

Amended and Restated Constitution of THE GAYLORD UNITED CHURCH OF CHRIST

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, hereby adopts the following Articles of Incorporation:

Article I: Name

Section 1.1. The legal name of this corporation shall be "The Gaylord United Church of Christ", doing business as "The United Church of Christ" in Gaylord, Minnesota.

Article II: Registered Office Address

Section 2.1. The place in Minnesota where the principal office of the corporation is to be located at **318 Fourth Street, PO Box 385, Gaylord, MN 55334-0385.**

Article III: Purpose and Powers

Section 3.1. The avowed purpose of this church shall be:

- A. To worship God;
- B. To witness to the Gospel of Jesus Christ and to celebrate the sacraments;
- C. To realize Christian fellowship and unity within this church and the Church Universal;
- D. To render loving service toward all people; and
- E. To strive for righteousness, justice, and peace.

Section 3.2. The corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of this corporation is to develop and maintain a mentoring program for youth.

Section 3.3. The corporation may receive gifts, devises, and bequests and may hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the corporation was created. The corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act (Minnesota Statutes Chapter 317A) and any laws which subsequently amend or supplement that Act.

Section 3.4. Notwithstanding any provision herein, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Sections 501(c)(3) and 509(a)(1) or (2) of the Code.

Section 3.5. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3.6. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III.

Section 3.7. Notwithstanding any other provisions herein, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 3.8. Notwithstanding any provision herein, if at any time the corporation is determined to be a private foundation or a private operating foundation as defined in Sections 509 or 4942 of the Code, or in corresponding provisions of any subsequent federal tax laws, then the following provisions shall apply:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on the undistributed income imposed by Section 4942 of the Code.
2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article IV: Polity

Section 4.1. This church shall be a part of the national denomination of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the most recently-adopted Constitution and By-Laws of the United Church of Christ relating to local churches.

Article V: Faith and Covenant

Section 5.1. The confession of faith, which this church accepts, is the most recent Statement of Faith adopted by the Executive Council of the United Church of Christ. The covenant by which this church exists as a distinct body, and which every member accepts is as follows:

“Acknowledging Jesus Christ to be our Savior and Lord, and accepting the Holy Scriptures as our rule of faith and practice, and recognizing the privilege and duty of uniting ourselves for Christian

fellowship, the enjoyment of Christian ordinances, the public worship of God, and the advancement of His Kingdom in the world, we do now, in the sight of God, and invoking His blessing, solemnly covenant and agree with each other to associate ourselves to be a Church of the Lord Jesus Christ, as warranted by the Word of God.

We agree to maintain the institutions of the Gospel, to submit ourselves to the orderly administration of the affairs of the Church, and to walk together in Christian love.

And this we do for the glory of God, for the good of our sisters and brothers in Christ, and for our mutual growth, in Christian grace, seeking to do all in faith, fellowship, and service, in the spirit of our Lord and Savior Jesus Christ."

Article VI: Membership

Section 6.1. This corporation shall have voting members. The eligibility, rights, and obligations of the members will be determined by the organization's bylaws.

Section 6.2. The government of this church is vested in its members, who exercise the right of control in all its affairs, subject, however, to the laws of the State of Minnesota relating to corporations not for profit.

Section 6.3. Subject to the approval of the Church Council and upon recommendation of the minister, membership in this church shall be open to any person who has been baptized and confirmed, or who has been baptized and has made public confession of faith in Jesus Christ as Lord and Savior.

Article VII: Governing Body

Section 7.1. The governing body of this church shall be the membership assembled in church meeting. The vote of a majority of members present at the meeting shall be the action of the church. A quorum shall consist of ten percent (10%) of the members.

Section 7.2. The management of the affairs of the corporation shall be vested in a Council, as defined by the corporation's bylaws. No Council member shall have any right, title, or interest in or to any property of the corporation.

Section 7.3. The initial Council shall consist of **nine (9)** individuals.

Section 7.4. Members of the initial Council shall serve until the first annual meeting, at which their successors will be duly elected and qualified or removed as provided in the bylaws.

Article VIII: Personal Liability

Section 8.1. No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

Article IX: Duration and Dissolution

Section 9.1. The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article X: Church Meetings

Section 10.1. The annual meeting of the church shall be held in the month of January. At this meeting, the Council, the officers of the church, the Minister, and all church organizations and committees, shall submit their annual reports in writing; officers shall be elected; and such other business transacted as is desired.

Special church meetings may be called by the Council or by a written petition to the Council that is signed by not less than ten percent (10%) of the members. The Council shall call such meetings within three (3) weeks from the receipt of the petition, and the Secretary shall send adequate notice of such meeting to the membership.

Article XI: Rules of Order

Section 11.1. The most recent edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and/or By-Laws.

Article XII: Amendments

Section 12.1. Amendments to this Constitution may be made at any duly-called church meeting by a two-thirds (2/3) affirmative vote of the members present. Public and written notice of the text of the proposed amendment(s) shall be sent out to each member of the congregation announcing the amendment at least two (2) weeks prior to the meeting.

Article XIII: Sunset Provision

Section 13.1. All amendments to this Constitution passed at the annual meeting of the congregation in January 2006 shall be for a term of four (4) years and shall expire after the annual meeting in January 2010, unless the congregation at a duly-called meeting makes them permanent. This paragraph shall not prevent changes to the Constitutional amendments passed in January 2006 and the Amendment and Restatement of the Constitution passed in January 2006 prior to them becoming permanent. If the January 2006 Amendment and

Restatement of the Constitution is not made permanent, then the Constitution automatically reverts to its original language prior to January 2006.

Article XIV: Incorporators

Section 14.1. The name and address of the incorporator is:

**William H. Cowell
321 Sixth Street
PO Box _____
Gaylord, MN 55334-_____**

In witness whereof, the undersigned has hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Minnesota and certify that I execute these Articles of Incorporation this **22 day of January 2006**.

William H. Cowell
Incorporator