

**INSIGHT INTO THE COMMITTEE'S THOUGHTS
ON THE PROPOSED CHANGES IN CREATING A
DRAFT SUBSTITUTE HEARTLAND CONFERENCE CONSTITUTION (DRAFT DATED 4-2023)**

In general, changes were made to differentiate between the governance structure of the Heartland Conference and its management and programmatic policies and procedures. The latter should be more flexible than being codified in a Constitution that requires an amendment process and, instead, are being moved to the Policies and Procedures Manual that will be reviewed biennially by the Board of Directors per the revised Constitution. The committee also tried to clarify language, eliminate redundancy, and organize for easier reference.

New Paragraph 2 – Two language changes are made to update the original language.

New Paragraph 3 – Here, and elsewhere in the document, terminology is updated to “Authorized Ministers”.

New Paragraph 7 – This clarifies that we are a non-profit corporation in the State of Ohio.

New Paragraph 16 – The committee felt the word “authority” was a better choice than “control”.

New Article V – This section is added to consolidate references to and the authority of the Conference Minister from various places, including Old Article XI regarding staff to clarify head of staff status.

New Paragraph 20 – This paragraph clarifies the relationship of the Conference Minister as Head of Staff by nature of the CEO role. It modifies the Board’s personnel responsibilities from Old Paragraph 40.

New Paragraph 24 – This paragraph redefines how Board of Directors is constituted. The primary change provides each Association with two representatives and adds four members at large. The intent of the at-large members is to assist in both filling out gifts and graces needed on the Board as well as achieving a more diverse Board of Directors through the Nominating Committee’s efforts and Conference-wide election. This intent will be written into the Nominating Committee’s policies and procedures description.

New Paragraph 25 – This paragraph affirms that, although they may come to the Board of Directors from an Association, ex-officio, or as the Disciples’ representative, all members of the Board of Directors serve with a fiduciary responsibility for the well-being of the Heartland Conference.

New Paragraph 28 – This addresses the redundancy found in the vacancy statement of Old Paragraphs 20 and 21. Additionally, the last sentence of Old Paragraph 20 about method is a process statement that will be moved to the Policies and Procedures Manual, and its reference to terms of office is addressed in New Paragraphs 24B, 30, and 31.

Old Paragraph 23 – The requirement for a corporate security bond will move to the Policies and Procedures Manual.

New Paragraphs 33 and 37 – This language was requested from and provided by Heather Kimmel, General Counsel of the UCC, to allow for meetings via electronic communication (e.g. Zoom) or in a hybrid setting.

New Paragraphs 34 and 38 – This language, also from Heather Kimmel, allows for meetings to be held electronically and spells out the requirements to allow voting delegates to participate remotely.

New Paragraph 35 – By changing the fourth word from “shall” to “may”, the constitution no longer mandates an executive session at each Board of Directors meeting; instead, executive sessions are optional as needed.

New Paragraph 39 – Combines Old Paragraph 29 “A, B, and C” into “Authorized Ministers”, and eliminates Old “I”, which is redundant with Old “E” and New “C”

New Paragraphs 41 and 42 – The list of Standing Committees has been limited to those that provide a governance function for the Conference. The roles and responsibilities of these committees will be outlined in the Policy and Procedures Manual. The “Diversity, Equity, and Inclusion Committee” is intended to be a governance-level committee that oversees and monitors the justice efforts of the Conference in those areas; the programmatic aspects are the work of the various advocacy networks (e.g. Racial/Ethnic Empowerment Committee) as may be established from time to time. Existing committees, task forces, etc., are not affected by this provision and will continue their important ministries; their charge and structure will be included in the Policy and Procedures Manual. This paragraph simply means they are not constitutionally mandated for governance purposes.

Old Article XIII (Nominations) – The Nominations Committee as a standing committee is listed in New Paragraph 41. Its charge and processes will be in the Policy and Procedures Manual.

New Paragraph 42 – Combined and simplified the language of Old Paragraphs 34 and 35. The reference to the historical creation was deleted as this is a governance document and not a historical treatise.

New Paragraph 44 – This paragraph was rewritten for clarity.

New Paragraphs 47-49 – Much of what was included in the Old Article XII (Finance) is process and is more appropriate in the Policy and Procedures Manual. In that way, necessary changes to the budget process can be made more nimbly compared to a constitutional amendment process.

New Paragraph 50 – With the timing of the Annual Gathering in relation to the delegate allotment information that comes from the National setting, and realizing that some Associations meet after the Annual Gathering to nominate their allotment of delegation, the responsibility for approving delegates and alternates and filling vacancies is being shifted from the Annual Gathering to the Board of Directors. Most of the detail in Old Article XIV deals with process and will be in the Policy and Procedures Manual.

New Paragraph 51 – The second sentence of Old Paragraph 47 was deleted as it is covered in New Paragraphs 18, 19, and 28.

New Article XV (Indemnification) – The new language is included upon the advice of Heather Kimmel to reflect Ohio nonprofit corporation law. Her initial concern was that there was no authorization for the Conference to purchase insurance (e.g. Directors and Officers) for this purpose. She provided the language upon the committee’s request.

New Article XVI (Dissolution and Distribution) – Internal Revenue Service requires nonprofit governance documents of 501(c)(3) organizations to have a statement regarding corporate dissolution as well as designate a nonprofit to receive any remaining assets of the corporation. This would be critical should the Heartland Conference ever merge or consolidate with another middle judicatory as other Conferences have done recently. Again, language was requested from and provided by Heather Kimmel.

Policy and Procedures Manual – Management and programmatic detail that has been removed from the governance document (Constitution and Bylaws) will be written for inclusion in the Heartland Conference Policies and Procedures Manual. The committee has tracked these process items and is submitting them to the Board of Directors. New Paragraph 26 requires the Board of Directors to review and approve all policies and procedures every two years (coinciding with the service of the Immediate Past Moderator), modifying as needed to keep them up to date.