

**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 operates exclusively for religious and educational purposes within the meaning of the Section 501© (3) of the Internal Revenue Code. CSMC is a joint activity of the Churches of Christ, Scientist and Christian Science Societies in the metro Chicago region. Our purpose is to provide and promote information about Christian Science resources available to anyone who is interested in understanding how spirituality is a force for good – in their life, communities, and the world.

ARTICLE II: FORMATION AND NAME

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

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

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

3.2 The Christian Science branch churches and societies in the Metropolitan Chicago area shall be Members of the Corporation.

3.3 An Annual Business Meeting (here after “ABM”) 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.

3.4 Any branch church or society in the metropolitan Chicagoland area shall be considered a “participating” branch church. They are entitled to vote at the ABM, or a special Member Church Business meeting.

3.5 The Board of Directors shall be elected annually at the ABM 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.

ARTICLE IV: BOARD OF DIRECTORS (hereafter identified as BOD)

4.1 The BOD, 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 BOD 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 ABM for re-election to the BOD and have one year to join another branch church.

4.3 The slate for the BOD shall be prepared prior to the annual meeting by contacting each church at least one month prior to the ABM and requesting nominees. Nominations from the floor at the ABM 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 BOD is fewer than fifteen (15), the President or 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.
- 4.5 Each Director shall serve for a term of approximately one calendar year, extended until the incoming board assumes office. The newly elected BOD shall assume office at the first BOD meeting following the ABM.
- 4.6 Each Director is eligible for election or appointment for up to ten consecutive terms from the same branch church.
- 4.7 A Director may be removed by a majority vote of the full BOD then in office:
- 4.7(a) if the Director is absent and unexcused from two or more meetings of the BOD in a 12-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 Following each ABM the BOD shall meet to determine by consensus the officers for the coming year.

5.3 Effective January 1 of each year, officers serve a one-year term and are eligible to serve in a specific office for up to five years. 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 BOD 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. Call and preside over all meetings, including special meetings as necessary;
- B. Prepare the Directors meeting agenda;
- C. Sign all contracts approved by the BOD
- D. Appoint Working Groups and subcommittees with approval of the BOD;
- E. Vote in the event of a tie;
- F. Perform any other duties assigned by the BOD.

6.2 **The Vice President** shall have the authority and responsibility to fill the office and perform all the duties of the President in his/her absence.

6.3 **The Secretary** shall have the authority and responsibility to:

- A. Keep a complete and accurate record of all meetings including all motions approved via email and include them in the minutes at the next regular meeting of the BOD;
- B. eMail or mail 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 communication of the Corporation together with President and/or Treasurer;
- D. Distribute a Board contact list with names, addresses, phone and cell numbers, email addresses and any other contact information as soon as possible following the election at the ABM but no later than the end of the following month;

E. Perform any other duties assigned by the BOD;

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);
- 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 ABM;

ARTICLE VII: MEETINGS

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

7.2 A quorum for voting at meetings of the BOD shall consist of a simple majority of the Directors.

7.3 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 (BOD)

- 8.1 It shall be the duty of the BOD 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. 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 It shall be the duty of the BOD to formulate a communications and coordination program along with an estimated operating budget and outcome objectives for each year, which shall be presented for ratification at the ABM;
- 8.3 The BOD approves all contracts.
- 8.4 The BOD 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 BOD. If a budget is allocated to the group for activities, the group will work through the Treasurer to report expenditures to the Board.
- 8.5 It shall be the duty of the BOD to contact churches every four years to formally validate the ongoing vision and operations of Christian Science in Metro Chicago.

ARTICLE IX: FINANCES

- 9.1 The Corporation is authorized to receive and deposit funds for the support of the activities of the Corporation;
- 9.2 Income funds may be from contributions from Churches, Societies, Christian Science Associations, private funding groups, Foundations and individuals;
- 9.3 All income funds shall be kept in an account in a financial institution(s) designated by the BOD;
- 9.4 The Treasurer shall be the primary signer on all checks.
- 9.4(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;
- 9.4(b) All expenses shall be approved in advance of payment by the BOD. 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 BOD 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 BOD 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, or given and distributed equally to those Christian Science Branch Churches and Societies who are active in the metropolitan Chicago area.

12.2 Dissolution shall require the approval of two-thirds of the full BOD 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.

ARTICLE XIII: ORGANIZATION FOCUS AND FOUNDATION IN THE MANUAL

13.1 The focus of CSMC includes but is not limited to providing and 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.

13.2 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).