

47 heritage of the Christian centuries and seeks to make the heritage relevant to the current
48 world.

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51 **ARTICLE I – NAME, LOCATION, REGISTERED OFFICE, REGISTERED**
52 **AGENT**

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54 1. The name of the corporation is THE KANSAS-OKLAHOMA
55 CONFERENCE OF THE UNITED CHURCH OF CHRIST.

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57 2. The location of its principal place of business in the State of Kansas is 1245
58 Fabrique Avenue, Wichita, Sedgwick County, Kansas 67218.

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60 3. The location of its Registered Office in the State of Kansas is 1245 Fabrique
61 Avenue, Wichita, Sedgwick County, Kansas 67218.

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63 4. The name and address of its Resident Agent in the State of Kansas is The
64 Kansas-Oklahoma Conference of The United Church of Christ, a corporation, 1245
65 Fabrique Avenue, Wichita, Sedgwick County, Kansas 67218.

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68 **ARTICLE II – PURPOSE**

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70 1. To continue without break the ecclesiastical and legal identity of the Kansas
71 Congregational and Christian Conference, the Central-South Conference of the
72 Congregational Christian Churches, and the Kansas City Synod of the Evangelical and
73 Reformed Church, within the territory of the states of Kansas and Oklahoma, and as these
74 geographical boundaries may be increased or decreased from time to time, and to conduct
75 their work and to have all their powers, duties, and obligations.

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77 2. To be a Conference of the United Church of Christ composed of each of the
78 local churches which is now a part of the Kansas Congregational and Christian
79 Conference, the Central-South Conference of the Congregational Christian Churches or
80 of the Kansas City Synod of the Evangelical and Reformed Church, within the territory
81 of the states of Kansas and Oklahoma, and as these geographical boundaries may be
82 increased or decreased from time to time, and of all ministers who compose such
83 Conference or Synod and of all local churches and ministers that are hereafter received
84 into and granted standing by any association of the United Church of Christ within the
85 Boundaries of this Conference.

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87 3. To promote the interests and general welfare of the churches and authorized
88 ministers of which this Conference is composed and of the General Synod, boards,
89 institutions, agencies and covenanted, associated or affiliated ministries of the United
90 Church of Christ or which are affiliated with such Church insofar as their interests are
91 within the boundaries of the Kansas-Oklahoma Conference.

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93 4. To do each and every thing which a Conference of the United Church of
94 Christ may do in the spirit of Christianity to extend the Gospel, to advance true religion,
95 to promote education and to encourage Christian charity.
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97 5. To acquire by purchase, gift, devise, bequest or otherwise and to own, hold,
98 invest, reinvest or dispose of property, both real and personal, for such religious,
99 educational, philanthropic and other related work as the Conference may undertake and
100 to purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage, or
101 otherwise encumber, sell, assign, transfer and convey such property for the general
102 purposes of the Conference; to receive, when requested to do so, and hold in trust both
103 real and personal property for churches, boards, institutions and instrumentalities of the
104 United Church of Christ or which are affiliated with the United Church of Christ and to
105 invest or reinvest the same; and to make any contracts for promoting the objects and
106 purposes of the Conference, which are not inconsistent with the laws of the States of
107 Kansas and Oklahoma.
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109 6. To maintain relations with other Christian fellowships and ecumenical bodies
110 within the boundaries of the Conference to the end that community, mutual
111 understanding and cooperation may be advanced.
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113 7. To exercise the functions of an association of the United Church of Christ
114 as defined in the Constitution and Bylaws of the United Church of Christ.
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116 8. In general, to exercise any, all and every power which a nonprofit corporation
117 relating to religious and charitable organizations can be authorized to exercise but no
118 other power.
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120 8.1 No part of the net earnings of the corporation shall inure to the benefit of,
121 or be distributable to its members, officers, or other private persons, except
122 that the corporation shall be authorized and empowered to pay reasonable
123 compensation for services rendered, and to make payments and distributions
124 in furtherance of the purposes set forth in Article II hereof.
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126 8.2 In the event of dissolution of this corporation, none of its property shall
127 be distributed to any person, firm or corporation which is not tax exempt
128 under section 501(c)(3) of the Internal Revenue Code of 1986 as amended,
129 and all of its property shall be distributed at such time solely for the purposes
130 set forth in Article II hereof.
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132 133 **ARTICLE III – AFFILIATIONS** 134

135 This Conference shall have that relation to the General Synod of the United Church of
136 Christ as it is described in those portions of the Constitution and Bylaws of the United
137 Church of Christ adopted July 4, 1961, and as amended from time to time, which relate to
138 the Conferences of the United Church of Christ.

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ARTICLE IV – MEMBERSHIP

1. The membership of the Kansas-Oklahoma Conference shall be composed of:
 - A. All local churches in good standing in the Conference,
 - B. All ordained, licensed and commissioned ministers of the United Church of Christ in good standing in the Conference,
 - and
 - C. Ordained ministers holding standing in other denominations and granted dual standing while serving churches of the Conference.

2. A local church within the Conference boundary may be admitted to membership in the Conference when:
 - A. Its statement of faith is in essential agreement with that of this Conference,
 - B. It has covenanted with the Conference to assume and fulfill obligations of a member local church as hereafter set forth, and
 - C. It has been recommended by the Committee on Ministry for membership, and
 - D. It has received a two-thirds vote by those present and voting at a called meeting of the Conference.

3. The Committee on Ministry shall keep an accurate list of all the authorized ministers and local churches that are members of the Conference. They shall properly report those records as required to the United Church of Christ.

4. A local church may be removed from the roll of members upon recommendation of the Committee on Ministry and a two-thirds vote by those present and voting at a called meeting of the Conference.

5. When the Conference meets, its voting membership shall consist of the lay delegates selected by and representing each local church which has membership in the Conference, all ordained, commissioned and licensed ministers who have membership in the Conference, the members of the Conference Council and all such other persons as the Bylaws shall provide. Each local church having a standing in the Kansas-Oklahoma Conference shall be entitled to two voting lay delegates and each such church having membership of more than 200 shall be entitled to an additional voting lay delegate for each additional 200 members or fraction thereof. No delegate or official representative at the meetings of the Conference shall be entitled to more than one vote. The control of the Conference shall reside in its voting members and may be exercised directly at any annual or other meeting of the Conference or, between meetings of the Conference, by the Conference Council.

185 **ARTICLE V – MEETINGS AND QUORUM**

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187 1. The Conference shall hold an annual meeting and other meetings as may be
188 necessary at such time and place as may be determined by the Conference Council and
189 upon notice as may be provided in the Bylaws.

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191 2. Delegates from one-third (1/3) of the congregations of the Conference shall
192 constitute a quorum for any regular or special meeting, except for a meeting called to act
193 as an Ecclesiastical Council.

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195 3. At any meeting of the Conference a majority vote of those present and voting
196 shall be necessary for the transaction of any business except as otherwise provided in the
197 Bylaws.

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199 4. Meetings of the Conference shall be called as necessary to act as an
200 Ecclesiastical Council in matters of ministerial authorization and membership of
201 congregations upon notice as provided in the Bylaws. A quorum shall be those eligible
202 delegates who attend the Ecclesiastical Council.

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205 **ARTICLE VI – MINISTERS AND OFFICERS**

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207 1. The spiritual leader and administrator of the Conference shall be the
208 Conference Minister whose term of office and mode of election and determination of
209 duties shall be prescribed in the Bylaws.

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211 3. The officers of the Conference shall be: a President, a Vice-President, a
212 Secretary and a Treasurer, all of whom shall be in ecclesiastical relation with one of the
213 local churches composing this Conference. The powers and duties of the officers of this
214 Conference shall be set forth in the Bylaws. All such officers shall be elected in the
215 manner and for the terms and shall perform such duties as shall be prescribed in the
216 Bylaws.

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219 **ARTICLE VII – CONFERENCE COUNCIL**

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221 A Conference Council shall administer the affairs of the Conference between meetings of
222 the Conference. It shall be vested with the usual powers given to directors of business
223 corporations organized under the laws of the State of Kansas and as defined in the
224 Bylaws. The Council shall consist of not less than ten (10) nor more than twenty-four
225 (24) members, each of whom shall be in ecclesiastical relation with one of the local
226 churches composing this Conference except one member may be a representative from a
227 denomination in ecumenical partnership with the Conference. The Bylaws shall specify
228 the exact number of members of the Conference Council and shall provide for a method
229 of election, term of office, meetings, powers and duties of the Conference Council.

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ARTICLE VIII – DURATION

The duration and number of years the Conference is to continue is perpetual.

ARTICLE IX – CORPORATE SEAL

The Conference shall have a corporate seal as described in the Bylaws.

ARTICLE X – AMENDMENTS

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the delegates present and voting at any annual or special meeting, provided notice of the proposed amendment has been published with the minutes of the preceding annual meeting or provided written or printed notice thereof has been sent to each officer, Council member, Authorized Minister, and Church Clerk or Secretary at least six weeks prior to the meeting at which it is to be considered.

ARTICLE XI – INTERPRETATION

The Articles of Incorporation are subject to the interpretation as set forth in the Constitution of the United Church of Christ: “The autonomy of the local church is inherent and modifiable only by its own action. Nothing in this Constitution and the Bylaws of the United Church of Christ 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 General Synod, or to any Conference or Association, 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, which affairs include, but are not limited to, 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 or 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 benevolences; and to withdraw by its own decision from the United Church of Christ at any time without forfeiture of ownership or control of any real or personal property owned by it.”

IN WITNESS WHEREOF, we the duly elected President, Secretary and Minister of The Kansas-Oklahoma Conference of The United Church of Christ, being hereunto duly authorized, have affixed our signatures and executed these Articles of Incorporation (Amended and Restated), effective the date of execution hereof, after filing with the

276 Secretary of State of the State of Kansas and the Register of Deeds of Sedgwick County
277 Kansas, pursuant to the applicable provisions of the Kansas General Corporation Code.

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Jeff Keller, President and Moderator

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Debbie Rice, Secretary

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R. Kent Cormack, Acting Conference Minister

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STATE OF KANSAS)
) SS:
SEDGWICK COUNTY)

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299 BE IT REMEMBERED, that on this ____ day of _____, 2012,
300 before me, the undersigned, a Notary Public in and for the County and State aforesaid,
301 came Jeff Keller, President and Moderator, Debbie Rice, Secretary and R. Kent Cormack,
302 Acting Conference Minister, who are personally known to me to be the same persons
303 who executed the foregoing Articles of Incorporation of The Kansas-Oklahoma
304 Conference of The United Church of Christ (Amended and Restated) as President and
305 Moderator, Secretary, and Conference Minister, respectively, of said corporation, and
306 said President and Moderator, Secretary, and Conference Minister duly acknowledged the
307 execution of the same, for and on behalf and as the act and deed of said corporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial
seal the day and year last above written.

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Notary Public

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My appointment expires: _____