

TA1, Corp.

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1 NAME. The name of this corporation shall be TA1, Corp. (hereafter “TA1” or “Corporation”).

Section 2 PURPOSE. The primary purpose of the Corporation is to engage in the following activities:

To join together United Church of Christ Conferences in New England and vicinity in order to acquire a stronger voice with which to carry out the mission of making God’s love and justice real. By collaborating more closely and intentionally, the Conferences will have a greater impact upon local congregations and other religious organizations, their communities, and the world. The Conferences seek to love our neighbors, children, and all of creation through our collective work. Following God’s call to bring new life as agents of transformation, we embrace and encourage adaptive and transformative leadership wherever the Body of Christ is gathered. Inspired and guided by the Holy Spirit, the Conferences encourage local congregations and varied ministry settings to form covenant partnerships with all who work for the common good in their local communities and throughout the world. Our combined organization will provide a contemporary, nimble platform that is better positioned to support new forms of ministry with and to the next generation;

and to engage in any such other religious and charitable activities and programs, including grant making, in furtherance of these foregoing purposes as may be carried out by a 501(c)(3) organization.

ARTICLE II

ARTICLES OF ORGANIZATION

The name and purposes of TA1 shall be as set forth in the Articles of Organization. These Bylaws, the powers of the Corporation and of its Members, its

Directors and its Officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE III

MEMBERSHIP

Section 1 **MEMBERSHIP.** The membership of this Corporation shall consist of:

- a. Voting Members. The voting members of the Corporation shall be the Missionary Society of Connecticut; the Massachusetts Conference, United Church of Christ; and the Rhode Island Conference of the United Church of Christ; each of which comprises the local churches affiliated with the United Church of Christ in, or adjacent to, its geographic area, as well as its authorized ministers. Voting Members shall vote through their duly designated delegates and authorized ministers.

- b. Associate Members. An Associate Member shall be an organization that does not satisfy voting membership eligibility requirements but wants to align with and act in common cause with the purpose of the TA1 Corporation as stated in Article 1, Section 2, above, and satisfies associate membership eligibility requirements, as may be established by the Board of Directors. Associate Members have no voting powers, and their directors cannot run for elected office within the Corporation.

Section 2 **MEETINGS OF THE MEMBERSHIP.** Meetings of the Membership shall be chaired by the Moderator or, in the event of his or her absence or inability to act, by the Vice Moderator.

- a. Annual Meeting. The Membership shall meet annually at the Annual Meeting of the Corporation to be held at such time as the Board of Directors shall determine.

- b. Special Meetings. Special Meetings may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer, upon the written application of Members representing at least ten percent of the smallest quorum of designated delegates and authorized ministers required for a vote upon any matter at the Annual Meeting of Members. In case none of the Officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said

member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

Section 3 VOTING RIGHTS OF THE MEMBERSHIP. Voting Members in good standing shall have the following powers:

- a. Election of Officers. The delegates and authorized ministers acting on behalf of each of the Voting Members shall elect the following Officers at the Annual Meeting of the Corporation: President, Vice President, Secretary/Clerk, Treasurer, Moderator and Vice Moderator. The Officers shall be Directors of the Corporation, *ex officio* with a vote.
- b. Voting Privileges. The delegates and authorized ministers acting on behalf of each of the Voting Members shall have the right to vote on each of the following matters: on proposed amendments to or restatement of the Articles of Organization (by a two-thirds vote of all delegates and authorized ministers present in person); on proposed amendments to, or restatement of these Bylaws (in accordance with Article XI below); on merger of the Corporation (by a two-thirds vote of all delegates and authorized ministers present in person); on dissolution of the Corporation; on any other matters that are required to be decided by Voting Members as required by state or federal law; and on any matters referred by the Board of Directors for a vote.

Section 4 OTHER RIGHTS OF THE MEMBERS. Designated delegates, authorized ministers and other representatives of each Voting Member and Associate Member may, if appointed in the sole discretion of the Board of Directors, serve on standing committees and *ad hoc* committees of the Board of Directors.

Section 5 NOTICE. All Voting Members shall be entitled to written notice of all meetings of the Membership. Utilizing each Voting Member's contact information as it appears in the records of the Corporation, not less than thirty days' notice shall be given to all delegates and authorized ministers of all meetings of the Membership stating the date, purpose, time and place of such meeting. In addition, notice of meetings of the Membership shall be given to all Members by posting on the Corporation's website or other electronic means.

Section 6 QUORUM AND VOTING. Each duly appointed delegate or authorized minister of a Voting Member shall have one vote at a meeting at which a quorum is present. On any matter presented to the Voting Members, at least as many delegates and authorized ministers from each respective

Voting Member as would constitute a quorum for meetings of that Voting Member shall constitute a quorum. When a quorum is present, voting shall be by majority vote, unless otherwise provided herein. An abstention shall not be counted as a vote.

Section 7 RESIGNATION. Any Associate Member may resign by giving written notice of such resignation to the President, Clerk or Board of Directors. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 8 SUSPENSION AND REMOVAL. An Associate Member may be suspended or removed by an affirmative vote of two-thirds of the Directors then in office at a meeting called for such purpose, provided: that such Associate Member shall be given at least thirty days' notice of the proposed suspension or removal and the reasons therefor, addressed to the Associate Member's contact information as it appears in the records of the Corporation; that notice of the proposed suspension or removal is given in the notice of meeting; and that the Associate Member is given an opportunity to be heard at the meeting.

Section 9 DISPUTE OVER MEMBERSHIP.

- a. Any dispute as to the designation of a delegate or authorized minister shall be referred to that individual's designating Conference for decision by the designating Conference, in its sole discretion.
- b. Any dispute over admission to Associate Membership, including, but not limited to, admission, selection, removal, powers, voting rights, dues, and/or procedures, shall be referred to the Membership Committee for review and recommendation to the Board of Directors. All disputes regarding membership shall be decided by the Board of Directors in its sole discretion.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 POWERS. The general management of the business, property and affairs of the Corporation shall be vested in a Board of Directors, subject to those powers reserved to the Voting Members. The Board of Directors shall have control of the Corporation and shall have all powers

and duties afforded under Massachusetts law. The Board shall formulate and execute governing policies to fulfill its responsibilities. Employees and other agents may be hired to conduct the business of the Corporation. The Corporation, either acting through the Board or in any other manner, shall have no power to manage or control any local church, delegate, or association authorized within a Voting Member.

Section 2 **COMPOSITION OF THE BOARD OF DIRECTORS AND TERMS.**
The Board of Directors shall be composed as follows:

- a. Each Voting Member shall appoint five (5) Directors of the Corporation at its Annual Meeting, at least four (4) of whom shall be current directors of the Voting Member and who shall include the Voting Member's President and Treasurer;
- b. Each of the Officers of the Corporation specifically enumerated by Article VI, Section 1 shall also be a Director of the Corporation, *ex officio*, with a vote.
- c. Each Director shall be appointed for a term of three (3) years and shall hold office until a successor has been appointed. No Director may serve for more than six (6) consecutive years. A Director who serves two successive three (3) year terms may, after a one year leave of absence, again serve as a board member. Terms of Directors are to be staggered so that approximately one-half of the Directors are appointed each year at the annual meeting.

Section 3 **RESIGNATION.** Any Director may resign from the Board at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board. Any Director who fails to attend three consecutive Regular Meetings of the Board of Directors without adequate reason and approval of the President shall be deemed to have delivered their resignation as a Director, effective as of the close of business of the meeting of the Board at which the third consecutive failure to attend shall have occurred.

Section 4 **REMOVAL.** A Director may be removed with or without cause by a $\frac{3}{4}$ (three quarters) vote of the Board of Directors then in office at any meeting of the Board of Directors, provided that such Director is given at least seven days' notice of the proposed suspension or removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed suspension or removal is given in the notice of meeting.

Section 5 COMMITTEES. The Board of Directors may elect or appoint one or more committees as it sees fit and shall, by vote of a majority of the Directors then in office, elect or appoint as Standing Committees of the Board an Audit Committee, an Executive Compensation Committee, a Finance Committee, a Governance Committee, and a Volunteer Development/Nominating Committee. The Chair of each Standing Committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these Bylaws for the Board of Directors.

Section 6 DUTIES. A Director shall perform the duties of a Director. This includes the Director's performance of duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation, and in service of its purpose as set forth in Article 1, Section 2, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more Officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within that Committee's designated authority, so long as in each such case, the Director acts in good faith after reasonable inquiry when appropriate.

Section 7 INSPECTION. Every Director shall have the right upon reasonable notice and at any reasonable time to inspect books, records, and documents, and to inspect the physical properties of the Corporation when necessary to carrying out their Board service. The Conference Minister or Ministers shall, at their discretion, determine the manner and means of inspection, taking into account the confidentiality and privacy needs and best interests of the Corporation.

Section 8 NO COMPENSATION. Directors shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to

the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered the Corporation in another capacity.

Section 9 VACANCIES. Continuing Directors may act despite a vacancy or vacancies in the Board and shall for this purpose be deemed to constitute the full Board. Any vacancy in the Board of Directors resulting from the departure of a Director appointed by a Voting Member may be filled by the Voting Member for the remainder of the vacant term, or at a future annual meeting of the Voting Member.

Section 10 SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION. Persons or groups of persons designated by the Board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the Board deems appropriate shall, except as the Board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1 REGULAR AND SPECIAL MEETINGS.

- a. Regular Meetings of the Board shall be held at such date, place and time as the Board of Directors may from time to time determine.
- b. Special Meetings may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer upon the written application of two or more Directors.

Section 2 NOTICE. Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by causing such notice to be sent by electronic mail, or other means of written communication at least five business days before the meeting to the Director's contact information as it appears in the records of the Corporation; or (b) by providing such notice in person or by telephone at least five business days before the meeting. However, separate notice of Regular Meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not

required, provided that all Directors have notice of such fixed or scheduled date, time and place.

- Section 3 **QUORUM AND VOTING.** A majority of Directors then in office shall constitute a quorum at all Regular Meetings of the Board. A Director who attends the meeting but is disqualified from participation because of a conflict of interest shall be counted as present for purposes of the quorum but not for voting purposes. When a quorum is present, voting at any Regular Meeting of the Board shall be by majority vote of the Directors present and voting. An abstention shall not be counted as a vote.
- Section 4 **ACTION WITHOUT A MEETING.** Any action that is required or permitted to be taken, may be taken without a meeting, if all those entitled to vote consent in writing, and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.
- Section 5 **TELEPHONIC PARTICIPATION IN MEETINGS.** Members of the Board of Directors or any committee designated by the Board of Directors or these Bylaws may participate in any open meeting of the Board of Directors or of such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.
- Section 6 **WAIVER OF NOTICE.** Whenever any written notice of a meeting is required to be given by these Bylaws, a Director can waive their right to receive such notice, either before or after the meeting in question, and the waiver shall have the effect of written notice. Attendance at a meeting by a Director who has not received a written notice of a meeting, but who attends said meeting without protest as to the non-receipt of such written notice, shall have the effect of a waiver of notice.
- Section 7 **MEETING CONDUCT AND PROCEDURE.** The President or the Vice President in the absence of the President (or a Director designated by the Board in the absence of both the President and Vice President) shall chair Regular and Special Meetings of the Board.

ARTICLE VI

OFFICERS

Section 1 ENUMERATION AND TERMS. The Officers of the Corporation shall be a President, a Vice President, a Clerk, a Treasurer, a Moderator and a Vice Moderator who shall be nominated by the Volunteer Development/Nominating Committee and elected for one (1) year terms by the designated delegates and authorized ministers at the Annual Meeting of the Corporation, and such other Officers as the designated delegates and authorized ministers may from time to time determine. The President, Vice President, Moderator, and Vice Moderator may serve for no more than two, one (1) year terms. The Treasurer and Clerk may serve for no more than five, one (1) year terms. A person may simultaneously hold more than one office in the Corporation, except that a person may not serve simultaneously as President of the Board and Treasurer. All Officers shall be Directors, *ex officio* with a vote.

Section 2 POWERS. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- a. The President shall chair all meetings of the Board and except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of President and such other responsibilities and powers as designated by the Board of Directors. The President shall, subject to the direction of the Board of Directors, be responsible to the Board of Directors for the effective implementation of the Corporation's policies and for providing leadership for oversight and strategic planning. The President is an *ex-officio*, non-voting Member of any Board committee to which he/she is not appointed or elected.
- b. The Vice President shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Vice President and such other responsibilities and powers as designated by the Board of Directors. In the absence or inability of the President to act, the Vice President shall have and possess all of the powers and discharge all of the duties of the President.
- c. The Clerk shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Clerk and such other responsibilities and powers as

designated by the Board of Directors. The Clerk shall, subject to the direction of the Board of Directors, be responsible for the recording and maintenance of the corporate records and documents of the Corporation, including records of all meetings of the Members and of the Board of Directors, and for the issuance of calls and notices of meetings of the Members and of the Board of Directors. If the Clerk is absent from any meeting, a temporary Clerk, chosen at the meeting, shall exercise the duties of the Clerk at such meeting. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process.

- d. The Treasurer shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Treasurer and such other responsibilities and powers as designated by the Board of Directors. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall be responsible for ensuring the safe custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Directors may otherwise provide. The Treasurer shall render a report of finances at each Regular Meeting of the Board and at the Annual Meeting of the Corporation. The Treasurer chairs the [Audit and Finance] Committee.
- e. The Moderator shall preside at all meetings of the Membership and shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Moderator and such other responsibilities and powers as designated by the Membership.
- f. The Vice Moderator shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Vice Moderator and such other responsibilities and powers as designated by the Voting Members. In the absence or inability of the Moderator to act, the Vice Moderator shall have and possess all of the powers and discharge all of the duties of the Moderator.
- g. Other Officers shall have such powers as may be designated from time to time by the Board of Directors.

Section 3

RESIGNATION. Any Officer may resign at any time by giving written notice of such resignation to the President or the Clerk. Such

resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Officer to whom it is given.

Section 4 **REMOVAL.** An Officer may be removed either with or without cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board of Directors. Such suspension or removal shall be without prejudice to contract rights, if any, of the person so suspended or removed. Election or appointment as an Officer shall not of itself create contract rights.

Section 5 **VACANCIES.** A vacancy in any office shall be filled by the Board of Directors at any meeting for the remainder of the vacant term.

ARTICLE VII

CONFERENCE MINISTER OR MINISTERS

If a Conference Minister is, or Conference Ministers are, called at the Annual Meeting or at a Special Meeting of the Membership, the Board shall supervise the Conference Minister or Conference Ministers, who shall be the senior manager(s) of the Corporation and, subject to the direction of the Board of Directors, shall have authority over and be responsible for the day-to-day management of the Corporation, including the supervision of all other staff.

If a Conference Minister is, or Conference Ministers are, called, the Board of Directors shall adopt an Executive Compensation Policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities.

ARTICLE VIII

NO PERSONAL LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1 **NO PERSONAL LIABILITY.** No Officer or Director shall be personally liable for any debt, liability, or other obligation of the Corporation.

Section 2 **EXCEPTIONS.** No Officer or Director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such Officer or Director as an Officer or Director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit

the liability of any Officer or Director (i) for breach of the Officer's or Director's duty of loyalty to the Corporation (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the Officer or Director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an Officer or Director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

Section 3 **INDEMNIFICATION POLICY.** The corporation shall adopt an indemnification policy to the extent legally permissible indemnifying each person who may serve or who has served at any time as a Director or Officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a director, Officer or director of, or in a similar capacity with, another organization.

ARTICLE IX

CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities.

ARTICLE X

GENERAL

Section 1 **FISCAL YEAR.** The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board of Directors.

Section 2 **RECEIPT AND DISBURSEMENT OF FUNDS.** The Board of Directors may designate such other Officer, Officers or Conference Minister(s) who in addition to or instead of the President or Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks as the Board of Directors, or Conference Minister(s), may from time to time designate or with such other corporations, firms, or individuals as the Board of Directors, or Conference Minister(s), may from time to time designate.

Section 3 EXECUTION OF DOCUMENTS. Except as otherwise provided by law, the Board of Directors or these Bylaws, the President or Treasurer shall sign for the Corporation all deeds, agreements and other formal instruments.

Section 4 COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS. Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.

ARTICLE XI

AMENDMENTS

The Board of Directors may make, amend or repeal these bylaws in whole or in part and shall give written notice of such action to the designated delegates and authorized ministers before the next Annual or Special Meeting of the Corporation. Notwithstanding the foregoing, Article I, Article III, Article IV, and this Article XI may be altered, amended or repealed, in whole or in part, only by the affirmative vote of the delegates and authorized ministers acting on behalf of each of the Voting Members at any Annual or Special Meeting of the Corporation, the notice of which contains a statement of the proposed alteration or amendment.