

BY-LAWS
of
CHRISTIAN SCIENCE IN METRO CHICAGO
An Illinois Not For Profit Corporation

ARTICLE I
PURPOSE

Christian Science in Metro Chicago (CSMC) is an Illinois not-for-profit corporation that is organized and shall operate exclusively for religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to respond to the spiritual needs of the community through Christian Science and further the Cause of Christian Science through joint efforts of Christian Science Churches and Societies in the Chicago metropolitan area. Its focus shall include but not be limited to promoting area Christian Science lectures, Reading Room activity, church services, and Sunday School, via the internet, expos, and the rebroadcasting of programming from The First Church of Christ, Scientist, in Boston, MA, via telephone call-in service, radio, and a website. CSMC combines the activities of the former Christian Science Media Committee of Metropolitan Chicago with select activities of the former Jointly Maintained Christian Science Reading Room in Chicago.

FOUNDATION

CSMC has as its foundation the Manual of the Mother Church, The First Church of Christ, Scientist, in Boston, MA, which allows for the convening of churches in a state to “confer harmoniously on individual unity and action of the churches...” (Article XXIII, Section 1); and for joint Reading Room establishment (Article XXI, Section 1); and for the giving of one or more Christian Science lectures annually by branch churches (Article XXXII, Section 4).

ARTICLE II
FORMATION, NAME AND ADDRESS

2.1 The corporate name was legally changed to CHRISTIAN SCIENCE IN METRO CHICAGO on August 1, 2018. The corporation was incorporated as an Illinois Not-For-Profit Corporation on January 28, 2008, under the name of Christian Science Media Committee of Metropolitan Chicago.

2.2 The Christian Science Media Committee of Metropolitan Chicago was the successor to the Christian Science Lecture and Media Committee of Metropolitan Chicago, a committee of the Illinois and Indiana Christian Science branch churches in the Metropolitan Chicago area, and was incorporated pursuant to the required vote of the members, following specific notice of this purpose at a membership meeting held on January 26, 2008. Pursuant to the Illinois Not for Profit Corporation act, it had succeeded to all the assets and liabilities of its predecessor.

2.3 Intentionally left blank.

2.4 The Registered Agent of the Corporation shall be the Secretary of the Board of Directors.

2.5 The Corporation's fiscal year shall be the calendar year.

2.6 No part of the net earnings of the Corporation shall inure to the benefit of any private entity or individual; no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in any political campaign for or against any candidate for public office.

ARTICLE III ORGANIZATION AND MEMBERSHIP

3.1 The Christian Science branch churches in the Metropolitan Chicago area shall be Members of the Corporation, and in any Member Church Business meeting of the Members shall act

through their Representatives appointed annually by the Executive Boards of the participating branch churches. (See Section 3.3 for the definition of a “participating branch church.”)

3.2 An Annual Business Meeting shall be held each year, with the date to be designated by the Board of Directors, and with at least one month advance notice to the Member churches.

3.3 Any branch church or society in the metropolitan Chicagoland area shall be considered a “participating” branch church; “participation” is defined as contribution through member participation representing their church or society and/or monetarily. They are entitled to vote at the Annual Business Meeting, or a special Member Church Business meeting.

3.4 The Board of Directors shall be elected annually at the Annual Business Meeting by vote of the Member church delegates present at the Annual Business Meeting. To be elected to the Board, a nominee must be among the top fifteen vote getters.

3.5 Whenever these by-laws refer to a church, they shall also apply to a Christian Science Society.

ARTICLE IV BOARD OF DIRECTORS

4.1 The Board of Directors, sometimes referred to as the Executive Board, shall consist of no fewer than five (5) members nor more than fifteen (15) members. No official business can be conducted by the Board of Directors if the full Board consists of fewer than five members.

4.2 The Directors must be members of The Mother Church, The First Church of Christ, Scientist, in Boston, Massachusetts, and be members of a branch church. If a Director belongs to a church that disbands during the year, the Director may complete his/her term and may be nominated from the floor at the Annual Business Meeting for re-election to the Board of Directors and have one year to join another branch church.

4.3 The slate for the Board of Directors shall be prepared prior to the annual meeting by contacting each participating church at least two months prior to the Annual Business Meeting and requesting up to two nominees. Nominations from the floor at the Annual Business Meeting shall also be allowed if those nominees meet the qualifications in Section 4.2 and are present at the meeting and willing to serve.

4.4 At any time that the membership of the Board of Directors is fewer than fifteen (15), the President or a participating branch church may appoint additional members, subject to the approval of a majority of the Directors and notification given to the appointee's branch church. Appointees must be members of The Mother Church, The First Church of Christ, Scientist, in Boston, Massachusetts, and be members of a participating branch church. No more than two members of the Board of Directors shall be elected or appointed from any one branch church.

4.5 Each Director must be eligible for election and shall serve for a term of approximately one calendar year, extended until the in-

coming board assumes office. The newly elected Board of Directors shall assume office at the first Board of Directors' meeting following the Annual Business Meeting. Current Board members shall continue to serve until the new Board takes office.

4.6 Each Director is eligible for election or appointment for six consecutive terms from the same branch church, at which point in time, said Director shall be ineligible for election or appointment until the following Annual Business Meeting.

4.7 A Director may be removed by a majority vote of the full Board of Directors then in office:

4.7(a) if the Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice President shall excuse the President. Or:

4.7(b) for cause, if before any meeting of the Board at which a vote on removal will be made, the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board before any vote on removal of the director can be conducted.

ARTICLE V OFFICERS

5.1 The officers of the Corporation shall consist of the President, the Vice President, the Secretary and the Treasurer. The President shall serve as Chairman of the Board and the Vice President shall serve as Vice Chairman of the Board.

5.2 A Nominating Committee consisting of three (3) members of the Board of Directors shall be appointed by the President at the final Board of Directors meeting prior to the Annual Business Meeting. The President is not eligible to serve on the Nominating Committee. All three members must be continuing board members but in no case shall all three members be current officers. At least one member must be a non-officer. The nominating committee shall provide a report to the President and the Secretary containing a slate of officers for the new Board of Directors. The slate is to be submitted after the Annual Business Meeting but no later than one week prior to the first scheduled meeting of the in-coming Board of Directors. Having a slate of officers proposed does not prevent a nomination being made by another member(s) of the Board during the election process at the first meeting of the new Board of Directors.

5.3 The officers shall be elected for a term of approximately one year extended until the next in-coming Board of Directors assumes office at the first Board of Directors meeting following the Annual Business Meeting and shall assume office immediately upon their election.

5.4 Officers are elected annually for one (1) year terms and are eligible to serve in a specific office for up to three consecutive terms. Should a vacancy occur in any one of these four offices, a temporary appointment (pro tem) may be made by the President, or in the absence of the President, by the Vice-President, or in the absence of both the President and Vice-President, by the Treasurer, to fill the vacant office and when necessary, a successor shall be elected at the next regular meeting of the Board of Directors to serve for the remaining term of office.

ARTICLE VI DUTIES OF OFFICERS

6.1 The President shall have the authority and responsibility to:
A. Preside at all meetings;

- B. Call special meetings when necessary;
- C. Prepare the Directors meeting agenda;
- D. Sign all contracts approved by the Board of Directors;
- E. Sign checks in accordance with these policies;
- F. Appoint Working Groups and subcommittees with the approval of the Board of Directors;
- G. Vote in the event of a tie;
- H. Perform any other duties assigned by the Board of Directors.

6.2 The Vice President shall have the authority and responsibility to:

- A. Fill the office and perform all the duties of the President in his/her absence;
- B. Assist the President when requested in performing the Corporation's duties;
- C. Sign checks in accordance with these policies and in the absence of the President;
- D. Perform any other duties assigned by the Board of Directors.

6.3 The Secretary shall have the authority and responsibility to:

- A. Keep a complete and accurate record of all meetings; keep a record of all motions approved via email and include them in the minutes at the next regular meeting of the Board of Directors;
- B. Mail or email minutes of the previous meeting to all Directors as soon as possible following said meeting but at least one week prior to the next scheduled meeting;
- C. Handle all official communications of the Corporation;
- D. Distribute a Board contact list with names, addresses, phone and cell numbers, email addresses and any other contact information; this list shall be sent as soon as possible following the election at the Annual Business Meeting but no later than the end of the following month;
- E. Maintain a file of all correspondence including newsletter, fliers, and announcements;

- F. Arrange for general mailings for the Executive Board and oversee the mailing of the newsletters;
- G. Maintain a mailing list of Christian Science churches and societies, individuals, and Christian Science Associations, in the Chicago Metro area;
- H. Attest the signature of the President or Vice-President on any contract or other official legal document as needed;
- I. Perform any other duties assigned by the Board of Directors;
- J. Appoint as needed, with approval of or at the discretion of the Board, a Director or Working Group member to assist in performance of all or part of the duties of the Secretary.

6.4 The Treasurer shall have the authority and responsibility to:

- A. Have custody of the funds of the Corporation;
- B. Have signature cards on file at the bank including the signatures of the President, Vice President and Treasurer;
- C. Pay all routine and contractual bills, and all other bills with Board approval.
- D. Keep an orderly, itemized account of all receipts and expenditures;
- E. Keep a current list of contributing churches (a contributing church is a one that has provided a monetary contribution in either the current calendar year or the previous calendar year); and if a church has not contributed during that time, the Treasurer shall contact the church no later than two months prior to the Annual Business election meeting, or appoint a Board of Director's member to make contact to determine if the church wishes to be a participating or contributing branch church member of the corporation.
- F. Acknowledge and deposit all contributions; in the case of memorial contributions, also notify the appropriate family member(s) with name, address, and amount.
- G. Sign checks in accordance with these policies;
- H. Render a financial statement for each meeting of the Board of Directors, including a list of receipts and

disbursements for the statement period; and email a copy of said report to all directors who request same, in a timely manner;

I. Give a financial report at the Annual Business Meeting;

J. Appoint as needed, with approval of or at the discretion of the Board, a Director to assist in performance of all or part of the duties of the Treasurer.

6.5 If deemed necessary by the Board of Directors, the Board shall establish and maintain a set of Guidelines to further delineate the responsibilities of each officer of the Board.

6.6 The Board of Directors shall establish and maintain a set of Guidelines to delineate the responsibilities of all Board Members.

ARTICLE VII MEETINGS

7.1 Member Church business meetings shall be held as required, but at least annually;

7.2 The Board of Directors shall have a minimum of six (6) regular meetings each calendar year at times fixed by the Board;

7.3. Special meetings of the Member Churches may be held at the call of the President, with the consent of a majority of the Directors, at any time;

7.4 A quorum for voting at meetings of the Board of Directors shall consist of a majority of the Directors. A simple majority vote shall be required for actions;

7.5 In the absence of a quorum, the Directors present may vote to pay routine and contractual bills.

ARTICLE VIII

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

8.1 It shall be the duty of the Board of Directors to establish and oversee a program of activities to respond to the spiritual needs of the Chicago Metropolitan community through Christian Science, by but not limited to, the following:

- A. Informing people about, and connecting people with, area Christian Science churches, societies and Reading Rooms;
- B. Assisting area churches in learning about Christian Science activities scheduled in the area, and of opportunities to coordinate with other churches on such activities;
- C. Maintaining an attractive website for the purpose of spiritualizing thought, as well as for communication and coordination of Christian Science activities;
- D. Providing a clearing house for use by area churches in coordinating lectures and other response activities;
- E. Disseminating products provided by The First Church of Christ, Scientist, Boston, MA, in ways such as a 24-hour call-in phone line, local media broadcasts, a website, participation at Expos and book fairs, and other related activities.

8.2 The Corporation is authorized to receive and deposit funds for the support of the activities of the Corporation;

8.3 It shall be the duty of the Board of Directors to formulate a communications and coordination program along with an estimated operating budget and outcome objectives for each year, which shall be presented at the Annual Business Meeting and to participating churches;

8.4 The Board of Directors approves all contracts. The contracts are signed in accordance with Article VI; a Board of Directors' session shall be called when discussing contracts and/or payments to individuals.

8.5 The Board of Directors or the President may appoint Working Groups or sub committees to carry out activities of the corporation. At least one Board Member will be a member of each such group to serve as the Board Liaison for the group. Each such group will receive its assignment of tasks from the Board or President and will report its significant activities to the Board at the regular meetings of the Board of Directors. If a budget is allocated to the group for activities, the group will work through the Treasurer to report expenditures to the Board.

ARTICLE IX
FINANCES

9.1 Income funds may be from contributions from Churches, Societies, Christian Science Associations, private funding groups, Foundations and interested individuals;

9.2 All income funds shall be kept in an account in a financial institution(s) designated by the Board of Directors;

9.3 The Treasurer shall be the primary signer on all checks.

9.3(a) In the absence of the Treasurer, the President, Vice President, or other Board Member who has a current signature on file at the financial institution(s) may sign checks;

9.3(b) All expenses shall be approved in advance of payment by the Board of Directors. Checks in excess of \$500.00 require signatures of two (2) designated check signers, or email approval by two Board Officers. Regular payments for previously approved expenditures do not require specific approval of the Board. Working Groups or subcommittees shall submit a budget at the beginning of each year, and shall report their expenses regularly to the Board.

ARTICLE X
PARLIAMENTARY AUTHORITY

In all matters not covered by its policies or other rules, this organization shall act in accordance with the latest edition of Robert's Rules of Order, and always in accordance with applicable provision of the Manual of The Mother Church, The First Church of Christ, Scientist in Boston, Massachusetts.

ARTICLE XI
AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed or new ones adopted at any regular meeting of the Board of Directors by a two-thirds majority vote of the Directors present provided there is a quorum. In order that any By Law change may be approved at such a meeting, advance notice of at least one week must be given to the Board of Directors that By Law change(s), including Article number and section number, will be on the Agenda for discussion and possible approval.

ARTICLE XII DISSOLUTION

12.1 In the event that CHRISTIAN SCIENCE IN METRO CHICAGO shall terminate and dissolve, all debts shall be paid and the remaining assets shall be distributed to a direct successor 501(c)(3) organization of CHRISTIAN SCIENCE IN METRO CHICAGO, or given to the General Fund of The Mother Church, The First Church of Christ, Scientist, in Boston, Massachusetts.

12.2 Dissolution shall require the approval of two-thirds of the full Board of Directors then in office. Prior to a vote on dissolution, notification of such pending action by the Board shall be sent to each participating Branch Church at least fourteen (14) days prior to such vote.