

CORPORATE BY-LAWS  
of the  
Pioneer Valley Church of Christ  
A Massachusetts Nonprofit Corporation  
September 10, 2008

**Section I**  
**ARTICLES OF ORGANIZATION, PRINCIPAL OFFICE,  
FISCAL YEAR, CORPORATE SEAL, AND RULES OF CONSTRUCTION**

- 1.1. 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 of its members and Directors and officers, shall be subject to the Articles of Organization as in effect from time to time.
- 1.2. Principal Office.** The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization and may be changed by the Directors of the Corporation ("Board"). The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.
- 1.3. Fiscal Year.** The fiscal year of the Corporation shall end on December 31 in each year.
- 1.4. Corporate Seal.** The Directors may adopt and alter the seal of the Corporation.
- 1.5. Rules of Construction.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Chapter 180 of Massachusetts General Laws shall govern the construction of these By-laws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both a legal entity and a natural person.

**Section II**  
**MEMBERS**

- 2.1 Qualifications.** The membership of the Corporation shall be comprised of all persons who are recognized members of the Pioneer Valley Church of Christ. Membership of the Corporation shall be comprised of those individuals who have responded to the teachings of the Bible, have been baptized into Christ, and have been recognized as Members by the ecclesiastical leadership of the Pioneer Valley Church of Christ.
- 2.2 Transfer of Membership.** Membership of the Corporation is not transferable or assignable.

- 2.3 Classes and Privileges.** There shall be only one class of members and they shall have all the same rights and privileges of membership. Corporate members may enjoy all rights and privileges of membership as set forth in the articles of organization and these By-laws.
- 2.4 Resignation.** Any member may resign from the Corporation at any time by giving written notification, by moving and placing membership at another church congregation, or by no longer attending regular meetings of worship of the Corporation unless for a reasonable cause.
- 2.5 Suspension and Termination.** Membership in the Corporation is subject to suspension or termination by the ecclesiastical leadership of the Corporation as provided by the teachings of the Bible. A suspended or terminated member may exercise no rights of membership unless and until reinstated as members by the ecclesiastical leadership of the Corporation.
- 2.6 No Memberships for Consideration.** The Corporation shall issue no membership for consideration. Any and all contributions of time, finances, or any other sort, made by any member either on a weekly, monthly, yearly or other basis, shall not be tied to membership in the Corporation. No such contributions made to the Corporation may be construed in any manner whatsoever as consideration for membership or for any rights or privileges pertaining to membership in the Corporation.

### **Section III MEETINGS OF MEMBERS**

- 3.1 Powers.** Subject to the provisions and limitations of Chapter 180 of the Massachusetts General Laws and any other applicable laws, and in accordance with the religious principles of the Bible, the members of the Corporation shall have the following rights: 1) to elect Directors, 2) to remove Directors, 3) to amend these Bylaws, 4) to amend the Articles of Organization, 5) to elect to merge the Corporation with another Corporation, and 6) to decide any other action the Board determines should be decided by a vote of the members.
- 3.2 Place of Meeting.** Meetings of members shall be held at any place within the Commonwealth of Massachusetts designated by the Board of Directors.
- 3.3 General Meetings.** A general meeting of members shall be held at least annually, for the purpose of transacting any business that may properly come before such meeting. The meeting shall be held at such time and place as the President or Board may determine and shall be subject to Section 3.4 of these By-laws.
- 3.4 Special Meetings.** Special meetings of members may be called at any time by the Board or the President and shall be called by the Secretary, or in case of death, absence,

incapacity or refusal of the Secretary, by any other officer, upon written application of members representing at least 10% of the smallest quorum of members required for a vote upon any matter at the annual meeting of members. The request shall specify the general nature of the business proposed to be transacted. The Board shall expeditiously set a reasonable time and place for the meeting, and shall direct the Secretary to give notice of the meeting to the entire membership of the local congregation in the manner that the Board shall determine.

### **3.5 Notice Requirements.**

Whenever members are required or permitted to take any action at a meeting, reasonable notice shall be given to each member as may be ordered by the Board. In cases of a special meeting, the purpose or purposes for which the meeting is called, shall be given to the members not less than ten (10) days before the meeting. The attendance of a member at any meeting shall constitute a waiver of the notice of such a meeting.

If the Corporation intends to amend its Articles of Organization or to change its purpose or name, reasonable notice and the purpose for the meeting of the members must be given to each member not less than ten (10) days before the meeting.

### **3.6 Quorum.** A majority of the members of the Corporation shall constitute a quorum for the transaction of business at any meeting of the members. Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present.

### **3.7 Voting.**

[a] Each member shall be entitled to cast one vote on each matter submitted to a vote of the members. A member may not cumulate votes for the election of Directors.

[a] Proxy votes will not be accepted but only members attending the meeting may vote.

[a] Notwithstanding subsection [b] of this section, absentee ballots for the election of Directors will be permitted as determined in advance by the Board

[b] The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by law or the By-laws.

## **Section IV RECORD DATE**

### **4.1** The Board may fix in advance a reasonable record date for determining the members entitled to notice of, or to vote at any meeting. If no record date is otherwise fixed by the Board, the record date for determining the members entitled to vote shall be the date on which the meeting is held.

## **Section V DIRECTORS**

### **5.1 Powers.**

- [a] Subject to the provisions and limitations of Chapter 180 of the Massachusetts General Laws and any other applicable laws, and subject to any limitations in the Articles of Organization or these By-laws relating to action requiring approval by the members, and in accordance with the religious principles of the Bible, the Directors of the Corporation shall conduct, manage, and control the temporal affairs and activities of the Corporation and make such rules and regulations for these purposes as they may deem best. Notwithstanding the provisions of this part and the extraordinary circumstances described in sub-section (d) below of this section 5.1, this power shall not extend to the selection, removal and prescription of duties of ministry personnel, who the Board acknowledges are subject to ecclesiastical authority.
- [b] In accordance with Scripture, all ecclesiastical authority to direct the spiritual affairs of the Corporation shall be vested in the ecclesiastical leadership group, comprised of members of the congregation who are appointed as evangelists, elders and formally recognized teachers, or the Leadership Team as recognized by the Corporation's members.
- [c] In the event of spiritual discord, division, or disputes among the ecclesiastical leadership group (including the ministry staff) that cannot be resolved within the church; or in the event no ecclesiastical leadership group exists as described above in section [b]; or in the event that church division, discord, or other signs of spiritual decline (such as, but not limited to large numbers of members leaving the church, rampant sin, or a significant decrease in financial giving) exists and that, in the observation of the board of directors, the current ecclesiastical leadership group is unable to effectively address these spiritual issues; in such a case the board of directors shall have the authority to request that outside spiritual leadership be brought in to provide spiritual counsel to the church. Such outside leadership may consist of an individual or a group of individuals qualified as elders, evangelists or teachers from sister congregations.

The outside spiritual leadership shall be selected as follows:

1. Members of the current ecclesiastical leadership group as defined in Section 5.1 (b), or the then acting ecclesiastical leadership group as recognized by the Corporation's members, and board of directors may nominate any person or group of individuals who serve as an elder, evangelist, or teacher in a sister congregation; and
2. If possible, at least two-thirds (2/3) of the total number of the members of the current ecclesiastical leadership group as defined in Section 5.1 (b) (or the then acting ecclesiastical leadership group as recognized by the Corporation's members) and directors shall agree on the best candidate(s) to bring in as outside spiritual counsel. If two-thirds (2/3) of the ecclesiastical leadership

group and board are unable to agree on appropriate outside counsel, the board of directors shall select such outside counsel.

The outside spiritual counsel shall meet, as needed, with the Corporation's members and leaders, including the ecclesiastical leadership group and the board of directors. From such meetings the outside spiritual counsel shall present the members of the Corporation with specific recommendations to help restore spiritual unity and health to the church. These recommendations shall outline a plan to help the congregation move forward successfully in a way that honors God and his spiritual body, the Church. Such recommendations shall be put before the members of the Corporation to be voted on at a special meeting of the members, called for such purpose with proper notice given. The members shall have an opportunity at the special meeting to discuss these recommendations. Each recommendation shall be voted upon separately and passed by a simple majority of voting members.

[d] In accordance with the teachings of the Bible, the Ecclesiastical Leadership Group shall have the power to confirm ministry authority and titles by ordaining, licensing, or commissioning the Corporation's employees and members as ministers of the Gospel.

[e] Notwithstanding the provisions of subsections [a] through [d] of this section 5.1, in the extraordinarily unlikely event of the breakdown of, or in the absence of, an effective ecclesiastical leadership group as described in section [c] above, two-thirds (2/3) of the Board of Directors with the consent of seventy-five percent (75%) of the members of the Corporation may remove and/or replace any or all of the fulltime ministry staff.

[f] If there shall at any time be a vacancy in the fulltime ministry staff of the Corporation at such time as there are not two or more members of the ecclesiastical leadership group as defined above, the Board shall oversee the interviewing and hiring of full-time ministry staff with majority consent of the members of the Corporation at a special meeting called for such purpose.

**5.2 Number and Qualifications of Directors.** The Board shall consist of at least five (5), but no more than seven (7) Directors. No more than two Directors shall be members of the fulltime ministry staff. The qualifications for Directors are membership, as described in Section 2.1, recognized business, legal, management, or ministry experience and expertise, and a proven spiritual maturity as recognized by the local congregation.

**5.3 Term of Office and Staggered Terms.** A Director's term shall begin at the annual meeting of the members when the Director is elected. Each Director shall hold office for a term of three years, and is eligible for reelection for one successive three-year term. Following the completion of two three-year terms, a Director is eligible for reelection beginning one year after his last term ended. If re-elected, such Director is eligible for reelection as set forth above. To ensure continuity in Board leadership, the Board shall stagger Directors' terms to ensure that each year no more than three Director positions

are up for election. There is no limit as to how often an individual may return as a Director, as long as he does not serve more than two consecutive terms.

- 5.4 **Nomination Process.** Nominations for open Director positions will be submitted by members of the Corporation during such period annually to be determined by the Board of Directors, but no later than the end of February. Nominees must complete and submit a Director's application that will include a resume and qualifications for the position.
- 5.5 **Evaluation of Nominated Candidates.** The current Board (or a subcommittee of the Board) will receive applications for open Director positions, interview nominees and will select no more than two qualified candidates for each open Director position to be placed before the congregation for election. This process will be completed each year by the last week of April.
- 5.6 **The Election Process.** The names of the Board candidates will be announced to the members of the Corporation no later than the last week of April. Directors shall be elected at the annual meeting of the members during the month of May by a process determined by the Board.
- 5.7 **Resignations.** Any Director may resign as Director by giving written notice to the President or the Secretary of the Corporation. The resignation shall be effective upon acceptance by the Board.
- 5.8 **Removal.** A Director may be removed with or without cause by the vote of a majority of the members at a meeting of the members called expressly for that purpose. A Director may also be removed with or without cause at a meeting of the Directors called expressly for that purpose, by a vote of two-thirds of the total number of Directors. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him. In the event a Director is suspended, terminated or resigns from membership in the local congregation, or for any reason ceases to be a member of the local congregation, that Director is automatically removed as Director.
- 5.9 **Vacancies.** Any vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office or until the successor Director sooner dies, resigns, is removed or becomes disqualified. The Directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.
- 5.10 **No Vacancy on Reduction.** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
- 5.11 **Interested Directors and Officers.** No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial or other interest, shall

be void or voidable solely for this reason, or solely because such Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any Director or officer be under any liability to the Corporation on account of any such contract or transaction if:

[a] the material facts as to his relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even through the disinterested Directors be less than a quorum; or

[b] the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the Board, or otherwise by the Corporation.

**5.12 Conflict of Interest.** Subject to the Articles of Organization and any applicable law, the Directors shall adopt a conflict of interest policy covering the Corporation's Directors, officers, and such staff as may be specified in the policy.

## **Section VI DIRECTORS' MEETINGS**

6.1 **Annual Meeting.** The annual meeting of the Board of Directors shall be held each year after the annual meeting of the members at which the Board is elected. In the event the annual meeting of the Directors is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. As provided in Section 7.2 below, at the annual meeting the Directors shall elect the President, Vice President, Treasurer and Secretary and any other officers of the Corporation. Officers shall serve one-year terms. There shall be no limit as to the number of consecutive terms an officer may serve.

6.2 **Regular Meetings.** Regular meetings of the Directors may be held at such places and at such times as the President or the Directors may determine.

6.3 **Special Meetings.** Special meetings of the Directors may be held at any time and at any place when called by the President or by any two or more Directors.

6.4 **Place of Meetings.** All meetings of the Directors shall be held at the principal office of the Corporation in Massachusetts or at such other place within or without the United States as shall be fixed by the President or by the Directors.

6.5 **Notice of Meetings.**

- [a] Notice of the time and place of each meeting shall be given to each Director by mail at least five days or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting, addressed to him at his usual or last known business or residence address, or in person or by telephone at least twenty-four hours before the meeting. Notice need not specify the purpose of the meeting unless required by law, the Articles of Organization, these By-laws, or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, or (ii) removal or suspension of an officer or Director.
- [b] Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice to him before or at the commencement of the meeting.
- 6.6 **Quorum.** At any meeting of the Directors, a majority of the number of authorized Directors then in office shall constitute a quorum, except to adjourn.
- 6.7 **Action by Vote.** When a quorum is present at any meeting, the act of a majority of the Directors present and voting shall be the act of the Board of Directors, unless otherwise provided by law, the Articles of Organization, or these By-laws.
- 6.8 **Assent to Action.** A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:
- [a] The Director's dissent is entered in the minutes of the meeting;
- [a] The Director files a written dissent to the action with the Secretary of the meeting before the meeting is adjourned; or
- [b] The Director forwards a written dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting, such right to dissent may not be exercised by a Director who voted in favor of such action.
- 6.9 **Action by Writing.** 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 and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.
- 6.10 **Presence Through Communications Equipment.** Unless otherwise provided by law or the Articles of Organization, or these By-laws, members of the Board of Directors may participate in a meeting of such Board by means of a conference call or similar communication equipment, as long as Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.



- 6.11 **Directors' Compensation and Reimbursement.** Directors shall receive no compensation for their services as Directors, but may receive reasonable reimbursement for expenses in attending meetings. Nothing in these By-laws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

## **Section VII CORPORATE OFFICERS**

- 7.1 **Officers.** The officers of the Corporation shall be President, Vice President, Treasurer, Secretary and such other officers, if any, as the Directors may determine. The Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time, except that neither the Secretary nor the Treasurer may serve concurrently as either the President.
- 7.2 **Election of Officers.** The President, Vice President, Treasurer, and Secretary shall be elected annually by the Directors at the annual meeting of the Directors. Other officers, if any, may be elected by the Directors at any time. Officers shall serve a one-year term.
- 7.3 **Other Officers.** The Board may appoint and may authorize the President or other officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties determined by the Board.
- 7.4 **Resignation of Officers.** Any officer may resign at any time by delivering his resignation in writing to the President, the Secretary or to the Corporation at its principal office. The resignation shall take effect as of the date of acceptance by the Board. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.
- 7.5 **Removal of Officers.** Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the vote of the majority of the Directors or by an officer on whom the Board may confer that power of removal, whenever in its judgment the Board determines that the best interests of the Corporation would be served thereby. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board.
- 7.6. **Vacancies in Offices.** The Directors shall elect a successor if the office of the President, Vice President, Treasurer or Secretary becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of President, Vice President, Treasurer and Secretary until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

- 7.7 **President.** If a President is elected, that President shall preside at the meetings of the members and the meetings of the Directors and shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by the By-laws.
- 7.8 **Vice President.** In the absence or disability of the President, the Vice President, if any, shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions of the President. The Vice President shall have such other powers and perform such other duties as the Board or the By-laws may prescribe from time to time.
- 7.9 **Secretary.** The Secretary shall keep or cause to be kept, at the Corporation's principal office, the office of the Secretary or resident agent in Massachusetts, or other place that the Board may direct, the following:
- [a] **book of minutes** of all meetings, proceedings, and actions of the Board, of committees of the Board, and of member's meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present at members' meetings. If the Secretary is absent from any meeting of Directors or members, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting;
  - [a] **membership records** including a record of all current members' names and addresses;
  - [b] **articles of organization and by-laws** as amended to date;
  - [c] **notices** of all meetings of the members, Directors, and of committees of the Board required by the By-laws to be given.
- The Secretary shall have such other powers and perform such other duties as the Board or the By-laws may prescribe from time to time.
- 7.10 **Treasurer.** The Treasurer shall be in charge of or oversee the financial affairs of the Corporation including its books of account, accounting records and procedures, business transactions, funds, securities and valuable papers. The Treasurer shall keep or cause to be kept full and accurate records thereof. The Treasurer shall prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. The Treasurer shall have such other duties and powers as designated by the Directors or the President.
- 7.11 **Advisory Boards.** The Directors may designate certain persons or groups of persons as advisory Boards. Such persons shall serve in an advising capacity as directed by the Directors, and, except as the Directors shall otherwise designate, shall have no right to

notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities

- 7.12 Execution of Papers.** Except as the Directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligation made, accepted or endorsed by the Corporation shall be signed by the President, the Treasurer, or other designee of the Board.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the President and the Treasurer, shall be binding on the Corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, By-laws, resolutions or votes of the Corporation.

## **Section VIII COMMITTEES OF THE BOARD**

- 8.1 Powers.** The Board may elect or appoint one or more committees (including an executive committee) consisting of two or more Directors to serve at the pleasure of the Board. Committees of the Board shall not have members who are not Directors. The Directors may delegate to any such committees any or all of their powers, except the power to:

- a) authorize a petition for the dissolution of the Corporation;
- b) change the principal office of the Corporation;
- c) amend these By-laws;
- d) elect officers and fill vacancies in any such offices;
- e) change the number of Board of Directors and fill vacancies in the Board of Directors;
- f) remove officers or Directors from office; or
- g) authorize a merger.

- 8.2 Committee Requirements.** Unless the Directors otherwise determine, committee meetings shall be held at such places and at such times as the chairman of such committee shall determine. The provisions of Sections 6.5 (notice of meetings), 6.6 (quorum), 6.7 (action by vote), 6.8 (assent to action), 6.9 (action by writing), 6.10 (presence through communication), and 6.11 (Director compensation and reimbursement) shall apply to committee meetings as nearly as may be, with the terms “committee” or “committee member(s)” substituted for “Board of Directors” or “Director(s).”

Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these By-laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

## Chapter IX INDEMNIFICATION AND INSURANCE

- 9.1 Indemnification.** Except as otherwise specifically provided below, the Corporation shall, to the extent legally permissible, and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify each person who is, or shall have been a Director or officer of the Corporation, 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 judgments, fines, penalties and reasonable attorney’s fees and all amounts paid, other than to the Corporation, in compromise and settlement) imposed upon or incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such person.

The Corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Any Person who at the request of the Corporation serves another organization or employee benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in such manner with respect to the Corporation.

The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved, by (1) a disinterested majority of the Board of Directors or (2) if there are no disinterested Directors, by independent legal counsel representing the Corporation and appointed by a majority of the Directors then in office.

As used in this section, the terms “Director” and “officer” include their respected heirs, executors, administrators and legal representatives, and an “interested” Director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this section shall not be exclusive of or affect any other rights to which any Director or officer may be entitled under any agreement, statute or otherwise. The Corporation’s obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person. Nothing contained in this section shall affect any rights to which

corporate personnel other than Directors or officers may be entitled by contract or otherwise.

- 9.2 Advancement of Expenses.** To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 9.1 of these By-laws in defending any proceeding covered by that Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

- 9.3 Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of its officers, Directors, employees, and other such “agents” against any expenses incurred in any proceeding and any liabilities asserted against any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such, whether or not the Corporation would have the powers to indemnify him against such expenses or liabilities under the provisions of this section.

## **Section X EXEMPT ACTIVITIES**

- 10.1** Notwithstanding any other provision of these By-laws, no Director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision or provisions thereof.

## **Chapter XI CORPORATE RECORDS**

- 11.1** The Corporation shall keep correct and complete books and records of account, the By-laws and Articles of Organization, the names and addresses of members, and the minutes of the Board of Directors meetings at the principal office of the Corporation or at another place as decided by the Board of Directors.

All books and records of the Corporation may be inspected by any Director at any reasonable time for any proper purpose reasonably related to a person's interests as a Director.

These By-laws, the Articles of Organization, and the record of each member's name and address may be inspected by any member at any reasonable time for any proper purpose reasonably related to a person's interests as a member.

**Section XII  
AMENDMENTS**

- 12.1** These By-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting, the notice of which contains a statement of the proposed alterations or amendments. The Directors may also make, amend or repeal these By-laws in whole or in part and shall give written notice of such action to the membership before the next meeting of members. Any such alteration, amendment or repeal by the Directors may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting. Any amendment, alteration or repeal of a By-law by the Directors as provided in this section shall be valid and given full force and effect unless and until acted upon by the members.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Pioneer Valley Church of Christ, a Massachusetts nonprofit Corporation; that the above By-laws, consisting of [14] pages, are the By-laws of this Corporation as amended by the Board of Directors on [Wednesday, September 10, 2008] (date); and that they have not been amended or modified since that date.

Executed by           Maria Feuerstein           September 10,  
2008 [Maria Feuerstein], Secretary Date

at           Chicopee, Massachusetts            
[Name of City & State]