

The Riverside Church of New York

Proposed Bylaw Amendments

□ Proposed Amendment No. 1: Article IV – Meetings of the Church

I. Current Language

2. Annual Meeting. The Annual Meeting of the Church shall take place at the Church on the third Sunday of May. Notice of the Annual Meeting shall be given by the Secretary of the Church and shall be publicly read by a minister of the Church or any Church Council member at a regular Church meeting for public worship on the two successive Sundays immediately preceding such Annual Meeting. Members of the Church shall vote on the proposed budget for the coming fiscal year and shall elect all elected officers at this Annual Meeting.

II. Proposed Change

Amend the first sentence of Article IV, Section 2 by deleting the words “at the Church on the third Sunday of May” and inserting the words “in May of each year at a time and place determined by the Church Council.” after the words “shall take place”

And deleting the words “and shall elect all elected officers at this Annual Meeting” in the last sentence, so that Article IV, Section 2 will read as shown below.

III. Proposed Language

2. Annual Meeting. The Annual Meeting of the Church shall take place **in May of each year at a time and place determined by the Church Council.**~~at the Church on the third Sunday of May.~~ Notice of the Annual Meeting shall be given by the Secretary of the Church and shall be publicly read by a minister of the Church or any Church Council member at a regular Church meeting for public worship on the two successive Sundays immediately preceding such Annual Meeting. Members of the Church shall vote on the proposed budget for the coming fiscal year ~~and shall elect all elected officers at this Annual Meeting.~~

IV. Rationale

Deleting the place of the annual meeting is necessary to enable us to have hybrid annual meetings where members participating online can vote. The Religious Corporation Law Section 28 provides that a religious corporation may have hybrid voting as long as the Board of Directors is authorized to determine the place of the meetings. Thus, we need to eliminate from the Bylaws where the annual meeting will take place and make it clear the Church Council has the authority to determine the place of the annual meeting.

The deletion of “and shall elect all elected officers at this Annual Meeting.” is necessary because it is incorrect and conflicts with Article V. Article V sets forth the manner and timeline for the election of officers. That provision of the Bylaws provides that members

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are given ballots, and they can vote within a certain time period up to the end of the Annual Meeting.

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□ Proposed Amendment No. 2: Article V. Elected and Appointed Offices, Section 4(d). Election Procedures

I. Current Language

d. Voting. Eligible voters may vote by mail, by leaving their ballots at the Church at a designated place, or at the Annual Meeting of the Church. All ballots must be received by the close of business of the Annual Meeting, or they will not be counted. No member may cast more than one vote for any single nominee, and the number of votes cast for each office must be no more than the total of all vacancies for that office.

II. Proposed Change

Amend Article V, Section 4 (d) by inserting the word “electronically” after the words “may vote” so that Article V, Section 4(d) will read:

III. Proposed Language

d. Voting. Eligible voters may vote **electronically**, by mail, by leaving their ballots at the Church at a designated place, or at the Annual Meeting of the Church. All ballots must be received by the close of business of the Annual Meeting, or they will not be counted. No member may cast more than one vote for any single nominee, and the number of votes cast for each office must be no more than the total of all vacancies for that office.

IV. Rationale

We want to make it clear that members can vote for elected offices electronically.

□ Proposed Amendment No. 3: Article XIII – Amendments

I. Current Language

These By-laws may be amended only by a two-thirds vote of the qualified members of the Church present and voting at a meeting thereof, after a written notice, embodying such amendment, has been openly given at a previous meeting of the Congregation, and also in the notices of the meetings at which such proposed amendment is to be acted upon.

II. Proposed Change

Amend Article XIII by deleting the words “thereof, after a written notice, embodying such amendment, has been openly given at a previous meeting of the Congregation, and

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also in the notices of the meetings at which such proposed amendment is to be acted upon” in the first sentence, and inserting the words “of the Congregation called for that purpose.” And adding the following “Notice of such meeting shall be given by the Secretary of the Church and shall be publicly read by a minister of the Church or any Church Council member at a regular Church meeting for public worship on the two successive Sundays immediately preceding such meeting. Notice of such meeting and the text of any proposed amendments to be considered at such meeting shall be made available to members of the Congregation in writing beginning at least two weeks prior to such meeting.”

III. Proposed Language

These By-laws may be amended only by a two-thirds vote of the qualified members of the Church present and voting at a meeting **of the Congregation called for that purpose.** ~~thereof, after a written notice, embodying such amendment, has been openly given at a previous meeting of the Congregation, and in the notices of the meetings at which such proposed amendment is to be acted upon.~~ **Notice of such meeting shall be given by the Secretary of the Church and shall be publicly read by a minister of the Church or any Church Council member at a regular Church meeting for public worship on the two successive Sundays immediately preceding such meeting. Notice of such meeting and the text of any proposed amendment to be considered as such meeting shall be made available to members of the Congregation in writing beginning at least two weeks prior to such meeting.**

IV. Rationale

This change will clarify when and how notice of a meeting where bylaw amendments are considered and notice of the text of the amendments are to be given.