

Old South Church in Boston Adopted November 13, 2001, amended February 5, 2012,
February 1, 2015 and March 18, 2018

By-Laws

Old South Church in Boston

ARTICLE I NAME, PURPOSE, AND POLITY

A. Name. This Church shall be named Old South Church in Boston.

B. Purpose. The purpose of this Church shall be to worship God, to preach the Gospel of Jesus Christ, and to celebrate the Sacraments; to realize Christian fellowship and unity within this Church and the Church Universal; to render loving service towards humankind; and to strive for righteousness, justice, and peace.

C. Polity. The government of this Church is vested in the members who, in accordance with the Congregational tradition and these By-laws, exercise the right of control in all its affairs. It is the Members' and leadership's responsibility, in so far as it lies within them, to discern the mind of God and the will of Christ in the pursuit of the purpose of this Church.

ARTICLE II COVENANT

The Covenant to which the Members of this Church pledge themselves as a distinct body:
"I do now in the presence of God and before this assembly give myself to the One whom Jesus called "Abba, Father" as the God in whose love I am grounded and whose realm I serve; to Jesus Christ, God incarnate, to whom I surrender and who rules my life; to God the Holy Spirit as the One who sustains, recreates, and guides me. I will share God's everlasting covenant by loving and living responsibly in communion with this one God. And I do furthermore engage to walk with my brothers and sisters in the wider Church and the Old South Church secure in God's grace, prepared in gratitude to live by the promise and serve in the hope of the Gospel."

ARTICLE III MEMBERSHIP

A. Qualification and Privileges of Full Membership. The only qualification for full Membership is to be a follower of Jesus Christ sincerely desiring to be a part of this Church. Anyone who shall have met this qualification upon baptism, confession of faith, reaffirmation of faith, or presentation of letter of transfer from another Church shall on vote of the Deacons be received into full Membership. Full Members shall be eligible to hold any office and to vote on any matters at meetings of the Membership. All matters incident to the calling or dismissal of a Minister or to the amendment of these By-laws shall be reserved to full Members. A vote by

not less than two-thirds of those full Members present at a meeting called for that purpose, may direct that any permanent funds or other property, held by the Trustees or Church Council, be applied in such manner as is consistent with the purposes of the Church, but no such vote shall be effective if the proposed application would be inconsistent with the trusts or other restrictions to which the property in question may be subject. A vote by not less than two-thirds of those full Members present at a meeting called for that purpose shall be required for disposition of any heritage property, including the Prince Library, other rare books, the Willard clock, communion silver, antiques, archives, or other historical materials. All questions of salaries or other benefits to be provided the Ministers are reserved to the Church Council.

B. Associate Membership. The only qualification for associate Membership is to be a follower of Jesus Christ sincerely desiring to be a part of this Church. Anyone who shall have met this qualification upon baptism, confession of faith, reaffirmation of faith, or presentation of letter of transfer from another Church shall on vote of the Deacons be received as an associate Member. Associate Members shall not be eligible to serve as Moderator, Treasurer, Clerk, Deacon, Trustee, as a member of the Church Council, nor as a member of the Finance or Leadership Committees. Associate Members shall not be eligible to vote on amendments to the By-laws, the calling or dismissal of a Minister, or on the disposition of Church property. Associate Members shall otherwise have the same rights and obligations as full Members.

C. Dual Membership. Persons with membership in the Mount Vernon Church or persons with ecclesiastical ties to another Church or denomination may be received as full Members, if the Deacons determine that this dual membership does not conflict with obligations of membership in this Church.

D. Obligations of Membership. Each full Member and associate Member accepts the Covenant of this Church as set forth in Article II. Each Member shall strive to live a Christian life, to share in the fellowship and work of the Church, to attend the regular worship services of the Church, to contribute to its financial support and Christian outreach, and to nurture concern for fellow Members and for those in the world at large.

E. Termination of Membership. Any Member who so requests will be issued a letter of transfer or certificate of standing. Any Member may resign from membership by notifying the Clerk in writing of such resignation. The Deacons shall review the roll of members annually. The Deacons may remove from membership persons whose death, or withdrawal from membership has been reasonably ascertained, provided that anyone so removed shall be restored to membership on his or her request within two years of removal.

ARTICLE IV OFFICERS and DUTIES

A. Officers, Tenure, and Resignations. The officers of the Church shall be the Moderator, the Treasurer, the Clerk, and the Historian, all chosen by ballot at Annual Meeting, the full-time called Ministers, and such other officers as the Church Council may from time to time elect. The

Moderator, the Clerk, the Treasurer, the Historian, and other officers elected by the Church Council shall hold office for one (1) year terms. The tenure of officers, Council members, Deacons, and Trustees shall continue until a successor is chosen and qualified. Any person holding any office, chair, or committee membership under these By-laws may resign by giving written notice to the Moderator, Clerk, or Church Council, and such resignation shall become effective at the time it specifies.

B. Senior Minister. The Senior Minister shall be the spiritual leader and chief executive officer of the Church, proclaiming the Gospel through preaching, teaching, personal conversation, and working with Church groups and committees. The Senior Minister shall supervise all services of worship, administer the Sacraments, show pastoral concern particularly for the sick and troubled, and share with people of the parish in a growing understanding of the Christian faith and its relevance to life situations. He or she shall participate as able in the wider United Church of Christ, speak into our times with a public Christian voice, and represent Old South Church in appropriate civil, interfaith and ecumenical venues and ventures.

C. Associate and Assistant Minister(s). The Associate Minister(s) and/or Assistant Minister(s) shall work under the direction of the Senior Minister, in consultation with the Deacons, sharing in the Ministerial duties of the Church.

D. Moderator. The Moderator shall preside at meetings of the Membership, serve as Chair of the Church Council, and have general supervision over the activities of that body except as otherwise provided by the By-laws or prescribed by the Church Council. The Moderator or Church Council may appoint a Vice-Moderator from among the Members of the Council.

E. Treasurer. The Treasurer shall, under the direction of the Church Council, receive, hold and disburse the Council funds of the Church, keeping or causing to be maintained accurate accounts of all such financial transactions. The Treasurer may, at the request of any Church related group, receive, hold, and disburse their funds, the title or control of which remains with them. The Treasurer shall make a financial report (audited as determined by the Church Council) at the Annual Meeting and shall report to the Church Council as they may request. The Treasurer shall at the request of the Church Council, and at the Church's expense, give bond to the Church for faithful performance of these duties.

F. Clerk. The Clerk shall take the minutes of all Membership meetings and of Church Council meetings. The Clerk may execute certificates on behalf of the Church, stating that the sale, purchase, or encumbrance of the real or personal property of the Church is consistent with the purposes of the Church and authorized under these By-laws, or certifying on behalf of the Church as to the existence, absence, or validity of any vote or record, either of the Church or of any committee established under these By-laws. Such certificates shall be conclusive with respect to any third parties dealing with the Church. The Clerk shall oversee the maintenance of records of the minutes of all meetings of the Membership and Church Council; of church membership with dates, addresses, and modes of admission, and termination; and of all baptisms and marriages performed by the Ministers at the Church. The Clerk shall oversee the

issuing of letters of transfer and the posting and transmitting of notices required for meetings of the Membership or Church Council. The Membership or Church Council may appoint an Assistant Clerk for the limited purpose of taking minutes, executing particular certificates, or signing a notice.

G. Historian. The Historian shall oversee the custody and ensure the care of all historical records, documents, and antiquities belonging to the Church, shall keep a record of all events in the history of the Church, and shall call significant anniversaries in its history to the attention of the Church. The Historian and Clerk shall coordinate their work in keeping the records of the Church.

ARTICLE V COUNCIL

A. Purpose. The Church Council shall exercise all the powers of the Church, except as are otherwise required by law or by these By-laws. The Church Council shall nurture the overall life of the Church, including without limitation the following:

- formulating and implementing Church policy;
- establishing staff personnel policies and approving staff salaries and other benefits;
- approving the Church's annual budget;
- maintaining Church properties and equipment;
- reviewing periodically all Church functions;
- promoting coordination of Church activities;
- short and long-range planning, including financial planning;
- promoting communication throughout the Church;
- addressing concerns expressed by any member regarding any activity associated with the Church; and
- disclosing fully and promptly its activities at any meeting of the Membership.

B. Membership. The Council shall consist of six (6) members at large, chosen by ballot at Annual Meeting, the Moderator, the Clerk, the Historian, the Treasurer, a Trustee designated by the Trustees, two (2) Deacons designated by the Deacons, and the Chairs or their designees from the Standing Committees. The members of the Council elected at large shall each hold office for staggered three (3) year terms. After serving two consecutive full three-year terms the members will be ineligible for election to the Council at large until one full year has passed. The Ministers shall serve as non-voting members of the Council.

C. Powers and Duties. Except as otherwise provided for by these By-laws, the Church Council shall have the following powers to be exercised in furthering the purposes of the Church:

- to make all contracts and agreements on behalf of the Church, excluding promissory
- notes or contracts to borrow money or guarantee the debts of others;
- to retain, employ, and remove staff, except for the Ministers and except as is otherwise provided for in these By-laws;

- to accept and administer gifts, contributions, or grants from any source;
- to buy, sell, lease as lessor or lessee, mortgage, encumber, exchange, or otherwise
- deal with real or personal property, or any interest therein, of the Church held by Church Council; excluding Heritage property, provided, however, that such action is not inconsistent with restrictions on the property, and that the action is approved either by the Trustees or by an affirmative vote of two-thirds of the full members in attendance at a meeting of the Membership called for that purpose;
- to create or change permanent and temporary committees and to establish or amend rules and procedures for such committees;
- to elect members of the Standing Committees, except the Leadership Committee;
- to elect delegates to the Metropolitan Boston Association and Massachusetts Conference, United Church of Christ;
- to fill vacancies on the Leadership Committee, Council, Deacons, and Trustees and any unexpired term of any officer or Standing Committee Chair, until the next Annual Meeting, at which time such unexpired term shall be filled by a ballot of the Church Membership;
- to approve or amend all Finance Committee budgets submitted to it and by a two-thirds vote to make special or supplementary appropriations; and
- to direct by a two-thirds vote that any funds in the care and custody of the Trustees be applied in such manner as the Council may specify, provided, however, that such vote shall require that the Trustees concur, that the proposed application fully complies with any restrictions on the funds in question, that tangible property is excluded, and that such directions in one year in aggregate affect no more than five (5%) percent of the total value of funds held by the Trustees.

ARTICLE VI BOARD OF MINISTERS AND DEACONS

A. Purpose. The Board of Ministers and Deacons shall promote the general religious life of the Church and the spiritual growth of all who participate in our faith community. The Deacons shall counsel with the Ministers regarding the policies and practices of worship, membership, pastoral care, and other aspects of the religious life of the Church, and shall share in a ministry of healing and service.

B. Membership. The Board of Deacons shall consist of at least twelve full members, having an equal number of male-identified and female identified Members (or as nearly equal numbers as possible if one or more Deacons is neither male-identified nor female-identified or there is an odd number of Deacons), including representatives from each of the different weekly worship services, chosen at the Annual Meeting for staggered three (3) year terms. The total number shall be determined by the Leadership Committee in consultation with the current Deacons. Deacons shall be eligible to serve a second, consecutive term. After serving two consecutive full three-year terms, a Deacon shall be ineligible for reelection until at least one year has passed, but may be called upon from time to time to assist in the preparation and administration of the

sacraments The Ministers shall serve as non-voting members of the Deacons. The Board of Deacons shall elect a Senior Deacon and other officers from among the elected Deacons, and may create such committees, including committees selected from the Membership, as they deem necessary to carry out their duties.

C. Duties and Powers. To further their purpose, and not in limitation of their actions, the Deacons shall have the following duties and powers:

- to assist the Ministers in the preparation and administration of the sacraments of Baptism and Holy Communion;
- to provide for the maintenance and replacement of the communion silver and paraments;
- to provide for the floral decorations at services of worship;
- to provide for ushering at public worship services;
- to provide in their discretion for hospitality before and after worship services;
- to work with the Membership Committee to invite visitors and friends into membership, to assist in their orientation, and to encourage their continuing participation in the life of the Church;
- to act on recommended candidates for membership who meet the qualifications as stated in Article III;
- to review annually the roll of members, removing members as provided in Article III E;
- to receive candidates for ordination In Care and to authorize persons to administer the sacraments of Baptism and Holy Communion, when appropriate;
- to assist the Ministers and any Pastoral Worker(s) in realizing the mutual responsibility and care members of the congregation bear for one another;
- to provide in their discretion appropriate monetary assistance and counseling services to those in need within the Church community; and
- to hold and administer the Ministers and Deacons' Fund for the purposes of the Church, subject to any legal restrictions on the Fund.

ARTICLE VII BOARD OF TRUSTEES

A. Purpose. The Trustees shall hold and administer all of the real property of the Church and all of the endowment funds (excepting those funds held by the Deacons, referred to in Article VI), and shall oversee the safeguarding of the Church's collectibles and heritage assets. The Trustees shall through prudent action provide continuing financial support for the Church and its outreach.

B. Membership. The Board of Trustees shall consist of at least six (6) full members of the Church chosen by ballot at Annual Meeting, together with the Treasurer of the Church, as an ex-officio voting member, and the Senior Minister, as a non-voting member. The total number shall be determined by the Leadership Committee in consultation with the current Trustees.

Trustees shall be elected for staggered three (3) year terms. After serving two consecutive full three-year terms, a Trustee will be ineligible for reelection until at least one year has passed. The Trustees shall elect one of its members to serve as Chair and may elect other officers.

C. Duties and Powers. To further their purpose, and not in limitation of their actions, the Trustees shall have the following duties and powers:

- to distribute on a regular basis funds to the Treasurer of the Church based on a percentage of the endowment, determined in their discretion, which balances current Church income needs with the preservation and growth of the endowment over meaningful investment cycles;
- to establish reserve accounts from the endowment funds, the income and principal of which would be accumulated and expended in the discretion of the Trustees for the reconstruction, maintenance, and renovation of the Church's real property and fixtures;
- to invest the endowment funds, and establish policies which in the Trustees' discretion consider appreciation, income, preservation of capital, and social responsibility;
- to make specific investments with the approval of the Church Council which further the religious or charitable purposes of the Church, regardless of investment quality, provided such investments do not exceed in aggregate ten (10%) percent of the principal of the endowment funds;
- to render at Annual Meeting a financial report, conforming to accepted fiduciary accounting;
- to hold and administer any funds that any church-related group votes to transfer to their custody, and the Trustees shall, if requested by the group, segregate such funds and shall disburse such funds as the group determines;
- to distribute the principal of the endowment funds to the Treasurer of the Church without restoring the principal expended, provided that the aggregate amount expended in any one year shall not exceed 10% of the endowment funds' year-end value, averaged over the prior three fiscal years;
- to employ and remove such persons and agents as they in their sole discretion may deem necessary for furthering their purposes;
- to accept and administer gifts, contributions, or grants from any source and determine in their discretion whether they shall be added to the endowment funds or used to pay the current operating expenses of the Church, except as otherwise directed by the Donor;
- to borrow money, and to guarantee or assume the debts of others. The sum of such borrowings, guaranties, and assumed debts shall not exceed in the aggregate ten percent of the endowment funds, excluding obligations incurred for the reconstruction, maintenance, and renovation of the Church's realty;
- to participate in fundraising and capital gift campaigns in consultation with the Church Council, and to establish, engage, or assist others to raise funds for the Church; and

- to buy, sell, lease as lessor or lessee, mortgage, encumber, exchange, or otherwise sell or deal in or with real or personal property, or any interest therein, or property held by them, provided, however, that the sale, purchase, encumbrance of any real property of the Church, or of substantially all of the personal property held by them, shall require an affirmative vote of two-thirds of the Church Membership in attendance at a meeting called for that purpose.

ARTICLE VIII STANDING COMMITTEES

General Provisions

1. The Ministers and the principal staff members employed specifically to assist a Standing Committee in its function shall serve as non-voting members of each Standing Committee.
2. Each Standing Committee shall render a proposed budget of its projected expenses when requested by the Chair of the Finance Committee, a report to the Membership at Annual Meeting, and reports to the Council, when the Council requests.
3. The Chairs of the Church Standing Committees shall be full Members of the Church and hold office for a three (3) year term. After serving two consecutive full three-year terms the Chair will be ineligible for election as Chair of said Standing Committee until one full year has passed. Prior membership on a Standing Committee does not affect the length of a term of the Chair of said Standing Committee.
4. Every effort shall be made to assure that board and committee membership represents the demographic diversity of Old South Church including race, ethnicity, class, age, gender, marital status, physical or mental ability, sexual orientation, gender identity, and gender expression, as well as length of church membership.

A. Christian Formation Committee

Purpose and Duties. The Christian Formation Committee shall provide programs, which promote the growth of persons into the life and mission of Christian faith, helping them to develop a personal relationship with God, compassion and understanding for God's people everywhere, and the will and strength to do God's work at home, in the Church, in the community, and in the world. Through its agents, it shall oversee the Church School, the Preschool, and any other programs for persons under age 18 offered by the Church. It shall establish, sponsor, and promote adult religious education and teacher training programs. It shall work with the Music Committee in the development of the ministry of music. It may, with the approval of the Church Council and the Senior Minister, engage a Director of Christian Education and other personnel. It shall maintain the Church Library.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, and five (5) or more persons elected by the Council for staggered, three (3) year terms. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

B. The Christian Service & Outreach Committee

Purpose and Duties. The Christian Service & Outreach Committee shall promote and support the Christian Mission of the Church. It shall review and evaluate outreach opportunities and make recommendations regarding these to the Membership and Council. Subject to such rules and limitations as may be established by either, such opportunities may include volunteer service, the writing of letters, attending legislative hearings, asserting moral positions on political issues, disseminating information of social and Christian significance, and collecting signatures on petitions. It shall recommend programs, including fund drives, to the Church Council for accomplishing the purposes of the committee on the local, national, and international levels. It shall recommend to the Church Council channels and specific expenditures for the benevolent giving of the Church.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, and five (5) or more persons elected by the Council for staggered three (3) year terms. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

C. The Operations Committee

Purpose and Duties. The Operations Committee shall oversee the maintenance and operation of all Church real estate used in ministry and, in consultation with the Senior Minister and with the approval of the Church Council, shall provide for the hiring and supervision of the Church's administrative, sexton, clerical, and other non-programmatic staff. It shall provide for the maintenance of all furnishings and equipment of the Church, excluding those items in the care of the Deacons, the Historian, or the Music Committee. It shall oversee the use of Church facilities by community or private groups.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, and five or more persons elected for a three (3) year term by the Council. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

Trustee Liaison: A member of the Board of Trustees will be appointed as liaison to the Operations Committee. While not an official member of the Committee this Trustee shall be copied on all Operations minutes and correspondence and would be the designated person for all interaction between Operations and Trustees.

D. The Music Committee

Purpose and Duties. The Music Committee shall implement and develop the ministry of music in the Church, in close coordination with the Christian Formation Committee and the Deacons. It may, in consultation with the Deacons, the Senior Minister, and with the approval of the Church Council, engage minister(s) of music, music director(s), and other personnel. It shall be responsible for the control and normal maintenance of all musical instruments in the Church, the choir robes, and the music library. It may, with the approval of the Church Council, add, repair, or replace musical instruments in the Church.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, two (2) Deacons, one person elected by the Christian Formation Committee, and three (3) or more persons elected by the Council for staggered three (3) year terms. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed. The Minister of Music serves on the Music Committee as the Committee's primary staff liaison and as a non-voting member.

E. The Communications Committee

Purpose and Duties. The Communications Committee, in consultation with the Ministers and Staff, shall review, initiate and oversee all modes of communication, both internal and external, employed by the Church in order to inform the Church and the public of the activities and services provided by the Church. Except for the weekly Church bulletin, which shall be the responsibility of the Ministers, it shall be responsible for the editing, printing, broadcasting, and distribution, by traditional and electronic means, of all periodic communications emanating from the Church. With the staff, it shall coordinate and provide assistance as needed for all news releases emanating from the Church. It shall disseminate information on the Church's objectives and programs to the parish and community.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, and five (5) or more persons elected by the Council for staggered three (3) year terms. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

F. The Leadership Committee

Purpose and Duties. The Leadership Committee shall serve as the nominating committee for all offices to be filled by a vote of the Membership or of the Church Council. Its nominees for election at Annual Meeting shall be posted in a highly visible location within the church building at least twenty-one (21) days prior to Annual Meeting. Additional nominations may be made from the floor at Annual Meeting or in

Church Council. The Leadership Committee shall promote by all available means the use of human resources within the Church. It shall continually solicit from throughout the Church names of persons to be actively recruited into the work of the church. It shall maintain records of the particular interests and skills of members, and such information as may be useful to the Church. It shall, in consultation with staff and other committees, continuously consider organization changes and By-law amendments. The members of the Committee will attempt to fill boards and committees with persons who represent the demographic diversity of Old South Church including race, ethnicity, class, age, gender, marital status, physical or mental ability, sexual orientation, gender identity, and gender expression, and length of church membership. The Leadership Committee shall provide orientation in Christian leadership for those who serve on and lead boards and committees. The purpose of such orientation is to continue to cultivate among our leaders a culture by which our work is bathed in prayer and informed by Christian reflection (biblical, theological, ethical and spiritual).

Membership. The Committee shall consist of two Deacons elected annually by the Deacons for one (1) year terms, one Trustee elected annually by the Trustees for a one (1) year term, three full members elected at Annual meeting for staggered three (3) year terms, and a Chair, elected at Annual Meeting. After serving two consecutive full three-year terms members shall be ineligible for reelection to the Committee until one full year has passed. After serving three consecutive years as a member of the Committee, Deacon and Trustee representative shall be ineligible for election to the Committee until one full year has passed.

G. The Finance Committee

Purpose and Duties. The Finance Committee shall annually, after such consultation within the Church as may be appropriate, submit interim and annual budgets to the Church Council for approval.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, and at least five (5) or more persons elected by the Church Council for staggered three (3) year terms. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

H. The Stewardship Committee

Purpose and Duties. The Stewardship Committee shall be responsible for both annual fundraising and long-term development issues. It shall conduct fundraising drives to support the budget and shall develop programs of capital and planned giving for the long-term financial development of the Church. As authorized by the Church Council, it may coordinate or conduct fundraising drives for specific purposes.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting and five (5) or more persons elected by the Council for staggered three (3) year terms. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

I. Membership Committee

Purpose and Duties. The Membership Committee shall promote the retention of current members, help those who have an interest or potential interest in the Church to come to a decision to join, and to reach out to those as yet unidentified who might find the Church to be a spiritual home.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, five (5) or more persons elected by the Council for staggered three (3) year terms, and a representative from the Board of Ministers and Deacons. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

J. Planned Giving Committee

Purpose and Duties. The Planned Giving Committee shall educate members of our faith community about planned giving to encourage them as stewards to consider supporting the Church for the future as well as the present.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, a representative of the Board of Trustees, a representative from the Christian Stewardship Committee and five (5) or more persons elected by the Council for staggered three (3) year terms. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

K. The Religion & Arts Committee

Purpose and Duties. The Religion & Arts Committee shall foster religious understanding by providing program opportunities in the creative arts and shall stimulate individuals in the development of their artistic skills.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, and five (5) or more persons elected by the Council for staggered three (3) year terms. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

L. The Robert & Coley Elder Columbarium Committee

Purpose and Duties. A columbarium is a group of niches that hold the cremated remains of the departed. A columbarium provides a pastoral, theologically correct, and ecologically sound means to honor our beloved dead and to hold them close. It also provides a private place for family and friends to visit, pray, and remember. Located in the Children’s Chapel, the Robert & Coley Elder Columbarium is named in memory of two beloved saints of this church, whose family foundation is its generous benefactor. The Committee shall have the authority to approve applications for inurnment, determine proceeds from the sales of niches, and authorize disbursements or expenditures on behalf of the Columbarium. The committee shall generally oversee the administration, operation, and maintenance of the Columbarium and shall maintain all records and documentation relating to the Columbarium, the sale of niches, and all inurnments in the Columbarium.

Membership. The Committee shall consist of a Chair, elected at Annual Meeting, and five (5) or more persons elected for a staggered, three (3) year term by the Council. After serving two consecutive full three-year terms the members shall be ineligible for election to the Committee until one full year has passed.

M. The (G)RACE SPEAKS Committee

Purpose and Duties. Affirming the God-given dignity of every human person, (G)RACE SPEAKS shall promote sacred conversations about matters of race within the life of Old South Church. (G)RACE SPEAKS shall foster diversity awareness throughout the church with the goal of becoming proficient at protecting the dignity of self and others. Reliance on the Seven Gifts of the Spirit—Wisdom, Understanding, Counsel, Knowledge, Fortitude, Piety and Wonder—grounds (G)RACE SPEAKS in biblical and theological language and thought. This is a Christian undertaking.

Membership. The (G)RACE SPEAKS Committee shall consist of a Chair, elected at the Annual Meeting, one (1) Deacon, and five (5) or more persons elected by the Council for staggered, three (3) year terms. At least half of the members of the Committee will be persons of color. After serving two consecutive full three-year terms members shall be ineligible for election to the (G)RACE SPEAKS Committee until one full year has passed.

ARTICLE IX MEETINGS

A. Regular Meetings. The Annual Meeting of the Church Membership shall be held at a time and place designated by the Council. Meetings of the Council, Deacons, and Trustees shall be held at least quarterly at the time and place designated by the Chair of each such group. Insofar as practicable, all meetings of the Trustees, the Deacons, the Council, and Standing Committees shall be open to any member or associate member of the Church.

B. Special Meetings. Special meetings of the Membership may be called by the Moderator, or by one-third of the members of the Council, or upon written application of fifteen Church members. Special meetings of the Council may be called by the Moderator or upon written application of three or more members of the Council. Special meetings of any Board or Committee may be called by its Chair or upon the written application of two members of the Board or Committee.

C. Notice of Meetings.

- 1. Membership.** A notice of every meeting of the Membership stating the place, day, hour, and the purpose for which the meeting is called shall be given by the Clerk or other person calling the meeting to each Member by publication in the bulletin, or any other publication or electronic communication circulated among the Members, and by posting it in a highly visible location within the church building at least ten (10) days before the meeting.
- 2. Council, Deacons, and Trustees.** Notice of all regular or special meetings of the Council, Deacons, and Trustees may be given orally, by telephone, by electronic communication or in writing; and notice given in time to enable the members to attend, or in any case, notice sent electronically or by postal mail to the member's residence at least three days before the meeting, shall be sufficient.

D. Quorum Requirements. At all meetings of the Church Membership, fifty (50) of the members of the Church entitled to vote shall constitute a quorum. At all meetings of the Council or Deacons, one-third of the members entitled to vote shall constitute a quorum. At all meetings of the Trustees, four members entitled to vote shall constitute a quorum.

E. Proxies. Vote by proxy shall not be permitted at meetings of the Church Membership.

F. Robert's Rules. All meetings of the Membership, the Council, the Deacons, and the Trustees shall be governed by the then current edition of Robert's Rules of Order, insofar as the Rules are not in conflict either with these By-laws or with any special parliamentary rules adopted by the above groups.

ARTICLE X MISCELLANEOUS PROVISIONS

A. Fiscal Year. Unless otherwise determined by the Council from time to time, the fiscal year of the Church shall be the period ending December 31 of each year.

B. Seal. The corporate seal of this Church shall consist of two concentric circles. The words "Old South Church in Boston" being inscribed between the two circles and the words "Organized in 1669 Incorporated 1940" within the inner circle.

C. Execution of Instruments. Negotiable paper shall be signed, endorsed or accepted by the Treasurer, or by any other person authorized by the Council, and shall be countersigned if and as the Council determines. The Council or Trustees may designate the person or persons who shall execute on behalf of the Church contracts, deeds, and other written instruments.

Policies and Procedures Manual. The Church shall adopt a Policies and Procedures Manual ("Manual") by a two-thirds vote of the Church Council.

1. The Manual shall contain standard operating procedures for the Church and Employment policies.
2. This Manual may be amended from time to time by a two-thirds vote of those in attendance at a meeting of the Church Council, provided that the text of the amendment was introduced without necessity of approval at the preceding meeting of the Church Council.

ARTICLE XI AMENDMENTS

These By-laws may be altered, amended, or repealed by a vote of not less than two-thirds of those full Members in attendance at a meeting of the Membership called for that purpose, provided: 1) that the text of the proposed amendment shall be stated in a notice, mailed or delivered physically or electronically to each Member of the Church at least ten (10) days prior to the meeting, and 2) that the text of the proposed amendment be introduced without necessity of approval at a meeting of the Church Council held no less than thirty (30) days prior to the vote of the Church Membership.

ARTICLE XII TRANSITIONAL PROVISIONS

A. The Leadership Committee in consultation with the members of the Standing Committees, Chairs of the Standing Committees, Deacons and Trustees will, upon the adoption of these by-laws, classify the above members of Boards, Committees and Council into newly designated terms of service which will allow for the staggering of the terms pursuant to the provisions of these by-laws. Where possible, this reclassification will take into account the current end of the term a Member is already fulfilling.

B. These by-laws shall become effective and their provisions operational immediately following an affirmative vote by the Membership at either an Annual meeting or a meeting of the Membership called for that purpose.