

BY-LAWS of
MADISON AVENUE BAPTIST CHURCH
129 Madison Avenue
New York, NY 10016

ARTICLE I. NAME

This organization shall be known as the Madison Avenue Baptist Church of New York, New York (hereinafter referred to as “MABC”).

ARTICLE II. PURPOSE

The purpose of this congregation is to give visible form to that faith and fellowship to which God has called us through Jesus Christ. We acknowledge ourselves to be a local manifestation of the universal Church. We shall seek to fulfill this calling through corporate worship, through a program of Christian nurture, through proclamation of the gospel by word and deed and through ministering to human need in the name of Christ.

ARTICLE III. DENOMINATIONAL AFFILIATION

The church’s government is vested in its local membership. The membership retains unto itself the right of exclusive self-government in all phases of its life and organization. Because its mission is worldwide, the church recognizes its obligation and privilege to cooperate with other religious bodies having similar objectives. It shall, therefore, be affiliated with the American Baptist Churches USA, and The Alliance of Baptists.

Any change, addition, or termination of such an affiliation shall require an affirmative vote by two-thirds of the qualified voters of the congregation in attendance at a meeting called for such purpose. Notice of such meeting shall be given pursuant to Article X. Section 2. C

ARTICLE IV. CHURCH COVENANT

We, collectively and as individuals, believe that we have been led by God to join together as a church. As one body, bound together in the Holy Spirit and with Christ Jesus as our head, we solemnly and joyfully enter into the following covenant:

We shall, with prayer, seek both to be good stewards of our own resources and to promote responsible stewardship of God’s entire creation, to work alongside all people of good will for peace with justice, and to discover creative ways to further God’s purposes in our city, nation, and world. We shall strive not just to be friends with one another but also to be good neighbors

to all of God's beloved children, including those who celebrate different expressions of our own Christian faith, those who follow other faiths, and those who follow no faith at all.

We shall seek to grow in the wisdom and strength of our Lord, Jesus Christ; to share the Gospel—the good news which we ourselves have so joyfully received—with those whom we encounter; and to participate regularly and cheerfully in the worship, ministry, and financial support of this church. We shall watch over one another in Christian love, remember one another in prayer, and aid one another in sickness and distress.

In our personal lives we shall cultivate a spiritual discipline of prayer, education, Bible study, and careful discernment. We shall strive to make our homes places of Christian hospitality, to conduct our business and social dealings in accordance with the spirit of Christ, and to maintain all of our relationships with integrity, sympathy, honesty, and love.

When we leave this congregation, we shall—following the guidance of God's Holy Spirit—seek out another congregation with whom we might love and serve God's world and from whom we might receive love and service ourselves. With them in body, and remaining with one another in the Spirit, we shall continue this good work of working out our faith, all the while trusting that God is at work within us.

The grace of the Lord Jesus Christ, and the love of God, and the fellowship of the Holy Spirit be with us all as we seek to uphold these commitments. Amen.

ARTICLE V. MEMBERSHIP

Section 1. New Members

Any person may become a member of this church upon recommendation of the Board of Fellowship, followed by majority vote of the congregation:

- a. Upon confession of faith in Jesus Christ through baptism, ideally by full immersion;
- b. By reference letter from another Christian church;
- c. Upon statement of Christian faith and experience;
- d. Or by restoration.

Section 2. Duties of Members

Members shall strive to keep their covenant obligations and shall conduct themselves with integrity, treating all fellow members, MABC staff, pastors, and visitors with respect, dignity and Christian love. New members shall be given copies of the Church Covenant and shall have copies of the by-laws made available to them, upon request, by the church office.

Section 3. Transfer of Members to Another Church

Upon request, members in good standing will be provided letters of transfer by the church upon recommendation of the Board of Fellowship in consultation with the Pastor(s). Such letters shall be addressed to the church of their choice. Any members having been granted such a letter shall thereafter cease to be a member of this church.

Section 4. Dismissal

Except for advanced-age or significant disability, a member ceases to be considered an active member when he or she fails to physically attend worship for a period of two years. At that time, upon the recommendation of the Board of Fellowship, he or she shall be placed on the Inactive Roll, which shall be reviewed by the Board of Fellowship annually.

Any member remaining on the Inactive Roll for more than two years may, upon recommendation of the Board of Fellowship and a majority vote of MABC membership in attendance at a regular or special meeting, be dismissed from membership.

Members may be dismissed for cause when there is a gross breach of the MABC covenant. In such case, the Pastor(s), the Moderator, and the Board of Fellowship shall attempt to counsel and resolve the conflict. If the consensus is that such efforts fail, then the member may be dismissed upon recommendation from the Board of Fellowship and majority vote by the congregation in physical attendance at a regular or special meeting of the congregation.

ARTICLE VI. OFFICERS OF THE CHURCH

Section 1. The Officers

- A. Moderator
- B. Clerk
- C. Treasurer
- D. Assistant Treasurer

Section 2. Duties of Officers

A. Moderator

The Moderator shall preside at all meetings of the church and of the Board of Deacons and is privileged to attend the meetings of all boards and committees of the church. The Moderator will also assist the pastoral staff with disputes or difficulties raised within the Boards, the

membership, and/or the congregation as a whole. The Moderator will also insure that there is healthy communication between the pastor and the congregation in order to strengthen relationships through mutual exploration of the role of pastoral leadership.

B. Clerk

The Clerk shall keep accurate minutes of the business proceedings of the church, including the reception and dismissal of members; communicate the reception and dismissal of members to the Church Administrator for tracking; preserve and properly file all letters, reports, and other documents pertaining to this office; and deliver immediately all books, files, records, and other documents of office to the successor.

C. Treasurer

The Treasurer shall be a member of the Board of Trustees and shall be responsible for reporting quarterly on the financial status of the church. Said report shall include a listing of the church's financial assets, monthly income, monthly expenses, and disbursements. The report will be presented to the Board of Trustees for approval at their regularly-scheduled meetings.

The Treasurer will sign all checks for the disbursement of church funds. When the Treasurer is not available for signing checks, the checks will be signed by the Assistant Treasurer or the Chair of the Trustees. All actions of the Treasurer will be in compliance with the church financial policy.

The Treasurer shall present to the church at its spring, fall, and annual business meetings an itemized report of receipts and disbursements, showing the actual financial condition of the church. The Treasurer will also present the books to be audited at the close of the fiscal year or when requested by the Board of Trustees.

The Treasurer shall provide each member with offering envelopes, shall keep an account for each member showing pledges made and contributions received, and shall render to each member annual tax receipts. The Treasurer shall deliver all books and records pertaining to this office to the successor.

D. Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer in performing the duties described in Article VI Section 2. C. and shall be a member of the Board of Trustees.

Section 3. Terms of Office

All officers of the church shall be required to be and remain members in good standing and shall be elected at an annual meeting of the congregation for one two-year term. They may hold their offices for no more than three consecutive terms unless no other qualified candidate is available. In case of an unexpired term, a successor shall be nominated by the Nominating Committee and elected by the congregation. All officers shall assume office at the close of the meeting at which they were elected.

Section 4. Resignations

Resignations from office shall be offered in writing and be given to the Pastor or Clerk and shall become effective 30 days after delivery.

ARTICLE VII. BOARDS OF THE CHURCH

Section 1. The Boards

- A. Board of Deacons
- B. Board of Trustees
- C. Board of Fellowship
- D. Board of Christian Education
- E. Board of Community Ministries
- F. Board of Public Relations and Communications

Section 2. Duties of Boards

A. Board of Deacons

The Board of Deacons shall consist of the officers of the church, and chairpersons of the MABC Boards. Meetings shall be called by the Moderator, Pastor, or upon request of any three members of the Board of Deacons through the Clerk. A quorum shall consist of a majority of the Board of Deacons. If a member of the Board of Deacons shall hold two positions that both sit upon the Board of Deacons, e.g. as a Chair of another Board and as Church Moderator, that person shall only be allowed to cast one vote and shall only be counted as one body in constituting a quorum.

The Board of Deacons shall meet regularly and receive reports from each Board Chair.

The Board of Deacons shall be responsible for long-range planning, providing resource and support for the MABC Boards, and for nominating the Nominating Committee.

The Board of Deacons shall be responsible for the hiring and setting of the salary for new pastors. These duties shall include overseeing the pastoral transition process, hiring of any

consultants or organizations to assist in the transition, the hiring and setting of salaries of any interim pastors, establishing and managing the interview process for the pastors, and coordinating candidate preaching. It shall be the duty of this committee to take necessary steps to secure a Pastor based on a candidate's character, education, experience, and skills. Once hired, the ongoing oversight, annual reviews and changes in salaries, bonuses, and benefits of the pastor(s) shall be the responsibility of the Trustees.

The Board of Deacons shall act within the limits prescribed under the law covering religious corporations in the State of New York.

B. Board of Trustees

The Board of Trustees shall hold in trust all properties of the church including titles, real estate, stocks and bonds, cash, and other negotiable assets; oversee any and all contract, lease, sale (of real property or otherwise), or rental agreements entered into by MABC; receive and disburse negotiable assets for and in the interest of the church; provide for the accounting, and recording of all weekly receipts; provide for an annual audit; endeavor to improve the property entrusted to them; arrange for all repairs to the building or buildings; inform the church when major repairs are deemed essential; be responsible for the housekeeping and maintenance of such properties; select and supervise office, maintenance, and security personnel; create and approve personnel policies, ongoing salaries, and benefits for all church employees; and create and submit a budget for the ensuing year and manage its expenditures.

Meetings of the Trustees shall be called by either the Chair or two of the Trustees by giving at least twenty-four hours' notice thereof to all Trustees either personally or by correspondence. Trustees meetings may be held without previous notice thereof by the unanimous consent of the Board of Trustees. A majority of the whole number of Trustees shall constitute a quorum for the business at any meeting lawfully convened.

There shall be no fewer than three, nor more than eleven Trustees, and if at any time the number of Trustees falls below three, then there shall be a special election to increase the number to three.

The Board of Trustees shall act within the limits prescribed under the law covering religious corporations in the State of New York.

C. Board of Fellowship

The Board of Fellowship shall advise and cooperate with the Pastor(s) in all services of worship including the Lord's Supper and Baptism; be responsible for all matters relating to flowers and ushers; meet with applicants for church membership; coordinate volunteers for fellowship hour; recommend candidates to the congregation for membership, and, when appropriate, recommend transfer and dismissal of members; show Christian concern for

members and friends of the church; administer the Fellowship Fund in a confidential manner; coordinate with the Clerk in communicating the reception and dismissal of members to the Church Administrator for tracking; and submit to the Trustees a budget for the ensuing year and manage its expenditures.

D. Board of Christian Education

The Board of Christian Education shall determine, plan, supervise and promote the educational programs of the church, including Bible study; select curricula and train leaders as needed; and submit to the Board of Trustees a budget for the ensuing year and manage its expenditures.

E. Board of Community Ministries

The Board of Community Ministries shall determine ways by which the church may serve the community; interpret to the congregation the needs of the community; involve members in an effort to meet these needs; and submit a budget to the Board of Trustees for the ensuing year and manage its expenditures.

F. Board of Public Relations and Communications

The Board of Public Relations and Communications will lead and coordinate MABC's overall communications strategy. The board will work collaboratively with the officers and Board Chairs of the church to develop and implement communication strategies to broaden the impact of MABC's programs and oversee organizational messaging and services. The board will submit a budget to the Board of Trustees for the ensuing year and manage its expenditures.

Section 3. Terms of Office

Members of all boards shall be elected for a term of two years and may serve for no more than three consecutive terms without a lapse of one year.

Section 4. Resignations

Because each board is dependent upon the full-functioning of each member, when it is necessary, a nonfunctioning member is encouraged to resign. If after six months such resignation is not forthcoming, the board shall request that the Board of Deacons declare the position vacant and request that the Nominating Committee present another name for that position.

Section 5. Procedures

All boards shall meet within thirty (30) days of their election, select a chairperson from within the board to serve for the ensuing year, determine the date and time of meetings, keep accurate

minutes, and present a written report to the congregation at the annual meeting as well as verbal updates at the church's spring and fall meetings.

A quorum shall consist of a majority of the members of a board.

Section 6. Formation of New Boards and Auxiliary Organizations

When necessary, the Board of Deacons with approval by the congregation at a regular or special business meeting may designate new Boards. Such Boards shall be governed under the by-laws of the church and shall present a written report to the congregation at the annual meeting.

Auxiliary Organizations may be designated by each Board to serve a specific purpose of that Board. Such organization may be created through majority vote of that particular Board and approval by the Board of Deacons.

ARTICLE VIII. THE NOMINATING COMMITTEE

Section 1. Membership

At the fall business meeting of the church, a Nominating Committee of at least five members, upon recommendation of the Board of Deacons, shall be elected to serve for one year.

Section 2. Duties

The Nominating Committee shall prepare a list of names from the membership of the church qualified to fill the various offices and boards, shall interview each nominee proposed and ascertain willingness to serve in case of election, shall nominate officers and board members for the annual meeting, and shall present nominations through the year as authorized by the by-laws.

The committee shall nominate one or more persons for each office to be filled and publicize the names to the church body at least two weeks before the election is held.

Section 3. Vacancies

Vacancies occurring during the year may be filled for the remainder of the year at any regular or special business meeting of the church.

ARTICLE IX. TERMS OF EMPLOYMENT FOR PASTORS AND STAFF

Section 1. Pastor(s)

The Pastor shall be a believer in and a preacher of the Gospel and of the basic doctrines of faith as set forth in the Bible, especially the New Testament. He or she shall cooperate with the local work of the affiliated denominations; shall be involved in and provide guidance for all activities of the church; shall be an ex-officio member of all boards and committees; and shall preside at all meetings of the church and Board of Deacons in the absence of the Moderator.

The Associate Pastor, if applicable and appointed by the church, will be held to the same standards, and will assist, where appropriate, in performing the same duties as the Pastor as described in the paragraph above.

The Pastor(s) shall be called for an indefinite period of time. Arrangements for continuing education, housing, health plan, pension, salary, vacation and any other benefits are to be agreed on at the time of the call by the Board of Deacons. Once hired, the annual oversight, evaluations and setting of salary, bonuses, and benefits of the Pastor(s) shall be the responsibility of the Trustees.

The call of a Pastor shall come before the full congregation upon recommendation by the Board of Deacons at a regular business meeting or special business meeting with notice pursuant to Article X. Section 2. C. A vote of 75 percent of the members present and qualified to vote shall be necessary to extend a call. Only one candidate shall be presented at a time. The vote shall be by written ballot, counted by the clerk, and approved by the Moderator.

The Pastor's employment with the church may be terminated with no less than thirty (30) days notification on the part of the Pastor or of the Board of Deacons, or earlier by mutual consent, except that if the termination is for cause, the pastor shall cease to be an employee immediately upon being given notice of termination.

In the case of termination, the pastor shall have ninety (90) days to vacate the parsonage.

This termination shall be based on a recommendation of the Board of Deacons and voted on at a regularly or special business meeting with notice given pursuant to Article X. Section 2. C. A vote of 75 percent of the members present and qualified to vote shall be required to make valid the termination of said office.

2. Staff

If the church employs a staff worker or workers, such person shall be responsible to the Pastor(s) and the particular Boards with which they work. Their employment with the church may be terminated with no less than thirty (30) days notification on the part of the employee or the Board of Trustees, or earlier by mutual consent, except that if the termination is for cause, the staff worker shall cease to be an employee immediately upon being given notice of termination.

ARTICLE X. MEETINGS

Section 1. Meetings for Worship

The church shall meet regularly each Sunday for worship and the preaching of the Gospel and shall observe the Lord's Supper on the first Sunday of the month and at such other times that the church may decide.

Section 2. Meetings for Business

A. Annual Business Meetings

The annual business meeting shall be held on a Sunday in January for the purpose of electing officers; receiving the annual reports of officers, boards, committees of the church, and its auxiliary organizations; and for the transaction of such other business appropriate to come before this meeting.

B. Regular Business Meetings

Regular Business Meetings shall be held following the annual meeting—in the spring and fall.

C. Special Business Meetings

Special Business Meetings may be called at any time by the Pastor, the Moderator, or the Chair of the Board of Trustees upon the written request of ten (10) members of the church. Notice of such meeting and the object for which it is called shall be given from the pulpit on two successive Sundays immediately preceding the business meeting.

ARTICLE XI. VOTING REQUIREMENTS

Section 1. Quorum

Eighteen or more members who are qualified voters shall constitute a quorum. “Qualified voters” shall be all those who have formally joined as members of MABC; who are active members in good standing as defined in Article V, Section 4; and who are present at the time of the vote.

A majority of such members present and voting at any regular business meeting shall be sufficient to decide any question presented, unless otherwise provided by these by-laws.

Except for the call of a Pastor or property and financial votes as defined by Article XI. Section 2. below, the vote will be voice vote unless a written ballot is requested by the Moderator, the Pastor(s) or the Chair of the Board of the Trustees.

Section 2. Property and Financial Votes

All matters pertaining to the purchase, sale, or mortgaging of property or to financial decisions involving more than \$100,000.00 shall be voted on only by qualified voters—as defined in Article XI. Section 1—and who are at least 18 years of age and in attendance at the time of the vote. The vote shall be by written ballot, counted by the clerk, and verified by the Moderator. The vote will require a two-thirds majority to pass.

ARTICLE XII. CHURCH YEAR

The fiscal year of the church shall begin on the first day of January and close on the last day of December.

ARTICLE XIII. AMENDMENTS

These By-laws may be amended at any regular or special business meeting of the church by a two-thirds vote of those present and voting, provided a quorum is present and voting, and that notice of such amendment, stating the proposed change, shall have been given pursuant to Article X. Section 2. C.

ARTICLE XIV. RULES OF ORDER

The rules contained in Robert's Rules of Order (latest edition) shall govern the business proceedings of the church in all cases where they are not inconsistent with these by-laws.

ARTICLE XV. DISSOLUTION

In the case of the dissolution of MABC, the property and assets shall be distributed amongst reputable Not-For-Profit Corporation(s) and/or ecclesial agencies recommended by the Pastor(s) and the Trustees at the time, with input from the Board of Deacons, all being subject to the requirements of the Religious Corporation Law or any successor statute.

ARTICLE XVI. MISCELLANEOUS

As used herein, the term “majority” shall mean “one (1) more than fifty percent,” unless specifically set forth to require a greater percentage.

As used herein, the terms “MABC” and “church” are interchangeable.

Ratified by action of the church in its business meeting on _____

Moderator: _____