Incorporation

ARTICLE 1: The name of the Corporation shall be the “Heartland Conference of the United Church of Christ” (hereinafter called the “Conference”).

ARTICLE 2: The place is this state where the principal office of the Conference is to be located shall be Columbus, Ohio.

ARTICLE 3: The purpose of the Conference shall be to strengthen the domestic and global life of the local churches and Associations within its boundaries, to witness in their behalf, and to relate them to the life and work of the United Church of Christ, its Covenanted Ministries, Affiliated and Associated Ministries, and its partner churches and other associates throughout the world.

ARTICLE 4: The Conference may in its corporate name acquire by purchase, devise, bequest or otherwise and own, hold, invest, reinvest or dispose of property both real and personal for such religious, educational, philanthropic and other related work as the Conference may undertake and purchase, own, receive, hold, manage, care for, and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer and convey such property for the general purposes of the Conference, receive and hold in trust both real and personal property for churches, boards, institutions and instrumentalities of the United Church of Christ and invest or reinvest the same, and make any contracts for promoting the objects and purposes of the Conference as stated in this Article III. Any right or interest in respect to past or future devise, bequest, conditional gift, trust or property, or fund restricted to particular uses, when vested in or claimed by such consolidated corporation as a result of the consolidation, shall belong to it as a continuation without interruption of the existence and identity of the constituent organization originally named as takers or beneficiaries.

ARTICLE 5: In general, the Conference may exercise any and every power which a nonprofit corporation organized under Chapter 1702 of the Nonprofit Corporation Law of the State of Ohio, as the same may be amended, can be authorized to exercise.

ARTICLE 6: The Conference shall maintain relations with other Christian communions and ecumenical bodies within its boundaries to the end that mutual affirmation, understanding and cooperation may be advanced.

ARTICLE 7: The Conference may exercise the functions of an Association of the United Church of Christ as described in the Constitution and Bylaws of the United Church of Christ as adopted July 4, 1961 and as subsequently amended, when such functions are delegated to it by an Association or where no such Association exists.

ARTICLE 8: The Conference shall seek to interpret and advance the work of the General Synod in its own operation and in and through its local churches, Associations, and common missions by all possible means consistent with the spirit of Christ.

EXHIBIT B

Amended and Restated Constitution and Bylaws

Preamble

1. Whereas, the United Church of Christ, formed June 25, 1957, by the union of the Evangelical and Reformed Church and The General Council of the Congregational Christian Churches of the United States in order to express more fully the oneness in Christ of the churches composing it, to make more effective their common witness in Christ, and to serve God's Realm in the world, has adopted a constitution on July 4, 1961; and
2. Whereas, the United Church of Christ acknowledges as its sole head, Jesus Christ, the Son of God and the Savior of humankind; acknowledges as one in Christ all who share in this confession; looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world; claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers; affirms the responsibility of the Church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God; and in accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, recognizes two sacraments, Baptism and the Lord's Supper or Holy Communion; and
3. Whereas, the provisions herein define and regulate the Heartland Conference of the United Church of Christ and describe the free and voluntary relationships which local churches, Associations, and ministers sustain within the Heartland Conference and with each other. The pattern of relationships and procedures so described is recommended to local churches, Associations and ministers, to enable them more effectively to accomplish their tasks and the work of the United Church of Christ; and
4. Whereas, the Ohio Conference of Congregational Christian Churches and the four Ohio Synods of the Evangelical and Reformed Church -- the Northeast Ohio Synod, Northwest Ohio Synod, Southeast Ohio Synod, and Southwest Ohio Synod, hereinafter referred to as the four Ohio Synods of the Evangelical and Reformed Church -- once consolidated to form the Ohio Conference of the United Church of Christ and which now exist as the Heartland Conference of the United Church of Christ without a break in their respective historical continuities and traditions;
5. Now, therefore, the following provisions are adopted as the Amended and Restated Constitution and Bylaws of the Heartland Conference of the United Church of Christ.

Article I. Continuation of Existing Conferences and Synods

6. The Heartland Conference of the United Church of Christ, which was formerly known as the Ohio Conference of the United Church of Christ, unites without break in their respective historical continuities and traditions, and consolidates the ecclesiastical and legal identities of the Ohio Conference of Congregational Christian Churches and the four Ohio Synods of the

Evangelical and Reformed Church, to conduct their work and to have all of their powers, duties, and obligations.

Article II. Name

7. The name of this Conference shall be the Heartland Conference of the United Church of Christ, hereinafter referred to as the Heartland Conference.

Article III. Purpose

8. The purpose of the Heartland Conference shall be to strengthen the domestic and global life of the local churches and Associations within its boundaries, to witness in their behalf, and to relate them to the life and work of the United Church of Christ, its Covenanted Ministries, Affiliated and Associated Ministries, and its partner churches and other associates throughout the world.

9. The Heartland Conference may in its corporate name acquire by purchase, devise, bequest or otherwise and own, hold, invest, reinvest or dispose of property both real and personal for such religious, educational, philanthropic and other related work as the Heartland Conference may undertake and purchase, own, receive, hold, manage, care for, and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer and convey such property for the general purposes of the Heartland Conference, receive and hold in trust both real and personal property for churches, boards, institutions and instrumentalities of the United Church of Christ and invest or reinvest the same, and make any contracts for promoting the objects and purposes of the Heartland Conference as stated in this Article III. Any right or interest in respect to past or future devise, bequest, conditional gift, trust or property, or fund restricted to particular uses, when vested in or claimed by such consolidated corporation as a result of the consolidation, shall belong to it as a continuation without interruption of the existence and identity of the constituent organization originally named as takers or beneficiaries.

10. In general, the Heartland Conference may exercise any and every power which a nonprofit corporation organized under Chapter 1702 of the Nonprofit Corporation Law of the State of Ohio, as the same may be amended, can be authorized to exercise.

11. The Heartland Conference shall maintain relations with other Christian communions and ecumenical bodies within its boundaries to the end that mutual affirmation, understanding and cooperation may be advanced.

12. The Heartland Conference may exercise the functions of an Association of the United Church of Christ as described in the Constitution and Bylaws of the United Church of Christ as adopted July 4, 1961 and as subsequently amended, when such functions are delegated to it by an Association or where no such Association exists.

13. The Heartland Conference shall seek to interpret and advance the work of the General Synod in its own operation and in and through its local churches, Associations, and common

missions by all possible means consistent with the spirit of Christ.

Article IV. Membership

14. The geographical area of the Heartland Conference shall be that area which the Ohio Conference of Congregational Christian Churches and the four Ohio Synods of the Evangelical and Reformed Church were serving at the time the formation of the Ohio Conference became effective, or that area as it may be modified with the approval of the General Synod of the United Church of Christ.

15. The Heartland Conference is composed of all local churches holding standing in an Association of the Heartland Conference, and all ministers holding standing in an Association of the Heartland Conference.

16. The control of the Heartland Conference shall reside in its voting members and may be exercised directly at any Annual Gathering or other special meeting of the Heartland Conference or in the interim through and by the Heartland Conference Board of Directors.

Article V. Officers and Board of Directors

17. Officers of the Heartland Conference shall be the Conference Minister, the Moderator, the Vice Moderator, the Secretary and the Treasurer. The Conference Minister shall serve as the chief executive officer of the Heartland Conference. In the event of the absence or disability of the Conference Minister, the Moderator, or any other officer of the Heartland Conference, the Board of Directors shall designate another person to fulfill the duties of the office until that officer has returned or until the next Annual Gathering or special meeting of the Heartland Conference. The Conference Minister, Moderator, Vice Moderator, Secretary, and Treasurer shall have the powers and duties which usually pertain to such offices. Without in any way limiting their other and general powers, the Moderator and the Secretary are authorized to sign all deeds, mortgages, contracts, and such other written instruments as shall become necessary or appropriate in protecting and carrying on the business and property interests of the Heartland Conference.

18. The business and affairs of the Heartland Conference shall be managed when the Heartland Conference is not in session by the Board of Directors which shall have such powers and duties as are usual and customary to a Board of Directors or a Board of Trustees under the Nonprofit Corporation Law of the State of Ohio and as provided herein, and in the Amended and Restated Constitution and Bylaws of the Heartland Conference. Except as otherwise provided in this article, all Directors shall have voice and vote. The Board of Directors shall be constituted as follows:

A. Board of Directors: Up to twenty-two members

1) Ten Association representatives, two nominated and elected by the Conference from each Association, except in the case of the combined Associations formerly known as Eastern Ohio Association and Western Reserve Association, which shall have four representatives. At least one representative from each Association shall be a member of

that Association Council/Official Board. Election or appointment shall be for two years with staggered terms;

2) The four elected officers of the Conference — Moderator, Vice Moderator, Secretary, Treasurer and the immediate Past Moderator shall be members of the Board of Directors. Their terms shall begin at the conclusion of the Heartland Conference Annual Gathering following their election, and shall end at the conclusion of the Heartland Conference Annual Gathering following the election of their successors.

3) The Conference Minister of the Heartland Conference shall be a member of the Board of Directors with voice but not vote.

4) One Association Minister from each Association or the Association Minister's representative shall be members of the Board of Directors with voice but not vote.

5) One representative, elected by the Ohio Region, Christian Church (Disciples of Christ), with voice and vote.

B. The Heartland Conference officers shall be the officers of the Board of Directors.

19. The Conference Minister shall be elected by the Heartland Conference delegates at an Annual Gathering or special meeting. The Board of Directors shall appoint a Search Committee to secure a candidate for this office. The candidate shall be an ordained minister in good standing in an Association of the United Church of Christ. The name of one candidate shall be submitted to the Heartland Conference delegates who shall consider only one candidate at a time and shall vote by ballot for or against his/her election and the terms of his/her call. If the candidate is elected, the Heartland Conference shall tender a call. The call shall be for an indefinite term, and is subject to periodic review and termination in accordance with the provisions of the call.

20. The Moderator, Vice Moderator, Secretary, Treasurer, and delegates to the General Synod shall be elected by the Heartland Conference at an Annual Gathering. Candidates for these positions shall be members in good standing in a local church in the Heartland Conference. In case of a vacancy, an election to fill the unexpired term shall be held at the next ensuing Annual Gathering or special meeting. The term of office and the method of nominating such officers and delegates shall be specified in the Amended and Restated Constitution and Bylaws.

21. The Board of Directors of the Heartland Conference shall be empowered to fill all vacancies which occur on the Board of Directors, the standing committees, or on the Division for Outdoor Ministries, or among the elected officers, until a successor is elected at the next Annual Gathering or special meeting.

22. The Moderator or Vice Moderator shall preside at meetings of the Heartland Conference and meetings of the Board of Directors.

23. The Moderator and the Vice Moderator shall be elected for a two year term, and shall not be eligible to succeed themselves. If the Moderator is an ordained minister, the Vice Moderator

shall be a lay person. If the Moderator is a lay person, the Vice Moderator shall be an ordained minister. The Secretary and Treasurer shall be elected for three year terms. The term of an office shall begin at the conclusion of the annual gathering at which the election is held. The Conference Minister and Treasurer shall furnish a corporate security bond as required by the Board of Directors, the premium thereon to be paid by the Heartland Conference.

24. Except for the Secretary, the Treasurer, and the non-voting members, a director having served two full terms shall not be eligible for re-election for one year after the completion of his/her term of office.

25. The Board of Directors shall hold at least two meetings during each year. Special meetings may be called by the Moderator, or Vice Moderator acting on behalf of the Moderator, or upon petition of one-third of the members of the Board of Directors or request of two Associations. 50% plus 1 voting members of the Board shall constitute a quorum.

26. The Board of Directors may hold meetings by teleconference or other electronic device following due notice to all members. A roll call must be taken to determine those in attendance and that a quorum is present. Usual procedures for a Board meeting must be followed.

27. An executive session shall be held at each meeting of the Board of Directors. At these executive sessions non-voting members shall not be present except by invitation.

Article VI. Annual Gathering and Special Meetings

28. The Heartland Conference shall hold one regular Annual Gathering at a time and place determined by the Board of Directors. Special meetings may be called by the Board of Directors or on written request of three Associations of the Heartland Conference. Written notice of any meeting of the Heartland Conference shall be transmitted to the Associations, local churches, and ministers by the Heartland Conference Secretary at least 45 days before the meeting.

A quorum at any meeting of the Heartland Conference shall consist of voting members from not less than ten percent of the local churches, including at least one (1) voting delegate from each Association.

29. The voting membership of the Heartland Conference shall be:

- A. Ordained ministers holding standing in its Associations
- B. Commissioned ministers holding standing in its Associations
- C. Licensed ministers who have been granted vote by holding standing in their Associations
- D. Association at-large youth delegates, 24 years and under, five elected by each Association

- E. Officers and Directors of the Heartland Conference
- F. Chairpersons of all Heartland Conference elected or appointed standing committees, and the Division for Outdoor Ministries.
- G. Lay delegates elected by and representing the local churches holding standing in its Associations
- H. Past Moderators of the Heartland Conference with membership in a local church that holds standing in an Association of the Heartland Conference.
- I. Covenanted Ministry and Executive Council Board members who serve on Heartland Conference Board of Directors

30. Each local church having standing in an Association is represented in Heartland Conference meetings by one lay delegate chosen in such manner as such local church may decide, except that a local church with a reported membership of more than 600 may send two lay delegates. However, any member in good standing in a local church of an Association of the Heartland Conference shall have the privilege of the floor in all meetings of the Heartland Conference.

Article VII. Committees

31. The Heartland Conference shall establish standing committees as designated in the Amended and Restated Constitution and Bylaws. Additional committees may be appointed as deemed necessary by the Moderator or the Board of Directors.

32. There shall be six standing committees of the Board of Directors:

- Executive Committee
- Finance and Investment Committee
- Personnel and Affirmative Action Monitoring Committee
- Racial/Ethnic Empowerment Committee
- Church Development Committee
- Benevolent Institutions/Agencies Committee

In addition, there shall be such other committees either permanent or temporary as the Board of Directors may, from time to time, deem necessary. The Moderator shall appoint chairperson/ members of each standing committee, except as otherwise provided for within the Constitution and Bylaws.

All standing committee members shall be approved annually by the Board of Directors.

- A. Executive Committee

- 1) Is chaired by the Moderator
- 2) Acts for the Board of Directors between meetings of the Board by exercising those powers delegated to it.
- 3) Augments, if necessary, the membership of the standing committees by appointing persons with special qualifications who are not members of the Board of Directors.
- 4) Membership: Six Members

The Officers of the Conference
The Immediate Past Moderator
The Conference Minister

B. Finance and Investment Committee

- 1) Develops a yearly budget for the Conference in consultation with Finance and Budget chairs or treasurers of each Association for presentation to the Board of Directors and approval by the Annual Gathering of the Conference.
- 2) Maintains a consultative and evaluative role with all standing committees, Division for Outdoor Ministries, other committees, and with all other organizations receiving allocations from the Heartland Conference.
- 3) Provides hearings for any groups having budgetary requests.
- 4) Recommends the budgets for each fiscal year and any revisions thereof to the Board of Directors.
- 5) Recommends to the Board of Directors the overall investment policy to be followed with respect to the endowment funds and other holdings specified by the Board of Directors and owned by the Conference.
- 6) Recommends to the Board of Directors the engagement of whatever professional assistance the committee desires to aid it in the management of the funds and other holdings, and recommends contracts and agreements for investment advisors or fund managers.
- 7) Provides the Board of Directors with an annual audit report.
- 8) Membership: Ten Members

One member of the Board of Directors

Each Association's Finance and Budget Committee chairperson or Treasurer
One member of the Division for Outdoor Ministries
The Conference Treasurer
The Conference Minister, the Business Manager, and the Director of Outdoor Ministry and/or the Director of Faith Formation are ex-officio members, with voice but not vote

C. Personnel and Affirmative Action Monitoring Committee

- 1) Develops and reviews job descriptions for professional personnel of the Conference.
- 2) Monitors the continuing education program for professional staff and support staff.
- 3) Provides for regular consultation, review and evaluation with staff members.
- 4) Works with the Conference Minister, as requested, in the employment and supervision of staff.
- 5) Consults regularly with the Association Personnel Committees
- 6) Monitors the progress of the Affirmative Action Plan of the Heartland Conference.
- 7) Membership: Nine Members

One member of the Board of Directors, who shall be chairperson
The Personnel Committee chairperson from each Association or that person's designee from the Personnel Committee of that Association, who shall serve for that term
One member of the Division for Outdoor Ministries
The Chairperson or designee from the Racial/Ethnic Empowerment Committee
The Conference Minister shall serve ex-officio voice without vote

D. Racial/Ethnic Empowerment Committee

- 1) Develops criteria for funding programs that address concerns for persons of color
- 2) Receives requests for funding and makes recommendations for grants to the Board of Directors

- 3) Resources the Racial/Ethnic concerns in each Association
- 4) Encourages paraprofessional training and/or career development of lay persons of color
- 5) Encourages diversity and/or anti-racism training for all churches
- 6) Membership: Seven Members

One member of Board of Directors, who shall be chairperson
One representative from each of the five Associations, with consideration that 50% of the committee membership be persons of color
The Conference Minister or designee shall serve ex-officio, voice without vote, on the committee

E. Church Development Committee

- 1) Plans and coordinates church development projects throughout the Conference and assists the Church Development Committee in each Association
 - a. To initiate new church starts
 - b. To provide data and strategy for church renewal
 - c. To provide support for churches in transition
- 2) Recommends funding grants of projects to the Board of Directors.
- 3) Membership: Seven Members

One member of the Board of Directors, who shall be chairperson
One representative from the Church Development Committee of each Association
The Conference Minister, or designee, shall serve ex-officio, with voice but not vote.

F. Benevolent Institutions/Agencies Committee

- 1) Works with and coordinates the relationships among the benevolent institutions/agencies recognized by the Heartland Conference, which include the Health and Human Service Agencies related to the Heartland Conference, United Church of Christ colleges within the Heartland Conference, and CUE Seminaries.
- 2) Develops criteria and/or receives requests for funding and makes recommendations for grants to the Board of Directors

3) Membership: Varies

One member of the Board of Directors who shall be chairperson

One representative from each of the benevolent institutions/agencies recognized by the Heartland Conference, including the Health and Human Service Agencies related to the Heartland Conference, United Church of Christ colleges within the Heartland Conference, and CUE Seminaries.

The Conference Minister or designee shall serve as an ex-officio member with voice but without vote.

33. The Board of Directors may appoint committees, panels, and task forces for specific work on behalf of our common mission of Heartland Conference.

Article VIII. Associations

34. The Heartland Conference recognizes that five Associations were created at or about the time of formation of the Ohio Conference and within the geographic boundaries of the Heartland Conference by consolidation of the twelve Associations of Congregational Christian Churches in conjunction with the Evangelical and Reformed Church within such boundaries. The terms "Association" or "an Association of the Heartland Conference" as used in this Amended and Restated Constitution and Bylaws of the Heartland Conference, shall mean one of the five Associations referred to in the preceding sentence, or in the event of reorganization, an Association currently authorized by the Heartland Conference as an Association.

35. Changes in Association boundaries shall be made by negotiations between the Associations affected, in consultation with churches involved, and upon approval of the Heartland Conference. As many functions as deemed desirable and cost efficient may be shared among Associations.

Article IX. Local Churches

36. The local churches of the United Church of Christ have, in covenant through their Associations and the Heartland Conference, a God given responsibility for the United Church of Christ, its labors and its extension, even as that Church has, in covenant, a God given responsibility for the well-being, needs and aspirations of its local churches. In mutual Christian concern and in dedication to Jesus Christ, the Head of the Church, the one and the many share in Christian experience and responsibility for the common good.

37. The basic unit of the life and organization of the United Church of Christ is the local church. The autonomy of the local church is inherent and modifiable only by its own action. Nothing in this Amended and Restated Constitution and Bylaws of the Heartland Conference shall destroy or limit the right of each local church to continue to operate in the way customary to it; nor shall be construed as giving to the Heartland Conference now or at any future time, the power to abridge or impair the autonomy of any local church in the management of its own affairs, including the right to retain or adopt its own methods of organization, worship and education; to retain or secure its own charter and name; to adopt its own constitution and bylaws; to formulate its own covenants

and confessions of faith; to admit members in its own way and to provide for their discipline and dismissal; to call or dismiss its pastor or pastors by such procedure as it shall determine; to acquire, own, manage and dispose of property and funds; to control its own benevolence; and to withdraw by its own decision from the United Church of Christ and the Heartland Conference at any time without forfeiture of ownership or control of any real or personal property owned by it.

38. Actions by, or decisions or advice emanating from, the General Synod, the Heartland Conference or an Association, shall be held in the highest regard by every local church.

Article X. The Division for Outdoor Ministries

39. The Division for Outdoor Ministries

- A. Plans, manages, and coordinates the program for outdoor ministries for the Heartland Conference
- B. Oversees the management and development of the sites for outdoor ministries owned by the Heartland Conference
- C. Is responsible to the Heartland Conference Board of Directors
- D. Has representation on the Finance and Investment Committee and the Personnel and Affirmative Action Monitoring Committee of the Board of Directors
- E. Membership: Twenty Members

Ten members, elected by the Heartland Conference Annual gathering, with each Association nominating one lay person and one clergy person in alternate years to serve two-year terms.

Five members-at-large elected by the Heartland Conference, at the Annual Gathering, serving staggered two-year terms.

Three members appointed from the Board of Directors.

A member having served three consecutive full terms shall not be eligible for re-election for one year after the completion of her/his term of office.

The Minister for Outdoor Ministries or Executive Staff and the Conference Minister shall serve ex-officio with voice but without vote.

Article XI. The Staff

40. The Conference Minister shall serve as chief executive officer of the Heartland Conference and shall direct and supervise the work of the professional, managerial and support staff. The Board of Directors may employ professional staff for program and the Division for Outdoor Ministries as the Heartland Conference may authorize from time to time by action taken at a meeting thereof.

Article XII. Finance

41. The fiscal year for the Conference shall be January 1 to December 31.
42. The budget of the Heartland Conference for the following year shall be presented in detail to the Board of Directors and to the Associations through their councils for study and discussion; and to the Annual Gathering of this Conference for approval. The budget of the Heartland Conference shall be transmitted to the respective Associations at such time as to permit study and discussion by the Associations at their annual meetings prior to the Heartland Conference Annual Gathering at which the budget is to be approved.
43. The Heartland Conference shall be financed, primarily, from a portion of contributions for Our Church's Wider Mission contributed by the local churches. The procedure for establishing such portion to be retained is as follows:
- A. The Finance and Investment Committee consults with the Budget Committee of General Synod and reaches mutual agreement upon the percentage, or dollar amount, of contributions for Our Church's Wider Mission to be retained for the support of the ministries within the geographic area of the Heartland Conference.
 - B. The Finance and Investment Committee of the Heartland Conference, in consultation with the Budget and Finance Committee of each Association in the Heartland Conference, reaches mutual agreement upon the percentage, or the dollar amount, of contributions for Our Church's Wider Mission to be retained by the Associations and to be allocated for the Heartland Conference and General Synod budgets.
44. The Heartland Conference shall receive monthly remittances for Our Church's Wider Mission from the Associations, shall keep complete and accurate records thereof and shall submit quarterly reports to the Associations of the dollar amounts retained for the Conference budget and those forwarded to the Treasurer of the United Church of Christ on the basis of agreed upon percentages or dollar amounts.

Article XIII. Nominations

45. There shall be a Nominations Committee of the Heartland Conference. The committee shall nominate those persons to be considered for election by the Heartland Conference Annual Gathering, except as otherwise provided in the Amended and Restated Constitution and Bylaws.
- A. For all nominations, commissioned ministers are eligible for service only in the category of lay persons.
 - B. For all nominations, licensed ministers are eligible for service only in the category of lay persons.

C. For all nominations, the Heartland Conference Affirmative Action Plan shall guide the work of the Nominations Committee.

D. Membership: Seven Members

One member from each Association, one to be elected every other year by that Association for a term of two years

Two at-large members, one to be elected at each Heartland Conference Annual Gathering for a term of two years. At least one shall be a member of the Board of Directors.

The Conference Minister shall serve, ex-officio without vote.

Article XIV. Delegates and Alternates to the General Synod

46. Heartland Conference delegates and alternates to the General Synod shall be chosen in the following manner:

A. The number of General Synod delegates representing Heartland Conference is determined by a formula approved by the General Synod and applied to the Heartland Conference. The Moderator and the Vice Moderator of the Heartland Conference shall be two of the delegates to General Synod of the United Church of Christ.

B. The remaining number of Conference delegates and alternates shall be allocated by the Nominations Committee to the Associations within the Heartland Conference on the basis of the number of persons who have membership in the local churches within the Association.

C. Nominations are to be distributed so as to be representative of authorized ministers, laymen, laywomen, youth, and racial and ethnic persons as nearly as possible in agreement with the Bylaws of the United Church of Christ.

D. The Associations shall, under their own procedures, nominate the persons to act as the Heartland Conference delegates and alternates.

E. The Heartland Conference, at an Annual Gathering, shall elect as Conference delegates and alternates those persons nominated by the Associations.

F. Delegates cease to represent the Heartland Conference if they move their church membership or ministerial standing outside the Heartland Conference. However, if delegates move their church membership or ministerial standing from one Association to another within the Heartland Conference, they shall continue to represent the Heartland Conference.

Article XV. Parliamentary Authority

47. All proceedings of the Heartland Conference and the Board of Directors, unless otherwise provided for, are governed by the current edition of Robert's Rules of Order Newly Revised. In the event of the absence or disability of the Conference Minister, the Moderator, or any other officer of the Heartland Conference, the Board of Directors shall designate another person to fulfill the duties of the office until that officer has returned or until the next Annual Gathering or special meeting of the Heartland Conference.

Article XVI. Amendments

48. Amendments to this Amended and Restated Constitution and Bylaws may be proposed by:

- A. The Board of Directors of the Heartland Conference; or
- B. Not less than five percent of the churches which are members of the Heartland Conference; or
- C. Any Association of the Heartland Conference; or
- D. The Heartland Conference in Annual Gathering.

49. Amendments proposed by the Heartland Conference in an Annual Gathering shall be voted upon at the next Heartland Conference meeting after due notice.

50. All amendments shall be submitted in writing to the Secretary of the Heartland Conference at least ninety days prior to the Heartland Conference meeting at which they are to be acted upon. At least sixty days prior to such meeting the Secretary shall transmit such proposed amendments to the Associations, the local churches and all ordained, commissioned and licensed ministers for their consideration.

51. Adoption of an amendment(s) to this Amended and Restated Constitution and Bylaws shall require a two-thirds affirmative vote of those present and voting in a Heartland Conference meeting and shall take effect immediately upon adoption.

Article XVII. Indemnification

52. Indemnification of Directors and Officers. Except as otherwise provided by applicable state statutes, not the Directors, not any member, nor any officer of this Corporation shall be liable personally for any error or judgment or for any act of commission or omission in connection herewith except in the case of bad faith, willful misconduct or fraud, nor shall they be liable personally for any debt or obligation of the Corporation of any member thereof, and the Members shall jointly indemnify each other, the Directors, and the Officers against any liability, loss or damage, except in the case of bad faith, willful misconduct or fraud, attributable to their respective services hereunder.

Revised June 19, 1978; Revised June 19, 1984; Revised June 12, 1989; Revised June 10, 1990; Revised June 9, 2001

Bylaws approved by the 8th Annual Meeting of the Ohio Conference, June 7, 1971. Revised June 6, 1977; Revised June 19, 1978;
Revised June 4, 1979; Revised June 15, 1981; Revised June 13, 1983; Revised June 19, 1984; Revised June 12, 1989; Revised June 11, 1991; Revised June 9, 2001

Bylaws and Constitution combined into one document and revised; final draft approved by the Board of Directors on January 11, 2008.

Amended document (amendment to Article XII) adopted by the 2008 Annual Gathering on June 9, 2008.

Amended document (amendments to Article V) adopted by the 2014 Annual Gathering on June 14, 2014.

Amended and revised document (amendments and revisions to Articles V, VII, VIII, XIII, XIV, and XVI) adopted by the 2018 Annual Gathering on September 29, 2018.

Amended and restated document adopted on September __, 2019