Corporate Bylaws
of the
Boston Church of Christ

A Massachusetts Nonprofit Corporation
As of December 7th, 2015
Proposed Changes as of December 7th, 2026

Section I
NAME, PURPOSE, PRINCIPAL OFFICE, FISCAL YEAR, AND THE CORPORATE SEAL

1.1 **Name.** The name of this Corporation shall be the Boston Church of Christ (hereafter "the Church").

1.2 **Purposes.** The Church is organized exclusively for (and at all times will be operated exclusively for) religious, charitable, or educational purposes as may qualify it as exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law). More specifically, such purposes include, but are not limited to:

- promoting, encouraging or fostering by all proper and legitimate means the dissemination of religious and moral teaching and instruction for the support of public worship, such means to include, but not to be limited to engaging the services of men and women to carry out the ministry of Jesus Christ.

- participating in any and all other related activities permitted under the Massachusetts Non-profit Corporation Act.

The property of the Church is irrevocably dedicated to religious purposes, as set forth above. No part of the net earnings or assets of the Church shall ever inure to the benefit of, or be distributable to its directors, trustees, officers, members, or any individual, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, or to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Church shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code; and the Church shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. It is intended that the Church shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent or representative of the Church shall take any action or carry on any activity by or on behalf of the Church not permitted to be taken or carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of

1986 as amended (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue law).

1.3 Principal Office. The principal office of the Church in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization and may be changed by the directors of the Church (hereafter "the Board of Directors"). The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Church is qualified to conduct its activities.

1.4 Fiscal Year. The fiscal year of the Church shall be determined by the Board of Directors.

1.5 Corporate Seal. The Board of Directors may adopt and alter the corporate seal.

Section II
MEMBERS

2.1 Powers. Subject to the provisions and limitations of Chapter 180 of the Massachusetts General Laws and any other applicable laws, the members of the Church shall have the following rights: 1) to elect directors, 2) to remove directors, 3) to amend these Bylaws, 4) to amend the Articles of Organization, 5) to elect to merge the Church with another Church or nonprofit corporation, and 6) to decide any other action the Board of Directors and Elders determine should be decided by a vote of the members.

2.2 Qualifications. Membership of the Church shall be comprised of all persons who are members of the local congregation of the Church of Christ which is commonly known as the Boston Church of Christ. Membership of the Boston Church of Christ shall be those who follow the teachings of Christ, have been baptized into Christ, and have been recognized as members by the Church's Elders and Evangelists.

2.3 Transfer of Membership. Membership of the Church is not transferable or assignable.

2.4 Place of Meeting. Meetings of members shall be held at any place within the Commonwealth of Massachusetts designated by the Board of Directors.

2.5 Annual Meetings. An annual meeting of members shall be held for the purpose of transacting any business which may properly come before such meeting. The meeting shall be held at such time and place as the board may determine and shall be subject to Section 2.7 of these Bylaws.

2.6 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors. Special meetings of the members may be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer,

upon written application of members representing at least ten percent (10%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

2.7 Notice Requirements. Whenever members are required or permitted to take any action at a meeting, reasonable notice stating the place, day, and hour of the meeting and, in cases of a special meeting, the purpose or purposes for which the meeting is called, shall be given to the members not less than ten (10) days before the meeting. Reasonable notice shall include written or oral announcements at various meetings or services throughout the congregation. The attendance of a member at any meeting without protesting the lack of notice at the beginning of such meeting shall constitute a waiver of such notice.

2.8 Quorum. A majority of the members of the Church present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the members. Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present.

2.9 Voting. Each member shall be entitled to cast one vote on each matter submitted to a vote of the members. The act of a majority of the members present in person or by proxy at a meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by law or the Bylaws.

2.10 Proxy Voting. The Board of Directors may allow proxy voting by a method prescribed by the Board of Directors, including, but not limited to, designating a director of the Church to serve as proxy to vote in accordance with the wishes of members as indicated on a proxy statement on any matter properly brought before the members as described in Section 2.1.

2.11 Record Date. The board may fix in advance a reasonable record date for determining the members entitled to notice of, or to vote at any meeting. If no record date is otherwise fixed by the board, the record date for determining the members entitled to vote shall be the date on which the meeting is held.

Section III
BOARD OF DIRECTORS POWERS

3.1 Board of Directors Subject to the Authority of the Church Elders. In accordance with Scripture, the Board of Directors shall be subject to the Church Elders, who hold the sole authority to direct, control, and maintain the Church's ecclesiastical and ministry affairs. Such ecclesiastical and ministry authority shall include, but is not limited to:

- Overseeing, shepherding, and directing the church's ecclesiastical and ministry affairs,
- prescribing the duties of ministry staff,

- establishing church discipline,
- hiring and evaluating the performance of the ministry staff and the church's lead business administrator,
- confirming ministry authority and titles by ordaining, licensing, or commissioning the Church's ministry staff and or members (if appropriate) as ministers of the Gospel, and
- approving the Church's working policies and procedures that involve ministry and ecclesiastical matters.

The Elders alone shall be responsible for setting ministry staff compensation (other than their own if an Elder receives compensation from the Church) consistent with a compensation model approved by the Board of Directors.

The Elders may assign the above and other responsibilities amongst themselves, as well as delegate any of their responsibilities, in accordance with Scripture. Elders shall be removed and Elders shall be selected through a process prescribed by the Elders in accordance with Scripture.

3.2 Board of Directors Powers. Subject to the provisions and limitations of Chapter 180 of the Massachusetts General Laws and any other applicable laws, and subject to any limitations in the Articles of Organization or these Bylaws relating to action requiring approval by the members, and in accordance with Biblical principles, the directors of the Church shall oversee and direct the business and temporal affairs and activities of the Church and make such rules and regulations for these purposes as they deem best. Such authority shall include, but is not limited to the following:

- fulfilling the role of a Board of Directors as required by state and federal law and all state regulatory agencies,
- approving a compensation model for all employees of the Church, setting the compensation of the Elders supported by the Church, approving an annual budget submitted by the Elders, approving the purchase or sale of real estate,
- approving the use of any revenue generated by the sale of real estate to be used in the operations budget,
- developing and approving risk management practices and strategies for the Church,
- developing and approving the Church's working policies and procedures, and
- fulfilling other responsibilities as defined by the Church Elders.

The Board of Directors may delegate certain responsibilities to the Church's staff, deacons, and/or volunteers, as may be appropriate.

3.3 Resolving Disputes among the Board of Directors and Elders. In the event of a dispute between or among the Board of Directors and Elders in a decision that impacts both the business/temporal and ecclesiastical/ministry affairs of the Church, each group shall submit itself to Christian Conciliation as described under Section XI.

3.4 Entering into Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Church by any contract or to pledge its credit for any purposes or to any amount.

3.5 Investment Authority. The Church shall have the right to retain all of or any part of any securities or properties acquired by it and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors provided, however, that no action shall be taken by or on behalf of the Church if such action is a prohibited transaction or would result in the denial of Federal tax exemption to the Church under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or any successor provision or provisions thereto.

3.6 Conflicts of Interest. No contract or transaction between the Church and one or more of its directors, officers, Elders, Evangelists, and employees, or between the Church and any other Church, partnership, association, or other organization in which one or more of the Church's directors, officers, Elders, Evangelists, and employees are directors, ~~or~~ officers, Elders, Evangelists, or employees of the second organization, or have a financial or other interest in the second organization, shall be void or voidable solely for this reason, or solely because such director, officer, Elder, Evangelist, or employee is present at or participates in the meeting of the Board of Directors~~,~~ which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, nor shall any director or officer be under any liability to the Church on account of any such contract or transaction if:

- the material facts as to his or her relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

- the contract or transaction is fair as to the Church as of the time it is authorized, approved or ratified, by the Board of Directors or otherwise by the Church.

~~The Board of Directors shall adopt a conflict of interest policy covering the Church's directors, officers, and other Church employees and ministry leadership as may be specified in the policy.~~

All directors, officers, and other Church employees and ministry leadership as specified in the Church's Conflicts of Interest Policy shall be bound by and comply with the Church's Conflicts of Interest Policy. Each such individual shall annually review the Conflicts of Interest Policy and execute a signed disclosure form affirming their compliance with and adherence to the policy at the commencement of each fiscal year or

upon joining the Board of Directors or assuming a covered role, whichever occurs first. Executed disclosure forms shall be retained by the Clerk as part of the Church's corporate records.

3.7 Directors' Compensation and Reimbursement. Directors shall receive no compensation for their services as directors, but may receive reasonable reimbursement for expenses in attending meetings. Nothing in these Bylaws shall be construed to preclude any director from serving the Church in any other capacity and receiving reasonable compensation for such services.

Section IV.
DIRECTOR ELECTIONS AND TERMS

4.1 Number and Qualifications of Directors. The board shall consist of at least seven, but no more than fifteen directors. The qualifications for directors are membership, as described in Section 2.2, recognized business, legal, management, or ministry experience and expertise, and a proven spiritual maturity as recognized by the local congregation. At least two-thirds of the directors shall consist of lay members, not employed by the Church.

If a lay director is hired by the Church and there is no longer a two-thirds lay composition on the Board of Directors, all directors will be allowed to serve on the board until the next election of directors, at which time the Members shall elect appropriate directors to restore the proper lay director composition.

4.2 Nomination and Election of Directors. The Board of Directors shall determine a process for the selection of a panel of qualified nominees to serve on the board and their election at the annual or at a special meeting of the Members.

4.3 Terms of Office. Each director shall hold office for a term of three years ~~and is eligible for reelection for successive terms~~.

A director may be re-elected for one additional consecutive three-year term, for a maximum of six consecutive years of service on the Board of Directors. Upon completing two consecutive terms, a director shall not be eligible for re-election until at least one full year has elapsed since the conclusion of their most recent term of service.

To ensure continuity in board knowledge, experience and leadership, the board shall stagger directors' terms so that not all terms expire in the same year.

A director elected to fill a vacancy pursuant to Section 4.6 shall serve only the remainder of the unexpired term of their predecessor and, for purposes of this Section, such partial term service shall not count as a full term unless the director serves more than half of the original three-year term.

4.4 Resignations. Any director may resign as director at any time upon notice to the board President. Unless otherwise specified in the notice, the resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

4.5 Removal. A director may be removed with or without cause by the vote of a majority of the members at a meeting of the members called expressly for that purpose. A director may also be removed with or without cause at a meeting of the directors called expressly for that purpose, by a vote of two-thirds of the total number of directors. A director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him. In the event a director is suspended, terminated or resigns from membership in the Church, or for any reason ceases to be a member of the Church, that director is automatically removed as a director.

4.6 Vacancies. Any vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office or until the successor director sooner dies, resigns, is removed or becomes disqualified.

Section V
DIRECTORS' MEETINGS

5.1 Annual Meeting. The annual meeting of the Board of Directors shall be held each year immediately after and at the place of the annual meeting of the members at which the board is elected. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. The directors shall elect the officers of the Church as provided in Section 6.2 below at the annual meeting of the directors.

5.2 Regular Meetings. Regular meetings of the directors may be held at such places and at such times as the chairman or the directors may determine.

5.3 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by any two or more directors.

5.4 Place of Meetings. All meetings of the directors shall be held at the principal office of the Church in Massachusetts or at such other place within or without the United States as shall be fixed by the chairman or by the directors.

5.5 Notice of Meetings. Notice of the time and place of each meeting shall be given to each director by mail at least five days or by e-mail or other electronic means at least forty-eight hours before the meeting, addressed to him at his usual or last known business or residence address, or in person or by telephone at least twenty-four hours before the meeting. Notice need not specify the purpose of the meeting unless required by law, the

Articles of Organization, these Bylaws, or unless there is to be considered at the meeting (i) contracts or transactions of the Church with interested persons, or (ii) removal or suspension of an officer or director.

Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting the lack of notice to him before or at the commencement of the meeting.

5.6 Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum, provided that a quorum shall never be fewer than four directors.

In the event the number of directors falls below seven, the remaining directors shall make reasonable efforts to fill any vacancies pursuant to Section 4.6 as promptly as practicable.

5.7 Action by Vote. When a quorum is present at any meeting, the act of a majority of the directors present and voting shall be the act of the Board of Directors, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

5.8 Assent to Action. A director of the Church who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- The director's dissent or abstention is entered in the minutes of the meeting;
- The director files a written dissent or abstention to the action with the secretary of the meeting before the meeting is adjourned; or
- The director forwards a written dissent or abstention by registered mail to the secretary immediately after adjournment of the meeting; such right to dissent or abstain may not be exercised by a director who voted in favor of such action.

5.9 Board Action by Writing or Email. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all ~~the~~ directors then in office consent to the action in writing. ~~and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting. Such consents may be provided by electronic communication, including email.~~ Such written consents, including consents provided by electronic communication such as email, shall be filed with the records of the meetings of the directors and treated for all purposes as a vote at a meeting.

To be effective, all written consents must be received by the Clerk within ten (10) business days of the date the proposed action is first circulated to the directors. The Clerk shall confirm in writing to all directors when all required consents have been received and the action is deemed approved. Any action approved by written consent shall be recorded in the minutes of the next regular meeting of the Board of Directors.

If the Clerk does not receive unanimous written consent within the ten (10) business day window, the Board may make one additional attempt by re-circulating the proposed action to all directors, with a new ten (10) business day window commencing from the date of re-circulation. If unanimous written consent is not received within the second window, the proposed action shall be null and void and must be brought before the full Board at a duly noticed meeting pursuant to Section 5.3 for deliberation and vote.

5.10 Use of Conference Calls. Unless otherwise provided by law or the Articles of Organization, or these Bylaws, members of the Board of Directors may participate in a meeting of the board by means of conference telephone or similar communication equipment, as long as directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

Section VI
CHURCH OFFICERS

6.1 Church Officers. The officers of the Church shall be a President, Treasurer, Secretary (or Clerk) and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed by and determined by the Board of Directors.

6.2 Election of Officers. Officers shall be elected to a one-year term by the Board of Directors at the annual meeting of the directors.

Each officer shall continue to serve until a successor is duly elected and qualified, or until the officer's earlier resignation, removal, or disqualification.

If no election of officers occurs at the annual meeting, the Board of Directors shall call a special meeting for that purpose as soon as practicable thereafter.

6.3 Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the vote of the majority of the directors, whenever in its judgment the board determines that the best interests of the Church would be served thereby.

6.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

6.5 President. The President shall perform all duties prescribed by the Board of Directors and required of the President as required by law. The President may sign, with the Clerk or any other proper officer of the Church authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some

other officer or agent of the Church. In the absence of a Chairman, the President shall preside over all meetings of the Members and Board of Directors.

6.6 Treasurer. The Treasurer shall perform all duties prescribed by the Board of Directors and required of the Treasurer by law. The Treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. The Treasurer may not also serve as the President or Chairman of the Board.

6.7 Clerk. The Clerk (or Secretary) shall keep the minutes of the meetings of the members and the Board of Directors, see that all notices are given in accordance with these Bylaws or as required by law, be custodian of the corporate records, and, perform all other duties prescribed by the Board of Directors and required of the Clerk by law. The Clerk may not also serve as the President or Chairman of the Board.

6.8 Chairman of the Board. The Board of Directors shall elect from among its members a Chairman of the Board, who shall serve as the presiding officer and principal leader of the Board of Directors.

6.8.1 Election and Term. The Chairman shall be elected by a majority vote of the directors then in office at the annual meeting of the Board of Directors and shall serve a one-year term, concurrent with the terms of other officers elected under Section 6.2. The Chairman shall be eligible for re-election for successive terms, provided that no individual shall serve as Chairman for more than [three] consecutive terms without a minimum interval of one year before re-election to the role. The Chairman must at all times be a sitting director; if the Chairman ceases to serve as a director for any reason, the Chairman's role shall simultaneously become vacant.

6.8.2 Powers and Duties. The Chairman shall:

(a) Board Leadership. Preside over all meetings of the Board of Directors and all meetings of the members of the Church. Establish and communicate a vision for the Board's work, develop and maintain an annual agenda of Board priorities, and coordinate with the President and Clerk to schedule regular and special meetings of the Board in accordance with these Bylaws.

(b) Interface with Church Administration. Serve as the primary point of contact and liaison between the Board of Directors and the Church's administrative staff, including the Church's lead business administrator. The Chairman shall ensure that the administrative staff understand and can execute on the priorities and directives of the Board, and shall communicate Board decisions to administrative leadership in a timely manner.

(c) Interface with the Elders. Serve as the primary representative of the Board of Directors in its relationship with the Church Elders. The Chairman shall coordinate regularly with the Elders to ensure alignment between the Board's temporal and business oversight and the Elders' ecclesiastical and ministry authority, consistent with Section 3.1 of these Bylaws, and shall bring matters of shared concern between the Board and the

Elders to the attention of both bodies.

(d) Board Development and Integrity. Oversee the orientation of newly elected directors, support ongoing director development, and ensure the Board operates in accordance with these Bylaws and applicable law. The Chairman may, in coordination with the Board, lead or facilitate the annual self-evaluation of the Board's performance.

(e) External Representation. Represent the Board of Directors in its official capacity in communications with external parties, regulators, and legal counsel, as authorized by the Board, and sign documents on behalf of the Board where such authority has been granted by a vote of the directors.

6.8.3 Vacancy. In the event the Chairman's role becomes vacant due to resignation, removal, death, or disqualification, the Board of Directors shall elect a successor Chairman from among the directors then in office. Any director in good standing may be nominated by any other director, and the successor Chairman shall be elected by majority vote of the directors then in office at a special or regular meeting of the Board called for that purpose, with notice provided in accordance with Section 5.5. The successor Chairman shall serve the remainder of the unexpired term. Pending such election, the President shall assume the responsibilities of the Chairman on an interim basis.

6.8.4 Removal. The Chairman may be removed from the role of Chairman, with or without cause, by a two-thirds vote of the directors then in office at a meeting called expressly for that purpose. Removal as Chairman shall not automatically constitute removal as a director; the former Chairman shall retain their seat on the Board unless separately removed pursuant to Section 4.5.

Section VII
COMMITTEES AND TASK FORCES

7.1 Standing and Special Committees. ~~The board may elect or appoint one or more committees consisting of three or more directors to serve at the pleasure of the board. Committees of the board shall not have members who are not directors. Committees shall be advisory only and shall not be delegated any authority reserved for the board.~~

The Board of Directors may establish one or more committees of the Board, each consisting of three or more directors. Committees shall be of two types:

(a) Standing Committees are permanently established bodies responsible for ongoing oversight of specific areas of the Church's temporal and business affairs. Standing Committees shall include, at minimum, a Finance Committee. The Board may establish additional Standing Committees as it deems necessary. Each Standing Committee shall have a written charter, approved by the Board, defining its scope, responsibilities, and reporting obligations.

(b) Special Committees may be established by the Board for a defined purpose and

duration, dissolving upon completion of their charge or by vote of the Board. All committees shall be advisory to the full Board of Directors. Committees shall research, evaluate, and develop recommendations within their designated areas, which shall be brought to the full Board for deliberation and vote. No committee shall have authority to act on behalf of the full Board of Directors or to bind the Church without an affirmative vote of the Board. Committee members must be directors of the Church.

7.2 Task Forces. ~~The Board of Directors may designate certain persons or groups of persons as task forces or advisory boards. Such persons shall serve in an advising capacity as directed by the directors on specific areas that would support the Church and the work of the Board of Directors. Individuals serving on a task force need not be directors. Task force members shall have no right to notice of or to vote at any meeting of the board, shall not be considered for purposes of establishing a quorum of the board, and shall have no rights or responsibilities of directors.~~ The Board of Directors may designate Task Forces to address specific, time-limited needs of the Church or the Board. Task Forces shall operate similarly to Special Committees and shall bring recommendations to the full Board for deliberation and vote, but may be chaired and staffed by individuals who are not directors, including Church staff, deacons, or members, as the Board deems appropriate. Task Force members who are not directors shall have no right to notice of or to vote at any meeting of the Board, shall not be considered for purposes of establishing a quorum, and shall have no rights or responsibilities of directors. Task Forces shall dissolve upon completion of their charge or by vote of the Board.

7.3 Committee and Task Force Requirements. Unless members of each committee or task force determine otherwise, committee meetings shall be held at such places and at such times as the chairman of such committee shall determine. Minutes of each meeting of any committee or task force of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Chapter VIII
INDEMNIFICATION AND INSURANCE

8.1 Indemnification. Except as otherwise specifically provided below, the Church shall, to the extent legally permissible, and only to the extent that the status of the Church as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify each person who is, or shall have been a director, officer, elder, employee, volunteer or agent of the Church, or who serves at its request as a director, officer, elder, employee, volunteer, or agent of another organization (each such person being herein called a "Person"), against all liabilities and expenses (including judgments, fines, penalties and reasonable attorney's fees and all amounts paid, other than to the Church, in compromise and settlement) imposed upon or incurred by such Person in connection with the defense or disposition of any action, suit or other

proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such Person.

The Church shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Church. Any Person who at the request of the Church serves another organization in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of such other organization shall be deemed not to have acted in such manner with respect to the Church.

The Church shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Church, after notice that indemnification is involved, by (1) a disinterested majority of the Board of Directors or (2) if there are no disinterested directors, by independent legal counsel representing the Church and appointed by a majority of the directors then in office.

As used in this section, the terms "director,""officer," "elder," "employee," "volunteer," or "agent" include their respected heirs, executors, administrators and legal representatives, and an "interested" director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this section shall not be exclusive of or affect any other rights to which any director, officer, elder, employee, volunteer or agent may be entitled under any agreement, statute or otherwise. The Church's obligation to provide indemnification under this Section shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Church or any other person. Nothing contained in this section shall affect any rights to which corporate personnel other than directors or officers may be entitled by contract or otherwise.

8.2 Advancement of Expenses. To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Section 8.1 of these Bylaws in defending any proceeding covered by that Section shall be advanced by the Church before final disposition of the proceeding, on receipt by the Church of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Church for those expenses.

8.3 Insurance. The Church shall have the power to purchase and maintain insurance on behalf of its officers, directors, employees, and members and other such "agents" against any expenses incurred in any proceeding and any liabilities asserted against any officer,

director, employee, member, or agent in such capacity or arising out of the officer's, director's, employee's, member's or agent's status as such, whether or not the Church would have the powers to indemnify him against such expenses or liabilities under the provisions of this section.

Chapter IX
CORPORATE RECORDS

9.1 The Church shall keep correct and complete books and records of account, the Bylaws and Articles of Organization, the names and addresses of members, and the minutes of the Board of Directors meetings at the principal office of the Church or at another place as decided by the Board of Directors.

9.1.1 Responsibility for Records. The Clerk shall serve as the custodian of the Church's corporate records and shall be responsible for maintaining, organizing, and safeguarding all records required by these Bylaws, applicable law, and the Church's Document Retention Policy. In the event of a vacancy in the Clerk position, the President shall assume custodial responsibility for corporate records until a successor Clerk is duly elected or appointed pursuant to Section 6.4.

9.1.2 Document Retention Policy. The Board of Directors shall maintain a Document Retention Policy governing the retention, storage, and destruction of the Church's records. The policy shall, at a minimum, address the following categories of records and their respective retention periods:

(a) Permanent Records: Articles of Organization, Bylaws and all amendments thereto, minutes of all Board of Directors and member meetings, annual financial statements, audit reports, IRS determination letters, tax-exempt status documentation, and real estate records shall be retained permanently.

(b) Long-Term Records: Contracts and legal agreements shall be retained for a minimum of seven (7) years following expiration or termination. Employment records shall be retained for a minimum of seven (7) years following separation. Financial records, including bank statements, ledgers, and receipts, shall be retained for a minimum of seven (7) years.

(c) Short-Term Records: General correspondence and administrative records shall be retained for a minimum of three (3) years, or longer if required by applicable law or regulation.

The Document Retention Policy shall also include provisions for the suspension of record destruction in the event of a pending or reasonably anticipated audit, investigation, or legal proceeding, commonly referred to as a litigation hold. No records subject to a litigation hold shall be destroyed until the hold is lifted by the Board of Directors or legal counsel.

9.1.3 Electronic Records. Electronic records, including emails, digital documents, and electronically stored files, shall be treated equivalently to paper records for all purposes under these Bylaws and the Document Retention Policy, provided that such records are stored in a secure, organized, and retrievable format. The Board of Directors shall ensure that appropriate data security measures are in place to protect the Church's electronic records from unauthorized access, loss, or destruction.

9.1.4 Inspection Rights. All books and records of the Church may be inspected by any director at any reasonable time for any proper purpose reasonably related to a person's interests as a director. These Bylaws, the Articles of Organization, and the record of each member's name and address may be inspected by any member at any reasonable time for any proper purpose reasonably related to a person's interests as a member.

Section X
AMENDMENTS

10.1 These Bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting, the notice of which contains a statement of the proposed alterations or amendments.

Section XI
OTHER PROVISIONS

11.1 Christian Conciliation. Scripture commands all Christians to make every effort to live at peace and to resolve disputes with other Christians in private or within the Church (see Matthew 18:15-20, I Corinthians 6:1-8). Thus, all Church directors, officers, Church employees, Elders, Evangelists, and other ministry leaders (hereafter in this paragraph "Church Parties" or individually, "Church Party") agree to bring any dispute between any Church Party related to Church governance and property ownership, including matters related to or arising from these Bylaws, to the attention of the Church Elders, in order to be resolved. Any such claim and/or dispute that Church Parties are unable to resolve among themselves shall be settled by Christian mediation and, if necessary, legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation or another similar Christian conciliation process and procedure agreed to by the Church Parties. Church Parties agree that any arbitration award may be entered in any court having jurisdiction over the subject matter and over the parties, and both expressly waive their right to file a lawsuit or claim against one another for such disputes, except to enforce an arbitration decision. Church Parties agree that if any Church Party breaches the terms of this section, the Church Party in breach will be liable for all legal fees and costs incurred by any other Church Party as a result of such breach, to the extent permitted under applicable federal and state laws and regulations.

11.2 Marriage. The Church believes that God has established marriage as a lifelong, exclusive relationship between one man and one woman and that all intimate sexual activity outside the marriage relationship, whether heterosexual, homosexual, or otherwise, is immoral and therefore sin (Gen. 2:24-25; Ex. 20:14, 17, 22:19; Lev. 18:22-23, 20:13, 15-16; Matt. 19:4-6, 9; Rom. 1:18-31; I Cor. 6:9-10, 15-20; I Tim. 1:8-11; Jude 7). The Church believes that God created the human race male and female and that all conduct with the intent to adopt a gender other than one's birth gender is immoral and therefore sin (Gen. 1:27; Deut. 22:5).

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Clerk of the Boston Church of Christ**,** a Massachusetts nonprofit Church; that the above Bylaws, consisting of 13 pages, are the Bylaws of this Church as amended by Members of the Church on the ___ day of _____, 2015 and that they have not been amended or modified since that date.

Executed by _____

, Clerk Date