

BY-LAWS

South Church in Andover

United Church of Christ
41 Central Street
Andover, Massachusetts 01810

As Adopted January 24, 2001

South Church History

"October 17, 1711 a church was gathered in the South Precinct of Andover." Thirty-five members signed the Covenant of Faith to define our purpose of being as a "Church of Christ." After that time, the population increased so rapidly that three other meeting houses were erected, in 1732, 1788, and 1860, each larger and more modern than its predecessor. In 1956 the "great new addition" was annexed to the present church to provide more space for the church school and other activities. In 2006, another addition was built adding a chapel, classrooms, and space for administrative, music and youth activities.

The Church, founded as the Church in the South Parish of Andover, in 1711, was the daughter church to the North Parish Church (the North Parish is now North Andover). In 1826, the West Parish Church was formed by members of our congregation. Our Church became the South Parish Church, or simply Old South, in 1855 when Andover and North Andover were split. Our church and parish officially merged in 1932 and South Church in Andover was incorporated. This legally separated all Church governing and fiscal responsibilities from the Town of Andover, Massachusetts, and most importantly established our own fiscal and property stewardship. We became a member of the United Church of Christ (est. 1957) in 1961.

In the year 2013, South Church in Andover is thriving. Our adult membership numbers approximately 700. We are an intergenerational church with church school enrollment of approximately 350 children and a very active youth program. Missions, both local and international, have always been a focus for South Church.

Our Mission Statement is: South Church is a Christ-centered fellowship which celebrates the love of God. We seek to learn and grow together in the Holy Spirit, to allow the Scriptures to guide our faith and our daily lives, and to share with others the good news of Jesus Christ in word and deed and substance.

On October 17, 2011 the congregation of the South Church in Andover celebrated its 300th anniversary, moving into the fourth century as "a Church of Christ."

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1 NAME

The name of this church shall be "South Church in Andover" of the United Church of Christ located in Andover, Massachusetts.

2 PURPOSE

The avowed 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 toward mankind; and to strive for righteousness, justice, and peace.

3 POLICY

3.1 This church shall be a part of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and by-laws of the United Church of Christ adopted July 4, 1961 relating to local churches.

3.2 The government of this church is vested in its members, who exercise the right of control in all its affairs, subject, however, to Laws of the Commonwealth of Massachusetts relating to "corporations not for profit or ecclesiastical corporations."

4 FAITH AND COVENANT

4.1 Faith. This church acknowledges as its sole Head, Jesus Christ, the Son of God and the Savior of humankind. It acknowledges as brothers and sisters in Christ all who share in this confession. It looks to the Word of God proclaimed through the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church expressed in the ancient creeds and reaffirmed in the basic insights of the Protestant Reformers. It affirms the responsibility of the Church in each generation to make this faith its own. In accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, it recognizes two Sacraments: Baptism and the Lord's Supper of Holy Communion.

One expression of this faith is:

THE UNITED CHURCH OF CHRIST STATEMENT OF FAITH

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and our God, and to your deeds we testify:

You call the worlds into being, create persons in your own image and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior, you have come to us and shared our common lot, conquering sin and death and reconciling the world to yourself.

You bestow upon us your Holy Spirit, creating and renewing the church of Jesus Christ, binding in covenant faithful people of all ages, tongues and races.

You call us into your Church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in his passion and victory.

You promise to all who trust you forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, your presence in trial and rejoicing, and eternal life in your realm which has no end.

Blessing and honor, glory and power be unto you. Amen.

(Adopted 1959, Oberlin, Ohio, revised 1981)

- 4.2 Covenant. We covenant one with another to seek and respond to the Word and the will of God. We purpose to walk together in the ways of the Lord, made known and to be made known to us. We hold it to be the mission of the Church to witness to the Gospel of Jesus Christ in all the world while worshipping God, and striving for truth, justice, and peace.
- 4.3 As did our predecessors, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the kingdom of God, and we look with faith toward the triumph of righteousness and eternal life.

5 MEMBERSHIP

- 5.1 This church welcomes into its fellowship all those who are seeking to live in accordance with the spirit and teachings of Jesus. We respect the honest conviction of all and seek only to draw into a fellowship of love, of worship and of service those who, in the spirit of Christ, would live to the good of humankind and to the glory of God.
- 5.2 Qualifications. The membership of South Church in Andover shall consist of such persons as accept Jesus Christ to be the Son of God and the Savior of Man. Such persons, after due examination and instruction as to their Christian experience, or if coming from other Christian churches, as to their letters of transfer or their equivalent, and after having been baptized, and recommended by the Board of Deacons, shall enter into the Covenant of the Church, subscribe to its by-laws, and be formally received into its fellowship.
- 5.3 Reception. The reception of members may take place at any service of worship.
- 5.4 Duties. Members are expected to live ever increasingly the Christian life; to attend regularly the services of the church; to recognize the costs and joys of discipleship; to give systematically for its support and its benevolences; to share in its organized work; and to seek diligently the spiritual welfare of their fellow members.
- 5.5 Termination Of Membership
 - 5.5.1 Transfer by Letter. Any member may, on his/her own request, be granted a letter of transfer. .
 - 5.5.2 Dismissal with Certificate. If wishing to join a body not in fellowship with this church, he/she may be dismissed with a certificate of church membership.
 - 5.5.3 Terminate Membership. If because of change of faith or for other reasons not involving unchristian conduct, a member requests in writing to be released from his/her membership obligations, the church shall patiently endeavor to secure his/her continuance in its fellowship, but failing in such effort, the church may grant the request and terminate his/her membership. Such a request shall be approved by the Senior Minister and the Board of Deacons and the Secretary and/or Clerk shall issue the appropriate letter of release.
 - 5.5.4 Transfer to Inactive List. Members whose addresses have been unknown for two years, or who for a like period, in spite of kindly reminders, have not communicated with the church, or contributed to its support, shall be transferred to the Inactive List by the Deacons, and shall not be reported on the active membership roll. Names of members on the Inactive List, after one additional year, may be dropped from the church roll upon vote of the Deacons if not heard from or if after earnest and kind entreaty they are unwilling to renew their allegiance to the church.
 - 5.5.5 Discipline. Should a member continuously disregard his/her covenant duties, the church may terminate his/her membership, but only upon recommendation of the Deacons, after faithful efforts have been made to bring such member to repentance and amendment, and by vote of the church at a meeting subsequent to that wherein such action is proposed. In all cases of discipline, the church shall proceed according to Congregational usage, and in conformity with the law of Christ recorded in Matthew 18: 15 – 17.

- 7.3 All officers, members of official Boards and Standing Committees shall be members of the church, except for the non-confirmed youth members of the Board of Youth Ministries.
- 7.4 Members of all Boards and Committees shall be elected on a rotating basis. If the term of office is for three years, as nearly as possible, one-third of the Board or Committees shall be elected each year.
- 7.5 The term of all elected positions shall commence immediately following their election.
- 7.6 The chair of each Board or Committee holding office at the end of the church year shall convene said board or committee within three weeks following the June congregational meeting for the purpose of organization. Each Board or Committee shall elect from its members a chair, vice-chair, secretary, and such other officers as are deemed necessary. The secretary of each Board or Committee shall file copies of the approved minutes of report of his/her Board or Committee within one month of their approval with the Administrative Assistant/Church Secretary in the church office. These will be kept on file for at least three years. Each Board shall make a written report of its activities to the annual meeting of the church.
- 7.7 The Boards and Committees shall meet at least once each month (except July and August) at whatever time and place they shall by vote determine. They shall adopt standing rules and procedures, a list of any sub-committees and their responsibilities, and procedure for electing officers. Order of business at all church Boards and Committees shall be determined by the presiding officer and conducted according to Robert's Rules of Order. A simple majority shall constitute a quorum for each Board or Committee.
- 7.8 After serving one term a member of a Board or Committee shall not be eligible for reelection to that Board or Committee until the lapse of one year. Youth members of the Board of Youth Ministries may be eligible to be re-elected to that Board for up to three successive one year terms.
- 7.9 Any individual resigning from an elective or appointive office shall notify his/her board or committee chair of his/her resignation, who shall promptly notify the nominating committee of the vacancy.
- 7.10 Vacancies on each Board or Committee shall be filled by appointment of the Church Council from a list of one or more candidates submitted by the Nominating Committee. Such appointments shall be effective until the next June congregational meeting.
- 7.11 Any elective or appointive office may be declared vacated by a majority vote of the Church Council in the event of the failure of the person to fulfill the requirements of the office or failure to submit a resignation.
- 7.12 The Senior Minister and Associate Minister shall be members of the Church Council and shall be advisory members of all other Boards and Standing Committees.

8 MINISTRY

- 8.1 The Senior Minister or Associate Minister shall be called, and/or removed and their initial salaries fixed by a vote of qualified members of the church present and voting at a special church meeting called for that purpose. The members of the ministry shall be called for an indefinite period, ninety days' notice being required to terminate the call by either party. The ministers thus called shall become members of the church. The Senior Minister shall be ordained or eligible for ordination.
- 8.2 The Senior Minister shall have in charge the spiritual welfare and development of the church with the assistance of the Board of Deacons. He/she shall seek to enlist men and women as followers of Christ, preach the Gospel, administer the Sacraments, have under his/her care all services of public worship and administer the activities of the church in cooperation with the

- several Boards and Committees. He/she may delegate specific responsibilities to other ministers with the consent of the Board of Deacons. He/she shall be an advisory member of all Boards and Standing Committees of the church and he/she shall be a member of the Church Council.
- 8.3 The Senior Minister shall supervise the work of the Church Secretary and the Sexton and they shall be accountable to him/her, as well as their respective Boards.
- 8.4 He/she shall see that an accurate record of all weddings and funerals is maintained.
- 8.5 The Associate Minister shall work under the direction of the Senior Minister. He/she shall cooperate with the Senior Minister and the Board of Deacons in promoting the spiritual welfare of the church. He/she shall assist in conducting the services of worship. He/she shall have in special charge the educational program of the church as established by the Board of Christian Education. The Associate Minister shall be an advisory member of all Boards and Standing Committees of the church, and he/she shall be a member of the Church Council.
- 8.6 Vacancies and Call. Upon receipt of notice of a vacancy in the position of Senior Minister and/or Associate Minister by the church, it shall be filled according to the procedure described in 10.1.3.5 of these by-laws.
- 8.7 The Director of Music shall have in special charge the musical program of the church in consultation with the ministers and the Music Committee of the church. The Church Council shall appoint such Director subject to the approval of the Music Committee. He/she shall be a member of the Church Council. He/she shall be an advisory member of the Music Committee.
- 8.8 Director of Christian Education or Associate Minister in charge of Christian Education. Whenever the church shall vote to engage a Director of Christian Education, or Assistant Minister in charge of Christian Education, the Church Council shall appoint such persons subject to the approval of the Board of Christian Education. The Director of Christian Education or Associate Minister in charge of Christian Education shall carry out the plans and program of the Board of Christian Education under the direction and supervision of the Senior Minister. He/she shall be a member of the Church Council. He/she shall be an advisory member of the Board of Christian Education.
- 8.9 Director of Youth Ministries. Whenever the church shall vote to engage a Director of Youth Ministries, or Associate Minister in charge of Youth Ministries, the Church Council shall appoint such persons subject to approval of the Board of Youth Ministries.
- 8.9.1 The Director of Youth Ministries shall be the key person responsible for youth programs for grades 6-12. The Director will provide vision, leadership and programming and shall serve as an advocate for these youth.
- 8.9.2 The Director shall be an advisory member of the Board of Youth Ministries and shall work to facilitate Youth Ministry. He/she shall be part of a shared ministry team and coordinate Youth Programs with the Director of Christian Education when appropriate.
- 8.9.3 The Senior Pastor will be the Supervisor to whom the Director of Youth Ministries is accountable. The Director will work closely with, and be guided by both the Senior Pastor and the Board of Youth Ministries. He/she will attend weekly Pastoral Staff meetings and monthly Church Council meetings.

9 OFFICERS

- 9.1 The Clerk shall annually, upon election, be sworn to the faithful performance of his/her duties. He/she shall give notice of the annual and special meetings of the church legally called under 14.4 of these by-laws and shall keep a complete record of the minutes thereof. He/she shall act as secretary to the Church Council and record the minutes of their meetings. He/she is responsible for the records of their meetings. He/she is responsible for overseeing the following: records of membership; the recording of names of all members, with the date and

manner of their reception and removal; the publication of the names of all who during the previous year, have become members or have ceased to be members and the manner thereof; the recording of all baptisms administered by the church and its ministers; and the signing of letters of transfer and dismissal and reporting them to the Board of Deacons. He/she shall be custodian of the official corporate seal of the church and of the fidelity bonds of the Treasurers of the church and of the Trustees of the Trust Funds.

- 9.2 Superintendent of Church School. A Superintendent and one or more Assistant Superintendents shall be elected at the time of each June congregational meeting. They shall serve from July 1 of that year to June 30 of the subsequent year. A person who has served continuously for three years as Superintendent shall not be eligible for re-election until the lapse of one year. The Superintendent and Assistant Superintendent(s) shall be voting members of the Board of Christian Education. The Superintendent shall be a member of the Church Council.
- 9.3 A Moderator shall be elected annually to serve a term of one year. He/she shall have been a member of an official board within the last three years. He/she shall preside at the annual and special meetings of the church and at monthly meetings of the Church Council. In his/her absence, the chair of the Board of Deacons shall preside. A person who has served continuously for three years as Moderator shall not be eligible for reelection until the lapse of one year.
- 9.4 A Treasurer and from eight to twelve Assistant Treasurers shall be elected annually to serve a term of one year. A person who has served as Treasurer continuously for five years shall not be eligible for re-election until the lapse of one year. The Treasurer shall be responsible to the Board of Trustees and in general shall act as the fiscal agent of that Board. He/she shall be an advisory member of the Board of Trustees and a member of the Church Council.
 - 9.4.1 The Treasurer shall receive all church funds except for those in the custody of the Trustees of the Trust Funds, and shall disburse the funds of the church under authorization of the Board of Trustees in accordance with the church budget; and the Communion Fund under the authorization of the Board of Deacons.
 - 9.4.2 He/she shall keep a full and accurate account between the church and each person contributing to the church operating budget, missions activities, or other funds. He/she shall in cooperation with the Assistant Treasurers and the Board of Trustees check the accuracy of these records by means of periodic statements mailed to each contributor.
 - 9.4.3 He/she shall deposit all receipts in the name of South. Church in Andover in one of the depositories designated by the Board of Trustees.
 - 9.4.4 The Treasurer, Assistant Treasurer(s) and Financial Secretary shall furnish a bond or insurance at church expense for the faithful performance of their duties in such sum as the Board of Trustees shall determine.
 - 9.4.5 The Treasurer shall receive all legacies and special gifts to the church and shall deposit or transmit them to the appropriate custodian as directed by the Board of Trustees. .
 - 9.4.6 He/she shall maintain complete and accurate records of all fiscal transactions and shall furnish monthly reports of receipts and expenditures to the Board of Trustees and the Church Council in accordance with accepted accounting practices. He/she shall render to the annual meeting of the church an account of all receipts and expenditures. The accounts and records of the Treasurer shall be audited annually by the church Auditors prior to the annual meeting.
 - 9.4.7 The Treasurer may appoint a Financial Secretary on such terms, including the signing of checks, as may be approved by the Board of Trustees.
- 9.5 Two Auditors shall be elected annually to serve a term of one year. They shall be experienced in accounting and shall examine annually the books, accounts, vouchers, and other supporting records of the Treasurer, Trustees of the Trust Funds, and all others handling church funds and

shall make or have made such other examinations as the Board of Trustees may require. They shall make the report of their findings to the annual meeting of the church.

- 9.6 Treasurer Pro Tempore. In the event the Treasurer is unable to perform the duties of the office due to a persistent illness, disability or absence, the Board of Trustees by majority vote may determine that the need exists for a Treasurer Pro Tempore to serve during said illness, disability, or absence. Upon such a determination, a Treasurer Pro Tempore shall, at the discretion of the Board of Trustees, either be elected at the June congregational meeting or appointed in the same manner in which vacancies are filled under 7.10. The Treasurer Pro Tempore shall assume all of the rights and duties of the Treasurer as set forth in 9.4. The election or appointment of a Treasurer Pro Tempore shall be effective only until the next June congregational meeting except that if in the opinion of a majority of the Board of Trustees, the Treasurer is able to resume the duties of the office, the Board of Trustees may declare vacant the office of Treasurer Pro Tempore.

- 9.7 Two Church Council Members-at-large shall be elected annually for a term of one year.

10 OFFICIAL BOARDS

10.1 The Church Council

- 10.1.1 The Church Council shall represent the members of the church between June congregational meetings subject to the provisions of these by-laws and shall consist of these members:

- Co-chairs, Board of Deacons
- Chair, Board of Trustees
- Chair, Board of Christian Education
- Chair, Board of World Service
- Chair, Board of Youth Ministries
- Chair, Trustees of Trust Funds
- Chair, Music Committee
- Chair, Stewardship Committee
- Chair, Nominating Committee
- Chair, Fellowship Committee
- Chair, Board of Women's Ministries
- Senior Minister
- Associate Minister
- Director of Christian Education or Associate Minister in charge of Christian Education
- Director of Music
- Director of Youth Ministries or Associate Minister in charge of Youth Ministries
- Treasurer
- Clerk
- Moderator
- Superintendent of Church School
- Two Church Council Members-at-large

- 10.1.2 The Administrative Assistant/Church Secretary shall be an advisory member of Council. Members-at-large must be members of the church with prior experience on a board or committee of a Christian Church. The presiding officer shall be the Moderator, without vote except in case of a tie, and its secretary shall be the Clerk of the church. In the absence of the Moderator the presiding officer shall be in order of listing under 10.1.1. A quorum shall consist of ten voting members. In the case of absence on the part of any board or committee member of the Council at any meeting, that member shall appoint someone from his/her board or committee to represent him/her for that meeting.

10.1.3 Duties of the Church Council.

- 10.1.3.1 The Church Council shall coordinate, review and supervise the activities of the church and oversee its Boards, Committees and organizations in whatever way may be necessary to make the total church program more effective.
- 10.1.3.2 The Church Council shall assign duties not specifically given in these By-laws to any board, committee, officer, organization, or other person of the church.
- 10.1.3.3 The Church Council shall appoint committees to study and report on special matters pertaining to the church, not under the jurisdiction of the official Boards, and create such special committees as it shall deem necessary.
- 10.1.3.4 The Church Council shall serve as the appellate body of the church and adjudicate any differences that may arise among the officers, boards, committees and organizations of the church. Church Council actions shall be considered final and binding unless rescinded by the vote of the church. The Church Council shall also have the sole authority to resolve questions of interpretations of these by-laws and to resolve all matters of a constitutional nature not specifically covered by them.
- 10.1.3.5 The Church Council shall, when a pastoral vacancy occurs, appoint a special Pastoral Supply Committee of nine members, including one each from the Board of Deacons, the Board of Trustees and the Board of Christian Education. The committee shall confer with the proper denominational officers and agencies for instruction in procedures and for information about candidates. The committee, with no more than one dissenting vote, shall recommend a candidate to a meeting of the church for approval.
- 10.1.3.6 The Church Council shall meet monthly, except during July, and also upon the request of any of its members or the written request of any ten members of the church.
Meetings of the Council are open to members of the church.

10.2 The Board Of Deacons (The Diaconate)

- 10.2.1 Duties. The Board of Deacons shall meet monthly for the purpose of inspiration, study and discussion as well as to conduct its regular business.
 - 10.2.1.1 The Board of Deacons together with the ministers shall be concerned with the spiritual life of the church; and they shall advise and assist the ministers in its nurture and well being, including general oversight of all regular and special services of worship.
 - 10.2.1.2 The Board of Deacons shall assist the ministers in the care of the poor, the sick, the sorrowing, the indifferent and the stranger, and by vote of the Board may call upon the church Treasurer for any funds of the Board of Deacons in his/her possession without need for itemization or designation of purpose.
 - 10.2.1.3 The Board of Deacons shall recommend to the church those persons desiring membership and once a year shall review the church roll for the purpose of keeping it active in accordance with section 5. of these by-laws.
 - 10.2.1.4 The Board of Deacons shall be responsible for the church discipline as provided in 5.6.5 of these by-laws.
 - 10.2.1.5 The Board of Deacons shall be responsible for the care and appearance of the Communion table and chancel area.
 - 10.2.1.6 The Board of Deacons shall provide for the Lord's Supper and aid in its administration. The Board of Deacons shall be responsible for the care and preservation of the Communion linen, silver, and brass worship materials. Following the Communion Service the Board of Deacons shall see that all equipment is cleaned and put back in its proper place.
 - 10.2.1.7 The Board of Deacons shall have general oversight of the work of the Flower Committee and the Coordinator of Ushers.
 - 10.2.1.8 The Board of Deacons shall supply the pulpit in the event of absence or temporary vacancy.
 - 10.2.1.9 The Board of Deacons shall be responsible for the use of the sanctuary.
- 10.2.2 Membership. The Board of Deacons shall consist of 18 voting members, each serving for three years, six of the members being elected each year. Insofar as possible, the Board

shall consist of nine men and nine women. The Board shall select co-chairs who shall be members of the Church Council.

10.2.3 The Board of Deacons may form from its membership such committees as Worship, Caring & Calling, Membership, Confirmation, Pastoral Relations and others if needed.

10.2.4 The Board of Deacons shall establish a process for the annual performance review of the Senior Minister, Associate Minister and/or any other persons employed in a similar capacity.

10.3 Board of Trustees

10.3.1 Duties. The Board of Trustees shall have general oversight of the temporal affairs of the church. They shall in general be responsible for the care and management of all church property, both real and personal, including all church funds and investments, and the accounting thereof, except property the care and management of which is vested in the Trustees of the Trust Funds. The chair of the Board of Trustees shall be a member of the Church Council.

10.3.2 Membership. The Board of Trustees shall consist of nine members, three to be elected annually for a term of three years.

10.3.3 For the purpose of coordinating all financial affairs of the church, the Board of Trustees may request monthly or quarterly financial reports from the Treasurer, Trustees of the Trust Funds, and any other group having financial information not already known to the Treasurer.

10.3.4 The Treasurer of the church and the chairs of the Trustees of the Trust Funds and Stewardship Committee shall be non-voting members of the Board of Trustees.

10.3.5 The Board of Trustees shall be responsible for the collection, custody and disbursement of all funds through its fiscal agent, the Treasurer. The Board shall supervise the work of the Treasurer, Assistant Treasurers and Financial Secretary in the purchase or sale of supplies, services and equipment.

10.3.6 The Trustees shall have the authority to employ and dismiss persons employed in the general administration of the physical operation and business affairs of the church. The Trustees shall have no power to call or remove a minister, nor to fix or change the time, nature or order of worship of the church; nor without the consent of an annual or special meeting of the church to incur debts beyond what is necessary for the administration of the temporal affairs of the church, and for the care of the property of the church.

10.3.7 The Board of Trustees shall obtain advice for the church in all legal matters. They shall be responsible for a complete insurance program for the church. They shall be responsible for all tax matters and for the preservation of records and documents relating to the administration of the temporal affairs of the church.

10.3.8 The Board of Trustees shall have the sole authority to buy or sell property in the name of the church (not including property vested in the Trustees of the Trust Funds), except that the purchase or sale of real property must be authorized by vote of the church.

10.3.9 The Board of Trustees shall have general supervision over the raising of funds necessary for the support of the church program. If deemed necessary the Trustees shall be responsible for the preparation, in cooperation with the ministry, officers, Boards, and Committees, of the preliminary annual church budget and its submission to the Council for tentative approval prior to the annual stewardship drive. After the Stewardship Committee has made its report to the Trustees, the Board shall prepare a final budget for presentation to the Church Council and the annual meeting of the church for approval.

10.3.10 The Board of Trustees shall control and administer the Cemetery of the South Church. They shall have the power to sell lots therein now belonging to the church at such prices and with such boundaries and upon such terms as they shall deem wise and to convey the same in the name of the church and in its behalf by instruments under their hands. They

shall keep a full record of all such sales and conveyances. All sales proceeds will be given to the Trustees of the Trust funds for investment. The Board of Trustees shall expend all income from funds held for the perpetual care of lots and any other moneys which may have come into their hands for the Cemetery. They shall maintain at all times an up-to-date lot plan of the Cemetery.

10.3.11 The Board of Trustees shall generally take proper care of the Cemetery and employ all persons necessary therefore and keep books of account showing all sums received and expended by them. They shall issue and regulate permits for interment. All monuments or stones hereafter erected shall be subject to their approval and this shall be stated in all conveyances of lots. They shall file a written report at each annual meeting of their activities for the previous year with regard to their administration of the Cemetery.

10.3.12 The Board of Trustees shall have the authority to transfer funds among the various current expense accounts within the approved budget.

10.3.13 The Trustees shall provide from their membership and from other qualified members of the church such committees as they may deem necessary for the execution of their responsibilities, including:

10.3.13.1 A House Committee to maintain and repair the church plant and grounds including the church parsonage(s). The House Committee shall have the use of the maintenance and repair fund subject to the approval of the Trustees. The committee shall make a monthly report to the Trustees of all funds so expended. The House Committee shall supervise the work of the Sexton. This Committee shall determine the acceptability of any property offered to the church.

10.3.13.2 A Personnel Committee to administer the Board's employment responsibility and to review and recommend adjustments in the compensation of the ministry and the church staff employees annually prior to the preparation of the tentative church budget. It shall be the responsibility of the Personnel Committee to confer with the appropriate Board or Committee in recommending adjustments in the compensation of the ministry.

10.3.13.3 A Cemetery Committee to carry out the Board's responsibilities for the control and administration of the Cemetery of South Church.

10.3.14 In the absence or illness of the Treasurer and/or of a Treasurer Pro Tempore, the chair and one other member of the Board of Trustees may sign checks on behalf of the church.

10.4 The Board Of Christian Education

10.4.1 Duties. The Board of Christian Education shall cooperate with the ministry in the interpretation, promotion, and supervision of the overall Christian education program of the church. They shall determine the philosophy, policy and curriculum of Christian education. They shall work to strengthen the church-home relationship. They shall recruit, train and seek to motivate and inspire teachers and other Christian education workers. They shall recommend and oversee the use of allotted Christian education funds and plan for the needs, physical and spiritual of the Christian education program. They shall be responsible for establishing an adult education course in cooperation with the Senior Minister. The chair of the Board of Christian Education shall be a member of the Church Council.

10.4.2 Membership. The Board of Christian Education shall consist of twelve members, four to be elected annually for a term of three years. In addition, the Superintendent and Assistant Superintendent shall be voting members of the Board of Christian Education.

10.5 The Board Of World Service

10.5.1 Duties. The Board of World Service shall promote the missionary interests of the church; shall study ways and means by which the church may promote community interest, and shall seek to advance the world-wide Kingdom of God. In particular, the Board shall seek to promote the ideals of Christian stewardship and systematic giving for these purposes. It shall be responsible for preparing the annual budget of appropriations for missionary

and benevolent causes and shall direct the distribution of the same. The chair of the Board of World Service shall be a member of the Church Council.

10.5.2 Membership. The Board of World Service shall consist of twelve members, four to be elected annually for a term of three years.

10.5.3 The Board of World Service shall also promote the consideration of social issues in the areas of international, governmental, civic, economic, racial, intercultural, family and school affairs. The Board shall initiate forums, conferences, and special meetings when needed and be responsible for task forces where indicated.

10.6 The Trustees of The Trust Funds

10.6.1 Duties.

10.6.1.1 Property Managed. The Trustees of the Trust Funds shall hold and manage all trust property, whether real or personal, heretofore or hereafter received by the church. Such property shall be comprised of all property described below, all property received by the church on terms in which the donor specifies that the property is to be held in trust, and any property received by the church without limitation which the Board of Trustees may transfer to the Trust Funds to be held for a purpose designated by the Board of Trustees. A portion of the trust property received from a single donor or otherwise held for a single purpose is referred to herein as an "Individual Fund". The chair of the Trustees of the Trust Funds shall be a member of the Church Council.

10.6.1.2 Establishment of Funds. The Cemetery Funds and the General Trust Funds shall be held and managed separate and apart from each other according to the income and investment goals indicated by the purposes each fund serves, whether they are for cemetery, ministry or other purposes. Individual Funds shall be accounted for and disbursed in accordance with the expressed written wishes of the donors to the extent the wishes are known to the Trustees. Each of the Individual Funds shall be assigned to one of the following funds:

10.6.1.2.1 Funds paid in for the perpetual care of cemetery lots or for other purposes connected with the Cemetery of the South Church, otherwise designated as the "Cemetery Funds."

10.6.1.2.2 All other funds entrusted to the Trustees of the Trust Funds by a proper act of the donor, the congregation of South Church, or the Board of Trustees of South Church shall be designated as the "General Trust Funds".

- 10.6.1.3 Standard of Care. All trust funds so held shall be invested and managed according to the terms of the Massachusetts Prudent Investor Act (Massachusetts General Laws Chapter 203C) as in force from time to time. Real or personal property received in any form shall as soon as practicable, be converted into an investment which is consistent with the purposes and goals of the fund to which the property is assigned and with the applicable provisions of the Massachusetts Prudent Investor Act.
- 10.6.1.4 Trustee Powers. The Trustees of the Trust Funds shall have full power to change investments from time to time and in the name and on behalf of the church to sell on such terms as they may deem best any real or personal estate held by the church in trust, to convey title to such real estate or personal property, and to invest and re-invest the proceeds at their discretion, full power being hereby conferred upon the Trustees of the Trust Funds to do any and all acts necessary under such circumstances as may exist.
- 10.6.2 Membership. The Trustees of The Trust Funds shall consist of three Trustees to be elected for a term of six years on a rotating basis so that one Trustee's term expires every two years. No person may serve more than one consecutive term. In case of the retirement of a Trustee through death, resignation, or otherwise, the church shall fill the vacancy at the next June congregational meeting; provided, however, that until the church shall fill the vacancy, the Church Council, with the advice of the Nominating Committee, may make a temporary appointment.
- 10.6.3 Officers.
 - 10.6.3.1 Clerk. The Trustees of the Trust Funds shall elect a Clerk whose responsibilities include preparing and safekeeping the records of the actions of the Trustees. The Clerk shall also make a written report at each annual meeting, stating the condition of each fund.
 - 10.6.3.2 Treasurer. The Trustees of the Trust Funds shall elect a Treasurer whose responsibilities include managing any expenses of the Trustees of the Trust Funds, accounting for the receipts and disbursements (including expenses of management) of the trust funds, and making periodic payments from the funds in accordance with the provisions of the funds.
 - 10.6.3.3 Chair. The Trustees of the Trust Funds shall elect a chair of the Trustees of the Trust Funds, who shall be responsible for managing the actions of the Trustees of the Trust Funds and shall serve as an advisory member of the Board of Trustees.
- 10.6.4 Fidelity Bond. The Trustees shall furnish a fidelity bond in such amount as the Board of Trustees approve and they shall cause such bond to be lodged with the Clerk of the church.
- 10.6.5 Safekeeping of Property.
 - 10.6.5.1 Duty. The Trustees shall be responsible for determining the manner for safekeeping all evidences of property of every kind or description (including without restricting the generality of the foregoing deeds, bank books, bonds and stock certificates) for property held in trust by them.
 - 10.6.5.2 Agent Custodian. The Trustees may appoint an agent to hold all or a portion of the evidences of trust property in custody and/or to collect income or proceeds there from, provided that such appointment is made in compliance with the Massachusetts Prudent Investor Act.
 - 10.6.5.3 Documents. Evidences of property physically in the possession of the Trustees of the Trust Funds shall be copied electronically and stored in a safe place designated by them.
- 10.6.6 Expenses of Administration. The expense of the fidelity bond, and all other expenses incident to the administration of the trust funds in a manner consistent with the Massachusetts Prudent Investor Act shall be charged proportionately to the income from the trust funds; provided, however, that expenses incident to the carrying of any parcel of real estate held in trust shall be deemed a charge against such parcel of real estate and not against the income of the trust funds generally and provided further that such expenses are accounted for in the annual report of the Trustees of the Trust Funds.

10.7 Board of Youth Ministries

- 10.7.1 Duties. The Board of Youth Ministries shall work with the Director of Youth Ministries to facilitate Youth Programs for middle school and high school youth at South Church. Programs will center around fellowship, study, service and worship and seek to involve the youth in the total life of the church. The Board shall work with the Director of Youth Ministries to inspire participation of enthusiastic adult leaders, to recruit and to support them. The Board may set up various committees to assist in carrying out different aspects of Youth Ministry. The Board ensures continuity of the youth program, built on shared responsibility and youth participation and to create a sense of home within the group and the body of the church.
- 10.7.2 Membership. The Board of Youth Ministries shall be composed of a minimum of twelve members: twelve adults, four being elected each year for a term of three years; and all youth interested in serving for at least one year.
- 10.7.3 The chair of the Board of Youth Ministries shall be a member of the Church Council.

10.8 Board of Women's Ministries

10.8.1 Purposes:

- 10.8.1.1 To invite women in intergenerational fellowship
- 10.8.1.2 To foster connections within the church that will provide opportunities for significant relationships and spiritual growth through small groups
- 10.8.1.3 To foster connections that will provide opportunities for service to those in need
- 10.8.1.4 To cultivate a personal sense of responsibility for the church's mission and to encourage the development of leaders
- 10.8.1.5 To be a voice for women's concerns in the church
- 10.8.1.6 To act as a clearinghouse for information for women

10.8.2 Membership includes any woman who subscribes to the purposes of this organization.

10.8.3 The Board of Women's Ministries Committee shall be the organizing group chosen to represent the diversity of women in of South Church. It shall consist of 9 women, 3 being elected at each June congregational meeting for a term of 3 years. The chair shall be a member of the Church Council.

11 STANDING COMMITTEES

11.1 Nominating Committee

- 11.1.1 Duties. The Nominating Committee shall submit nominations for all offices to be filled at the June congregational meeting of the church, unless otherwise provided for in these by-laws. The right to make nominations from the floor shall also be recognized. It shall also make nominations to the Church Council to fill all elective offices in which a vacancy occurs between June congregational meetings.
- 11.1.2 Membership. The Nominating Committee shall consist of six members, two being elected at each June congregational meeting for a term of three years. The chair shall be a member of the Church Council.
- 11.1.3 A list of nominations shall be prepared prior to the June congregational meeting and shall be posted with the Notice and shall appear in the Annual Report.
- 11.1.4 Whenever requested by the Treasurer, the Nominating Committee shall propose candidates for the office of Assistant Treasurer.

11.2 Music Committee

- 11.2.1 Duties. The Music Committee, in cooperation with the Music Director, shall be responsible for the ministry of music of the church, including supervision of choral activities, encouragement of young people in the knowledge and use of church music, vocal and instrumental, and the stimulation of music appreciation through special musical events for the church and community. They shall also be responsible for the proper use and maintenance of all musical instruments, hymnals, choir robes, music library, and

equipment which are church property. This committee shall share with the Board of Trustees the care and maintenance of the church organ. The chair shall be a member of the Church Council.

11.2.2 Membership. The Music Committee shall consist of six members, two being elected at each June congregational meeting for a term of three years

11.3 Coordinator of Ushers

11.3.1 Duties. The Coordinator of Ushers and Assistant Coordinators of Ushers shall have charge of the ushering at all regular and special services of worship, except when the Board of Deacons shall designate otherwise. They shall select, instruct and supervise the ushers in the performance of their duties.

11.3.2 Membership. The Coordinator of Ushers and the Assistant Coordinators of Ushers shall be elected for a term of one year and may succeed themselves.

11.4 Flower Committee

11.4.1 Duties. The Flower Committee shall provide flowers for the regular services of worship. They shall make appropriate calendar announcements and shall cooperate and work in conjunction with the Board of Deacons in the distribution of the flowers to the sick, hospitalized, aged, bereaved, or shut-ins, or as the donor directs.

11.4.2 Membership. The Flower Committee shall consist of seven members, two being elected at each June congregational meeting for a term of three years. The seventh member (Business Manager) will be elected for a term of three years.

11.5 Stewardship Committee

11.5.1 Duties. The Stewardship Committee shall be responsible for: planning, organizing, conducting, and/or coordinating all fund raising activities of the church, including the annual canvass and special fund drives; and education of the church in Christian Stewardship. The chair shall be a member of the Church Council and an advisory member of the Board of Trustees.

11.5.2 Membership. The Stewardship Committee shall consist of twelve members, four being elected at each June congregational meeting for a term of three years.

11.5.3 Solicitation of special funds and other major fund raising activities may be undertaken by other Boards, Committees, or organizations of the church, but the scheduling of these must be approved by the Stewardship Committee.

11.5.4 The Stewardship Committee shall be responsible for the solicitation of pledges from new members during the year.

11.6 Memorial Gifts Committee

11.6.1 Duties. The Memorial Gifts Committee shall be responsible for receiving and acknowledging memorial gifts, maintaining a suitable and artistically appointed book of memorials, and recommending to the Board of Trustees appropriate expenditures of all undesignated memorial gift funds. They are also responsible for arranging the lighting of the steeple each month in memory of a member's loved one.

11.6.2 Membership. The Memorial Gifts Committee shall consist of six members, two being elected at each June congregational meeting for a term of three years.

11.6.3 The Memorial Gifts Committee shall not have jurisdiction over legacies bequeathed for special purposes. Such bequests shall be the responsibility of the Board of Trustees who will turn them over to the Trustees of the Trust Funds according to the intent of the bequest. To provide the most efficient use of gifts and bequests made in the form of cash or equivalent, stocks or bonds, real property, tangible property, or other forms such as remainder trusts, charitable lead trusts, annuities, insurance policies, or other vehicles, the Memorial Gifts committee will work with all donors and the Trustees of the Trust Funds,

as appropriate, to specify the disposition, investment, or use of the gift(s), bequest(s) or other conveyance(s).

11.7 Library Committee

11.7.1 Duties. The Library Committee shall be responsible for organizing, managing, and maintaining materials which are already part of the library's inventory. They shall research the resource needs of the church and, in cooperation with the Assistant Minister, evaluate and purchase new materials to insure the library's continued usefulness to the congregation and staff. They shall seek to motivate the church membership to utilize the library facilities through periodic church-wide publicity.

11.7.2 Membership. The Library Committee shall report to the Board of Christian Education and shall consist of three members, one to be elected annually for a term of three years.

11.8 Fellowship Committee

11.8.1 Duties. The Fellowship Committee shall be responsible for the ministry of social involvement among the members of the church through various functions and activities that are held throughout the year. The committee shall also be responsible for organizing the weekly fellowship hour following the Sunday Service. The chair shall be a member of the Church Council.

11.8.2 Membership. The Fellowship Committee shall consist of nine members, three to be elected annually for a term of two years.

12 Ad Hoc Committees

12.1 Ad hoc committees, task forces or research groups, "Ad Hoc Committees," may be formed which seek: to respond to the needs and responsibilities which God is placing before this church today; to explore and find new and meaningful ways of relating to God and the community; and to establish a continuing program of constructive community involvement.

12.2 Ad Hoc Committees may evolve out of these concerns, serving to stimulate action by groups and committees already existing in the church, or simply to continue existence on the New Testament principle that lay people are the church and that they have their ministries to carry on within the life and work of the church.

12.3 Consistent with Section 10.1.3.3 of these by-laws, the Church Council shall appoint or acknowledge Ad Hoc Committees formed to address needs of the church as described above.

12.4 Ad Hoc Committees will develop a statement of purpose, subject to Council approval, that defines their purpose, operation, funding and duration.

12.5 Reports of Ad Hoc Committees activities and plans will be made to the Church Council as requested.

12.6 All revenues, whether raised by an Ad Hoc Committee or provided from budgeted funds, and all expenditures will be handled in accordance with church financial policies outlined in Sections 10.3 and 9.4 of these by-laws.

12.7 A separate fund account will be maintained by the Treasurer to track any revenues that are to be carried into another fiscal period for committee purposes, as provided in their statement of purpose. The balance of any such fund will be used to meet general church financial needs once an Ad Hoc Committee has completed its purpose and is disbanded.

13 DELEGATES

13.1 Delegates to the Greater Lawrence Council of Churches, the Andover Association, and the Massachusetts State Conference (U.C.C.) shall be nominated by the Nominating Committee in the number advised by the Chair of the Church Council. They shall be elected annually for a term of one year at the June congregational meeting of the church. Delegates may be re-elected

annually for a term of one year. Delegates may be re-elected at the end of their term. The number of delegates to each group shall be determined by the rules and by-laws of said organizations and may be changed without amendment of this by-law. Delegates to each organization shall be appointed by the Chair of the Church Council from among those elected at the June congregational meeting. Expenses of Delegates to above meetings shall be paid by the church.

- 13.2 Delegates representing the church at meetings or conferences with other groups have no power to bind the church to financial obligations nor to any definite course of action, unless such power is expressly granted to them in a prior action of the church or in a subsequent response to a special report or appeal by the Delegates.
- 13.3 Reports shall be made to the Council and to such other Boards as may be appropriate, who shall bring before the church any matters which require its attention.

14 MEETINGS

- 14.1 Religious Meetings shall be at such times and places as the church or Church Council may appoint; but the sacrament of the Lord's Supper shall regularly be celebrated monthly and at other special occasions as designated by the Senior Minister or Board of Deacons. .
- 14.2 The Annual Meeting of the church shall be held on the last Wednesday of January. .
- 14.3 A special congregational meeting shall take place on the first Sunday of June to elect officers, boards and standing committees for the upcoming year.
- 14.4 A special business meeting shall be called whenever the minister, the Church Council, or fifteen active members of the church who are entitled to vote shall file with the Clerk a request therefore. "Every such request shall specify the purposes of the proposed meeting and the time and place at which it is desired that the same be held.
- 14.5 The Clerk shall notify the members of the time and place of every meeting by posting a notice in the narthex of the church at least two weeks prior to the date of the meeting. He/she shall at least one week before the date of such meeting send by mail to each member of the church a notice of the date of the meeting. In the case of a special meeting the notice shall specify the business to be transacted and in addition to being posted shall be read from the pulpit on the Sunday next preceding the date of the meeting.
- 14.6 At special or annual meetings of the Church, fifty voting members shall constitute a quorum for the transaction of business

15 MISCELLANEOUS

- 15.1 Storage of Records. All books and papers of permanent record shall be lodged in the South Church in the custody of the Administrative Assistant/Church Secretary. Financial records shall be maintained and stored as directed by the Church Treasurer and the Trustees of the Trust Funds for their respective records.
- 15.2 Seal. The corporate seal of the South Church in Andover shall consist of a circular flat-face bearing the words "South Church in Andover, Est. 1711. - Inc. under Massachusetts laws 1932", so arranged that it can be embossed on paper by pressure.

16 AMENDMENTS

- 16.1 These by-laws, other than Articles 1 and 2, may be amended by a two-thirds vote of the members present and voting, at any business meeting, the proposed amendment having been stated in the notice.
- 16.2 Articles 1 and 2 may be amended only in such manner as may be required by law for the amendment of the corresponding provisions in the Articles of Organization and in the Certificate of Incorporation.

17 DISSOLUTION

In the event of the dissolution or final liquidation of South Church, after all liabilities and obligations of the church have been paid, satisfied or discharged or adequate provisions have been made therefore, all remaining property and assets of South Church shall be distributed to organizations consistent with the purposes set forth in article 2 of these by-laws.

18 PARLIAMENTARY PROCEDURE

In all matters of procedure in meetings of the Church, not covered in these by-laws, Robert's Rules of Order shall be the parliamentary guide.

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