

BY-LAWS
AMERICAN BAPTIST CHURCHES
OF METROPOLITAN NEW YORK

ARTICLE I

OBJECTIVES

The objectives of the Corporation shall be to provide for the greater New York area an agency through which the American Baptist Churches can work together; to reflect to the community at large the diverse oneness of our ideas and beliefs; to convey the historic broadness of the gospel; to glorify God and to advance the Kingdom of Jesus Christ; to initiate and support Christian ministries; to create resources to improve the understanding of the implications of our faith; to give effect to our concern by engaging in religious and social ministries; to serve the needs of the church, the community and the world; and to express our convictions of issues relevant to our understanding of the gospel and the needs of our common life.

ARTICLE II

AFFILIATION

The Corporation is autonomous from the American Baptist Churches U.S.A. but is interdependently related to the American Baptist Churches U.S.A.

ARTICLE III

MEMBERSHIP

The members of the Corporation shall consist of Member Churches to be elected as follows:

Section 1. Member Churches.

(a) Eligible Churches and Membership.

Each American Baptist Church within the Counties of Bronx, Kings, Nassau, New York, Queens, Richmond, Suffolk and Westchester having the right, as of the effective date of the merger of New York Baptist City Society and the Baptist Church Extension Society, shall be a Member Church of the Corporation. In addition, any church that demonstrates similar beliefs values, and polity and practices of those in the American Baptist Churches tradition may, upon the affirmative vote of the majority of the congregation voting at a meeting of such church, make written application for admission as a Member Church of the Corporation. The Executive Minister shall transmit such application to the Executive Committee, which shall thereupon meet with the representative of said church. If the Executive Committee shall approve such application, it shall be submitted to the next

Amended November 2, 2019 at the ABCMNY Annual Members Meeting

meeting of the Board of Directors of the Corporation. If the Board of Directors shall approve such application, it shall be submitted to the next meeting of the Corporation. Upon the affirmative vote of the majority of the members of the Corporation attending at such meeting, such church shall be admitted to membership as a Member Church of the Corporation.

(b) Responsibilities of Member Churches

Each member Church shall subscribe to the Covenant Relationships between Member Churches and the Corporation and between Member Churches and American Baptist Churches in the U.S.A. Member churches shall be required to participate, report and contribute annually to the Corporation and the American Baptist Churches in the U.S.A.

(c) Membership Review

On an ongoing basis, and annually, the Church Development Committee shall review the Church Members roll of the Corporation regarding reporting, financial contribution, and participation, and it shall provide the Board of Directors a report of the Membership Review. Those Member Churches that have failed to report, contribute or participate may be subject to removal at the next Annual Meeting of the Corporation and shall be so notified. If the Board of Directors determines that there is no substantial action to contribute, report and participate between Annual Meetings, they may be removed from the Membership Roll.

(d) Church Delegates

At meetings of the Corporation each member Church shall be represented by and shall act through delegates, who, when assembled at such meetings, shall have and may exercise all the powers, rights and privileges of such Member Church. Each member Church may appoint, as delegates for Corporation meetings, the pastor plus three delegates for the first 100 members of such congregation or fraction thereof; two (2) additional delegates for the second 100 members of such congregations or fraction thereof; and one additional delegate for each additional 100 members of such congregation or fraction thereof; provided that no member church shall be entitled to appoint more than ten (10) delegates. Each delegate shall have one vote at meetings of the Corporation membership. Each member church shall have representation, however, only if the congregation is also reported as contributing to the basic mission program of the American Baptist Churches in the U.S.A.

(e) Certification by Member Churches.

Prior to the annual meeting of the Corporation each Member Church shall certify to the Executive Minister the number of members of the congregation of such Member Church and the names and addresses of the delegates appointed by such Member Church. If any Member Church fails to provide such certification for any annual meeting, the Corporation shall be authorized to assume that the delegates who shall represent such Member Church at such annual meeting are the same as the delegates who represented such Member Church at the immediately preceding annual meeting.

ARTICLE IV

MEETINGS

Section 1. Annual Meetings

Amended November 2, 2019 at the ABCMNY Annual Members Meeting

The annual meeting of the Corporation shall be held at such time within the month of October or November and at such place as shall be fixed by the resolution of the Executive Committee, for the purpose of electing members of the Board of Directors as provided in Article V of these by-laws and electing officers of the Corporation as provided in Article VIII of these by-laws and for the transaction of such other business as shall be presented to the meeting by the Board of Directors or the Executive Committee.

Section 2. Special Meetings.

Special meetings of the Corporation may be called by the Board of Directors, by the President and the Executive Minister or by the Secretary and the Executive Minister.

Section 3. Notice.

Written notice of each meeting of the Corporation shall state the place, date and hour of the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and the names of the persons or body calling the meeting. A copy of the notice of each meeting shall be given personally or by first class mail to each Member Church and each Individual Member not less than ten or more than fifty days before the date of the meeting.

Section 4. Action at Meetings.

At all meetings of the Corporation, Individual Members and delegates of Member Churches present in person and entitled to cast 100 votes or one-tenth of the total number of votes entitled to be cast thereat, whichever is lesser, shall constitute a quorum for the transaction of business, provided that at least 15 Member Churches from not less than four counties shall be represented by one or more delegates of such Member Churches present in person. If at any meeting there shall be no quorum present, the delegates and Individual Members present shall have the power to adjourn the meeting from time to time until a quorum be present. Except as otherwise specified in these by-laws or required by law, any action to be taken at meetings of the Corporation shall be taken by a majority of the votes cast at such meetings by the Individual Members and the delegates of Member Churches.

Section 5. Chairperson of Meetings.

The President, or in his or her absence, the Vice President or in the absence of both, a chairperson chosen by the meeting, shall preside at all meetings of the Corporation.

Section 6. Annual Report.

At each annual meeting of the Corporation the Board of Directors shall, pursuant to Section 519 of the New York Not-For-Profit Corporation Law, present a report of the Corporation, verified by the President and Treasurer, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting;

- (b) the principal changes in assets and liabilities, including trust funds of the Corporation, during said fiscal period;
- (c) the revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, during said fiscal period;
- (d) the expenses or disbursements of the Corporation, both general and restricted purposes, during said fiscal year; and
- (e) the number of Member Churches and Individual Members of the Corporation as of the date of the report, together with a statement of increases or decreases in such number during said fiscal year, and a statement of the place where the names and addresses or places of residence of the current Member Churches and Individual Members of the Corporation may be found.

In addition to the foregoing, at each annual meeting the Board of Directors shall also present a written, descriptive report that assesses the effectiveness of the program of the Corporation during said fiscal year in attaining the objectives set forth in Article I of these by-laws.

As soon as practicable, the foregoing annual report shall be certified by an independent public accountant or a firm of such accountants selected by the Board of Directors, filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Members of the Board of Directors.

The Board of Directors shall be comprised of three classes of elected directors: county members, at large members and ex-officio members. (i). Those counties having from 1-10 member churches shall be represented by one elected county member, from 11-30 member churches shall be represented by two elected county members and 31 or more member churches shall be represented by three elected county members. No director from a member church who is a county member may be succeeded by a person from the same church unless authorized by a vote by the Board of Directors. (ii). Five at-large members shall be nominated by the nominating committee. County representatives and at-large members shall be nominated and elected for a term of three years in accordance with the procedures set forth in subsections (a) and (b) below. (iii.) Ex-officio members shall be nominated and ratified as set forth in subsection (c) and shall serve for terms of one year. All members shall begin their terms on January 1 following the annual meeting.

(a) Nominating Process.

Commencing in 1989, by June 1 of each year, a nominating committee of the Corporation shall be appointed by the President in consultation with the Executive Committee and

Amended November 2, 2019 at the ABCMNY Annual Members Meeting

confirmed by the Board of Directors. The nominating committee shall be composed of one member from each of the counties and three at-large members from the Board of Directors. Written nominations stating the nominee's name, address, church membership and qualifications for Board of Directors membership shall be received from member churches and individual church members beginning June 1 until September 1. The nominating committee shall nominate persons to serve as county members or as at-large members of the Board of Directors and any additional persons necessary to fill vacancies on the Board of Directors in accordance with Section 2 of Article V of these by-laws. In addition, the nominating committee shall nominate persons to all offices of the Corporation except Executive Minister. Prior to the Annual Meeting the nominating committee shall provide the President and Executive Minister with a full written slate of nominations of persons for elections as members of the Board of Directors and officers of the Corporation.

(b) Election

The slate of the nominating committee shall be received and acted upon by the Corporation at its annual meeting. At the annual meeting of the Corporation a delegate may nominate a person from the floor provided that the nomination be seconded by two other delegates.

(c) Ex-Officio Members.

The Executive Committee may recommend as Ex-Officio members of the Board of Directors persons who are members of Boards of other American Baptist organizations. The Immediate Past President of the Board may also serve and be appointed as an Ex-Officio Member of the Board. All Ex-Officio members are to be confirmed by the elected Board of Directors membership and ratified by the members of the Corporation at the annual meeting. Ex-Officio members shall have the privilege of voting.

Section 2. General Provision for Terms of Office and Filling of Vacancies.

Each member of the Board of Directors shall in any event hold office until a successor has been elected and qualified or until he or she shall cease to be a member of the Board of Directors through death, resignation or otherwise. All elected and designated members shall begin their terms on January 1st following the annual meeting. No member of the Board of Directors who has served for two consecutive full terms shall be re-elected until the expiration of one year after the termination of such service. Any member of the Board of Directors who shall be absent from two consecutive meetings of the Board of Directors without adequate cause shall be deemed to have resigned if the Board of Directors shall so determine at a meeting at which a majority is present. Vacancies among members of the Board of Directors may be filled by vote of a majority of the members of the Board of Directors then in office, regardless of their number. A member of the Board of Directors so elected to fill a vacancy shall hold office until December 31st following the next annual meeting of the Corporation. If the term of the member whose departure from office created the vacancy shall not expire on December 31st following such next annual meeting, a successor to serve for the remainder of such unexpired term shall be elected at such next annual meeting in accordance with the procedure provided in Section 1(a) and (b).

Section 3. Meeting of the Board of Directors.

(a) Time and Place of Meetings.

The Board of Directors shall hold an annual meeting within one month following the

Amended November 2, 2019 at the ABCMNY Annual Members Meeting

annual meeting of the Corporation. The Board of Directors shall hold two regular meetings, one between the month of February and May, inclusive, and one before the annual meeting of the Corporation. In addition, the Board of Directors shall hold regular or special meetings at such time and places as the Board of Directors may determine. The time and place of each regular or special meeting shall be set forth in the notice of such meeting which shall be mailed by the Executive Minister to all members of the Board of Directors not less than ten nor more than fifty days before the meeting. Special meetings of the Board of Directors may be called at any time by the President; or in the absence of the President, by the Vice President; or the Executive Minister; or by the written request of ten percent of the members of the Board of Directors delivered to the Executive Minister.

(b) Action by the Board of Directors.

At each meeting of the Board of Directors one-third of those persons then constituting the Board of Directors, present in person, or through verified tele-electronically, shall constitute a quorum. If at any meeting there shall be no quorum present, the members present shall have the power to adjourn the meeting from time to time until a quorum is present. At all meetings of the Board of Directors each member of the Board of Directors shall be entitled to one vote. Except as otherwise provided in these by-laws or required by law, the majority vote of the members of the Board of Directors present and constituting a quorum shall determine the vote of the Board of Directors.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Executive Committee.

(a). Membership and Authority.

By resolution adopted by a majority of the entire Board of Directors, the Board of Directors shall designate an Executive Committee which shall consist of such officers of the Corporation as are members of the Board of Directors and may appoint three additional members of the Board of Directors and the chairperson of the Personnel Committee. Between meetings of the Board of Directors the Executive Committee shall have all the authority of the Board of Directors except as may be otherwise provided by the Board of Directors and except as to such matters as are specified by the laws of the State of New York to pertain exclusively to the jurisdiction of the entire Board of Directors. The Executive Committee shall meet at regular intervals as specified by the Board of Directors and on special occasions upon the call of the President, Executive Minister or any three members of the Executive Committee on not less than three days notice.

(b) Action by the Executive Committee.

A majority of the Executive Committee in office shall constitute a quorum for the transaction of business at its meeting. At all meetings of the Executive Committee each member thereof shall be entitled to one vote. The majority vote of the members of the Executive Committee present and constituting a quorum shall determine the vote of the Executive Committee. The Executive Committee shall maintain a record of all of its acts and proceedings which shall be made available to members of the Board of Directors no later than at their next meeting.

Section 2. Personnel Committee.

Upon the recommendation of the Executive Minister, the Board of Directors shall designate a Personnel Committee of three or more members of the Board of Directors to assist and to advise the Executive Minister with respect to the formulation and review of personnel practices, the selection of personnel, and to serve as a grievance committee.

Section 3. Other Committees Alternate Members.

The Board of Directors may designate from among its members other standing or special committees of the Board of Directors, each consisting of three or more members of the Board of Directors, with such duties and responsibilities permitted by law as may be deemed desirable. The Board of Directors may designate one or more of its members as alternate members of the Executive Committee or other standing committees, who may replace any absent member or members at any meeting of such committee.

ARTICLE VII

COMMITTEES

Section 1. General.

The program functions of the Corporation, including the implementation of policies established by the Board of Directors, shall be assigned to one of three committees, which shall be approximately equal in number of members and shall be known respectively as the Committee on Church Development, the Committee on Public Mission, and the Committee on Finance and Property. The members of each Committee shall be not less than three in number and shall be appointed by the Board of Directors. Each member of the Board of Directors shall serve on a Committee. Each Committee shall have the power to nominate additional non-Board of Directors members of the Committee necessary for the fulfillment of each Committee's responsibilities. These additional Committee members shall be elected to their respective Committees by the Board of Directors, but the membership of each Committee will consist of a majority, **51% or higher**) of Board of Directors members. The Board of Directors shall supervise the activities of each Committee and shall have overall responsibility for the evaluation of its work. The Board of Directors may establish such regulation and procedures to govern the activities of each Committee as may be deemed desirable.

Section 2. Committee on Church Development.

The Committee on Church Development shall ensure the development and implementation of programs and resources relating to church development and lay ministry, the denominational and ecumenical relationships of member churches, and ongoing lay and professional leadership development, and the ordination and credentialing of American Baptist ministers through the Ordination Council.

Section 3. Committee on Public Mission.

The Committee on Public Mission shall ensure the development and implementation of

programs on public advocacy and community service, and special programs or emphases of the Corporation.

Section 4. Committee on Finance and Property.

The Committee on Finance and Property shall have general supervision of the funds and assets of the Corporation, including loans, mortgages, buildings and other real property and of the investment and reinvestment of such funds and assets. In cooperation with the other Committees it shall prepare a budget for the Corporation for the approval of the Board of Directors. It shall initiate and implement programs for the raising of funds for the Corporation. It shall take measures to secure to the Corporation all property and funds given, devised and bequeathed to it.

ARTICLE VIII

OFFICERS

Section 1. General Provisions.

The officers of the Corporation shall be a President, a Vice President, an Executive Minister, a Secretary, a Treasurer, an Assistant Treasurer, a Chairperson of each Committee provided for in Article VIII of these by-laws and such other officers as may be determined by the Board of Directors. All officers except the Executive Minister shall be elected by the members of the Corporation at each annual meeting of the Corporation and ratified by the Board of Directors and shall serve for a term of one year and until their successors have been elected and qualified. All officers except the Executive Minister shall begin their term of service on January 1st following the Annual Meeting. The Executive Minister shall be elected, and a vacancy in the office of Executive Minister shall be filled, as provided in Section 4 of this Article IX. All of the officers shall be elected from among the members of the Board of Directors with the exception of the Executive Minister. No person shall serve as President for more than three consecutive one-year terms. The offices of President and Secretary may not be held by the same person. Each officer shall hold office until his successor has been elected and qualified or until he or she shall cease to be an officer through death, resignation or otherwise. Any officer may resign by written notice to the President or the Executive Minister. Vacancies in any office except that of Executive Minister shall be filled by the Board of Directors for the remainder of the term so vacated. The Board of Directors may require any officer to give security for the faithful performance of his or her duties.

Section 2. President.

The President shall preside at all meetings of the Corporation, the Board of Directors and the Executive Committee, and shall exercise a general supervision over the affairs of the Corporation. The President shall be a member of the Executive Committee, and an ex-officio member of all other committees of the Board of Directors.

Section 3. Vice President.

The Vice President shall discharge such functions as may be assigned to him or her by the

President or by the Board of Directors. In the absence of the President the Vice President shall serve as the acting President and shall preside at all meetings at which the President would preside under these by-laws.

Section 4. Executive Minister

The Executive Minister, who shall be the Chief Administrative Officer of the Corporation, shall be elected by the Board of Directors. The Executive Minister shall be elected to serve until he or she retires, resigns, or is terminated by a majority vote of all the membership of the Board of Directors at a meeting convened for that purpose. When a new Executive Minister is to be elected by the Board of Directors, the President shall appoint a Search Committee consisting of eleven members the majority of whom shall be from the Board of Directors. The Search Committee shall nominate a single candidate who shall be an American Baptist. The work of the Search Committee shall be guided by the general principles of the American Baptist Pastoral Search Committee process. In keeping with the Covenant of Relationships of ABCUSA, the ABCMNY search committee will work in consultation with the Office of the General Secretary.

Section 5. Secretary.

The Secretary shall keep a record of the proceedings of all meetings of the Corporation, the Board of Directors and the Executive Committee. The Secretary shall have custody of the corporate seal and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 6. Treasurer and Assistant Treasurer.

Subject to the general supervision of the Committee on Finance and Property and of the Executive Minister, the Treasurer shall arrange for the maintenance, safekeeping, disposition and disbursement of the funds and securities of the Corporation in accordance with standard accepted accounting principles.

The Assistant Treasurer shall perform the duties of the Treasurer in the absence of the Treasurer.

Section 7. Committee Chairpersons.

The Chairperson of each Committee provided for in Article VIII of these by-laws shall preside at meetings of such Committee and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President.

ARTICLE IX

VOTES

Whenever a vote is required for affirmation or election unless it is specifically stated herein that greater than a majority vote shall be required, it shall mean that a majority of those attending a meeting at which a quorum is present is what is required.

ARTICLE X

DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Corporation, shall, after necessary expenses thereof, be distributed in accordance with the applicable provisions of the New York State Not for Profit Corporations Law and Religious Corporations Law, subject to the approval of a justice of the Supreme Court of the State of New York.

ARTICLE XI

AMENDMENTS

These by-laws may be added to, amended or repealed by the vote of two-thirds of the members of the Corporation present and voting at any meeting of the Corporation, provided that such addition, amendment or repeal has been approved by the Executive Committee and the Board of Directors and notice of such proposed addition, amendment or repeal has been given to the members of the Corporation with the notice of such meeting.