

**ARTICLES OF INCORPORATION
MINNESOTA FELLOWSHIP OF CONGREGATIONALISTS**

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation under the provisions of the Minnesota Non-Profit Corporation Act, Chapter 550, Laws of Minnesota 1951, Sections 317.01 to 317.69 Minnesota Statutes Annotated and acts amendatory thereof and supplementary thereto and for that purpose do hereby adopt, sign and acknowledge the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be "Minnesota Fellowship of Congregationalists."

**ARTICLE II
PURPOSE**

The general purposes of this corporation are and shall be:

- A. To unite in Christian fellowship those churches that maintain the Congregational principles established by our Pilgrim Forebears and defined by self-governing, independent Congregational Churches.
- B. To assist and to encourage each other for mutual helpfulness in Christ while maintaining freedom from any ecclesiastical control.
- C. To help develop new Congregational churches and welcome other churches who wish to enter into the Congregational Fellowship.
- D. To advance the ecumenical movement through a readiness to work voluntarily and constructively with other church groups in Minnesota.

**ARTICLE III
RIGHTS AND PECUNIARY GAIN**

- A. The corporation shall have the right to acquire, hold, and sell property, real, personal or mixed, and to enter into leasing agreements. It shall have the right to receive funds, bequests and gifts in any form.
- B. The Corporation shall have the right to conduct and support educational and missionary programs.
- C. The Corporation is not organized for and does not afford pecuniary gain, incidentally or otherwise, to its members.

**ARTICLE IV
DURATION**

The period of duration of this corporation shall be perpetual.

ARTICLE V
LOCATION

The principle location and place of business of this corporation shall be in the City of Minneapolis, County of Hennepin, State of Minnesota. The registered office of the corporation shall be located at the Minnesota Church Center, 122 West Franklin Avenue, Minneapolis, Minnesota, 55403.

ARTICLE VI
ORIGINAL INCORPORATORS

The name and post-office address of each original incorporator is:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Ruth Bagley	3103 Greysolon Road, Duluth, Minnesota
Allen D. Brosius	6004 Fairfax, Minneapolis, Minnesota
Howard Com	2320 Newton Ave., Minneapolis, Minnesota
Everett W. Davies	5601 Wooddale Ave., Minneapolis, Minnesota
Merrill S. Finch	90 Woodland Circle, Minneapolis, Minnesota
J. Roscoe Furber	4805 Roling Green Parkway, Edina, Minnesota
Harper Glezen	4513 Browndale Av. S., Minneapolis, Minnesota
Clarice Hunt	120 North 34th Ave. East, Duluth, Minnesota
Maude Jensen	5057 Xerxes Ave. So., Minneapolis, Minnesota
Edgar F. Johnson	1009 Elm Ave. East, Waseca, Minnesota
Ronald R. Kennedy	5513 Chantrey Road, Minneapolis, Minnesota
I. D. Owens	4840 Pleasant Ave., Minneapolis, Minnesota
James D. Rogers	15 Loring Road, Hopkins, Minnesota
Roy Sakrison	564 North 4th Street, Bayport, Minnesota
Russel C. Waldron	520 North 9th Street, Bayport, Minnesota
Myrtle N. Wilson	202 Oak Street, Northfield, Minnesota

ARTICLE VII
MEMBERSHIP

- A. Membership shall be held by churches only.
- B. Requirements for membership shall be set forth in the Bylaws of the corporation.
- C. Voting rights shall be set forth in the Bylaws of the corporation.
- D. There shall be no liability on the part of any member.

ARTICLE VIII
GOVERNANCE

- A. The governance of this corporation shall be vested in a Board of Directors, whose rights and responsibilities shall be set forth in the Bylaws of the Corporation.
- B. The first Board of Directors shall consist of 16 persons and shall be as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
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who shall hold office until the first annual meeting of the corporation and until their successors shall be elected and qualified.

ARTICLE IX OFFICERS

The officers of the corporation shall be Moderator, Vice Moderator, Secretary, Treasurer, and Executive Secretary, all of whom shall be elected from among the members of the Board of Directors.

ARTICLE X ANNUAL MEETING

There shall be an annual meeting of the corporation held in the State of Minnesota at a time and place selected by the Board of Directors.

ARTICLE XI AMENDMENTS OF THE ARTICLES

Articles may be amended by a two-thirds (2/3) vote of the delegates at a duly called meeting of the Fellowship if a majority of active member churches is represented. Proposed amendment(s) shall be printed and distributed with the notice of the meeting at which they are to be considered.

ARTICLE XII CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE XIII
DISSOLUTION

In the event of the dissolution of the corporation, after the payment of all just debts and legal obligations of the corporation, any property or assets whether real, personal or mixed, then owned by the corporation shall be transferred to any successor corporation; if there be none, then to the National Association of Congregational Christian Churches.

In testimony whereof, we have hereunto set our hands this 20th day of September, 2003.

Signatures of Incorporators

**BYLAWS OF THE MINNESOTA FELLOWSHIP OF CONGREGATIONALISTS
(MFC)**

PREAMBLE

The Mission Statement of the MFC:

It is the mission of the Minnesota Fellowship of Congregationalists to foster ministries that encourage and assist individuals & churches who freely seek God through Jesus Christ as revealed in the Bible.

**ARTICLE I
Meetings of the MFC**

- (a) Annual Meeting The annual meeting of the MFC Corporation shall be held in the fall of the year.
- (b) Notice Notice of the annual meeting and other meetings of the MFC Corporation shall be sent by the Secretary of the MFC Corporation to the Moderator and to the Clerk of each member church and to each member of the Board of Directors of the Corporation at least 30 days prior to the meeting.
- (c) Delegates Each member congregation shall elect five delegates to the meetings of the MFC Corporation and an unlimited number of alternates. The Moderator or Clerk of the member congregation shall notify the Secretary of the MFC Corporation of the names of those elected. A delegate or alternate must be a member in good standing of the congregation they represent. All meetings are open to any who wish to participate as observers.
- (d) Quorum A quorum at any duly called meeting of the MFC Corporation shall be at least one delegate present from a majority of the member congregations.
- (e) Proxy Voting Proxy voting shall be allowed but a proxy vote may only be cast by an elected delegate of a member church or their alternate.
- (f) Vote Only a simple majority is required to approve matters at a duly called meeting of the MFC Corporation except amendments to the Articles of Incorporation or to the Bylaws. Votes to establish or change covenant or faith statements shall require both the unanimous approval of the delegates at an annual meeting as well as the ratification by all member churches following the annual meeting.

**ARTICLE II
Board of Directors**

- (a) Nomination and Election of the Members of the Board of Directors
1. Each member church shall have up to three members on the Board of Directors. It is the responsibility of each member church to select its nominees for the Board of

Directors. The Secretary of the MFC Corporation shall notify the Moderator and the Clerk of each member church of the numbers of positions available 60 days prior to the annual meeting. The names selected for nomination by the member churches shall be submitted to the Secretary of the MFC Corporation at least 30 days prior to the annual meeting of the MFC Corporation. At said meeting the membership of the MFC Corporation shall act upon said nominations.

2. Each member church may appoint alternates to serve in the stead of its Directors, with voting privileges.

3. The Board of Directors shall be elected for three-year terms, staggered so that approximately one third of the Board will be elected each year. Directors shall hold office for three years or until their successors are elected.

(b) Officers of the MFC Corporation: Nomination and Election At least 60 days prior to the annual meeting the Moderator shall appoint three (3) members of the Board of Directors to serve as a Nominating Committee. Said committee shall submit its nominees for the positions of the officers of the MFC Corporation at the first meeting of the Board of Directors following the annual meeting and at said meeting, the Board of Directors shall vote upon the report of the committee and elect the officers of the MFC Corporation. The said officers shall serve until the next meeting of the Board of Directors following the next annual meeting or until their successors are duly elected, whichever event is the later.

(c) Gifts The Board of Directors shall have the power and right to receive or reject any gift made to the MFC Corporation.

(d) Quorum A quorum at any duly called meeting of the MFC Board of Directors shall be at least one delegate present from a majority of the member congregations.

(e) Voting A simple majority of the Directors at a meeting of the Board of Directors is required to pass all actions.

(f) Meetings The Board of Directors shall meet at least three (3) times per calendar year. The meetings shall be called by the Secretary at the request of the Moderator or Executive Secretary or by written request of three (3) members of the Board of Directors.

ARTICLE III

Executive Committee

Composition, Duties, and Responsibilities

- a) The Executive Committee shall be composed of the officers of the Corporation.
- b) The Executive Committee is empowered to act on matters arising between regularly scheduled meetings of the Board of Directors. Such actions taken by the Executive Committee shall be reviewed by the Board of Directors at its next meeting.
- c) The Executive Committee shall meet upon the call of the Moderator or Secretary and shall be chaired by the Moderator or Vice Moderator.

ARTICLE IV **Committees**

There shall be the following committees appointed by the Moderator and approved by the Board of Directors to serve from the time of appointment to the next annual meeting:

1. Audit
2. Youth
3. Theological Scholarship

Such other committees shall be appointed by the Moderator and approved by the Board of Directors as may from time to time be deemed necessary by the membership at any annual or regular meeting of the MFC Corporation or by action of the Board of Directors at any duly called meeting. Committee members need not be Board members, but a member of the Board should sit on each committee.

ARTICLE V **Financial**

- (a) Fiscal Year The fiscal year of the MFC Corporation shall be the calendar year.
- (b) Checking Accounts Checks may be signed by the Treasurer and such others approved by the Board of Directors. All checks in excess of \$500.00 shall require two (2) signatures.
- (c) Other Financial Transactions All other financial transactions shall require at least two (2) signatures.

ARTICLE VI **Robert's Rules of Order**

Unless otherwise specified in the Articles of Incorporation or in the Bylaws of the MFC Corporation, Robert's Rules of Order, Newly Revised, shall be in effect at all meetings of the MFC Corporation, Board of Directors, Executive Committee and all committees of the Board and/or MFC Corporation. This article may be suspended by a simple majority vote.

ARTICLE VII **Amendment of the Bylaws**

The Bylaws of the MFC Corporation may be amended a two-thirds (2/3) vote of the delegates at a duly called meeting of the Fellowship if a majority of active member churches is represented. Notice of such proposed amendment(s) shall be printed and distributed with the call to the meeting at which they are to be considered.

ARTICLE VIII
Membership Requirements

Membership, as referred to in Article VII of the Articles of Incorporation, shall be by Churches seeking or holding membership in the NACCC.

Churches seeking membership in the MFC that already hold membership in the NACCC may be approved by a vote of the Board of Directors.

Churches seeking membership in the MFC that do not yet hold membership in the NACCC may be approved by a vote of the delegates at an Annual Meeting.

Article IX
Suspension of Bylaws

Any portion of these Bylaws may be suspended for a specified period of time by a 2/3 majority vote of delegates at a duly called meeting of the MFC in which at least one delegate is present from a majority of the member churches. Written notice of the intended vote will be given at least 30 days prior to the meeting.

As amended & approved 9/20/03