

BY-LAWS

OF

THE RIVERSIDE CHURCH IN THE CITY OF NEW YORK

**ADOPTED BY THE MEMBERS OF
THE RELIGIOUS SOCIETY AND THE RELIGIOUS CORPORATION
AT A JOINT MEETING ON JANUARY 29, 1995**

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**Article I
Structure of the Church**

1. The name of this religious organization is The Riverside Church in the City of New York (the “Church”).

2. The Church is an independent, congregationally governed church, affiliated with the American Baptist Churches and the United Church of Christ.

3. Following Baptist tradition, the Church is a Religious Society, gathered for the worship and service of God in accordance with Christian belief and practice, and independent from government control. In part, the Church operates through a Religious Corporation organized under the Religious Corporations Law of the State of New York for the purpose of holding property and doing such other things as corporations are authorized to do.

**Article II
Mission**

The Church seeks to be a community of faith. Its members are united in the worship of God known in Jesus, the Christ, through the inspiration of the Holy Spirit. The mission of the Church is to serve God through word and witness; to treat all human beings as sisters and brothers; and to foster responsible stewardship of all God’s creation. The Church commits itself to welcoming all persons, celebrating the diversity found in a congregation broadly inclusive of persons of different backgrounds and characteristics, including race, economic class, religion, culture, ethnicity, gender, age, sexual orientation, family status and physical and mental abilities. Members are called to an individual and collective quality of life that leads to personal, spiritual and social transformation, witnessing to God’s saving purposes for all creation. Therefore, the Church pledges itself to education, reflection, and action for peace and justice and the realization of the vision of the heavenly banquet where all are loved and blessed.

**Article III
Membership**

1. **Membership.** Membership in the Religious Society is open to all who profess Jesus Christ as Lord. The members of the Religious Society are also the members of the Religious Corporation.

2. **Responsibilities of Membership.** Membership carries with it the responsibility to support the programs, ministry and spiritual life of the Church, in a spirit of Christian fellowship, through a commitment of time, talent and financial resources.

3. **Categories of Membership.**

a. **Full Membership.** Full membership carries all the privileges and responsibilities of membership in the Church. Full members who are 16 years of age or older may vote at the Annual Meeting and any other meeting of the Congregation. Persons may become full members by any of the following procedures:

i. *Confession of Faith.* Persons becoming members by confession of faith are usually becoming members of the Christian Church for the first time. Baptism may be provided before admission and can be either by immersion or sprinkling. In the presence of the Congregation, candidates are asked to affirm their faith in Jesus Christ as Lord and are then admitted to membership. They are not required to subscribe to any further creedal formula or statement of faith.

ii. *Reaffirmation of Faith.* Persons entering by reaffirmation hold or have held previous membership in churches which have not given a letter of transfer. In the presence of the Congregation, candidates are asked to reaffirm their faith in Jesus Christ as Lord and are then admitted to membership. They are not required to subscribe to any further creedal formula or statement of faith.

iii. *Letter of Transfer.* Persons who hold active membership in other churches may be received as members of the Church by a letter of transfer obtained by themselves or by the Church on their behalf.

b. **Denominational Affiliate Members.** Ordained ministers, officers and employees of denominational bodies who wish to make the Church their church home may be admitted to membership as denominational associates, with all the rights and responsibilities of full membership in the Church (including voting) even though they maintain their ties with their own denominational bodies.

c. **Affiliate Members.** Those who wish to have an affiliation with the Church while maintaining a primary membership in another church may become affiliate members.

There are two categories of such membership:

i. *Resident Affiliates.* Persons residing in New York City or its environs who, because of temporary residence in the area of the Church or for other reasons, wish to continue affiliation with their own church homes may be admitted as affiliate members with the rights and responsibilities of membership in the Church (except voting). It is hoped that affiliate members who remain in the New York metropolitan area for more than three years would transfer to full membership.

ii. *Nonresident Affiliates.* Members of the Church who move from the geographic area of the Church and transfer or intend to transfer their membership to other churches but wish to continue affiliation with the Church may be admitted as nonresident affiliates with the rights and responsibilities of membership in the Church (except voting).

d. **Emeritus Members.** Former clergy staff of the Church and long-time elderly members may be designated as emeritus members with full rights and responsibilities of membership in the Congregation.

4. **Termination of Membership.**

a. **Letter of Dismissal.** A member shall request an appropriate letter of dismissal from the staff person in charge of membership for the purpose of transfer to another church. Upon the sending of such a letter, membership in the Church is terminated. A member may also request to be released from membership without membership being transferred to another church. A minister of the Church may arrange a conference prior to granting such a request.

b. **Lapsed Membership.** Members who have allowed their membership to lapse by lack of participation in or contribution to the Church or by failure to answer correspondence for a period of two consecutive calendar years will, following clergy review and appropriate notification and with the approval of the Church Council, be dropped from the membership roll. Such members may be reinstated, with the approval of the Church Council, by indication of intention to reassume the responsibilities of membership.

5. **Maintenance of Membership Rolls.** The Secretary of the Church Council shall be responsible for maintaining an official membership roll of the Church, and shall annually, no later than September 30 of each year, use such means as are appropriate to determine the accuracy of and revise the membership roll, including surveys and direct member contact.

Article IV
Meetings of the Church

1. **The Authority of the Congregation.** The Congregation has general authority over the Church, and on certain matters only the Congregation can act: approval of the Church's annual budget, the amendment of these By-laws, and the call or discharge of a Senior Minister. Otherwise:

a. Within the Religious Society, decisions concerning the programs and practices of the Church are ordinarily made by the Church's ministers and staff, the Church Council acting as Board of Deacons, and the Church's other officers elected or appointed under these By-laws, consulting together and with members of the Congregation prayerfully, and in keeping with the general principles that govern Christian life. When disputes arise over the programs or practices of the Church, the Congregation has the authority to resolve them through action taken at regularly called meetings of the Congregation, likewise acting prayerfully, in consultation with the Church's ministers, staff, deacons and other officers, and in keeping with Christian principles. Throughout, the Congregation and the Church officers respect the liberty of the Church's ministers to preach and to teach as they believe they are called to do.

b. Within the Religious Corporation, authority generally belongs to the Congregation and is delegated by it to the Church Council acting in its capacity as a Board of Trustees, and in turn by the Church Council to the ministers and staff of the Church, subject to actions and policies adopted by the Congregation, the Church Council, and other elected and appointed bodies of the Church.

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. 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 at this Annual Meeting.

3. **Special Meetings.** Special meetings of the Church are called by the Church Council, and shall be called on the written request of at least 10 voting members of the Church. Notice of a special meeting shall specifically state the text of any resolution to be proposed at the meeting. Such notice 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. No action can be taken at a special meeting except upon a resolution specifically set forth in the meeting notice.

4. **Informal Meetings.** The Church Council may call informal meetings of the Church, to be held at times and places and with agendas set by the Church Council. The purpose of such meetings is to help members become adequately informed and to discuss matters on which the Church Council feels it needs to hear the opinions of members. No action may be taken at such meetings.

5. **Conduct of Meetings.** Meetings of the Church shall be chaired by the Chair of the Church Council, or in the absence of the Chair by the Vice-Chair, or in the absence of both Chair and Vice-Chair by any other member of the Church Council designated by the Chair. The person chairing the meeting shall present matters requiring action. At all Annual and special meetings of the Church, a quorum shall consist of the lesser of 100 members of the Church or 10% of the members of the Church, and the presence of a quorum shall be determined at the beginning of the meeting by a secretary designated at the meeting by the Chair for such purpose.

Article V Elective and Appointed Offices

1. Eligibility.

a. **Membership.** Persons nominated as candidates for the Church Council must have been full members of the Church for at least two years prior to the date on which they would begin serving. Persons nominated as candidates for any other elective office must have been full members of the Church for at least one year prior to the date on which they would begin serving.¹ All persons appointed to any office under these By-laws must be full members of the Church. All elected and appointed offices terminate upon termination of the office-holder's full membership in the Church.

b. **Stewardship.** Nominees for any elective office must have pledged their monetary support to the Church—and must have met those pledges—in each of the two years immediately prior to the date of their election, or for such shorter period as the nominee has been a member of the Church. The Nominating Committee may grant exceptions from this requirement in cases of unforeseen financial hardship.

¹ The change in the period of required membership from two years to one year for offices other than the Church Council takes effect after the conclusion of the Church's 2008 elections.

c. **Staff Members.** Full-time employees of the Church and part-time employees and paid consultants working 17-1/2 hours or more per week are ineligible to hold elective office or appointed office under these By-laws. Part-time employees and paid consultants are ineligible to serve on the Budget and Planning Committee or as voting members of any church body with responsibility for the employee's or consultant's area of employment, except that any person employed by the Church for fewer than seven hours per week may serve in any office created under these By-laws, provided that such person's employment by the Church is disclosed and such person does not act on the amount of compensation such person is paid by the Church. A part-time employee or consultant holding office at the time this paragraph is amended which is contrary to the amendment may serve until the 2008 church election.

d. **Multiple Terms.** Notwithstanding any other provision in these By-laws, no one may be elected to more than six consecutive years on a particular Church body without at least a two-year interlude in service on that body, nor to more than six consecutive years on any Church body without at least a one-year interlude in service on all elected Church bodies. No one may serve more than six consecutive years on a particular Church Committee without at least a two-year interlude in service on that Committee. A person ineligible under this By-law for a three-year term of service may be elected to such portion of a three-year term as this By-law allows, at the conclusion of which the balance of that term shall be filled by election in accordance with these By-laws.²

2. **Responsibilities of Members Elected or Appointed to Office.** Every person who accepts nomination for an elective office or accepts appointed office under these By-laws:

a. Accepts the tradition of diaconal service to the Congregation, is willing to be a servant of God, is committed to church ministry that meets people's needs, exhibits Christian character and good works that gain the respect of Church members, understands and accepts a covenant relationship with God and among the Congregation, seeks to relate well with Church staff and to understand the nature of their work, and accepts the importance of confidentiality and transparency. Each is expected to attend church regularly and to participate in serving communion, in other liturgical offices, and in the activities of the Church.

b. Agrees to attend all meetings of the body to which that person is elected or appointed. Anyone who fails to attend three consecutive meetings of the body to which such person is elected or appointed shall be

² The increase in the required interlude in service takes effect after the conclusion of the Church's 2008 elections.

deemed to have resigned from the office to which that person was elected or appointed, the office shall be declared vacant, and it shall be filled as provided in these By-laws. If, however, the Chair of the body to which such person is elected or appointed determines that the absences are unlikely to continue, the Chair may invite the member to continue.

3. Nominating Committee. There shall be a Nominating Committee of the Church, which shall have the following duties and responsibilities: It shall identify within the membership of the Church persons with leadership qualities and persons with talent and experience needed by various Commissions, Committees, etc. for possible service to the Church and shall give the names of such persons to the Appointments Committee and the Church Council; clarify, administer and assure the integrity of the processes and procedures to elect Church officers and lay leaders; prepare candidate slates that reflect the diversity of the membership of the Church for all elective Church offices; and formulate for congregational approval amendments to the By-laws regarding the nomination of candidates for Church office and the election, including, but not limited to, candidate eligibility requirements, including membership, pledging, re-election and office qualification criteria. It shall also implement procedures for handling and identifying candidates for Church office maintained by petition; voter eligibility requirements and balloting procedures; and policies regarding the filling of interim vacancies, and such other rules and procedures not inconsistent with these By-laws. The Committee shall consist of one of the at-large members of the Church Council appointed by the Chair of the Church Council; one elected representative from each of the four Program Commissions, appointed from among their elected members for one-year terms up to a maximum of three consecutive terms; and nine members elected directly by the Congregation for overlapping three-year terms. The Committee shall elect a Chair, a Vice-Chair and a Recording Secretary from among the members of the Committee. A majority of the Committee's members shall constitute a quorum.

4. Election Procedures.

a. Nominations.

i. *By the Nominating Committee.* The Church's Nominating Committee shall solicit recommendations from the Congregation for all elective offices starting no later than the first week of December preceding the election. The Nominating Committee shall verify each nominee's membership status and stewardship record. The Committee may choose from among the names suggested, and from other names, and shall nominate at least one but no more than two persons for each vacancy. With the exception of Commission representatives to the Church Council, it is

expected that the number of persons nominated by the Committee for each Church body will be equal to at least one more than the number of vacancies on that body. These nominees shall be announced at least 60 days before the date of the Annual Meeting. In selecting nominees, the Nominating Committee shall consider a member's service to the Church, leadership ability, professional/work skills and experience. An effort also will be made to reflect the Church's diversity in characteristics such as age, sex, sexual orientation, race and ethnicity. The eligibility requirements for a Program Commission representative on the Church Council shall include current service on such Program Commission. The nominations of the Nominating Committee shall be final, except in the case of nominations of candidates for election to the Nominating Committee itself, which must be reviewed and approved by the Church Council, and except for nominations by petition.

ii. *By Petition.* Within 21 days of the announcement of the nominees by the Nominating Committee, any additional person eligible for elective office may submit a petition of nomination signed by at least 100 voting members of the Church, along with a written statement signed by the nominee stating that she or he will serve if elected. The Nominating Committee shall verify such person's eligibility for elective office and the signatures on the petition. If such person is eligible for elective office and at least 100 signatures prove valid, the name of that person shall be added to the ballots for that office.

b. **Ballots.** In April, the Nominating Committee shall submit the nominees to the voting members of the Church in the form of ballots. The order of nominees for each office on the ballot shall be determined by lot by the Nominating Committee. Enclosed with the ballots shall be biographical materials, listing the nominees alphabetically. The Nominating Committee shall also post pictures and other materials in a conspicuous location at the Church at the time the ballots are circulated.

c. **Candidates' Forum; Election Publicity.** After the ballots have been submitted, the Nominating Committee shall sponsor one or more forums in which the candidates for office may present themselves and shall take such other steps to publicize the election and the candidates as the Committee deems appropriate. The Committee may describe in election materials the responsibilities of the Church's elected bodies, and indicate areas of expertise relevant to those responsibilities.

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.

e. **Election Returns and Certifications.** The Nominating Committee and other members of the Congregation designated by the Nominating Committee shall count ballots. The counting of ballots shall begin immediately following the adjournment of the Annual Meeting and shall continue expeditiously until completed. For the Church Council, at each election, the nominees for at-large positions receiving the highest number of votes for any vacancy created by the end of a Church Council member's term shall be elected to three-year terms. For members of the Church Council elected at large, the remaining term of any vacancy created during the preceding year shall be filled, with any remaining two-year terms being filled by the nominees with the next highest number of votes, and any remaining one-year terms being filled by the nominees with the next highest number of votes following the nominees filling the last available two-year term. Any ties shall be broken by lot. The Nominating Committee may set such other procedures for the counting of ballots as it deems appropriate, so long as such procedures do not conflict with the provisions of this paragraph. Nominees shall be informed as soon as possible of the results of the election. The results shall also be announced at the meeting for public worship on the Sunday next following the Annual Meeting.

5. **Term of Office.** The terms of all elected officers of the Church shall begin immediately following their election and shall end upon the election of their successors at the Annual Meeting in the year in which their term expires. Elected officers may resign by giving written notice to the Chair of the body to which they were elected, which shall be effective upon receipt of the notice by the Chair.

6. **Leadership Training Conference.** All elected officers and program staff of the Church shall assemble in a training conference to be held in June. The agenda shall be set by the outgoing Chair and Vice-Chair of the Church Council, upon consultation with the Senior Minister.

7. **Filling of Vacancies During the Year.**

a. **Church Council.** Vacancies on the Church Council shall be filled by vote of the Church Council upon consultation with the Nominating Committee, and the person thus chosen shall serve until the next Church election.

b. **Bodies Other Than the Church Council.** When there is a vacancy in any elective office other than the Church Council before the end of a particular term, the Chair of the affected body shall notify the Nominating Committee, which shall tell the Chair which nominee received

the most votes for that office in the last election but is not then serving in that office, and that person shall fill the balance of the vacant term. If, however, the balance of the term so filled is longer than the balance of the term of a person elected in the last election or of a person previously appointed to fill a vacancy since the last election, then the terms shall be reassigned so that the longest terms are filled by those who received the most votes at the last election. If all the persons who were candidates for that body in the last election are either serving on the body or have declined to serve, the Chair of the affected body, upon consultation with the Chair of the Church Council and the Chair of the Nominating Committee, shall appoint a person having the qualifications for election to that body to fill the vacancy, and the term of any person so selected shall last only until the next election. Where less than three months remain in a term, a vacancy shall be filled at the discretion of the Chair of the affected body.

8. Adoption of Additional Rules. The Nominating Committee may adopt such other rules and procedures governing candidacy for elective office and elections which appear necessary and which are not inconsistent with these By-laws.

9. Election and Appointment of Commission Officers and Representatives. The Program Commissions shall meet after the Annual Meeting, but before the June meeting of the Executive Committee of the Church Council, to elect their officers and appoint their various representatives to the Committees of the Church Council and other bodies. The Appointments Committee shall meet together and fill appointed positions on Committees no later than July 31 following the Annual Meeting.

Article VI The Church Council

1. The Church Council has overall responsibilities for the program, policy, property and all temporal affairs of the Church, subject to the authority of the Congregation. The members of the Church Council are deacons of the Religious Society, and assist the ministers of the Church in advancing the spiritual welfare of the Church. They are also trustees of the Religious Corporation, with the powers, duties and responsibilities of trustees under the Religious Corporations Law of the State of New York. Members of the Church Council shall have fiduciary responsibilities for the Church, and their actions shall, at all times, be informed by the mission of the Church and the spiritual needs and concerns of the Congregation. As trustees of the Religious Corporation they have the responsibilities assigned to them by the New York State Religious Corporations Law and Not-for-Profit Corporation Law, including the provisions related to conflicts of interest, and shall establish policies and procedures to provide that all persons, both staff

and members, who participate in decision-making for the Religious Corporation avoid conflicts of interest in the same manner as if they were trustees.

2. There shall be 18 members of the Church Council elected by the members of the Church at the Annual Meeting, as follows:

a. 14 elected at large for staggered three-year terms; and

b. 4 representatives from the Program Commissions (one from each Commission) elected for staggered three-year terms from among currently serving members of each Commission who have been recommended by the Commission to the Nominating Committee. Each Church Council member so elected (i) shall be deemed to have been simultaneously elected (subject to the limitations in Section V.1.d of these By-laws) to a new three-year term as a Commission member and to have resigned from any remaining period of his or her previous term on the Commission, and (ii) shall continue to serve as a Church Council member only so long as he or she serves as a Commission member.

3. Notwithstanding any other provision in these By-laws, no Church Council member may serve for more than six consecutive years, and a member must be out of office for at least 24 consecutive months in order to become eligible to serve again. A person ineligible under this By-law for a three-year term of service may be elected to such portion of a three-year term as this By-law allows, at the conclusion of which the balance of that term shall be filled by election in accordance with these By-laws.³

4. Only full members of the Church who are qualified to vote shall be eligible for election as at-large members of the Church Council.

5. The Church Council shall meet within fifteen days after the Annual Meeting to elect, by a majority vote of those present, a Chair, a Vice-Chair, a Secretary and a Treasurer from the at-large Church Council members. These officers shall serve as the President, Vice-President, Secretary and Treasurer, respectively, of the Church and the Religious Corporation.

6. At meetings of the Church Council, a majority of the Church Council members shall constitute a quorum.

7. The Church Council members shall set a regular monthly meeting date in accordance with the general calendar of meetings and events, but may deviate from that date where circumstances require it, provided that

³ The increase in the required interlude in service takes effect after the conclusion of the Church's 2008 elections.

sufficient advance notice is given. Special meetings may be held on the call of the Chair with adequate notice to all members. Oral notice given during the course of a regularly called Church Council meeting shall be sufficient notice. Any one or more members of the Council may participate in a meeting of the Council by means of a conference telephone or similar communication equipment, if reasonably available, allowing all persons participating in the meeting to hear each other at the same time. The Chair, or other person presiding over a Council meeting, shall have sole authority to determine whether the necessary equipment is reasonably available for that meeting.

8. The day-to-day management of the Religious Society shall be carried out by the ministers of the Church under the supervision of the Senior Minister, with the assistance of the Church staff and in consultation with the Church Council and the Commissions and Committees of the Church.

9. The day-to-day management of the Religious Corporation shall be carried out by the Church staff under the supervision of the Senior Minister, the other ministers and the administrative officers of the Church, subject to policies approved by the Church Council or the Congregation.

10. The Church Council, its Committees and the Commissions shall work closely with the Senior Minister and other members of the staff in evaluating, planning and establishing the Church's goals, programs and policies.

11. The responsibilities of the Church Council shall include, but not be limited to, the following:

a. Assisting the ministers in addressing the spiritual concerns of the Church.

b. The establishment of such other Committees of the Church Council or the Church, in addition to those set forth in these By-laws, as the Council deems necessary.

c. Oversight of the work of the Program Commissions and the Committees of the Church Council or of the Church, by delegating tasks to them, by reviewing their actions where the Church Council deems such review appropriate, by providing a forum for discussion of policy proposals before Commission or Committee action or upon Commission or Committee recommendation, and by mediating and/or arbitrating disputes between Commissions or Committees.

d. Revenue and expenditure control, including approval of the Church's annual budget, for presentation to the Congregation, and approval of budget modification procedures to accommodate unanticipated changes in revenue or expense, provided, however, that any modification of the budget which provides that additional monies be taken from the endowment must be approved by the Congregation. The Church Council shall report at least annually to the Congregation regarding Church income and expenditures, and shall report to the Congregation any material change approved by the Church Council in the total budget.

e. Subject to the Congregation's approval of the budget, authorization of expenditures of Church funds.

f. Oversight of internal accounting practices and procedures and supervision and direction of the annual audit.

g. Approval of personnel policies and the fixation of salary ranges for all employees of the Church.

h. Administration of assets; maintenance, repair and replacement of properties; monitoring of staff related to properties and assets; adoption of security programs; and sale, mortgage or lease of real property, provided, that the sale of property used for religious purposes must be approved by the Congregation.

i. Oversight of, and establishment of guidelines for, leasing, loaning or renting Church property or facilities.

j. Supervision of investments; maintenance of bank accounts; selection of investment advisors; and engagement of professionals (e.g., engineers, accountants, lawyers).

k. Approval of the job description of the Senior Minister, in conjunction with a vacancy in that office; hearing the report of the Senior Minister Committee on the annual evaluation of the Senior Minister.

l. Approval of positions for called ministers and senior administrative officers, and of procedures for calling ministers and hiring senior administrative officers.

m. Approval of any amendment to the Church's Mission Statement, for presentation to a meeting of the Church

n. Approval of all public policies or position statements of the Church, or the recommendation of such policies or statements to a meeting of the Church for a vote, as the Council deems appropriate.

o. Approval, change or elimination of any program or policy which has a significant impact on the Church as a whole, and establishment of overall goals and priorities for the Church.

p. Evaluation of the overall program and policies of the Church.

q. Periodic review of the Church's governance structure and recommendations of By-law revisions to the Church.

Article VII
Officers of the Church and the Religious Corporation

1. The officers of the Church shall be the persons holding elected office under these By-laws.

2. The officers of the Religious Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other Assistant Secretaries and Assistant Treasurers as the Chair of the Church Council may appoint from time to time. All officers shall be full members of the Church. The duties of each office of the Religious Corporation shall include but not be limited to the following:

a. The Chair of the Church Council is the President, and presides at all meetings of the Church and of the Church Council. The President is an *ex officio* member, without vote except as otherwise provided in these By-laws, of all Committees except the Nominating Committee. The President may represent the Church on appropriate occasions. The President shall appoint the Chairs of the Audit Committee, Building Committee, Finance Committee, Personnel and Salary Committee and Stewardship Committee, who shall be at-large Church Council members, and also shall designate the at-large Church Council members of each Committee as provided in these By-laws. The President shall be responsible for maintaining the Church Policy and Procedure Book which shall be kept in the Church.

b. The Vice-Chair of the Church Council is the Vice President, and acts in the absence of the President, and shall perform such other duties as may be necessary.

c. The Secretary of the Church Council is the Secretary, and shall keep an accurate record of the transactions of all business meetings of the Church and Church Council. The Secretary shall maintain a roster, in consultation with the staff member in charge of maintaining the membership roll, including mailing addresses of the members of the Church qualified to vote, and shall perform such duties as may be prescribed. The Secretary is responsible for posting notices and causing notice of annual and special

meetings of the Church to be publicly read as required in Article IV, sections 2 and 3 of these By-laws.

d. The Treasurer of the Church Council is the Treasurer, and shall, together with the senior financial officer of the Church, have oversight responsibility for all money and other property of the Church entrusted to his or her care and shall, when necessary, direct the disbursement of the same under the direction and to the satisfaction of the Church Council. The Treasurer shall oversee the preparation and maintenance of a complete account of the finances of the Church on books which shall remain the property of the Church and which shall be open for inspection at any time by the Finance Committee or Church Council members. The Treasurer shall present a current financial statement at each regular meeting of the Church Council. The Treasurer may be bonded at the expense of the Church.

Article VIII Committees of the Church Council

1. The Church Council shall be assisted in its work by the Committees described below and by such other committees as the Church Council may authorize. The general functions and responsibilities of the various Committees of the Church Council are herein stated. The Church Council may delegate additional duties to the Committees. The Church Council will annually review and revise its declaration of authority to the Committees. All Committee Chairs shall serve for one-year terms and may be elected or appointed for no more than two consecutive terms thereafter. At meetings of any committee, a majority of the committee's voting members shall constitute a quorum.

2. The Committees of the Church Council shall be:

a. Executive Committee. The Executive Committee shall meet before the regular Church Council meeting to set the agenda for that meeting. The Committee may also deal with specific matters referred to it by the Church Council, and, when authorized by a formal vote of the Church Council, may take action on behalf of the Church Council. The Committee may call special meetings of the Church Council by giving such notice as it deems sufficient, and otherwise has no power to act except as expressly authorized by the Church Council. The Chair, Vice-Chair, Secretary and Treasurer of the Church Council, and one of the Program Commission representatives on the Church Council selected annually by the four Program Commission representatives shall constitute the Executive Committee.

b. Appointments Committee. Except as specifically noted in these By-laws, all appointed offices of the Church established by these By-

laws shall be filled by the Appointments Committee. The Appointments Committee shall consist of the Chair of the Church Council, the Chair of the Nominating Committee and the Senior Minister or the Senior Minister's representative.

c. Audit Committee. The Audit Committee shall engage independent auditors for the Church and be responsible for overseeing and approving their annual audit of the Church's finances. and for presenting the report of the auditors to the Church. The Committee shall approve standards for internal accounting, audit and control practices. The voting members of the Audit Committee shall consist of three at-large Church Council members appointed by the Chair of the Church Council, none of whom may be the Chair of the Church Council, the Treasurer, or a member of the Budget and Planning or Finance Committee. The Chair of the Church Council will appoint the Chair of the Committee, who may appoint other members of the Church as non-voting members of the Audit Committee. The voting members of the Committee shall elect a Recording Secretary from among its members.

d. Budget and Planning Committee. The Budget and Planning Committee shall establish and administer procedures for evaluating the programs of the Church; organize and coordinate a process for planning the programs of the Church and establishing goals and priorities to accomplish the Church's mission, as embodied in its Mission Statement, including an annual planning retreat for laity and staff; and monitor and report to the Church Council and the Church at its Annual Meeting on the extent to which the programs of the Church are achieving the Church's stated goals and priorities. The Committee shall review and revise proposed annual operating and capital budgets, as prepared by the Church staff in consultation with the Committee and, with respect to the capital budget, the Building Committee, and consistent with guidelines and policies established by the Church Council and the Congregation, and propose the revised budgets to the Church Council for presentation to the Church. The Committee shall monitor the implementation of the budgets. It shall ensure that the budgets are clear and understood by the Church Council as well as the members of the Congregation, who must approve them. The Budget and Planning Committee shall consist of the Chair and Treasurer of the Church Council, two additional at-large Church Council members, one of whom shall be elected by the Church Council to serve as Chair of the Committee and the other appointed by the Chair of the Church Council, all for one-year terms; four at-large members elected by the members of the Church for staggered three-year terms; and one representative from each of the four Program Commissions, elected by each Commission from among its elected members for one-year terms (but not including either the Commission chair or the Commission's representative on the Building Committee), up to a

maximum of three consecutive terms. The Committee shall elect a Recording Secretary from among its members.

e. Building Committee. The Building Committee is responsible for formulating and administering policies respecting the care, maintenance, security, repair, lease and rental of the Church buildings, equipment and furnishings. Included are housekeeping activities, engineering services, custodial care, security measures, and food service. The Committee is empowered to oversee capital improvements, repairs, purchases, supplies and services within the allocated budget. Proposed expenditures beyond the budget provisions shall be submitted to the Church Council for approval. The Committee shall propose an annual capital budget to the Budget and Planning Committee. It shall regularly inspect, inventory and evaluate all properties, making recommendations to the Church Council for changes. It shall make the facilities as well-suited and available for the programs of the Church as possible. The voting members of the Building Committee shall consist of the Chair of the Committee, who shall be an at-large Church Council member, and two additional at-large Church Council members, all appointed by the Chair of the Church Council, three to five members of the Church at-large appointed by the Appointments Committee in consultation with the Chair of the Committee, and one representative from each of the four Program Commissions, elected by each Commission from among its elected members for one-year terms (but not including either the Commission chair or the Commission's representative on the Budget and Planning Committee), up to a maximum of three consecutive terms. The Committee shall elect a Recording Secretary from among its members.

f. Committee of Elders. The Committee of Elders shall seek to resolve disputes among members, including disputes with lay leaders, which are referred to the Committee by the Church Council. It shall also provide advice and counsel to the Church Council on matters referred to it by the Church Council. It may receive information in confidence, and its meetings may be closed to persons other than those the Committee chooses to invite. The Committee of Elders shall consist of a member of the Church Council appointed by the Chair of the Church Council, and six members of the Church not holding elected office, appointed by the Appointments Committee.

g. Finance Committee. The Finance Committee directs Church investments, insurance, and related matters, except that investments in real property shall require the approval of the Church Council. The voting members of the Finance Committee shall consist of a Chair, who shall be an at-large Church Council member, and two additional at-large Church Council members, all appointed by the Chair of the Church Council. Each voting member shall be appointed by the Chair of the Church

Council. The Chair of the Committee may appoint additional non-voting members of the Church to serve as advisors. The Committee Chair shall be appointed from the at-large Church Council members by the Chair of the Church Council. The Committee shall elect a Recording Secretary from among its members.

h. Institutional Relations Committee. The Institutional Relations Committee shall monitor, coordinate and maintain formal Church relationships with denominational, interdenominational, ecumenical, other religious and other appropriate institutions. The Institutional Relations Committee shall consist of one at-large Church Council member; one representative from each of the four Program Commissions, appointed from among their elected members for one-year terms up to a maximum of three consecutive terms; three members at-large from the Congregation, appointed by the Appointments Committee for staggered three-year terms, with a maximum of two consecutive terms; and the Senior Minister or a representative of the Senior Minister. The Committee shall elect a Chair, a Vice-Chair and a Recording Secretary from among its members.

i. Ministerial Relations Committee. The Ministerial Relations Committee seeks to support and maintain an open and productive relationship between the Senior Minister and the members of the Church, to identify and support the needs and concerns of the Senior Minister, and to resolve misunderstandings and disagreements between the Senior Minister and members. It may also, if requested by the Senior Minister, act to resolve misunderstandings and disagreements between other ministers and members of the Church. The Committee shall meet with the Senior Minister at least once each quarter. It may receive information in confidence, and its meetings may be closed to persons other than those the Committee chooses to invite. The Ministerial Relations Committee shall have six members chosen by agreement between the Senior Minister and the Chair of the Church Council to staggered three-year terms, none of whom shall simultaneously hold elective office under these By-laws or serve on the Senior Minister Committee. The Committee shall elect a Chair and Vice-Chair from among its members. It shall report to the members of the Church and the Church Council at least annually. The Committee shall keep a written record of all reports issued to the Church and the Church Council, and a copy of these reports shall be kept in the Church library and be available to members of the Congregation.

j. Ordination Committee. The Ordination Committee oversees the process in which persons seeking ordination explore and fulfill their call to authorized ministry, assists candidates in-care to prepare for authorized ministry and provides for their spiritual growth while they are under care, and, in conjunction with the United Church of Christ and the American

Baptist Churches, determines their fitness for ministry in these denominations. Appropriate candidates will be recommended to the Church Council for endorsement to the ecclesiastical bodies which are authorized to ordain them. The Ordination Committee shall consist of one at-large Church Council member, one representative of the Worship Commission, and at least eight but no more than ten members at-large from the Congregation appointed by the Appointments Committee for staggered three-year terms, with a maximum of two consecutive terms; and the Senior Minister or a representative of the Senior Minister. The Committee shall elect a Chair, a Vice-Chair and a Recording Secretary from among its members. A representative of the Senior Minister will serve as staff to the Committee.

k. Personnel and Salary Committee. The Personnel and Salary Committee shall recommend to the Church Council personnel policies, including selection, compensation, benefits, performance appraisal, promotion and dismissal policies, and monitor their implementation. It shall recommend salary ranges for all staff. The Personnel and Salary Committee shall consist of two at-large members of the Church Council and three persons appointed from the Congregation by the Appointments Committee for staggered three-year terms. The Chair of the Church Council shall appoint the Chair of the Committee from among the Church Council members of the Committee, and the Committee shall elect a Vice-Chair and Recording Secretary from among its members.

l. Senior Minister Committee. The Senior Minister Committee of the Church has the responsibilities set forth in Article X. It consists of the Chair and Vice Chair of the Church Council, the Chairs of the Budget and Planning Committee, the Personnel and Salary Committee, and the Worship Commission, and two members of the Congregation who do not hold elective office selected by agreement of the Chair of the Church Council and the Chair of the Nominating Committee for staggered three-year terms. It meets as it considers desirable, but not less than twice a year, with the Senior Minister or a representative of the Senior Minister, and with the Ministerial Relations Committee. The Committee shall elect a Chair and a Recording Secretary from among its members.

m. Stewardship Committee. The Stewardship Committee supervises the Office of Development and Stewardship, and shall educate the members of the Congregation regarding their stewardship obligations and plan and manage the Every Member Canvas. The Committee shall plan and coordinate the other financial development and stewardship activities of the Church, including but not limited to restricted gifts, bequests, trusts, memorial gifts, benevolence and other special offerings, foundation and government funding and capital campaigns, and shall evaluate the Church's programs in those areas, subject to such rules and procedures as may be

adopted by the Church Council. The Committee is responsible for securing pledges; plate collections received at various services; and special offerings taken in Church services (as at Easter, Thanksgiving and Christmas). It also is responsible for obtaining support for the denominations with which the Church is affiliated, and for such related denominational and ecumenical organizations as the Council of Churches of the City of New York. The Stewardship Committee shall consist of a Chair, who shall be an at-large Church Council member appointed by the Chair of the Church Council, the Chair or Chairs of the Every Member Canvas, one representative from each of the four Program Commissions appointed from among their elected members for one-year terms, up to a maximum of three consecutive terms, and five persons appointed at-large from the Congregation by the Appointments Committee for staggered three-year terms. The Committee shall elect a Recording Secretary from among its members.

3. **Activity Reports/Minutes.** Each Committee, by its Chair or Recording Secretary, shall submit to the Chair of the Church Council Activity Reports briefly describing any action taken by the Committee since the last report. These reports shall be submitted to the Executive Committee at its monthly meeting for distribution to the Church Council. All duly adopted minutes of each Committee meeting shall be presented at the next regularly scheduled meeting of the Church Council following their approval by the Committee.

Article IX The Program Commissions

1. **Membership.** Each of the four Program Commissions shall consist of twelve members, elected by the Congregation to overlapping three-year terms. Each of the four Program Commissions shall include a youth member elected by the Congregation to a one-year term, who may be elected to no more than two consecutive terms. In addition, each Commission may also select up to five non-voting members to serve one-year terms.

2. **Officers.** Each Commission shall elect a Chair, Vice-Chair and Recording Secretary from among its members, who may serve no more than three consecutive one-year terms.

3. **Meetings.** The Commissions shall set regular meeting dates in accordance with the general calendar of meetings and events but may deviate from those dates where circumstances require it, provided that sufficient advance notice is given. The program staff responsible for the programs within the purview of each Commission shall normally attend the meetings of that Commission. At meetings of any Commission, a majority of the committee's voting members shall constitute a quorum.

4. **Duties and Responsibilities.** Each Commission is responsible, together with the program staff concerned, for overseeing, planning, coordinating and evaluating all program areas within its purview, consistent with the priorities and goals established by the Church Council. Each commission participates in the development of the Church budget for its area of responsibility, and in searches for program staff within that area. All programs of the Church fall within the responsibility of a Program Commission or a committee of the Church. In cases of uncertainty the Church Council shall decide which Commission or committee is responsible for a particular program.

a. **Education Commission** is responsible for a comprehensive Christian education ministry for the Church, including educational programs for children, youth and adult members of the Church and other interested persons.

b. **Membership and Parish Life Commission** is responsible for the membership and parish life program of the Church. It is also responsible for pastoral care within the Church and community and for promoting varieties of fellowship opportunities.

c. **Mission and Social Justice Commission** is responsible for the benevolence, social service and social justice programs of the Church. Its programs build diversity, inclusiveness and equity through activities available to every member of the Church and the community through worship, reflection, education, service, advocacy and action.

d. **Worship Commission** is responsible for the worship programs of the Church. It advises on the overall planning of Sunday services, other worship services, and special services. It consults with the Director of Music on the music program of the Church for Sunday services and for special occasions. It provides for Communion serving, ushering, and floral decorations or visual themes at worship services and special occasions.

5. **Committees.** In carrying out their responsibilities, the Commissions may appoint committees to assist them. At all times, such committees shall be fully accountable to the Commission which they are assisting and shall regularly report to the Commission on each of their actions. The membership of each committee shall be determined in consultation with the Commission Chair.

6. **Activity Reports/Minutes.** Each Commission, by its Chair or Recording Secretary, shall submit to the Chair of the Church Council Activity Reports briefly describing any action taken by the Commission since the last report. These reports shall be submitted to the Executive Committee at its monthly meeting for distribution to the Church Council. All duly

adopted minutes of each Commission meeting shall be presented at the next regularly scheduled meeting of the Church Council following their approval by the Commission.

Article X
Senior Minister

1. The Senior Minister is called by the Church to preach, to teach, to administer the ordinances, sacraments and rites of the Church, and to exercise pastoral care and leadership of the religious life of the Church. The Senior Minister is responsible to the Congregation and to the Church Council for the administration of the Church's funds and other property. The Senior Minister is head of staff, and may discharge staff in a manner consistent with staff contracts and the Church's personnel policies. The duties and responsibilities of the Senior Minister are further set forth in the contract between the Church and the Senior Minister.

2. The call of a Senior Minister must be approved by a two-thirds vote of the qualified members of the Church present and voting at a special meeting of the Church as a Religious Society called for that purpose.

3. The financial terms of the Senior Minister's employment shall be set forth in a contract, within the limits of the Church's budget, approved by the Senior Minister Committee, subject to approval by a majority vote of the Church Council. Thereafter the compensation of the Senior Minister shall be disclosed in the budget, and will be subject to revision from year to year, upon the recommendation of the Senior Minister Committee, through the Church's budget process, consistent with the Senior Minister's contract, subject to approval by a majority vote of the Church Council. The Senior Minister and the Senior Minister Committee may amend the Senior Minister's contract, subject to approval by a majority vote of the Church Council. Disclosure of the Senior Minister's compensation shall include and separately identify all forms of compensation, including but not limited to salary and benefits and any extraordinary payments by the Church to the Senior Minister.

4. When the office of Senior Minister becomes vacant, the Senior Minister Committee shall (i) hire an interim minister to serve until a new Senior Minister is called, and (ii) propose a search committee for approval by the Congregation, the members of which shall be full members of the Congregation, to identify candidates for Senior Minister. None of the members of the Senior Minister Committee as constituted when the Search Committee is approved may serve on the Search Committee, other than the

two at-large members who do not hold elective office.⁴ The Search Committee shall recommend a single candidate for the position of Senior Minister to the Congregation for approval at a meeting of the Church called for that purpose.

5. After a Senior Minister has been employed, the Senior Minister Committee shall be responsible for implementing an annual evaluation process, and shall report on that process to the Church Council.

6. The Senior Minister shall meet with and counsel the Church Council, and shall have voice without vote in its deliberations and actions.

7. The Senior Minister shall be an *ex officio* member, without vote, of all Committees and Commissions of the Church.

8. The Senior Minister may dissolve his or her relationship with the Church upon at least 90 days' notice in writing to the Senior Minister Committee; such period may, however, be altered by mutual consent of the Senior Minister and the Senior Minister Committee.

9. The Senior Minister may be dismissed by a majority of the voting members of the Church as a Religious Society who are present at a special meeting of the Church called for that purpose.

Article XI

Other Ministers and Administrative Officers

The Church shall employ called clergy and senior administrative officers in such other positions as may be approved by the Church Council. The procedures for calling such ministers and hiring such senior administrative officers shall be set by the Church Council, and for each such position shall include the establishment of a search committee, charged with identifying at least three candidates from whom the final selection shall be made by the Senior Minister. The Council may on particular occasions authorize the hiring of an ordained person other than for a called clergy position without employing a search committee.

Article XII

Indemnification

The Church Council, the officers of the Religious Corporation, the Senior Minister, called clergy and senior administrative officers designated under Article XI shall be and hereby are indemnified and held harmless from and against any and all liability, including legal fees, and any other costs and expenses whatsoever incurred or arising out of the lawful performance

⁴ The prohibition of service on the Search Committee by Senior Minister Committee members takes effect after the conclusion of the search underway at the date of this amendment, March 2, 2008.

of their duties. This indemnity shall be deemed to extend to the full extent permitted by the Not-for-Profit Corporation Law of the State of New York then in effect. The Church Council may also indemnify such other members of Committees, Commissions or staff from and against such liabilities, legal fees, and other costs and expenses arising out of the lawful performance of their duties as it deems appropriate.

Article XIII
Amendments

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. 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 at such meeting shall be made available to members of the Congregation in writing beginning at least two weeks prior to such meeting.