

# **DESIGN AND BY-LAWS**

## **THE DESIGN of PARK AVENUE CHRISTIAN CHURCH of NEW YORK, NEW YORK**

### **PREAMBLE**

#### **Our Vision**

We see Park Avenue Christian Church as a diverse, faithful, growing Congregation seeking to build true community, loving God with all our heart, soul, strength, and mind – nurturing Christian spirituality with passion for justice, providing breathing room for deepening understanding and readiness to change, respecting tradition without dogmatism, and serving others joyfully.

#### **Our Values**

As an Open and Affirming Congregation of the Christian Church (Disciples of Christ) and the United Church of Christ, we treasure the covenant with others in our movements for wholeness in a fragmented world, seeking Christian unity as God’s gift and goal for the ecumenical Church, as well as respect for the integrity of other faiths and for those who profess no faith. We therefore embrace the divinity of difference, rejoicing in the gifts and dignity of every person as a child of God, by practicing radical hospitality, welcoming all others – regardless of gender, race, sexual orientation, age, culture, ethnic or religious background, economic circumstance, family configuration, or difference in ability – to participate fully in shared fellowship and ministry.

#### **Our Mission**

Witnessing to the radical claims of the Gospel, we are committed to be Jesus’ living ambassadors of truth and reconciliation, serving as Christ’s faithful stewards of Creation and ministering to the needs of our neighbors in New York City and around the world. To realize our vision and undergird our values, we covenant to worship regularly, study seriously, serve eagerly, give generously, and witness faithfully.

### **ARTICLE I: NAME**

The name of this Congregation is Park Avenue Christian Church, New York, New York, first incorporated May 28, 1850, under “An Act to provide for the incorporation of religious societies” which became the law of the State of New York on April 5, 1813, as “The Disciples of Christ in the City of New York” with record duly entered in the New York Registers Office, Lib 2, Religious corporations, page 165. Subsequent changes of name were legally made to “First Church of Disciples of Christ in the City of New York” (1903-1912); to “Central Church of Disciples of Christ in the City of New York” (1912-1943); “Park Avenue Christian Church (Disciples of Christ) (1943-2011); and currently “Park Avenue Christian Church”. This Congregation is dually affiliated with the denominations known as the Christian Church

(Disciples of Christ) and the United Church of Christ, and committed to the historic principles of these denominations. This Congregation will be a participant in the cooperative life of these denominations, through support and participation in the life and work of local, regional, national, international manifestations reporting to the General Assembly of the Christian Church (Disciples of Christ) and the Metropolitan Association of the New York Conference of the United Church of Christ or their legal successors.

## **ARTICLE II: MEMBERSHIP**

Membership in this Congregation begins by confession of faith in Jesus as the Christ, being encouraged to give expression to one's faith by repentance, confession, baptism and personal commitment to Christ. We also welcome persons into membership who are on a quest of faith. Membership shall also consist of those who are now members of the Congregation and those who unite by transfer of membership from other Christian congregations and other faiths. Associate members are those who affiliate as members, but maintain membership in another congregation, as well. Continued commitment and spiritual growth will further integrate one into the membership of this Congregation.

## **ARTICLE III: GOVERNING BODY**

The Ministry Council is charged by the Congregation, pursuant to the authority vested in it by this Design, adopted by the Congregation of Park Avenue Christian Church, with responsibility of conducting the business affairs of this Congregation and approving general policies, programs, and the annual budget of the Congregation in accordance with the core Values, Vision and Mission of Park Avenue Christian Church. Nomination, election, and classification of members of the Ministry Council and its officers will be provided for in the By-Laws.

## **ARTICLE IV: MEETINGS OF THE CONGREGATION**

An annual meeting of the Congregation will be held at the church on a date to be designated by the Ministry Council. The annual meeting will include the:

1. Election of the members of the Ministry Council;
2. Election of spiritual and administrative leaders;
3. Ratification of the Annual Budget;
4. Such other business as may properly come before the Congregation.

Additional business meetings or town hall sessions of the Congregation may be called by the Moderator or acting Moderator of the Ministry Council, or upon a request of the majority of the Ministry Council. Voting privileges will be accorded to all members and associate members, age 16 and older, present at business sessions of the Congregation. Robert's Rule of Order will govern business of the Congregation, unless otherwise provided herein.

## **ARTICLE V: PHYSICAL PROPERTIES**

The title to all physical properties of the Congregation, both real and personal property, will be vested in the Park Avenue Christian Church, a New York corporation having perpetual existence. The Ministry Council will be charged with the responsibility for properly executing and delivering all notes, mortgages, trust deeds, warrant deeds, and other legal documents required in connection with the proper administration of its physical properties. The Ministry Council will also be vested with the responsibility of properly administering any and all endowment funds and bequests heretofore or hereinafter made to the Congregation, subject only to the provision of any court orders and wills.

## **ARTICLE VI: AMENDMENT**

This Design may be amended in whole or in part, by a two-thirds (2/3) majority vote of the members present at any regular or special Congregational Meeting, provided that the full text and notice of the proposed amendment have been given to the members of the Congregation at least one month before the vote is taken. Proposed changes shall first be submitted to the Ministry Council for review. The proposed amendment will then be presented to the Congregation by the Ministry Council with the Council's recommendation to support or oppose the amendment.

## **ARTICLE VII: ADOPTION**

This Design will take effect following its adoption by a two-thirds (2/3) majority of the members present and voting at a Congregational Meeting called for this purpose, thereby repealing and rendering null and void the existing constitution and all amendments thereto previously adopted.

**BY-LAWS**  
**of**  
**PARK AVENUE CHRISTIAN CHURCH**  
**of**  
**NEW YORK, NEW YORK**

These By-Laws accompany the Design of Park Avenue Christian Church.

**ARTICLE I: GOVERNING BODY**

The Ministry Council will be the governing body of the Congregation pursuant to the authority vested in it by the Congregation, Design, and By-laws and is specifically charged with the following, namely:

1. To act as the governing body of the Congregation, conduct the business affairs of the Congregation, and with the duty of executing, planning, and administering the general policies and programs of the Congregation pursuant to the authority vested in it by the Congregation.
2. To receive, consider, and act on any and all matters brought before it from the various ministries, standing committees, teams, staff and members of the Congregation.
3. To administer the programs and ministries of the Congregation.
4. To consider and establish policies consistent with the Vision, Values and Mission of the Congregation.
5. To approve an annual budget, present the budget to the Congregation for ratification, establish policies for expenditure of all funds, and to be deemed, as a body, fiscally responsible for the finance and operations of the Congregation.
6. To receive and to act upon recommendations of the Administrative Team for the employment of pastoral and program staff, and to receive and act upon the recommendation of a Search Team for the call of a Senior Pastor.
7. To establish policies pertaining to the disposition of funds or other property given to the Congregation, as lifetime gifts, bequests in wills, and as a beneficiary of insurance policies, in accordance with the wishes of the donor, if specified.
8. To appoint the teams and committees outlined in these By-Laws, as well as those deemed necessary and advisable for the proper administration of Congregational programs, and to consider whatever unfinished or new matters which may be presented to the Council.

**ARTICLE II: MEMBERSHIP OF THE MINISTRY COUNCIL**

**Section 1. Qualifications**

The membership of the Ministry Council will be composed of persons who are current members of this Congregation, maintain knowledge of and experience in the programs, policies, and ministries of the Congregation, and have shown a clear and deep commitment to the Vision, Values and Mission of this Congregation, as stated in the Design.

## **Section 2. Officers**

The Officers of Congregation are:

1. The Moderator, who shall chair meetings of the Congregation and of the Ministry Council;
2. The Vice-Moderator, who shall serve as chair when the Moderator is absent;
3. The Secretary, who shall take minutes at all meetings of the Congregation and Ministry Council;
4. The Treasurer, who shall be a member of the Finance Team and shall open monthly bank statements and review checks and signatures.

## **Section 3. Membership**

The number of members of the Ministry Council will be nine (9), including the four (4) elected officers of the Congregation, the Moderator, Vice Moderator, Secretary, and Treasurer. The Senior Pastor will be a member ex officio. Each member will be appointed to a standing or ad hoc Team during the member's term of service.

## **Section 4. Term of Office**

Each member of the Ministry Council, including the Officers, will serve for a term not exceeding two (2) years. At the expiration of their respective terms and contingent upon fulfillment of their respective duties during such term, they will be immediately eligible for nomination for an additional term. No Council member may serve more than two (2) consecutive terms, with the exception for the Treasurer who may serve up to three (3) consecutive terms. The election of members will be such that their terms will be staggered.

# **ARTICLE III: NOMINATING TEAM**

## **Section 1. Duties**

1. The Nominating Team will work in consultation with the Senior Pastor and Moderator of the Congregation and will receive nominations for Officers of the Congregation, members of the Ministry Council, members of the Elder and Deacon Teams, and Life Elders and Life Deacons. The Nominating Team will regularly seek names of those in the Congregation with gifts and graces for spiritual leadership and development in the Congregation. Nominees will reflect the Congregation's diversity, consistent with the Values outlined in the Design.
2. In the event that a Congregational Officer, Ministry Council member, Elder, or Deacon cannot complete an elected term, the remainder of the term will be filled by the Nominating Team in accordance with Article III, Section 1, subject to approval by the Ministry Council.

## **Section 2. Selection**

The Nominating Team consisting of two (2) Elders, two (2) Deacons, and two (2) members of the Ministry Council will be elected by the Congregation at the Annual Meeting. The term of office will be two (2) years, with possible re-election for a second term; no Team member may serve for more than two (2) consecutive terms. The election of Team members will be such that their terms will be staggered.

## **ARTICLE IV: THE SENIOR PASTOR**

### **Section 1. Duties**

The Senior Pastor of the Congregation will perform all the duties which usually pertain to that office. As spiritual administrator of the Congregation and head of staff, she/he will be a member ex officio of all organized groups, teams and committees. The Senior Pastor of the Congregation will, in cooperation with the Moderator of the Congregation, encourage orderly procedure in the life and work of the Congregation through the effective use of the Design and By-Laws and the Congregation's Vision, Values, and Mission statement. The Senior Pastor will support, train, encourage, and equip the members of the Congregation to be ministers of Christ's Church throughout the community.

### **Section 2. Selection**

1. In the event of a vacancy, or an imminent vacancy, in the position of Senior Pastor, a committee representative of the Congregation, numbering at least seven (7) persons, will be nominated by the Ministry Council and elected by the Congregation to serve as a Search Team. The Chair of the Ministry Council will appoint the Chair of the Search Team, subject to approval of the Ministry Council.
2. The Search Team will be responsible for identifying and interviewing possible candidates, utilizing the services of the Regional Ministers and/or Conference Ministers and others of the Christian Church (Disciples of Christ) and the United Church of Christ for names of prospective candidates.
3. After interviewing and investigating possible candidates, the Search Team will make a recommendation to the Ministry Council for a prospective Senior Pastor. The recommendation must be accepted by at least two-thirds (2/3) of the Council members present and voting in a regular or special called meeting of the Council before a call may be recommended to the Congregation.
4. After approval of a candidate by the Ministry Council, the Search Team will recommend the prospective Senior Pastor to the Congregation. Notice of a called Congregational Meeting for this purpose must be given 30 days in advance and announced at least twice. The recommendation of the Council must be accepted by at least two-thirds (2/3) of members present and voting in a regular or special meeting of the Congregation before a call may be extended.
5. A written statement setting forth the terms of employment and other conditions of the call will be made in duplicate, one copy for the Senior Pastor and one for the Congregation, and recorded in the minutes of the Ministry Council. Each party will sign both copies. The Moderator of the Ministry Council will sign for the Congregation upon its affirmation of the call.

6. A process of regular review and evaluation will be established by the Ministry Council and the Senior Pastor.

### **Section 3. Termination**

1. The term of ministry of the Senior Pastor will be for an indefinite period.
2. The Senior Pastor may resign by written notice to the Ministry Council, subject to the terms of the Ministry Covenant between the Senior Pastor and the Congregation.
3. The Ministry Covenant may be terminated by two-thirds (2/3) majority vote of the Ministry Council present and voting at a special Council meeting called for such purpose. A quorum for such a called meeting will be seven (7) members of the Council. If the Council votes to terminate the Ministry Covenant and the pastor desires to appeal the action of the Council to a Congregational Meeting, to be binding, the action of the Council must be approved by a majority of the members present and voting at a Congregational Meeting called for that purpose. Notice of this meeting must be given 30 days in advance and announced at least twice.

## **ARTICLE V: ELDERS AND DEACONS**

The ministry of this Congregation is the calling of all the members, individually and collectively, to embody of the love of God within the world. Elders and Deacons will be elected to nurture the ministry of the Congregation.

### **Section 1. Elder Qualifications and Duties**

1. Serving closely with the Pastor(s), Elders will assist in the ministry of providing counsel, mentoring candidates for ordination, attending to pastoral care concerns, and supporting adult and children's education, Bible study, prayer, stewardship, mission outreach, and other spiritual disciplines.
2. Serving closely with the Pastor(s) and Deacons, Elders will share responsibilities for regular observance of communion at Christ's Table, baptism, and confirmation, as well as strengthening loving relationships within the Congregation.
3. The Elder Team will elect a Chair or Co-Chairs and any other officers deemed necessary for effective ministry. The Team will meet at least quarterly to determine administrative and mission concerns of the Elders.
4. Elders will hold themselves accountable for faithful service, among themselves, and in regular (at least annual) evaluation and consultation with the Pastor.

## **Section 2. Elder Selection**

1. Elders will be members of the Congregation who have been nominated by the Nominating Team and elected by the Congregation as persons who demonstrate gifts and graces with regard to the identity and purpose of the ministries of the Elder Team.
2. The Elder Team will consist of no fewer than six (6) Elders, plus one (1) Minister Elder (an ordained clergy who is a member of the Congregation but not on staff). The term of office will be two (2) years with possible re-election, but no Elder may serve more than two consecutive terms before entering a “sabbatical” of one term. Terms of office will be structured so as to balance continuity with inclusion of new Elders.

## **Section 3. Deacon Qualifications and Duties**

1. Deacons will be members of the Congregation who demonstrate gifts and graces with regard to the identity and purpose of the ministries of service described above.
2. Serving closely with the Pastor(s) and Elders, Deacons see service as a core value of the Gospel and the heart of ministry and will therefore serve and enable others to serve in that ministry.
3. Strengthening the Congregation’s ministry of service will be realized through a variety of efforts, including service drives to support ministries of the Congregation, fostering community through service in fellowship, and forging bonds with our wider community in partnership with organizations consistent with our Vision, Values, and Mission.
4. Working closely with the Pastor(s) and Elders, Deacons will share responsibilities for regular observance of communion at Christ’s Table, helping with worship celebrations, and care for the sanctuary.

## **Section 4. Deacon Selection**

1. The Deacons will comprise a Team of around twenty (20) members. All Deacons will serve for a term of one (1) year, and they may be nominated and elected to serve up to four (4) consecutive terms, before entering a “sabbatical” of one (1) term. Terms of office will be structured so as to balance continuity with inclusion of new Deacons.
2. In consultation with the Ministry Council the chair(s) of the Deacons can also ask “Associate Deacons” (who may not yet be members of The Park) to help with the specific responsibilities of serving Communion.
3. Deacons will elect a Chair or Co-Chairs and any other officers deemed necessary for effective ministry.
4. Deacons will hold themselves accountable for faithful service, among themselves, and in at least annual evaluation and consultation with the Pastor.

## **Section 5. Honorary Titles**

Those among the Elders and Deacons, who, because of long dedicated service to the Congregation and merit the honor, will be known respectfully as Life Elder and Life Deacon.



## **CONGREGATIONAL LIFE**

### **ARTICLE VI: MISSION TEAM**

The Mission Team will work with the pastoral staff to plan and implement mission and outreach goals of the Congregation, consistent with our Vision, Values, and Mission.

#### **Section 1: Duties**

1. Coordinate outreach programs of the Congregation, including those done cooperatively with other congregations or organizations, both local and distant.
2. In consultation with the pastoral staff, make recommendations to the Ministry Council about the use of mission funds, which could include support for short-term and long-term projects within the Congregation and beyond its walls, as well as to individuals or organizations whose work supports the mission of our Congregation.
3. Provide forums for education and involvement of the Congregation in our mission and mission projects.
4. Be open to new mission opportunities so that this team and our Congregation remain dynamically engaged in our outreach ministry.
5. Undertake any other duties assigned to the Mission Team by the Ministry Council.

#### **Section 2: Selection**

1. The Team will be appointed by the Ministry Council and will be composed of at least five (5) members of the Congregation and include one (1) elected member of the Ministry Council to provide communication and continuity with other programs of the Congregation.
2. Appointment will be for a term of two (2) years, with no more than two (2) consecutive terms. Replacement of members will be staggered to maintain continuity.

### **Article VII: FINANCE TEAM**

The Finance Team shall be responsible for ensuring the Congregation has the financial resources needed to carry out its current and future Vision, Mission, and Ministries.

#### **Section 1: Duties**

1. Review the Congregation's endowments and investments and to recommend an investment policy and plan for the Ministry Council to approve.
2. Review the status of all permanent funds no less than annually. The Finance Team will review all investments prior to the Congregation's Annual Meeting and will report on them to the Congregation at that time.
3. Prepare an annual budget in consultation with the staff for approval by the Ministry Council.
4. Review expenses in the current fiscal year against the budget no less often than quarterly.
5. Facilitate an annual outside audit of the Congregation's accounts.
6. Undertake any other duties as assigned to the Finance Team by the Ministry Council.

## **Section 2: Selection**

1. The Finance Team shall be composed of the Treasurer of the Congregation and no fewer than three (3) other members of the Congregation appointed by the Ministry Council. The Senior Pastor and the Business Administrator, Comptroller (or paid staff member whose duties most closely resemble these positions) will serve as ex officio members.
2. The members of the Finance Team (other than the Treasurer) shall be appointed for a term of two (2) years, with no more than two (2) consecutive terms. Terms of Team members will be staggered to maintain continuity.
3. Unless there is willful malfeasance, no member of the Finance Team shall be held personally liable for any losses to investments that may be incurred. No member of the Team shall act in any self dealing or transactions with the invested funds in which the member has direct or indirect financial interests and shall at all times refrain from any conduct in which his or her personal interests would conflict with the interests of the invested funds.

## **ARTICLE VIII: ADMINISTRATIVE TEAM**

The Administrative Team shall be responsible for ensuring continuity and competency of the employees of Park Avenue Christian Church carry out its current and future vision, mission, and ministries. All individuals receiving compensation from the Congregation for services rendered, other than independent contractors and Park Avenue Christian Church Day School teachers and assistants, will be deemed as employees for whom the Team is responsible.

### **Section 1. Duties**

1. Select and employ all personnel, except the Senior Pastor, for recommendation to the Ministry Council.
2. Set the starting salary of all new employees after consultation with the Senior Pastor and Search Team, if such a team was used in the selection process of the new employee, for recommendation to the Ministry Council.
3. Release or dismiss from employment any personnel so employed, except the Senior Pastor, for recommendation to the Ministry Council.
4. Establish and maintain organizational and supervisory guidelines for all personnel and conduct regular reviews of all staff, according to guidelines in the Staff Handbook or equivalent document.
5. Submit to the Finance Team prior to budget formulation all recommendations for staff salary increases for each line item category in time for annual budget considerations before going to the Ministry Council for approval.
6. Consult with the Senior Pastor on personnel related issues.
7. Seek and receive counsel and recommendations in the selection of staff personnel from all ministries with which the new staff member may interact.
8. Undertake any other duties assigned to the Administrative Team by the Ministry Council.

### **Section 3: Selection**

1. The Administrative Team will be composed of the Senior Pastor and at least three (3) other members appointed by the Ministry Council, one (1) of which will be a member of the Ministry Council. The Senior Pastor will be the administrator of all staff personnel and all staff personnel will be responsible to him/her.
2. The Ministry Council will appoint the Chair of the Administrative Team. The term of appointment will be for two (2) years, with no more than two (2) consecutive terms ordinarily. Replacement of members will be staggered to maintain continuity.

## **ARTICLE IX: BUILDING TEAM**

The Building Team is responsible for seeing that all of buildings, grounds, and property owned by the Congregation are maintained to support the Congregation's various ministries. The Team is also charged with stewardship of our facilities, in keeping the Mission of the Congregation to serve as Christ's faithful stewards of Creation.

### **Section 1. Duties**

1. Review all buildings and grounds at least once annually with the senior staff member responsible for buildings and grounds.
2. As good stewards, review energy consumption, recycling policies, and related practices for cost effectiveness and green potential.
3. Prepare a budget for and make recommendations for capital improvements, as well as for more efficient and effective stewardship of facilities to the Ministry Council.
4. Undertake any other duties assigned to the Building Team by the Ministry Council.

### **Section 2. Selection**

1. The Building Team will be made up of at least four (4) members of the Congregation appointed by the Ministry Council. One member of the Team will also be a member of the Ministry Council. The Senior Pastor and the Director of Facilities (or the staff member whose position most closely resembles that description) shall serve as ex officio members.
2. Members of the Building Team will serve for two (2) year terms, and can serve for two (2) consecutive terms. At least one member of the committee will serve a second consecutive term to provide continuity.

## **Article X: Park Avenue Christian Church Day School**

The Park Avenue Christian Church Day School ("Day School") is a ministry of the Congregation. The Board of Trustees of the Day School, was created by and, therefore, is subject to the overall authority of the Ministry Council.

## **ARTICLE XI: INDEMNIFICATION**

The members of the Ministry Council and Pastoral Staff 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 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 Ministry Council may also indemnify such other members of teams, committees, or staff from and against such liabilities, legal fees and other cost and expenses arising out of the lawful performance of their duties as it deems appropriate.

## **ARTICLE XII: AMENDMENT**

These By-Laws may be amended in whole or in part, by a two-thirds (2/3) majority vote of the members present at any regular or special Congregational Meeting, provided that the full text and notice of the proposed amendment have been given to the members of the Congregation at least one month before the vote is taken. Proposed changes shall first be submitted to the Ministry Council for review. The proposed amendment will then be presented to the Congregation by the Ministry Council with the Council's recommendation to support or oppose the amendment.