

**BY-LAWS
of the Church
(An Unincorporated Society)**

ARTICLE I

- Sec. 1 This Church shall be known as The Abyssinian Baptist Church in the City of New York (hereinafter referred to as "the Church").
- Sec. 2 The duration of this Church shall be perpetual, and shall remain in existence as long as any ten (10) Members in Good Standing shall desire to carry on its objects and purposes.
- Sec. 3 The faith of this Church is now and shall always be Christian (Baptist). The religious doctrines, principles, dogma, customs and usages of the Baptist faith shall be followed and practiced.
- Sec. 4 The place of worship shall be 132 Odell Clark Place New York City, NY 10030 (also known as 132-142 West 138th Street, New York City, NY 10030), unless changed upon the consent of no fewer than two-thirds (2/3) vote of the Church Members in Good Standing, who are currently registered to vote and who are present in a Meeting duly assembled with Quorum having been met at said Meeting.

**ARTICLE II
PURPOSES**

The particular objects and purposes for, which this Church is formed are as follows:

- Sec. 1 To worship God and promote Christianity according to the faith and practices of the Missionary Baptist Denomination by maintaining a church edifice and conducting therein regular religious services according to such faith.
- Sec. 2 To aid, help and assist in religious, charitable, civic and community endeavors, meetings, symposiums, conferences, etc. with regard for this Church's policy of no discrimination of race, creed or color.
- Sec. 3 To vote upon or give its consent or disapproval for the raising of or expending of monies in excess of the necessary requirements for the operation of the Church in accordance with usages and customs of the Baptist faith.
- Sec. 4 All powers which are spiritual in nature shall be within the exclusive jurisdiction of the Pastor and the Diaconate.

**ARTICLE III
MEMBERSHIP**

- Sec.1 Membership in this Church shall be open to all persons of discretionary age, without restriction as to race or color or gender, who shall subscribe to the Baptist faith, and shall satisfy the Pastor and the Diaconate of their qualifications as to their religious fitness, and who subject themselves to all the rights, privileges, and liabilities of Church Membership:

- a) By BAPTISM after public profession of faith in Jesus Christ, and becoming a candidate for baptism or,
- b) By TRANSFERRAL through a genuine Letter of Recommendation and release from any Missionary Baptist Church or Protestant Evangelical Church stating that such person is a Member in good standing of such church or,
- c) By CHRISTIAN EXPERIENCE, publicly stated and corroborated, when it is impossible or not feasible to procure a Letter of Recommendation from another Missionary Baptist Church or Protestant Evangelical Church or,
- d) By RESTORATION to Membership after exclusion.

Sec. 2 Each person admitted to Membership pursuant to these By-Laws shall be a Member of this Church until his Membership shall terminate by death, resignation, Transferral or Exclusion.

Sec. 3 There shall be a registration of the Membership each and every year during the month of January. Those Members who are 18 years of age or older, in Good Standing, and currently registered shall be considered to be Qualified Voters and shall have the right to vote at all Church Meetings.

Sec. 4 Upon termination of Membership for any reason or when registration is denied for failure to support the Church according to one's financial ability all Membership rights are suspended. Such failure of support will be determined by the Diaconate and ratified by the vote of the majority of Members at the Annual Meeting which will determine the termination of Membership of such Members.

Sec. 5 Voting on applicants for Membership shall be by the Diaconate at any covenant, regular Church Meeting or Special Meeting, as well as at any regular Sunday service.

Sec. 6 Members shall be subject to the discipline of the Church Members as the Church Members shall see fit for any actions or course of conduct not consonant with the objects and purposes of this Church; such objects and purposes set forth in Article II herein.

Sec. 7 Members may be excluded or expelled upon charges brought by the Pastor, the Diaconate or by the petition of any one hundred (100) Members and if such charges are so brought and upheld by majority vote at any duly called Meeting or at the Annual Meeting, a Quorum being present. Such charges must be proven and not only by hearsay. Charges must be based on willful and persistent conduct within or without the Church edifice that is detrimental to the fellowship of the Church or contrary to Christian teaching as practiced by the Baptist faith. A Member so charged must be given a reasonable opportunity, as determined by the Pastor and Diaconate, to answer charges and an adequate hearing and opportunity to present his or her own defense. The Member so charged may be represented at said hearing by a representative selected by the Member so charged.

Sec. 8 Any Member moving from the City of New York or wishing to transfer his or her Membership to a church of like faith, if he or she be a Member in Good Standing of this Church shall be entitled to a Letter of Transferral to such church. Upon application to the Diaconate, and approval of said application by the Pastor or the Diaconate, the Church Clerk shall be ordered by the Pastor or the Diaconate to write the Letter of Transferral to be signed by the Pastor.

ARTICLE IV GOVERNMENT

The government of this Church shall be by the congregation, through the Pastor and the Diaconate. Robert's Rules of Order shall be the guide to parliamentary procedure to be used at all Meetings convened by or for the Church. Any question as to spiritual rights or privileges shall be settled by the Pastor or the Diaconate by reference to the common practices and usages of affiliated Baptist churches.

ARTICLE V MEETINGS

Sec. 1 The Annual Church Meeting shall be held the first (1st) Sunday in February in each and every year, immediately prior to the Annual Corporate Meeting, at which time all Officers for the ensuing year shall be elected.

Sec. 2 For all Church Meetings the Church Clerk shall, cause a public Notice to be read on two (2) successive Sundays, the last Notice of which is no more than seven (7) days before the scheduled date of the meeting, providing the time and place of all Meetings. Said Notice shall be announced by the Church Clerk at the regular Sunday morning service and a copy of said Notice posted on the Church bulletin for two successive Sundays prior to any such Meeting called. Such Notice shall state whether said meeting is Annual or Special, and if Special, the reason called, by whom called and the business to be transacted. Proof of the announcement shall be offered by the Clerk and made part of the Minutes of said Meeting. No business other than that stated in the Notice shall be transacted thereat.

Sec. 3 A Church Meeting of Members according to these By-Laws must be held in the Abyssinian Baptist Church in the City of New York, 132-142 Odell Clark Place (also known as 132-142 West 138th Street), in the Borough of Manhattan, City, County and State of New York at any time in any year.

Sec. 4 Special Meetings of this Church may be called by the Pastor or the Diaconate whenever either believes it for the best interest of the Church or at the request of any one hundred (100) Members in good financial standing. The Church Clerk shall give Notice for the Special Meetings to the Membership. And, in addition, all Meetings shall be announced from the pulpit at the regular Sunday morning service as set forth in this Article V. Section 2. No other business but that specified in the Notice may be transacted at such Special Meeting.

- Sec. 5 The presence of no fewer than two hundred (200) (An Unincorporated Society) Members in Good Standing and Eligible to Vote shall constitute a Quorum to do business at any Church Meeting. In the event a lesser number is present but more than one hundred (100) such Members (of the Unincorporated Society) who are in Good Standing and Eligible to Vote are present, they may adjourn to a stated day, Notice of which shall be given by the announcement of the adjourned date by the Church Clerk or any Officer or Member of the Diaconate, before such meeting. All matters or questions specified in the Notice of the Meeting shall be decided by a majority of the Qualified Voters as set forth herein, Article III Sec. 3, voting thereon.
- Sec. 6 The Moderator at all Meetings shall be the Pastor or either of the Chairpersons of the Diaconate, and if none is present then the Church Clerk, the Assistant Church Clerk or another of the Officers of the Diaconate, or the Trustees of the Church may moderate.
- Sec. 7 At all Meetings voting shall be by voice, standing or secret ballot as determined by the Moderator of the Meeting.
- Sec. 8 The Order of Business at all Church Meetings shall be as follows:
1. Call to Order by the Moderator
 2. Prayer
 3. Certification of Notices of Meeting by the Church Clerk
 4. Reading of the Minutes of the Preceding Meeting
 5. Report of Pastor or Officers
 6. Reports of Committees
 7. Unfinished Business
 8. New Business
 9. Election of Officers and Church Clerk
 10. Adjournment
 11. Benediction
- Sec. 9 Ministries, affiliates, subsidiaries, auxiliaries and other such entities of the Church may meet and hold other functions without or within the Church edifice for fund raising purposes or otherwise, only with the advice and consent of the Pastor, and subject further to the approval of the Diaconate and the Trustees of the Church.

ARTICLE VI OFFICERS

- Sec. 1 No person shall be eligible for any office of this Church, except that of the Pastor, unless such person shall have been a registered Member in Good Standing for a period of at least one (1) year and shall be in Good Standing at the time of his or her Election and shall be 18 years of age or older.
- Sec. 2 The Officers of this Church shall be as follows:

Pastor
The Diaconate
Clerk of the Church
Assistant Clerk of the Church

- Sec. 3 All Church Officers shall be elected at the Annual Meeting of the Church, except the Pastor. The Election shall take place according to Robert's Rules of Order. A Nominating Committee of eleven (11) Members in Good Standing including two (2) Men and two (2) Women of the Diaconate and two (2) Trustees of the Abyssinian Baptist Church Corporation shall be appointed by the Pastor at least ten (10) days before the Annual Meeting with the Membership of such Committee announced to the Church at the time of its appointment. The said Nominating Committee shall place in nomination a Schedule of Officer Candidates at the Annual Church Meeting.

ARTICLE VII PASTOR

- Sec. 1 The Pastor shall be called by the majority vote of the Members in Good Standing who are Eligible to Vote and shall be a member of good standing in the Baptist faith, of good reputation and qualified, spiritually, educationally, morally and physically to serve this Membership.
- Sec. 2 The Pastor shall be the spiritual as well as the executive leader of the Church and shall be ex-officio a Member of the Diaconate as well as all other Committees of this Church.
- Sec. 3 The Pastor's term of office shall be until the first Church Meeting following the Pastor's 70th birthday as long as the Pastor's services are satisfactory to a majority of the Church Members in Good Standing. In the event such relationship becomes unsatisfactory, either the Pastor or the Members in Good Standing may terminate this relationship upon three (3) months written notice. The action of the Church to vacate the Office of Pastor shall be taken at an Annual Meeting or a duly called Special Meeting. In any event, the Pastor's salary shall continue during said period of three (3) months notification and upon the last date thereof, the Church shall pay him or her, in addition, a sum amounting to three (3) months of salary.
- Sec. 4 The salary of the Pastor shall be fixed by the Church in a Church Meeting and incorporated in the Annual Budget, and paid monthly on the last day of each and every month for services rendered that month, at the rate so fixed and voted upon by the Membership.
- Sec. 5 The Pastor shall have the right and privilege of selecting and dismissing his or her Associate and Assistant Ministers and other employed religious and professional staff including the Minister of Music and the Organist, and fixing their

compensation, within the limits of the Annual Budget as prepared by the Board of Trustees and approved by the Church Members in Good Standing.

Sec. 6 At the termination of the Pastor's services for any reason, the services of the Pastor's Associate and Assistant Ministers are terminated with three (3) months of salary. In the instance of an interim between Pastors, the Board of Trustees shall choose and terminate the Church staff, with the exclusion of the ministerial staff which includes but is not limited to Associate and Assistant Ministers, the Minister of Music, the Organist and other employed religious staff, subject to the approval of the Church Members in Good Standing who are Eligible to Vote by a majority vote taken during a duly called Meeting where Quorum has been established.

Sec. 7 Whenever the office of Pastor becomes vacant, a Committee of not more than seventeen (17) Members in Good Standing of the Church shall be appointed by the Diaconate at a duly called Church Meeting, and such Committee shall be representative of the Church Members in Good Standing and shall serve until their successors are named or a Pastor is called. Such Committee shall issue invitations to members of the clergy to fill the pulpit, ascertain the qualifications of candidates during the vacancy and recommend to the Church a qualified candidate for the position of Pastor. When a candidate is rejected by the Church Members in Good Standing by a majority vote in a duly called Meeting where Quorum has been established, the Committee shall proceed to nominate another candidate until one is elected by the Church Members in Good Standing.

Sec. 8 The Pastor shall have the following enumerated duties and any such other duties and powers as may be reasonably construed as belonging to the Pastor of a Missionary Baptist Church.

1. The Pastor or one of the Pastor's Associate or Assistant Ministers shall preach at religious services.
2. The Pastor or one of the Pastor's Associate or Assistant Ministers shall visit the sick and indisposed.
3. The Pastor or one of the Pastor's Associate or Assistant Ministers shall conduct funerals and weddings.
4. The Pastor shall be responsible for the representation of the Church at conventions and meetings within the limits of the Church Annual Budget.
5. The Pastor shall appoint all Committees except those elected or appointed by the Membership.
6. The Pastor shall supervise all spiritual activities of the Church.
7. The Pastor shall have the power to call Special Meetings of the Church.
8. The Pastor shall make an Annual Report of the progress of the Church and the immediate aims of the Church at each Annual Meeting of the Church.

Sec. 9 The Pastor shall have a vacation at such time as is agreeable between the Pastor and the Joint Boards of the Diaconate and the Trustees. And, the Pastor shall determine vacation periods of the Pastor's Associate and Assistant Ministers and the Church staff.

Sec. 10 The Pastor shall have the power to hire and discharge all of the Pastor's Associate and Assistant Ministers, and other employed religious and professional staff including the Minister of Music, the Organist and Church staff.

**ARTICLE VIII
THE DIACONATE**

Sec. 1 The Diaconate shall assist the Pastor in all religious affairs of the Church, and with the Pastor, shall have final and full authority in any and all religious matters not necessary to be placed before the full Membership, including ascertaining the eligibility of persons for Membership in the Church.

Sec. 2 The number of persons in the Diaconate shall be no fewer than forty (40) and not more than one hundred twenty-five (125). They shall be elected to a probationary period or term of service by the Diaconate then in office, with the approval of the Pastor. Upon the recommendation of the Diaconate, at completion of the probationary period or term of service they may be approved for ordination by majority vote of the Church. Upon ordination, a member of the Diaconate serves for an indefinite tenure as long as he or she is a Member of the Church, unless he or she is excluded from the Diaconate by the Church upon recommendation of the Diaconate or the Pastor.

Sec. 3 The Diaconate shall interview and pass upon the qualifications of persons for Membership in this Church.

Sec. 4 The Diaconate shall elect its Officers and conduct its affairs in a manner determined by the Diaconate. The Meetings of the Diaconate shall be held on the first Sunday of the month for the Women of the Diaconate and on the first Monday night in each month for the Men of the Diaconate.

**ARTICLE IX
CLERK OF THE CHURCH**

The Clerk of the Church shall keep all documents, records and proceedings of the Church business and all such records not otherwise kept by the Board of Trustees. All records shall be permanently kept in the Church premises in an office specially provided therefor, and shall be open to inspection at all reasonable times.

Sec. 1 The Church Clerk shall be elected to Office of Clerk of the Church by the Church Membership at the Annual Church Meeting for the term of one (1) year.

Sec. 2 The qualifications of the Clerk shall be the same as those of a Trustee. The Church Clerk must also be able to post and keep records and maintain correspondence.

Sec. 3 There shall be an Assistant Church Clerk to aid the Church Clerk in all respects and act in place and stead of the Church Clerk, when necessary. The term of office and qualifications of the Assistant Church Clerk shall be the same as those for the Church Clerk.

Sec. 4 The duties of the Church Clerk and the Assistant Church Clerk, shall be as follows:

1. Keep all official records and papers.
2. Keep records of proceedings at all Church Meetings.
3. Cause Notices of all Church Meetings to be served as required and announced as required.
4. Deliver all Notices at the regular Sunday services.
5. Prepare all letters of dismissal to sister churches.
6. Receive letters of dismissal from sister churches, and notify such churches promptly when such persons are admitted to Membership in this Church.
7. Give Notice to all Chairpersons of appointed Committees of their appointment, the duties of the Committee, and the names and addresses of the Committee Officers.
8. Keep record of the names of all Ministries, auxiliaries, subsidiaries, affiliates, and other such entities of the Church and the names and addresses of the Officers of these entities.
9. The Church Clerk may have all other powers and duties as may reasonably be construed as belonging to the Church Clerk of a Missionary Baptist Church under usages and customs of the Missionary Baptist Church.

Sec. 5 The Church Clerk may be removed from Office when sufficient cause exists therefore, and such removal causes and procedure shall conform to that for a member of the Board of Trustees.

ARTICLE X MINISTRIES

Sec. 1 Any group of Members may band together for any purpose consonant with the objects and purposes and By-Laws of this Church but they shall at all times be subject to and under the supervision of the Board of Trustees as to any temporal purpose or they shall at all times be subject to and under the supervision of the Pastor and the Diaconate for any spiritual purpose, and, they must abide by all rules and regulations hereinafter enacted by the Church Corporation. The general rules appertaining to all Ministries, auxiliaries, subsidiaries, affiliates, and other such entities of the Church are as follows:

1. Notice of organization must be given to the Church Clerk and, permission secured for the formation of such organization and the use of the proposed name must be obtained from the Pastor, subject to the approval of the Diaconate.
2. The names and addresses of all Officers must be given to the Church Clerk within ten (10) days after their Election or change.
3. The organizations, if not incorporated, must have separate finances from the Church and a treasury up to, but not exceeding, the sum of Two Hundred and Fifty Dollars (\$250.00) provided same is approved by the Board of Trustees. The treasury of such organizations, which are not incorporated, must be held at the Abyssinian Federal Credit Union in an account in the name of the organization,

with verifiable bank account records and such records made available for review by the Church, at the Church's request.

4. All meeting dates for these organizations must be approved by the Pastor and scheduled through the Church office.
5. No person or organization including, but not limited to, those described herein is permitted to use the name of the Church, as beneficiary or as party to a contract or otherwise enter into any obligation in the name of the person, the organization and/or the Church to bind the Church for any cause, matter or transaction whatsoever. All such matters must first be consented to or approved by the Board of Trustees. All social functions and other affairs held by Ministries, auxiliaries, subsidiaries, affiliates, and other such entities of this Church must be held at a time other than when a worship service is held at or for the Church.

ARTICLE XI AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by majority vote of the Church at an Annual Church Meeting or a Special Meeting, designated and called for that purpose at which a Quorum is met. All By-Laws must be in conformity with the Religious Corporations Law of the State of New York. The purpose of the change of these By-Laws must be set forth in the Notice of the Meeting at which such amendment is included.