

**CONSTITUTION
OF THE KEYSTONE CONFERENCE
OF THE UNITED CHURCH OF CHRIST**

PREAMBLE:

The Keystone Conference (hereinafter referred to as the Conference) of the United Church of Christ acknowledges as its sole Head, Jesus Christ, Son of God and Savior. It acknowledges as kindred in Christ all who share in this confession. It 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. It 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. It affirms the responsibility of the Church in each generation to make this faith its own in worship, in honesty of thought and expression, and in purity of heart before God. In accordance with the teaching of Jesus, it recognizes two sacraments: Baptism and the Lord's Supper or Holy Communion.

ARTICLE I – NAME

101. The name of this Corporation shall be the KEYSTONE CONFERENCE OF THE UNITED CHURCH OF CHRIST.

ARTICLE II - PURPOSES

201. The purposes of this organization shall be:
- a. To exercise the functions of a Conference of the United Church of Christ.
 - b. To support the ministry and mission of Associations and Local Churches within the Conference.
 - c. To maintain relations with other Christian fellowships and ecumenical bodies within the boundaries of the Conference to the end that mutual understanding and cooperation shall be advanced.
 - d. To exercise all and every power for which a nonprofit corporation, organized under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania and IRS rules and guidelines, can be authorized to exercise.

ARTICLE III – AFFILIATIONS

301. This Conference shall have that relation to the General Synod of the United Church of Christ as is described in those portions of the Constitution and By-Laws of the United Church of Christ that relate to Conferences of the United Church of Christ.

ARTICLE IV – VOTING MEMBERSHIP

401. The voting membership of the Conference shall be the authorized ministers holding standing in the Associations of the Conference and lay delegates selected by and representing the Local Churches of the Conference and such other persons as the By-Laws shall provide. The control of the Conference shall reside in its voting members and shall be exercised directly at any annual meeting or other meetings of the Conference or through and by a Conference Board elected by the Conference.

ARTICLE V – DIRECTORS

501. There shall be a Conference Board, which shall administer the business and affairs of the Conference. Members of the Conference Board shall be elected at an annual meeting of the Conference and shall have such powers and duties as are usual and customary to a Board of Directors under the laws of the Commonwealth of Pennsylvania and as provided in the By-Laws of the Conference.

502. The Executive Committee shall include the officers of the Conference Board and shall possess and exercise such powers and functions of the Conference Board as the Board shall delegate to it.

503. The By-Laws shall specify the number of delegates per Local Church and shall provide for a method of election, term of office, meetings, powers, and duties of the Conference Board, its Executive Committee, and other committees.

ARTICLE VI – OFFICERS

601. The Executive Conference Minister shall be the President, the chief executive and administrative officer, and the spiritual leader of the Conference. The Executive Conference Minister serves in an ex officio capacity with voice and the ability to cast a tie-breaking vote on the Conference Board and Executive Committee. The settled Executive Conference Minister shall be a member of a Local Church of the United Church of Christ within the Keystone Conference. Additionally, a Moderator, an Assistant Moderator, a Secretary, and a Treasurer shall be elected by the Conference at a Conference Meeting. The power and authority of the officers of the Conference shall be set forth in the By-Laws.

ARTICLE VII – MEETINGS

701. The Conference shall hold an annual meeting and such other meetings as shall be necessary, at such time and place and upon such notice as shall be provided in the By-Laws.

702. Procedures for conducting Conference Meetings shall follow the latest edition of *Robert's Rules of Order Newly Revised*.

ARTICLE VIII – UCC COVENANTAL RELATIONSHIPS

801. The Conference, Associations, and Local Churches are in covenant with each other and with the national setting of the United Church of Christ, supporting and nurturing the furtherance of the Gospel.
802. Nothing in the Constitution or By-Laws of the Conference shall destroy or limit the right of any covenantal partner. Each has the responsibility to respect and consider the decisions made by other covenantal partners, seeking mutuality and unity as the Body of Christ.

ARTICLE IX – INTERPRETATION

901. The Constitution of the Keystone Conference is intended to be in agreement with the Constitution and By-Laws of the national United Church of Christ.

ARTICLE X – AMENDMENTS TO THE CONSTITUTION & BY-LAWS

1001. The Keystone Conference Constitution and By-Laws may be amended by a two-thirds vote of those present and voting, a quorum being present, at a duly called meeting of the Conference, provided that such an amendment has been:
- a. Recommended by the Conference Board or submitted by a group of not less than 5% of the duly authorized Conference delegates.
 - b. Distributed to members of the Conference not less than 60 days prior to the meeting at which the action on the proposed amendment(s) is to be taken.

This Constitution and By-Laws shall be in force and effect immediately upon their adoption.

BY-LAWS OF THE KEYSTONE CONFERENCE OF THE UNITED CHURCH OF CHRIST

100. These By-Laws further define the Constitution of the Keystone Conference.

ARTICLE 1 – MEMBERSHIP

101. This Conference shall be composed (1) of Local Churches that have standing in an Association of the United Church of Christ, and that are located in those geographical areas determined by the General Synod of the United Church of Christ; and (2) of all authorized ministers who have standing in Associations of the Conference. The Conference shall keep an accurate list of authorized ministers and Local Churches within the Conference.
102. This Conference, with the approval of the Conference Board, under such provisions as the Board shall deem wise, shall continue in fellowship or establish fellowship with a Local Church which is not part of the United Church of Christ. The names and statistics of such Local Churches shall be kept separately; their numbers shall not be counted in determining the number of delegates which this Conference is entitled to send to General Synod; nor shall a member of such a congregation be a delegate to General Synod. No direct or indirect participation by any such congregation in the work of the Conference shall be construed as making it a part of the United Church of Christ.
103. An ordained minister of another denomination serving as pastor of a Local Church or in a specialized ministry setting in this Conference may apply to the Committee on Ministry for dual standing in an Association of the Conference for the duration of that ministry, with all the rights and privileges of such membership, as described in the current edition of the Manual on Ministry.

ARTICLE II – DUTIES AND RESPONSIBILITIES

201. In the interest of the Local Churches, this Conference shall discharge those duties and provide those services which will strengthen the witness of the United Church of Christ, such as:
- a. Furthering the life, mission, witness, worship, and fellowship of the member Associations and Local Churches.
 - b. Extending the mission, witness, and outreach of the United Church of Christ in the Conference.
 - c. Serving as a liaison with Associations, Local Churches, and the General Synod.
 - d. Assisting the Associations, Local Churches, and ministers in developing their own programs.
 - e. Rendering counsel to Associations, Local Churches, and ministers in situations calling for help beyond their own resources.
 - f. Rendering advisory service to Associations, Local Churches, and ministers with reference to pastoral placement.

- g. Sponsoring continuing education for ministers; and conducting conferences, retreats, clinics, and workshops in areas of religious life and service.
- h. Maintaining relationships for mission, witness, and outreach with other religious bodies to the end that mutual understanding, cooperation, and fellowship shall be advanced.

ARTICLE III – OFFICERS

301. The officers of the Conference shall be Executive Conference Minister, a Moderator, an Assistant Moderator, a Secretary, and a Treasurer, and such other officers as the Conference, from time to time, shall determine.
302. The Executive Conference Minister shall be the President, chief executive and administrative officer, and spiritual leader of this Conference. They shall be an authorized minister with standing in an Association of the United Church of Christ. The Executive Conference Minister shall have general supervision of all phases of the Conference program; shall offer counsel to Local Churches and ministers; and shall represent the Conference at meetings of the Associations and Local Churches and at Wider Church, community, interfaith and ecumenical gatherings and bodies. They shall be an ex officio member of the Conference Board and the Executive Committee, with voice and the ability to cast a tie-breaking vote. The Executive Conference Minister shall give guidance to the Conference Board and be subject to its direction and decisions. The Executive Conference Minister will advise the Commission on Ministry and support the work of the Association Committees on Ministry and their chairs. The Executive Conference Minister supervises staff and Ministry Team Coordinators. The Executive Conference Minister shall be President of the corporation and as such 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.
303. If the position of Executive Conference Minister becomes vacant, the Conference Board shall designate a small search committee to recommend an Interim or Designated Executive Conference Minister to provide leadership to the Conference. The Board shall approve and contract with the Interim or Designated Executive Conference Minister. The Interim or Designated Executive Conference Minister shall perform all of the functions and responsibilities of the Executive Conference Minister position.
304. The Conference Board will have the authority to form a search committee for the calling of an Executive Conference Minister following the guidelines and recommendations of the national setting of the United Church of Christ.
305. When the search for the Executive Conference Minister has been completed, the Conference Board shall present to the Conference, at an Annual or Special Meeting, the name of a candidate for such office. The Conference shall determine whether it wishes to call the person so recommended, with a vote of at least two-thirds of the voting delegates of the Conference, at this called meeting. The Conference Board shall determine the salary and conditions of employment. These shall be set forth in a call agreement. The service of the Executive

Conference Minister may be terminated upon 60 days' notice, or a timeframe negotiated with the Executive Conference Minister and the Conference Board.

306. The Moderator shall be elected at the Annual Meeting for a single two-year term. The Moderator shall have previous Conference Board experience or have served as the Assistant Moderator of the Conference Board. The Moderator shall preside at Annual and Special meetings of the Conference and shall be the chairperson of the Conference Board and the Executive Committee. They shall represent the Conference at meetings of the Local Churches, Associations, or other bodies, as requested by the Executive Conference Minister. The Moderator shall be the First Vice-President of the Corporation.
307. The Assistant Moderator shall be elected for a single two-year term. The Assistant Moderator shall perform the duties of the Moderator in their absence or when requested to do so. They shall be the Second Vice-President of the Corporation.
308. The Secretary shall be elected for a two-year term and may be reelected for a second term. The Secretary shall keep the minutes of the Conference Board and the Executive Committee and Annual and Special Meetings of the Conference. They shall sign legal papers as Secretary of the Corporation, as directed and authorized by the Conference Board, and shall carry on such correspondence as is pertinent to the office.
309. The Treasurer shall be elected for a two-year term and may be reelected for a second term. The Treasurer shall be the Treasurer of the Corporation and shall hold and disburse the funds of the Conference subject to the direction of the Conference Board or its designee. They shall be responsible for keeping accurate accounts of all monies, funds, and properties committed to their care and shall make regular financial reports to the Conference Board and to the Annual Meeting of the Conference. The Treasurer shall be bonded as the Conference Board provides.
310. The Moderator, Assistant Moderator, Secretary, and Treasurer shall be elected at the Conference Annual Meeting. If an officer's position becomes vacant, the Conference Board will ask the Nominating Committee to identify individuals capable of fulfilling the duties of Moderator, Assistant Moderator, Secretary, or Treasurer. This individual will be voted upon and appointed by the Conference Board as soon as reasonably practical.
311. After the conclusion of a Conference Board officer's final term, a period of one year must elapse before that person shall be eligible for election to any office, committee, or the Conference Board. As an exception to this practice, the Assistant Moderator may move into the Moderator role.
312. The terms of office of all elected officers shall begin following the Annual Meeting at which they are elected and shall terminate at the close of the Annual Meeting at which their successors are elected. Those filling an unexpired term may be elected to their own terms per these By-Laws.

313. If any elected officer ceases to be a member of a Local Church with standing in an Association of the Keystone Conference, their tenure of office shall cease.
314. A Transitional Executive Conference Minister will be appointed by the Transitional Conference Board (see section IV, below). This individual will be hired on a contractual basis for a period from November 1, 2025 to December 31, 2026, or until a settled Executive Conference Minister is called. The Transitional Executive Conference Minister is eligible to apply for a settled Keystone Conference Ministry Position.
315. The job description for the Transitional Executive Conference Minister will be approved by the Transitional Conference Board.
316. The Transitional Executive Conference Minister will be supervised by the Transitional Conference Board.

ARTICLE IV – CONFERENCE BOARD

401. The Conference Board shall consist of 16 persons including the four voting officers. Annual elections will be held to fill any vacancies. The Conference Board shall include an equal number of lay members and authorized ministers. A Conference Board Member who has completed a two-year term shall be eligible for reelection for one additional term. Following two elected terms of Board service, one year must elapse before an individual may be nominated and elected to a new term. A Conference Board Member who has served two terms may continue into a term as an officer.

In addition to its sixteen regularly elected members, the Conference shall also elect two youth/young adult (14 to 17 years at the time of election) representatives to the Conference Board with voice but no vote. A Youth/Young Adult Board Member who has completed a two-year term shall be eligible for reelection for one additional term, provided they still qualify as a youth/young adult member.

402. The Conference Board shall be the governing board of the Conference and shall do all things needed to develop and further its program and work, in accordance with the provisions of the Keystone Conference Constitution and By-Laws and the will of the Conference expressed at Annual or Special Meetings. The Keystone Conference Constitution and By-Laws will be consistent with the Constitution and By-Laws of the United Church of Christ.
403. The corporate powers of the Conference shall be vested in the Conference Board who shall have and exercise the general control and management of its property, funds, and affairs, subject to its charter, the provisions of this Constitution, and the laws of the Commonwealth of Pennsylvania. The Conference Board may, by a majority vote of the Board, incur indebtedness and assign, buy, sell, lease, convey, or mortgage any real or personal property. The Conference

Board shall designate the officers or other persons who shall have power to sign receipts, checks, and other instruments for the withdrawal of funds from banks or savings institutions.

404. The Conference Board shall meet at least quarterly, at such time and place as it shall determine.
405. Between meetings of the Conference Board, its functions shall be carried on by an Executive Committee consisting of the officers of the Board. The Executive Conference Minister serves in an ex officio capacity with voice and the ability to cast a tie-breaking vote. This Committee shall meet, as needed, between meetings of the Board.
406. Special meetings of the Conference Board or the Executive Committee shall be called by the Executive Conference Minister, the Moderator, or upon written request by three members of the Board.
407. Notices of all meetings of the Board shall be distributed to all Board Members at least 14 days prior to the meeting, unless this requirement is waived by two-thirds of the Board Members present and voting at the prior meeting or by action of the Executive Committee.
408. A quorum of the Conference Board shall consist of a majority of elected voting members.
409. The term of office of Board Members, other than the Executive Conference Minister whose term is defined by their call agreement, shall begin following the Annual Meeting at which they are elected and shall terminate at the close of the meeting at which their successors are elected.
410. If any Board Member ceases to be a member of a Local Church which holds membership in an Association of the Conference, their membership on the Conference Board shall cease.
411. If any member of the Conference Board resigns or is unable or ineligible to serve, the Conference Board shall appoint a person to fill the remainder of the term. This individual is subsequently eligible to serve two full, two-year terms.
412. Elected members of the Conference Board may be removed from their position by 2/3 vote of the Conference Board if they do not meet the requirements of their position description. In the case of the Executive Conference Minister, the call agreement shall be followed.
413. A Transitional Conference Board shall be established following each respective historic PA Conference Spring Meeting vote by June 30, 2025. This Board will begin meeting in July 2025.
414. The Transitional Conference Board shall consist of four individuals from each Board/Consistory of the historic PA Conferences. Two lay and two authorized ministers shall be elected from each of the four historic PA Conferences' Boards/Consistory at their Spring 2025 meetings. One authorized minister and one lay person of those identified by the historic PA Conferences' Boards/Consistory shall serve a two-year term and two shall serve a three-year term on the

Transitional Conference Board. From among the sixteen selected, four officers (Moderator, Vice-Moderator, Secretary, and Treasurer) will be chosen by the Transitional Conference Board, ideally each from a separate historic PA Conference. The Conference Ministers of the historic PA Conferences will serve with voice and no vote on the Transitional Conference Board until January 1, 2026, or until a Transitional Executive Conference Minister is contracted.

415. At the annual meeting of the Keystone Conference in 2027, those Transitional Conference Board Members elected to a two-year term on the Transitional Conference Board will be replaced by new members identified by the nomination and election process established in the Keystone Conference By-Laws. At the Annual Meeting of the Keystone Conference in 2028, those Transitional Conference Board Members elected to a three-year term on the Transitional Conference Board will be replaced by new members identified by the nomination and election process established in the Keystone Conference By-Laws.
416. The job descriptions of transitional ministerial staff, such as Transitional Regional Conference Minister, shall be approved by the Transitional Conference Board in consultation with the Transitional Executive Conference Minister by January 1, 2026.
417. Terms of service for the Transitional Regional Conference Minister(s) shall begin by March 2026, and conclude upon the call of a settled Regional Conference Minister. These Transitional Regional Conference Minister positions will be contractual and not called. A Transitional Regional Conference Minister shall be eligible to apply for any settled Keystone Ministerial Staff position.
418. Other Transitional staff (admin support, bookkeepers, etc.) may be hired on a contractual basis by the Transitional Executive Conference Minister until permanent administrative hiring is completed.

ARTICLE V – PRIORITY GOVERNANCE FUNCTIONS

501. The priority governance functions for the Conference Board shall be to:
 - a. Develop the core values that will drive and support the ongoing work of the Conference.
 - b. Create a Vision and Mission with input from teams and committees, and clearly articulate the vision and mission at regular intervals, using all means possible, to Associations, Local Churches, clergy, and laity.
 - c. Develop major strategic goals and strategies; delegate the work of successfully achieving goals and strategies to staff (paid or volunteer); and empower the Executive Conference Minister to ensure the attainment of the strategic goals and strategies.

- d. Articulate the work of the Conference, connecting the work of the Conference to its stakeholders (clergy, laity, Local Churches, Associations, donors, volunteers).
- e. Develop policies to guide the work of the Conference, Associations, Local Churches, and constituents.
- f. At prescribed intervals, monitor the success and failures of policies and modify as necessary.
- g. Assure the safety and security of all Conference money and property.
- h. Monitor the programming which supports the spiritual health of all of the authorized ministers in the Conference, assuring that practices and programs of enrichment, training, counsel, and support are provided.
- i. Take minutes of all meetings and publish a Conference Board summary document to communicate them to constituents.
- j. At regular intervals, reassess the values, mission, and goals and strategies of the Conference to identify that they remain effective, transformative, and are aligned with the national United Church of Christ objectives.

ARTICLE VI – BOARD COMMITTEES, TEAMS, AND TASK FORCES

- 601. The Conference Board shall have the authority to establish committees, teams, and task forces to assist it in carrying on its mission.
- 602. The Executive Conference Minister and Moderator shall be ex-officio members of all committees, teams, and task forces without vote. Their attendance at committee, team, and task force meetings is not required.
- 603. The Conference Board recognizes Standing Committees, Teams, and Task Forces.
 - a. Standing Committees and their structure and responsibilities are authorized by the Conference Board and are ongoing.

Standing Committees' detailed responsibilities can be found in the Keystone Conference Way of Work.
 - b. Standing Committees include but may not be limited to:
 - i. Conference Commission on Ministry – shall be comprised of a chair or another appointed representative of each Association Committee on Ministry.
 - ii. Conference Coalition of Association Presidents – shall be comprised of the chair/president/moderator, or their designee, of each Association and the Executive Conference Minister.
 - iii. Staff and Personnel – elected for up to two consecutive 2-year terms.
 - iv. Nominating – elected for up to two consecutive 2-year terms.
 - v. Budget and Finance – chaired by the Conference Treasurer and elected for up to two consecutive 2-year terms.

vi. Investment – elected for up to two consecutive 2-year terms.

c. Teams are authorized by the Conference Board and are ongoing.

d. Task Forces are ad hoc, created to fulfill a specific purpose, and short term. Staff, the Conference Board, Standing Committees, or Teams can create Task Forces. The organizing group selects Task Force members.

604. Terms of Office:

Standing Committee members serve for a two-year term. A member may be reelected upon expiration of their term. Terms of office begin immediately following election at the Annual Meeting of the Conference. If there is a resignation from a committee, the Nominating Committee, with approval by the Board, will appoint a replacement. Standing Committee Members, with the exception of the Commission on Ministry, may serve for two terms, and after that there must be a lapse of one year before they can serve again.

Team members are appointed and authorized based on their individual skills and abilities. Teams should strive for diversity and effective representation of the Conference. Team members agree to serve an annual commitment, which is renewable based on the needs of the Conference and the individual. No term limits are established.

ARTICLE VII – STAFF

701. The Executive Conference Minister shall have the authority, subject to approval by the Conference Board, and in consultation with the Staff and Personnel Committee, to organize a search for, offer a call to, and terminate the employment of all authorized ministers serving on Conference staff, consistent with pertinent personnel policies and job positions established by the Conference Board. The Executive Conference Minister, in consultation with the Staff and Personnel Committee, shall have the authority to organize a search for, offer employment to, and terminate the employment of all lay staff members, consistent with pertinent personnel policies established by the Conference Board.

702. The Executive Conference Minister, in consultation with the Staff and Personnel Committee, shall supervise all program and administrative staff members, consistent with pertinent personnel policies and job descriptions.

ARTICLE VIII - FINANCES

801. The Conference shall be supported by voluntary contributions of the Local Churches and individuals. The Conference Board shall establish an appropriate goal-setting process for Our Church's Wider Mission and shall implement that process annually with Local Churches. This goal

will reflect each congregation's share of support for the Conference and worldwide program of mission.

802. The Conference Board shall determine, on an annual basis, its retention percentage of OCWM monies and its donation to the national setting of the United Church of Christ, unless otherwise designated by the Local Church.
803. The Conference shall conduct such special appeals for funds as it shall determine and which shall be recommended by the Conference Board.
804. The Conference Board shall prepare a proposed Conference budget which shall be submitted to the Conference. At its Annual Meeting the Conference shall adopt a budget for the following year.
805. The budget and financial records of the Conference shall be kept on the basis of the calendar year.
806. Books and accounts of the Conference shall be reviewed annually by a certified public accountant selected by the Conference Board. A certified audit by a certified public accountant will be scheduled every three to five years.
807. Investments of Conference endowment and capital funds shall be done by the Conference Investment Committee, or other designated committee, in accordance with the policies of the Conference. Investment of all other Conference funds shall be done by the Conference Treasurer, in consultation with the Investment Committee and Conference Board as necessary.

ARTICLE IX – MEETINGS

901. The Annual and Special Meetings of the Conference shall be held at such times and places as the Conference Board shall determine. Special Meetings shall be called by the Conference Board.
902. The Conference Board shall appoint teams or task forces as required to carry on the meeting.
903. Notice of the Annual and Special Meetings shall be distributed to all authorized ministers holding standing in the Associations of the Conference and to an appropriate lay officer of each Local Church holding standing in an Association of the Conference at least 30 days prior to the meeting. Notice shall be given by the Secretary as directed by the Conference Board.
904. At all Conference Meetings, in addition to its ministers, each Local Church with up to 100 members shall be entitled to be represented by two lay delegates. Each Local Church with between 101 and 300 members shall be entitled to three lay delegates. Each Local Church with between 301 and 500 members shall be entitled to four lay delegates, and each Local Church

with more than 500 members shall be entitled to be represented by five lay delegates. Membership is based on the Yearbook most recently published prior to the date of the call of the meeting. All Local Churches are entitled to an additional lay delegate if one is a youth/young adult (14 to 17 years), who has voice but no vote. Each Local Church should choose alternate delegates who shall serve in case its delegates are unable to attend. Visitors are welcome. The lay members of the Conference Board shall be members ex officio of the Conference with vote.

At any Annual or Special Meeting of the Conference, authorized ministers and/or lay delegates holding membership in 30% of the Local Churches with standing in an Association of the Conference constitutes a quorum.

If there is the lack of a quorum, members present at any scheduled meeting of the Conference shall hear and receive reports without taking actions thereon and shall adjourn the meeting to such a time and place as a majority of those who are present and entitled to vote shall determine.

In cases where there is a lack of a quorum, the Conference Board shall determine which actions should be taken for the Conference to function.

ARTICLE X – RELATION TO GENERAL SYNOD

1001. The Conference shall be related to the General Synod as provided in the Constitution and By-Laws of the United Church of Christ.
1002. The Conference shall elect delegates and alternate delegates to the General Synod as required by the Constitution and By-Laws of the United Church of Christ. They shall be nominated by the Nominating Committee and elected at an Annual or Special Meeting.

ARTICLE XI – COMMITTEES ON MINISTRY

1101. The Standing of authorized ministers and Local Churches is held in the Associations of the Keystone Conference. The Conference, through the Association Committees on Ministry, receives ministers and Local Churches into the United Church of Christ. The Association Committees on Ministry grant, assess, and remove ministerial and Local Church standing.
1102. In all cases, the Committees on Ministry function within the policies of the Associations, the latest edition of the *Manual on Ministry*, and the latest edition of the *Manual on Local Church*, as developed by the national setting of the United Church of Christ.

ARTICLE XII - INDEMNIFICATION AND INSURANCE

1201. Limitation of Personal Liability of Conference Board Members: A Conference Board Member shall not be personally liable for monetary damages for any action taken, or any failure to take

any action, unless: a Conference Board Member has breached or failed to perform the duties of their office as defined below, and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of this section shall not apply to:

- a. the responsibility or liability of a Conference Board Member pursuant to any criminal statute; or
- b. the liability of the Conference Board Member for the payment of taxes pursuant to local, state, or federal law.

1202. Standard of Care and Justifiable Reliance:

a. A Conference Board Member shall stand in a fiduciary relationship to the Conference, and shall perform their duties as a Conference Board Member, including their duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interests of the Conference, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a Conference Board Member shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- i. One or more officers or employees of the Conference whom the Conference Board Member reasonably believes to be reliable and competent in the matters presented;
- ii. Counsel, public accountants or other persons as to matters which the Conference Board Member reasonably believes to be within the professional or expert competence of such person;
- iii. A committee of the Board upon which they do not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Conference Board Member reasonably believes to merit confidence.

b. A Conference Board Member shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.

c. In discharging the duties of their respective positions, the Board, committees of the Board, and individual Conference Board Members may, in considering the best interests of the Conference, consider the effects of any action upon employees, upon persons with whom the Conference has business and other relations and upon communities in which the offices or other establishments of or related to the Conference are located,

and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection a) of this section.

d. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Conference Board Member or any failure to take any action shall be presumed to be in the best interests of the Conference.

1203. Indemnification in Third-Party Proceedings:

The Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Conference) by reason of the fact that they are or were a representative of the Conference, or is or was serving at the request of the Conference as a representative of another expression of the church, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Conference, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

1204. Indemnification in Derivative Actions:

The Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Conference to procure a judgment in its favor by reason of the fact that they are or were a representative of the Conference, or are or were serving at the request of the Conference as a representative of another expression of the church, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit, if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Conference and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Conference unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such

person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

1205. Mandatory Indemnification:

Notwithstanding any contrary provision of the Articles or these By-Laws, to the extent that a representative of the Conference has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in either section 1203 or section 1204 above, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith.

1206. Determination of Entitlement to Indemnification:

a. Unless ordered by a court, any indemnification under section 1203 or 1204 above shall be made by the Conference only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because they have met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- i. by the Board by a majority vote of a quorum consisting of Conference Board Members who were not parties to such action, suit, or proceeding; or
- ii. if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Conference Board Members so directs, by independent legal counsel in a written opinion.

1207. Advancing Expenses:

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Conference in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Conference as authorized in paragraphs 1201 through 1206 above.

1208. Indemnification of Former Representatives:

Each such indemnity may continue as to a person who has ceased to be a representative of the Conference and may inure to the benefit of the heirs, executors, and administrators of such person.

1209. Reliance on Provisions:

Each person who shall act as an authorized representative of the Conference shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

1210. Insurance:

The Conference shall have the power to purchase and maintain insurance on behalf of any person who is or was a Conference Board Member, officer, employee, or agent of the Conference or is or was serving at the request of the Conference as a Conference Board Member, officer, employee, or agent of another expression of the church, against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Conference would otherwise have the power to indemnify such person against such liability.

ARTICLE XIII – DISSOLUTION

1301. Upon dissolution of the Keystone Conference, unless it forms a new Conference within the United Church of Christ, its assets and all property and interest, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the United Church of Christ, Cleveland, Ohio, a tax-exempt organization pursuant to Internal Revenue Code section 501 (c)(3) or its successor(s). In no event shall any of the above-described property be distributed to individual members or to any organizations without tax-exempt status.

Latest changes made and approved at: