

AMERICAN CONGREGATIONAL ASSOCIATION

BY-LAWS

AMENDED AND RESTATED AS OF JUNE 2, 2014

ARTICLE I

ARTICLES OF ORGANIZATION AND LOCATION

Section 1. Articles of Organization. The name and purposes of the corporation shall be as set forth in its articles of organization. These by-laws, the powers of the corporation and its directors and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization. All references in these by-laws to the articles of organization shall be construed to mean the articles of organization of the corporation as from time to time amended or restated.

Section 2. Location. The principal office of the corporation in The Commonwealth of Massachusetts shall be located at such place as may be designated by the directors from time to time.

ARTICLE II

FISCAL YEAR

Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall in each year end on March 31.

ARTICLE III

DIRECTORS

Section 1. Board of Directors. The corporation shall have one governing body which shall be called the board of directors. The corporation shall have no members. The directors shall possess, exercise and perform, as the case may be, all of the rights, powers, privileges, immunities and duties conferred upon members or directors of the corporation by law or the articles of organization.

Full power to manage the affairs of the corporation shall be vested in the board of directors.

Section 2. Number, Qualifications and Election. The board of directors shall consist of not fewer than fifteen, nor more than twenty-five, persons. To be qualified to serve as a director, a person must, both at the time of election and continuing thereafter, be a member of a church in the Congregational Christian tradition, provided, that, at any one time, up to three directors may be persons who are not members of such a church. The directors shall be divided into three classes of approximately equal size, and the term of one class shall expire each year. At each annual meeting of the directors, the directors shall fix the number of directors for the ensuing year and shall elect for a term of three years the appropriate number of successors to the class whose term is then expiring. The directors may also elect additional directors to other classes to the extent necessary to maintain approximate equality in size among classes. At any regular or special meeting of the directors, the directors may increase the number of directors and elect new directors to complete the number so fixed; or they may decrease the number of directors but only to eliminate vacancies caused by the death, resignation, removal or disqualification of one or more directors.

Section 3. Tenure. A person may serve as a director for no more than two successive full three-year terms but may be re-elected as a director after a hiatus in service of one year. If a person is elected as a director to replace a director whose service has ended before the end of the term for which the director was elected, the service by the incoming director for the balance of that term shall not be counted as service for any portion of a full three-year term. Notwithstanding the foregoing two-term limit, a person elected as chairperson may continue in office as a director for so long as he or she holds the position of chairperson.

Section 4. Rights and Duties. Each director shall have a duty to attend all regular, annual and special meetings of the directors in person. The right of a director to vote and all of a director's right, title and interest in or to the corporation shall cease on the termination of a director's office as such. Each director, by accepting such status, shall for all purposes be conclusively deemed to have accepted and to have agreed to be bound by the by-laws of this corporation as the same may then exist or may from time to time be amended.

Section 5. Voting Rights. Each director shall be entitled to one vote on each matter submitted to a vote of the directors and shall be entitled to vote at any meeting in person. Upon the demand of any director, the vote upon any question before the meeting shall be by ballot.

Section 6. Meetings of Directors.

Section 6.1. Annual Meeting. The annual meeting of the board of directors shall be held each year upon a day and at a time and place as shall be determined by the directors and stated in the notice of the meeting. A special meeting may be held in lieu of the annual meeting, and such special meeting shall have for purposes of these by-laws or otherwise all the force and effect of an annual meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the articles of organization or by these by-laws, may be specified by the chairperson. Each director shall have the right to place any matter on the agenda of the annual meeting provided he or she gives written notice of the same to the clerk of the corporation at least ten days prior to the date of the annual meeting.

Section 6.2. Regular Meetings. Regular meetings of the board of directors may be held at such times and places as the board of directors may fix from time to time and, when so fixed, no notice thereof need be given, provided that any director who is absent when such times and places are fixed shall be given notice of the fixing of such times and places.

Section 6.3. Special Meetings. Special meetings of the directors may be held at any time and at any place designated in the call of the meeting when called by the chairperson or the directors and shall be called by the clerk, or, in the case of death, absence, incapacity or refusal of the clerk, by any officer upon written application, subject to Article XIII, Section 5, of directors representing at least ten percent of the smallest quorum of directors required for a vote upon any matter at the annual meeting of directors.

Section 6.4. Meeting by Telecommunications. Members of the board of directors or any committee elected thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

Section 6.5. Place of Meetings. All meetings of the directors shall be held at the principal office of the corporation in Massachusetts, unless a different place within or without Massachusetts is designated by the chairperson or by the directors. Any adjourned session of any meeting of the directors shall be held at such place as is designated in the vote of adjournment.

Section 7. Notice. Except as otherwise required by law or the articles of organization, notice of the time and place of each meeting of the directors shall be given to each director by

mail deposited with the U.S. Postal Service at least seven days before the meeting addressed to a director at the director's usual business or residence address as it appears in the records of the corporation, by facsimile or other electronic transmission as provided in Article XIII, Section 5 at least forty-eight hours before the meeting or in person or by telephone at least twenty-four hours before the meeting. Such notice shall be given by the clerk, or in case of the death, absence, incapacity or refusal of the clerk, by any officer or by a person designated either by the clerk, by the person or persons calling the meeting or by the board of directors.

Whenever notice of a meeting is required under any provision of law, the articles of organization or these by-laws, such notice need not be given to any director who executes a written waiver of notice, subject to Article XIII, Section 5, before or after the meeting, which is filed with the records of the meeting or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization or these by-laws.

Section 8. Quorum. At any meeting of the directors, a quorum for any election or for the consideration of any question shall consist of a majority of the directors then in office, except as otherwise required by law, the articles of organization or these by-laws. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice.

Section 9. Action by Vote. When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall be sufficient for election to such office, and a majority of the votes properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, the articles of organization or these by-laws. Any action or vote required or permitted by Massachusetts General Laws, Chapter 180 to be taken by members of the corporation shall be taken by the same percentage of directors of the corporation. A lesser number than a quorum may adjourn any meeting from time to time without further notice. No ballot shall be required for any election unless requested by a director present.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action

in writing, subject to Article XIII, Section 5, and the written consents are filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote of the directors at a meeting.

Section 11. Committees. There shall be an executive committee consisting of the chairperson, the vice chairperson, the secretary and the treasurer. Unless the directors otherwise determine, the executive committee shall have full power and authority to act on all matters between meetings of the directors; provided that neither the executive committee nor any other committee shall have any power prohibited by law or the articles of organization. The board of directors may establish other committees, may include thereon persons who are not directors and may delegate thereto some or all of its powers; provided that in the case of any committee to which powers of the directors are delegated, only directors shall serve as voting members.

Except as the board of directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the board of directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these by-laws for the board of directors. Except in the case of ex officio members, all members of such committees shall hold such offices at the pleasure of the board of directors. The board of directors may abolish any such committee other than the executive committee at any time. Any committee to which the board of directors may delegate any of its powers or duties shall keep records of its meetings and shall upon request report its action to the board of directors. The board of directors shall have power to rescind or alter any action of any committee, provided that no rights of third parties shall be impaired by such rescission or alteration.

Section 12. Compensation. No director shall receive compensation for his or her services in attending meetings of the board of directors or performing other duties normally incident to the office of director. However, any director may be reimbursed for necessary expenses incurred in attendance at meetings and performance of such other duties and may be compensated for other services rendered to the corporation.

ARTICLE IV

OFFICERS AND AGENTS

Section 1. Enumeration; Qualification. The officers of the corporation shall consist of a chairperson, a vice chairperson, a treasurer, a secretary and such other officers, including one or

more assistant treasurers or assistant secretaries, as the directors may from time to time elect or appoint. Each officer other than any assistant treasurer or assistant secretary shall be a director of the corporation. Any two or more offices may be held by the same person. The corporation may also have such agents, if any, as the directors from time to time may in their discretion appoint. The secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the directors may determine.

Section 2. Powers. Subject to law, to the articles of organization and to the other provisions of these by-laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to a given office and such duties and powers as the directors may from time to time designate.

Section 3. Election. The chairperson, the vice chairperson, the treasurer and the secretary shall be elected annually by the directors at their annual meeting. Other officers, if any, may be elected or appointed by the board of directors at said meeting or at any other time.

Section 4. Tenure. Except as otherwise provided by law, the articles of organization or these by-laws, each officer shall hold office until the next succeeding annual meeting of the directors and until a respective successor is chosen and qualified, unless a different period shall have been specified by the terms of the officer's election or appointment, or in each case until the officer sooner dies, resigns, is removed or becomes disqualified and provided, that, no person may serve continuously as chairperson beyond the fifth annual meeting of directors after the annual meeting at which he or she was first elected. Each agent shall retain authority as such at the pleasure of the directors.

Section 5. Chairperson and Vice Chairpersons. The chairperson shall be the chief volunteer officer of the corporation and shall, subject to the direction of the board of directors, have general supervision of its affairs on behalf of the board. The chairperson shall have the duties and powers generally incident to the office of president of a corporation and may use the latter title if and as he or she may determine necessary or appropriate for purposes of dealing with third parties. The chairperson shall serve as chair of meetings of the directors.

The vice chairperson, or if there shall be more than one, the vice chairpersons in the order determined by the directors, shall, in the absence or disability of the chairperson, perform the

duties and exercise the powers of the chairperson and shall perform such other duties and shall have such other powers as the directors may from time to time prescribe.

Section 6. Treasurer and Assistant Treasurers. The treasurer shall, subject to the direction of the board of directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. The treasurer shall be responsible for the safe custody of all funds, securities, and valuable documents of the corporation, except as the board of directors may otherwise provide. The Treasurer shall have such other duties and powers as designated by the directors.

Any assistant treasurer shall have such powers and perform such duties as the board of directors may from time to time designate.

Section 7. Secretary and Assistant Secretaries. The secretary shall keep a record of the meetings of directors. In the absence of the secretary from any meeting of directors, an assistant secretary if one be elected, otherwise a temporary secretary designated by the person presiding at the meeting, shall perform the duties of the secretary. The secretary shall have such other powers and perform such other duties as the directors may from time to time prescribe.

ARTICLE V

ADMINISTRATION

The board of directors shall employ a chief administrative officer with the title of executive director who shall be its representative in the management of the corporation. The executive director shall have the authority and responsibility to operate the organization in all its activities and departments, subject only to such policies as may be adopted, and such orders as may be issued, by the board of directors, by any of the committees to which the board of directors has delegated authority for such action or by any officer acting according to the powers conferred upon the officer by these by-laws or action of the board of directors. The executive director shall act as the duly authorized representative of the board of directors in all matters as to which the board of directors has not formally designated another person to act. The tenure of the executive director shall be as established by the terms of his or her engagement.

ARTICLE VI

RESIGNATIONS, REMOVALS AND VACANCIES

Section 1. Resignations. Any director or officer may resign at any time by delivering a written resignation, subject to Article XIII, Section 5, to the chairperson or the secretary or to a

meeting of the directors. Such resignation shall take effect at such time as is specified therein, or if no such time is so specified then upon delivery thereof

Section 2. Removals. A director may be removed with cause by vote of a majority, and without cause by vote of two-thirds, of the remaining directors.

The directors may remove any officer from office with or without assignment of cause by vote of a majority of the directors then in office.

If cause is assigned for removal of any director or officer, such director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposing removal.

The directors may terminate or modify the authority of any agent or employee.

Section 3. Vacancies. Any vacancy in the board of directors may be filled by vote of the remaining directors.

The directors shall elect a successor if the office of the chairperson, the vice chairperson, the treasurer or the secretary becomes vacant and may elect or appoint a successor if any other office becomes vacant.

Each such successor shall hold office for the unexpired term of the successor's predecessor and in the case of the chairperson, the vice chairperson, the treasurer and the secretary until a successor shall be elected or appointed and qualified, or until the individual sooner dies, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

ARTICLE VII

LIMITATION OF LIABILITY

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them for the corporation.

ARTICLE VIII

AMENDMENTS

These by-laws may be altered, amended or repealed by vote of a majority of the directors

then in office at any meeting, provided that notice of the substance of the proposed alteration, amendment or repeal is stated in the notice of such meeting.

ARTICLE IX
INDEMNIFICATION

(a) The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its directors or officers, or who serves at its request as a director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a “Person”), against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the Person’s action was in the best interests of the corporation or, to the extent such matter relates to service at the request of the corporation for another organization or an employee benefit plan, in the best interests of such other organization or in the best interests of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the corporation for purposes of this Article IX.

(b) Notwithstanding the foregoing, as to any matter disposed of by any Person without adjudication, including by a compromise payment pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that the action in question was in the best interests of the corporation. Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately

shall be adjudicated to be not entitled to indemnification under this Section. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

(c) As used in this Section the term “Person” includes such Person’s respective heirs, executors and administrators, and a “disinterested” director or officer is one against whom in such capacity the proceedings in question, or another proceeding on the same or similar grounds, is not then pending.

(d) The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

(e) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or other agent of another organization or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the corporation would have the power to indemnify such person against such liability.

ARTICLE X

HONORARY MEMBERS, SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as honorary members, sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and shall have such rights or responsibilities as the board of directors may determine, but they shall not have any voting rights.

ARTICLE XI

TRANSACTIONS WITH INTERESTED PARTIES

The board of directors shall, subject to the articles of organization and applicable law, adopt a policy with respect to transactions with interested parties. Such policy may vary the quorum and voting requirements specified in Article III, Sections 8 and 9 of these by-laws in the case of approval of such transactions by the directors.

ARTICLE XII

ALLIANCES

The board of directors may approve appropriate alliances and coalitions to foster relationships with denominations carrying on the Congregational Christian tradition. Acting as the Congregational Christian Historical Society, in accord with the By-Laws of the United Church of Christ, the board of directors shall designate three directors to serve on the Historical Council of the United Church of Christ. These representatives shall serve six-year terms, and vacancies shall be filled as needed. One such representative shall be the executive director, provided that the executive director is a member of the United Church of Christ. The other two representatives, and a substitute for the executive director if necessary, shall be nominated by the executive director in consultation with the chairperson and elected by the board of directors.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

Section 1. Execution of Papers. All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the corporation shall be signed by the chairperson, the treasurer or the executive director except as the directors may generally or in particular cases otherwise determine.

Section 2. Corporate Seal. The seal of the corporation shall be a circular die with the name of the corporation, the word “Massachusetts” and the year of its incorporation cut or engraved thereon, or shall be in such other form as the board of directors may from time to time determine.

Section 3. Corporate Records. The original, or attested copies, of the articles of organization, by-laws and records of all meetings of the board of directors, shall be kept in Massachusetts at the principal office of the corporation or at an office of the corporation’s clerk or resident agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any director for any proper purpose.

Section 4. Evidence of Authority. A certificate by the secretary or a temporary secretary as to any matter relative to the articles of organization, by-laws, records of the proceedings of the board of directors, or as to any action taken by any person or persons as an officer or agent of the corporation, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

Section 5. Communication by Facsimile, Electronic Mail or Other Electronic Means. Written notice or waiver of notice, a written consent or any other communication under these by-

laws may be given by facsimile transmission, electronic mail or other electronic means of communication directed, in each case, to the address provided therefor to the corporation by the intended recipient or the address provided by the corporation for notice to it, as the case may be.