

SOCIETY OF THE FIRST CHURCH IN BOSTON
64 Marlborough Street
Boston, MA 02116

BY-LAWS

As amended on May 10, 2005 at the Annual Meeting
of the Society, which was named prior to this Amendment
the Society of the First and Second Church in Boston

NAME AND PURPOSE

I. The name of this Society shall be the Society of the First Church in Boston (the “Society”), and its principal office shall be located at the First Church in Boston, 64 Marlborough Street, Boston, Massachusetts. Its purpose shall be to provide for liberal Christian worship in The First Church in Boston, in the exercise of the discretion and control permitted to the Society by the Trustees of the First Church in Boston, pursuant to the Deed of Trust from the First Church in Boston to Frederick Lawton and others dated 26th of April, 1922. In the spirit of the First Church in Boston’s ancient covenant, the Society shall endeavor to deepen the fellowship of the congregation, and to increase the service of the Church to its congregation and members and to the community.

All references in the By-laws to the Society shall be to the “Society of The First Church in Boston”, and all references to the “Church” or “The First and Second Church in Boston” shall be to “The First Church in Boston”.

MEMBERSHIP

II. Any regular attendant at the religious services of the First Church in Boston who has manifested an earnest intention to support the Church, shall, upon due request to the Membership Committee and an affirmative vote by said Committee, be invited to sign the Church covenant or record book of the Society, and thereby become a member. Any member may resign and cease to be a member of the Society by delivering his resignation thereof to the Clerk.

The Clerk of the Society shall be authorized from time to time to endeavor to correspond with or contact any member of the Society and in the event that the Clerk receives no response to two or more letters or contacts over a period of not less than twelve months indicating the member’s intention to remain an active member of the Society, then the Clerk shall so report to the Membership Committee, which upon an affirmative vote may in its discretion determine that such member is no longer an active member of the Society entitled to notice of and to vote at any meeting of members of the Society; provided, however, that no such inactive member shall otherwise cease to be a member of the Society without delivering a written resignation thereof to the Clerk. An inactive member may resume status as an active member by notification to the Clerk and the Membership Committee may in its discretion restore any member to the status of an active member entitled to notice of and to vote at any meeting of the members of the Society.

MEETINGS

III. There shall be an annual meeting of the members of the Society for the election of Officers and Members of Committees in accordance with Article XI of these By-laws, and for such other purposes as may be stated in the notice of annual meeting, which annual meeting shall be held at such time in May of each year and at the First Church in Boston or such other place within the City of Boston as shall be designated by the Standing Committee of the Society and called upon seven days' notice, as provided below. Special meetings of the members of the Society (including special meetings in lieu of the annual meeting) may be called by the Standing Committee upon seven days' notice, as provided below.

A written notice of each meeting of members, stating the place within the City of Boston, day and hour thereof and the purposes for which the meeting is called, shall be given by the Clerk at least seven days before the meeting to each member entitled to notice of and to vote at such meeting by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid and addressed to such member at his address as it appears upon the records of the Society. In case of the death, absence, incapacity or refusal of the Clerk, such notice may be given by the Chairman of the Standing Committee or by a person designated either by the Clerk or by the Standing Committee.

Twenty-five members entitled to notice of and to vote at the meeting shall constitute a quorum. Each member entitled to notice of and to vote at a meeting shall be entitled to one vote. At any meeting at which a quorum is present, a majority of the members entitled to vote thereat shall decide any question, except where a greater vote is required by law or these By-laws. A number less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

STANDING COMMITTEE

IV. There shall be a Standing Committee of twelve members, exclusive of *ex-officio* members, which shall have all the powers of the Society, except as herein otherwise provided, and subject to such directions as may from time to time be given by the members of the Society. The Treasurer of the Society shall be a member *ex-officio* of the Standing Committee.

The Standing Committee shall elect a Chairman of the Standing Committee and may elect a Vice Chairman of the Standing Committee, both of which shall be members of the Standing Committee, and may also elect a Secretary of the Standing Committee, who may but need not be a member of the Standing Committee. The Chairman shall preside at all meetings of the Standing Committee at which he is present and shall be the chief executive officer of the Society and shall have such other powers and duties as the Standing Committee shall designate. The Vice Chairman and the Secretary, if any, shall have such duties and powers as shall be designated by the Chairman or the Standing Committee.

The Standing Committee shall obtain an annual report of property of the Society and acquisitions and dispositions of properties.

The Standing Committee may, at its discretion, appoint other committees which shall be responsible to it.

A regular meeting of the Standing Committee shall be held without call or formal notice immediately after and at the same place as the annual meeting of members (or special meeting in lieu thereof). Regular meetings of the Standing Committee shall be held once a month, unless the Standing Committee shall otherwise provide, and such meetings may be held upon such notice thereof as is provided below for special meetings of the Standing Committee or such meetings may be held without call or formal notice at such places and times as the Standing Committee may by vote determine. Special meetings of the Standing Committee may be held at any time and place when called by the Chairman or the Vice Chairman or three or more members of the Standing Committee, reasonable notice thereof being given (by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by the Chairman or other person designated by the Chairman or persons calling the meeting) to each member of the Standing Committee or upon written waiver of such notice by all members not present at the meeting. Notice by mail at least three days in advance of the meeting addressed to members at their usual or last-known business or residence address shall be sufficient notice. A majority of the members of the Standing Committee then in office shall constitute a quorum for the transaction of business, but a less number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members of the Standing Committee in attendance thereat shall, except where a larger vote is required by law or by these By-laws, decide any question brought before such meeting. Committees appointed by the Standing Committee and the Membership Committee and the Nominating Committee and also the Standing Committee shall adopt such procedures governing their meetings and actions and shall elect or appoint such officers of their Committees as they shall from time to time consider appropriate and as are not inconsistent with these By-laws. At the regular meeting of the Standing Committee following the annual meeting of members (or special meeting in lieu thereof) of the Society, the past Chairman of the Standing Committee (whether or not still a member of the Standing Committee) shall preside until a Chairman of the Standing Committee has been elected or re-elected.

MODERATOR AND CLERK

V. There shall be a Moderator whose duty it shall be to preside at the meetings of members of the Society, and a Clerk who shall keep the records of the Society, shall have the duties and powers set forth herein and commonly incident to his office and such other duties and powers as may be designated from time to time by the Standing Committee. In the absence of the Moderator or the Clerk, a Moderator or Clerk for the meeting shall be elected. The Clerk (or in his absence, a member of the Standing Committee) shall preside prior to the election of a Moderator.

TREASURER

VI. The Treasurer shall, subject to Article VII of these By-laws and subject to the direction and under the supervision of the Standing Committee, have general charge of the financial concerns of the Society and the care and custody of the funds and valuable papers of the Society, except his own bond, if any, and the Treasurer shall have power to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money payable to the Society or its order, to accept drafts on behalf of the Society, and generally to receive and disburse funds of the Society, including funds received from the Trustees pursuant to said Article VII. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the Society. If required by the Standing Committee, the Treasurer shall give bond for the faithful performance of his duty in such form, in such sum, and with such sureties as the Standing Committee shall require.

TRUSTEES

VII. Any funds coming to the Society, except current funds, shall be paid to and held by the individuals who shall be at the time trustees under the deed from the First Church in Boston to Frederick Lawton and others as trustees, dated 26th April, 1922. Such trustees shall be trustees of funds of the Society and shall have authority to receive and receipt for such funds, and fully to represent the Society with reference to the collection and receipt thereof and the investment thereof. They shall hold such funds for the Society upon the terms upon which they may be given, and if consistent with the terms of gift, shall pay out such funds as directed by the Society.

ASSISTANT OFFICERS

VIII. There may be one or more Assistant Clerks who shall assist the Clerk and shall have such of the duties and powers of the Clerk as shall be designated by the Clerk or the Chairman of the Standing Committee or the Standing Committee. There may be one or more Assistant Treasurers who shall assist the Treasurer and shall have such of the duties and powers of the Treasurer as shall be designated by the Treasurer or the Chairman of the Standing Committee or the Standing Committee.

MEMBERSHIP COMMITTEE

IX. There shall be a Membership Committee of six persons. It shall be the duty of the Membership Committee, in accordance with Article II of these By-laws, to consider and approve or disapprove applicants for membership in the Society, to determine that any member of the Society is no longer an active member and entitled to notice of and to vote at any meeting of members of the Society, and to determine that any inactive member shall be restored to the status of an active member. The Membership Committee shall make such reports of its actions to the Clerk and the Standing Committee as are appropriate.

NOMINATING COMMITTEE

X. There shall be a Nominating Committee of six persons. It shall be the duty of the Nominating Committee to make nominations for the members of the Standing Committee, Nominating Committee, Membership Committee and the officers of the Society to be filled at the next annual meeting (or special meeting in lieu thereof). Each member of such three committees shall be nominated for a term of three years (except for persons filling vacancies), and no members shall be eligible for immediate re-election to the same committee. All nominations by the Nominating Committee shall be reported to the Clerk and the Standing Committee and shall also be reported to the members in a notice of the meeting.

ELECTION OF OFFICERS AND MEMBERS OF COMMITTEES: VACANCIES

XI. At each annual meeting of members (or special meeting in lieu thereof) the Society shall elect four members of the Standing Committee to serve for terms of three years; two members of the Membership Committee to serve for terms of three years, two members of the Nominating Committee to serve for terms of three years; a Moderator, the Clerk and the Treasurer, each to hold office for one year; shall fill vacancies in the Standing Committee, the Membership Committee and the Nominating Committee; and may also, but need not, elect one or more Assistant Clerks and Assistant Treasurers, to serve for terms of one year, each of which Assistant Clerks and Treasurers may otherwise be elected by the Standing Committee. All terms of office or membership in committees shall continue until the succeeding officers or members of committees are elected or appointed and qualify. Any person may hold one or more offices.

Vacancies in any office or committees elected by members of the Society may be filled by appointment by the Standing Committee until filled by the Society at an annual or special meeting of members. Vacancies in any office or committee elected by the Standing Committee may be filled by appointment by the Chairman of the Standing Committee, until filled by the Standing Committee at a meeting thereof. Any officer or member of a committee may resign by delivering his resignation to the Clerk or the Standing Committee.

FISCAL YEAR

XII. Unless otherwise provided by the Standing Committee, the fiscal year of the Society shall end on April 30 in each year.

AMENDMENTS TO BY-LAWS

XIII. These By-laws may be amended at any meeting of the members of the Society, by vote of a majority of the active members of the Society present and entitled to notice of and to vote at the meeting, provided due notice of each amendment to be voted upon has been given in the call for the meeting.