

Boston Church of Christ
December 14, 2003
Congregational Meeting

On September 26, 2003 the Boston Church held its 2003 annual meeting of the members entitled "On to Maturity." Wyndham Shaw presented a message from the Elders and several members of the board of directors reported on the director election, amendments to the corporate by-laws, and the work of the Compensation Task Force. Each of these speeches remain available on the Boston Church website at www.bostoncoc.org.

That night we voted to elect the board of directors and amend our corporate by-laws. 89-91% of those present voted in favor of each of the proposed directors, and 89% of those present voted to amend the by-laws. Unfortunately, we were 325 members short of a 50% quorum, so the results of the director election and by-law amendment are thus invalid. We have to do it again.

Therefore, we are using our December 14th all-church worship service at the Hynes Auditorium as an opportunity to call a special business meeting to vote on these matters. We will hold the meeting open during both the morning and afternoon services in hopes of assuring a quorum. While a primary function of these services will be to hear a last message from the Fergusons and express our love for them as they move to Phoenix, a short section of each meeting will allow Boston church members to vote by ballot for the proposed board of directors and to amend the current by-laws.

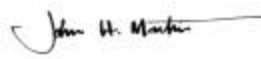
Thinking that we fully described these business items at the September 26th meeting, we will not set aside time to re-address these two issues at the December 14th meeting. The board encourages any member unable to attend the September 26th meeting to review the speeches on the Boston church website. You may also feel free to address any questions to current board members or to David Adams, who serves as the church's corporate secretary. David can be reached at (978) 294-0130.

For your convenience, we have attached the proposed board members' biographies and a summary of proposed by-law changes. Please note that we have added two more proposed by-law amendments to those we previously presented on September 26th. The first is a proposal to allow a form of proxy voting to address the challenge of attaining a 50% quorum at any one meeting. The second is a further clarification of the authority relationship between the Elders and the board.

Please make whatever arrangements you need to be able to worship together, send off the Fergusons, and vote on these important issues December 14th! We encourage all parents and teens to attend the morning service, from 10 - 12. We encourage all singles, campus students, and those giving child care during the morning service to attend the afternoon service from 4 - 6. We are also extending an invitation to all outlying New England churches to attend the afternoon service.

Christmas time in Boston is always special. We are all looking forward to December 14th as an exciting but bittersweet day. Please pray about it in advance, and come ready to worship God.

In His Service.



John Martin, Chairman

NOTICE OF CONGREGATIONAL MEETING

Notice is hereby duly given that a special meeting of the members of the Boston Church of Christ shall be held in the Ballroom of the Hynes Convention Center on Sunday, December 14, 2003 between 10-12 noon and 4-6 PM.



Ben Bolte

Belmont, Massachusetts
Greater Boston Region

Term Ends: 2006

Education

M.A., English from Middlebury College
B.A., English from Oberlin College

Professional Experience

Beginning his career as an English teacher and then a director of Admission for a private school, Ben later served as Vice-President and Chief Operating Officer for a leading national educational consulting firm recruiting and placing faculty and administration staff, as well as providing management consulting for private, independent schools. Ben currently conducts executive search assignments for senior administrators and works with Heads of School in administrator recruitment.

Family and Ministry

Ben has been married for sixteen years and a disciple for twelve. He has three children, ages 14, 11, and 7. Ben has served as a D-group and Bible Talk leader as well as a full-time administrator for the Greater Boston Region. He has also consulted with DPI and the ICOC IT department in the area of strategic planning and implementation.



Wayne Chin

Canton, Massachusetts
South Region

Term Ends: 2004
Number of Years on Board: 5

Education

M.D. from the University of South Florida.
R.D.M.S. certification in ultrasound.
Pre-med at McGill University and Abilene Christian Univ.

Professional Experience

Wayne is an emergency physician at South Shore Hospital. After serving his residencies in family and emergency medicine in Boston, he later went on to join the teaching faculty at Boston Medical Center and Beth Israel Deaconess Hospital. He has participated in overseas medical missionary work with HOPE worldwide in Phnom Penh, Cambodia and Kingston, Jamaica. He is active in the American College of Emergency as well as the Massachusetts Medical Society.

Family and Ministry

Wayne has been married for 12 years and is the father of two children, ages six and four. He and his wife are currently in the process of adopting a child from China. Wayne has served as a campus minister, family group leader, and was a self-supporting minister for one year.



Mark Buchholz

Pembroke, Massachusetts
South Region

Term Ends: 2004

Education

BS degree in Applied Mathematics

Professional Experience:

Mark has served collectively 6 years in the ministry in various roles and currently serves in the South Region. He also worked at State Street Bank for 15 years in various positions both developing and managing Information and Internet Technology.

Family and Ministry:

Mark has been a disciple since 1976 and moved to Boston on his honeymoon in 1984. His wife Beth also serves in the ministry and part time as a Veterinarian. They have twin boys sixteen years old, who are both disciples, and a daughter who is thirteen and just entered the teen ministry.



Cydnee Hines

Dorchester, Massachusetts
South Central Region

Term Ends: 2005

Education

Attended Northeastern University and received certification from the Boston University School of Management

Professional Experience

Cydnee has served as a women's ministry leader since 1996 in the South Central Region. Before entering the ministry she worked in the broadcasting industry starting as an intern announcer and later working her way into management as a national sales manager. She is currently active and has held officer positions on several boards including the YMCA, the NACA, a non-profit home buying organization, the Murphy Elementary School, and the Dorchester Neighborhood Watch Committee.

Family and Ministry

Cydnee has been married for thirteen years and has two sons ages ten and seven. She has served as a women's ministry leader for the past seven years.



Valdur Koha

Lexington, Massachusetts
Greater Boston Region

Term Ends: 2006

Education

Equivalent to a Master's degree of mathematics and computer Science from the University of Bonn, Germany

Professional Experience

Valdur was the founder of a successful software company which after a merger has grown to become one of the leading software communication companies in the world. During his company's rapid ascent, Valdur's positions have included president, chief executive officer, and chief operating officer.

Valdur currently serves as the senior vice president of Business Development for Openwave Systems. In addition to for-profit board experience, Valdur presently serves on the board of directors of the Congressional Coalition on Adoption Institute in Washington D.C., a bi-partisan coalition made up of U.S. senators and congressmen which seeks to promote national and international adoptions.

Family and Ministry

Valdur has been married for twenty-three years and has five sons and one daughter, who was adopted from Romania. His sons are all disciples, two of them attending Boston College.



Tracy Larr

Beverly, Massachusetts
North Region

Term Ends: 2005

Education

Tracy graduated from the Preston Road School of Preaching in Dallas, Texas and immediately entered the ministry.

Professional Experience

Tracy has served in most areas of the full-time ministry for the past twenty-two years. He served for ten years in the North Region, seven as an evangelist. He currently serves as a congregational elder for the Boston Church.

Family

Tracy has been married for twenty-two years and has three children who are all disciples. Two are in the Boston campus ministry and one a senior in high school.



John Martin

Newton, Massachusetts
Greater Boston Region

Term Ends: 2005

Number of Years on Board: 6

Education

Master of Architecture, Harvard University Graduate School of Design, 1989

Bachelor of Environmental Design in Architecture and Bachelor of Science in Civil Engineering, N.C. State University, 1985

Professional Experience

John is an architect serving as a vice-president for the Boston firm of Elkus/Manfredi Architects. His experience brings strong real estate and strategic planning expertise to the board. John currently serves as the Board Chairman. He has also served on the Newtonville Historic District Commission.

Family and Ministry

John has been a disciple since 1978 and a member of the Boston Church since 1985. He has been married for seventeen years and has a daughter, age eleven, and a son, age seven. He has served in many capacities of church leadership including family group, Bible Talk and House Church leader.



Clarence Webster

Milford, Massachusetts
South Central Region

Term Ends: 2004

Number of Years on Board: 5

Education

B.S. in Math and Physics from Prairieview A& M, Texas

Professional Experience

Clarence has worked in the underwriting department of Liberty Mutual Insurance Co. for the past 34 years having served in various technical and managerial roles.

Family and Ministry

Clarence has served as an elder for eight years and currently serves as a congregational elder. He has been a disciple for 17 years. He has been married for 34 years with two sons who are both disciples. Clarence also serves on the leadership team for the South Central Region as well as a leader for the Mature Ministry whose members are 50 years in age or older.



Charlie White

Lynnfield, Massachusetts
North Region

Term Ends: 2006

Education

Ph.D., Masters, and Bachelors degrees in Mechanical Engineering from M.I.T.

Professional Experience

Charlie's work experiences include: U.S. Army officer, research engineer for the U.S. Army Materials Laboratory, Assistant Professor of Mechanical Engineering at Northeastern University, and Manager of the Blade Process Group for the Gillette Company, where he has been for the past seven years. At Gillette, Dr. White has led numerous technical cross functional teams and was one of the co-inventors of the Mach3 Turbo razor blade.

Family and Ministry

Charles became a disciple in 1985 while in graduate school. Since then he has served in various roles in the Boston Church including: Bible Talk, Discipleship Group and House Church leader; deacon; region Kingdom Kids lead coordinator and as a member of the North Region's transitional leadership team. Charles has been married for fourteen years and has two daughters, ages nine and eleven.

Amendments to the Corporate By-Laws

Copies of the current Church by-laws as well as the newly proposed by-laws may be obtained by contacting David Adams at david_adams@icoc.org. David, who serves as the corporate secretary, or any of the current board members are also available to answer any questions regarding these proposed amendments before the December 14 meeting. You may contact David at (978) 294-0130.

The by-laws, filed with the Secretary of State's Office, describe how the Church is structured and governed. In Massachusetts the right to amend the by-laws or the right to delegate the right to amend the by-laws belongs to the members of the Church.

Given the significant organizational changes that have taken place this past year in the Church, the elders and board of directors recommend the following changes to the by-laws to strengthen our board and the Church organization. These changes fall into three categories: 1) changes that recognize a balance of authority among the members, the board, and the ecclesiastical leadership; 2) technical changes that provide for better and more efficient board governance; and 3) added language that defines good board practice which, although the practice of the Boston Board, has never been included in the by-laws. The board believes these changes will strengthen and clarify church governance. The board also desires that members understand church governance and welcomes any questions regarding any of these recommended changes.

Amending the by-laws requires a majority of the members present at the December 14, 2003 Congregational meeting voting to amend.

Proposed Amendments to By-laws (previously distributed before the September 26 Annual Meeting of the Members)

- Add description of the powers of the members which include the power to elect and remove directors, to amend the by-laws and articles of organization, to elect to merge the corporation with another corporation, and to decide any other issue that the board determines should be decided by the members.
- Add that meetings of members are to take place within the Commonwealth of Massachusetts at a location determined by the board of directors.
- Change the time of the annual meeting from taking place during the first six months of the calendar year to taking place at a time determined by the board.
- Change notice requirements to allow "reasonable notice" to include written and oral announcements at various meetings or services of the congregation.
- Change quorum requirements from "the lesser of a majority or 2,000 of the members" to a majority of members.
- Add board's authority to fix a date when the board would determine the number of members to constitute a quorum.
- Increase number of directors, describe their qualifications, and require that at least two-thirds of directors consist of non-staff members of the church. Change requirement that directors should be elected from among the elders and evangelists.
- Change director terms from one year to three years. Require staggered terms. Set term limits allowing only two consecutive terms.
- Require two-thirds of board to remove a director (previously only required a majority).
- Added requirement for directors to adopt a conflict of interest policy.
- Add process to address any transactions involving a director with a conflict of interest.
- Change location of director meetings from "within or without the City of Boston" to "anywhere in the Commonwealth of Massachusetts."
- Add right for two directors to call a special meeting of the directors.
- Add specific notice requirements for director meetings.
- Add language prohibiting the clerk or treasurer from also holding the office of board president or chair.
- Permit and describe the role of advisory boards.
- Add use of board committees. Explain scope of committee authority.
- Describe committee requirements.
- Revise indemnification and insurance language as permitted under Massachusetts law.
- Add right of members to inspect the By-laws, the Articles of Organization, and the record of their own name and address

Newly Proposed By-law Amendments

The following additional amendments have been added since the September 26, 2003 meeting:

- 1) An amendment to permit the board to implement proxy voting by a process determined by the board. This will allow, for example, members to vote on congregational issues in a regional service setting, rather than requiring a majority of members to be present at one time in one location, a significant challenge given the number of members with children.
- 2) An amendment to define the authority relationship between the elders and board of directors. The key by-law provisions addressing these issues are included in there entirety below.

Section III DIRECTORS

3.1 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 Biblical principles, the directors of the Corporation shall oversee and direct the business and temporal affairs and activities of the Corporation and make such rules and regulations for these purposes as they deem best. Such authority shall include, but is not limited to:

- approving a compensation model for all employees of the Corporation,
- setting the compensation of the Elders supported by the Corporation,
- hiring, discharging, evaluating, and setting the compensation of the executive director,
- approving an annual budget submitted by the elders,
- approving any financial commitment in excess of \$25,000 which is outside of the approved annual budget,
- approving the purchase or sale of real estate,
- approving the use of any revenue generated by the sale of real estate to be used in the operations budget, and
- approving all working policies and procedures of the Corporation.

[b] In accordance with Scripture, the sole authority to direct, control, and maintain the ecclesiastical affairs of the Corporation shall be vested in the Elders. Such authority shall include, but is not limited to:

- directing the ecclesiastical affairs of the Corporation,
- establishing the annual budget,
- hiring and discharging ministry staff,
- prescribing the duties of ministry staff,
- confirming ministry authority and titles by ordaining, licensing, or commissioning the Corporation's employees, and in some circumstances the Corporation's members, as ministers of the Gospel,
- setting the specific compensation of ministry staff other than the Elders consistent with a compensation model approved by the board of directors, and
- evaluating the performance of ministry staff.

Elder candidates shall be selected through a process prescribed by the currently recognized Elders of the Corporation in accordance with Scripture.

[c] In the unlikely event of an impasse between the board of directors and the Elders of the Corporation in a decision that impacts both the business and ecclesiastical affairs of the Corporation, each group shall select two representatives that will meet to propose a compromise solution to be voted on separately by each group. If a compromise solution cannot be agreed upon, the Elders of the Corporation shall decide the matter.