

New York State Religious Corporation Law
Pertaining to the United Church of Christ

ARTICLE 1

SHORT TITLE AND DEFINITIONS

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§ 1. Short title. This chapter shall be known as the "Religious Corporations Law."

§ 2. Definitions. A "Religious Corporations Law corporation" is a corporation created for religious purposes to which this chapter applies under section two-a of this chapter. Unless the context otherwise requires, whenever "religious corporation" or "corporation" is used in this chapter, such term shall mean a "Religious Corporations Law corporation".

An "incorporated church" is a religious corporation created to enable its members to meet for divine worship or other religious observances.

An "unincorporated church" is a congregation, society, or other assemblage of persons who are accustomed to statedly meet for divine worship or other religious observances, without having been incorporated for that purpose.

The term "clergyman" and the term "minister" include a duly authorized pastor, rector, priest, rabbi, and a person having authority from, or in accordance with, the rules and regulations of the governing ecclesiastical body of the denomination or order, if any, to which the church belongs, or otherwise from the church or synagogue to preside over and direct the spiritual affairs of the church or synagogue.

The term "funeral entity" means a person, partnership, corporation, limited liability company or other form of business organization providing funeral home services, or owning, controlling, conducting or affiliated with a funeral home, any subsidiary thereof or an officer, director or stockholder having a ten per centum or greater proprietary, beneficial, equitable or credit interest in a funeral home.

§ 2-a. Application. This chapter applies (a) to every corporation heretofore or hereafter formed under this chapter, and (b) to every corporation formed under any other statute or special act of this state which would, if it were to be formed currently under the laws of this state, be formed under this chapter, and (c) to every corporation formed under laws other than the statutes of this state which is authorized to conduct or which conducts activities in this state and which would, if it were to be formed currently under the laws of this state, be formed under this chapter.

§ 2-b. Applicability of not-for-profit corporation law. 1. The not-for-profit corporation law applies to every corporation to which this chapter applies, provided that:

(a) If any provision of the not-for-profit corporation law conflicts with any provision of this chapter, the provision of this chapter shall prevail and the conflicting provision of the not-for-profit corporation law shall not apply in such case. If any provision of this chapter relates to a matter embraced in the not-for-profit corporation law but is not in conflict therewith, both provisions shall apply.

(b) A corporation to which the not-for-profit corporation law is made applicable by this section shall be treated as a "corporation",

"domestic corporation", or "foreign corporation" as such terms are used in the not-for-profit corporation law, except that the purposes for which any such corporation has been or may be formed under this chapter shall not thereby be extended.

(c) The following provisions of the not-for-profit corporation law shall not apply to religious corporations: subparagraphs (7) and (8) of paragraph (a) of section one hundred twelve, section one hundred thirteen, section one hundred fourteen, section two hundred one, section three hundred three, section three hundred four, section three hundred five, section three hundred six, article four except section four hundred one, section five hundred fourteen, that portion of section five hundred twenty-two (b) which reads "The attorney general shall be notified of the application and shall be given an opportunity to be heard", section six hundred five, section six hundred seven, section six hundred nine, section eight hundred four, article nine except section nine hundred ten, article ten except as provided in section eleven hundred fifteen, section eleven hundred two, and article fifteen except paragraph (c) of section fifteen hundred seven.

(d) Any reference in the not-for-profit corporation law to the delivery of any certificate or other instrument to the department of state for filing refers to the filing or recording thereof in the office of the clerk of the county in which the corporation has its principal office or place of worship or otherwise as provided in this chapter.

(d-1) Notwithstanding any provision of this chapter or the not-for-profit corporation law, any church referred to in subdivision two, three, four, five, five-a, five-b, five-c, or six of section twelve of this chapter shall not be required to give notice to the attorney general of any application required by subdivision one of section twelve of this chapter or any application or petition required under section five hundred ten or section five hundred eleven of the not-for-profit corporation law.

(e) No action shall be taken by the trustees of an incorporated Roman Catholic church, or of a Ruthenian Greek Catholic church, under section five hundred twenty-two of the not-for-profit corporation law (Release of restrictions on use or investment) without the consent of the archbishop or bishop of the diocese to which such church belongs or in case of their absence or inability to act, without the consent of the vicar general or administrator of such diocese.

2. Every corporation to which the not-for-profit corporation law is made applicable by this section is a type B corporation for all purposes of that law.

3. From and after the effective date of this section the general corporation law shall not apply to any corporation to which this chapter applies.

4. For the purpose of this section and elsewhere in this chapter the effective date of the not-for-profit corporation law as to corporations to which the not-for-profit corporation law is made applicable by this section shall be September first, nineteen hundred seventy-two.

ARTICLE 2

GENERAL PROVISIONS

- Section 3. Filing and recording certificates of incorporation of religious corporations.
- 4. Property of unincorporated society transferred by its incorporation.
- 4-a. Age qualifications of voters.
- 5. General powers and duties of trustees of religious corporations.
- 5-a. Investment of funds.
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6. Acquisition of property by religious corporations for branch institutions; establishment, maintenance and management thereof.
7. Acquisition of property by religious corporations for cemetery purposes; management thereof.
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27. Reservation as to Baptist churches, churches of the United Church of Christ and Congregational Christian churches.

§ 3. Filing and recording certificates of incorporation of religious corporations. The certificate of incorporation of a religious corporation shall be acknowledged or proved before an officer authorized to take the acknowledgment or proof of deeds or conveyances of real estate, to be recorded in the county in which the principal office or place of worship of said corporation is or is intended to be situated, and shall be filed and recorded in the office of the clerk of said county. If there is not, or is not intended to be, any such office or place of worship, the certificate shall be filed and recorded in the office of the secretary of state. Where a religious corporation removes to another county within the state a duplicate copy of its certificate of incorporation together with a statement of such removal duly signed

and acknowledged by the directors and officers of said corporation may be filed in the office of the clerk of said county to which it has removed.

The recording of any certificate of a religious corporation organized under provisions of "An act to provide for the incorporation of religious societies," passed April fifth, eighteen hundred and thirteen, and of the acts amending the same, in the office of a clerk of a county prior to the passage of chapter thirty-five of the laws of eighteen hundred and ninety-seven, instead of in the office of the register of such county, shall be regarded and construed and such recording is hereby declared to be of the same validity, force and effect as would have been the recording of such certificate in the proper office. And every act, deed, matter and thing done or performed by every such religious society or corporation since the recording of its certificate in the office of said county clerk is hereby ratified, confirmed and declared to be as valid in all respects as if the said certificate had been properly and appropriately recorded in the office of the register of the county in which said religious society or corporation was organized; but this section shall not affect any suit or proceeding already commenced arising out of such original mistake.

§ 4. Property of unincorporated society transferred by its incorporation. All the temporalities and property of an unincorporated church, or of any unincorporated religious society, body, association or congregation, shall, on the incorporation thereof, become the temporalities and property of such corporation, whether such temporalities or property be given, granted or devised directly to such unincorporated church, society, body, association or congregation, or to any other person for the use or benefit thereof.

§ 4-a. Age qualifications of voters. To vote at a corporate meeting of a corporation to which this chapter applies, persons, otherwise qualified to vote, shall be of full age unless (1) the age qualifications for voting at corporate meetings are fixed by or pursuant to an applicable provision in articles three through nineteen of this chapter, or (2) in the absence of such provision, the certificate of incorporation or a by-law adopted by the members of such corporation specifies an age, less than full age but not less than the age of sixteen years, at which persons otherwise qualified to vote at corporate meetings, shall be entitled to vote for all purposes or as to particular types or classes of matters to be acted on at such meetings.

§ 5. General powers and duties of trustees of religious corporations. The trustees of every religious corporation shall have the custody and control of all the temporalities and property, real and personal, belonging to the corporation and of the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of the corporation and of the ecclesiastical governing body, if any, to which the corporation is subject, and with the provisions of law relating thereto, for the support and maintenance of the corporation, or, providing the members of the corporation at a meeting thereof shall so authorize, of some religious, charitable, benevolent or educational object conducted by said corporation or in connection with it, or with the denomination, if any, with which it is connected; and they shall not use such property or revenues for any other purpose or divert the same from such uses. They may transfer all or any part of the real or personal estate of such corporation to such bank, trust company, savings bank or savings and loan association organized or existing under the laws of the state of New York, or to a national banking association, federal savings bank or federal savings and loan association having a principal, branch or trust office located in the state of New York as may be designated by them or to a holding company, organized under the

laws of the state of New York, of the same religious denomination, such property to be held in trust or in safekeeping or custody, to collect the income thereof and pay over the same to the trustees of such religious corporation at such times and in such manner as shall be agreed upon, and they may also, in their discretion, delegate and grant to the trustee or custodian designated by them all or any portion of the powers, responsibilities and discretionary authority possessed by them with respect to the retention and the investment and reinvestment of such property or any part thereof, and may from time to time modify such powers delegated by them or designate successor or different trustees or custodians within the limits and subject to the regulations and restrictions contained in this section. The trustees of an incorporated Roman Catholic Church, or of a Ruthenian Greek Catholic Church, shall not transfer any property as herein provided without the consent of the archbishop or bishop of the diocese to which such church belongs or in case of their absence or inability to act, without the consent of the vicar general or administrator of such diocese. By-laws may be adopted or amended, by a two-thirds vote of the qualified voters present and voting at the meeting for incorporation or at any subsequent meeting, after written notice, embodying such by-laws or amendment, has been openly given at a previous meeting, and also in the notices of the meeting at which such proposed by-laws or amendment is to be acted upon. By-laws thus adopted or amended shall control the action of the trustees. But this section does not give to the trustees of an incorporated church, any control over the calling, settlement, dismissal or removal of its minister, or the fixing of his salary; or any power to fix or change the times, nature or order of the public or social worship of such church.

§ 5-a. Investment of funds. Subject to the discipline, rules and usages of the corporation and of the ecclesiastical governing body, if any, to which the corporation is subject and subject to the limitations and conditions contained in any gift, devise or bequest, and subject to any applicable provisions of law with respect to the investment of funds for the perpetual care and maintenance of cemetery lots, the trustees of every religious corporation, created by or under a general or special law, may invest the funds of such corporation in such securities, investments or other property, real or personal, located within or without the state of New York, as to them shall seem advisable without being restricted to those classes of securities which are lawful for the investment of trust funds under the laws of this state. The trustees of an incorporated Roman Catholic church, or of a Ruthenian Greek Catholic church, shall not invest its funds as in this sub-division provided without the consent of the archbishop or bishop of the diocese to which such church belongs or in case of their absence or inability to act, without the consent of the vicar general or administrator of such diocese.

§ 5-b. Any investment of the funds of any religious corporation heretofore made by the trustees thereof shall not be deemed to have been restricted to securities which are lawful for the investment of trust funds.

§ 6. Acquisition of property by religious corporations for branch institutions; establishment, maintenance and management thereof. Any religious corporation may acquire property for associate houses, church buildings, chapels, mission-houses, school-houses for Sunday or parochial schools, or dispensaries of medicine for its ministers, their wives, husbands and dependent children and for the poor, or property for the residence of its ministers, their wives, husbands and dependent children, teachers or employees, or property for a home for the aged or nursery school or day care center. The persons attending public worship

in any such associate house, mission-house, church building, or chapel connected therewith shall not by reason thereof have any rights as members of the parent corporation. The persons statedly worshipping in any such house, mission-house, church building or chapel may, with the consent of the trustees of such corporation, become separately incorporated as a church, and the parent corporation may, in pursuance of the provisions of law regulating the disposition of real property by religious corporations, rent or convey to the new corporation, with or without consideration, any such associate house, church building, chapel, mission-house, school-house or dispensary and the lot connected therewith, subject to such regulations as the trustees of the parent corporation may make. Any religious corporation shall have power to establish, maintain and manage by its trustees or other officers as a part of its religious purpose a home for the aged or nursery school or day care center, and may take and hold by conveyance, donation, bequest or devise real and personal property for such purpose, and may purchase and may erect suitable buildings therefor. Any such corporation may take and hold any grant, donation, bequest or devise of real or personal property heretofore or hereafter made upon trust, and apply the same, or the income thereof, under the direction of its trustees or other officers, for the purpose of establishing, maintaining and managing such a home, school or center and for the erection, preservation, repair or extension of any building or buildings for such purpose.

§ 7. Acquisition of property by religious corporations for cemetery purposes; management thereof. A religious corporation may take and hold, by purchase, grant, gift or devise, real property for the purposes of a cemetery; or such lot or lots in any cemetery connected with it, as may be conveyed or devised to it, with or without provisions limiting interments therein to particular persons or classes of persons; and may take and hold any property granted, given, devised or bequeathed to it in trust to apply the same or the income or proceeds thereof, under the direction of the trustees of the corporation, for the improvement or embellishment of such cemetery or any lot therein, including the erection, repair, preservation or removal of tombs, monuments, gravestones, fences, railings or other erections, or the planting or cultivation of trees, shrubs, plants, or flowers in or around any such cemetery or cemetery lots.

A religious corporation may erect upon any property held by it for cemetery purposes, a suitable building for religious services for the burial of the dead, or for the use of the keepers or other persons employed in connection therewith, and may sell and convey lots in such cemetery for burial purposes, subject to such conditions and restrictions as may be imposed by the instrument by which the same was acquired, or by the rules and regulations adopted by such corporation. Every such conveyance of a lot or plat for burial purposes, signed, sealed and acknowledged in the same manner as a deed to be recorded, may be recorded in like manner and with like effect as a deed of real property.

Notwithstanding the provisions of section four hundred fifty-one of the real property law or any other provision of law to the contrary, a religious corporation that prior to January first, nineteen hundred eighty-four received a special permit from the zoning board of appeals for the use of certain real property as a cemetery and which actually used such real property for cemetery purposes, may use such real property for cemetery purposes without the consent of the county legislative body for the county in which such real property is situated.

No religious corporation owning, managing or controlling a cemetery shall, directly or indirectly:

(a) sell, or have, enter into or perform a lease of any of its real property dedicated to cemetery purposes or adjacent thereto to a funeral entity, or use any of its property for locating a funeral entity;

- (b) commingle its funds with a funeral entity;
- (c) direct or carry on its cemetery related business or affairs with a funeral entity;
- (d) authorize control of its cemetery related business or affairs by a funeral entity;
- (e) engage in any sale or cross-marketing of goods or services with a funeral entity;
- (f) have, enter into or perform a management or service contract for cemetery operations with a funeral entity; or
- (g) have, enter into or perform a management contract with any entity other than a not-for-profit cemetery or religious corporation.

Only the provisions of subparagraphs (a) and (b) of the previous paragraph shall apply to religious corporations with thirty acres or less of real property dedicated to cemetery purposes, and only to the extent the sale or lease is of real property dedicated to cemetery purposes, and such cemeteries shall not engage in the sale of funeral home goods or services, except if such goods and services are otherwise permitted to be sold by cemeteries.

§ 7-a. Deeds for cemetery purposes; presumption. Every deed of conveyance of real property to a religious corporation used for cemetery purposes, whether heretofore or hereafter recorded, shall be presumptive evidence that the conveyance vested in the grantee and its successors a fee simple absolute in the premises therein described, subject to the limitations and conditions therein prescribed, and that all proceedings prior thereto, including the consent of the court, if required, were regular and in accordance with all the provisions of law relating thereto. At the expiration of twenty years from the date of record of any such conveyance, heretofore or hereafter recorded, such presumption shall be conclusive.

§ 8. Lot owners' rights. Lots in such cemeteries shall be held indivisible, and upon the decease of a proprietor of such lot the title thereto shall descend to his heirs-at-law or devisees, subject, however, to the following limitations and conditions: If he leaves a widow and children, they shall have in common the possession, care and control of such lot during her life. If he leaves a widow and no children, she shall have the possession, care and control of such lot during her life. If he leaves children and no widow, they, or the survivor of them, shall in common have the possession, care and control of such lot during the life of the survivor of them. The parties having such possession, care and control of such lot during the term thereof, may erect a monument and make other permanent improvements thereon. The widow shall have the right of interment, for her own body in such lot, or in a tomb in such lot and a right to have her body remain permanently interred or entombed therein, except that her body may be removed therefrom to some other family lot or tomb with the consent of her heirs. At any time when more than one person is entitled to the possession, care or control of such lot, the persons so entitled thereto shall designate in writing to the religious corporation which of their number shall represent the lot, and on their failure to designate, the board of trustees or directors of the corporation shall enter of record which of said parties shall represent the lot, while such failure continues. The widow may at any time release her right in such lot, but no conveyance or devise by any other person shall deprive her of such right.

§ 9. Removal of human remains from one cemetery of a religious corporation to another cemetery owned by it. A religious corporation, notwithstanding the restrictions contained in any conveyance or devise to it, may remove the human remains buried in a cemetery owned by it, or when such church corporation is situated within or outside of a city in the grounds surrounding the church belonging to such corporation, to

another cemetery owned by it, or to a plot or lot acquired by it in any other cemetery located in the same county, or in any town adjoining the town or city in which the cemetery wherein such human remains are buried is located, if the trustees thereof so determine, and if either three-fourths of the members of such corporation, qualified to vote at its corporate meetings, sign and acknowledge and cause to be recorded in the office of the clerk of the county in which such cemetery or a part thereof is situated, a written consent thereto, or if approval thereof be given by the vote of three-fourths of those members of such corporation qualified to vote, who shall be present and vote thereon, at a corporate meeting of such corporation, specially called for that purpose, a quorum of at least eight qualified voters being present. Provided, however, that in lieu of such removal by such religious corporation it shall be lawful for the surviving spouse or any heir of any decedent, upon obtaining permission of the county court of the county, or of the supreme court in the district, where the cemetery from which the removal is proposed, is situated, at his own expense to cause the removal of such remains and tombstones, monuments or other erections and the reinterment of such remains and the replacement of such tombstones, monuments or other erections in some other cemetery selected by the applicant, the notice of which application for permission to be given in the manner and to those designated by the court. But if such corporation be a church, previous notice of the object of such meeting shall be published once each week for at least four successive weeks in a newspaper of the town, village or city in which the cemetery from which the removal is proposed, is situated, or if no newspaper is published therein, then in a newspaper designated by the county judge of such county. Such removal shall be made in an appropriate manner and in accordance with such directions as to the manner thereof, as may be given by the board of health of the town, village or city in which the cemetery from which the removal is made, is situated. All tombstones, monuments or other erections at or upon any grave from which any remains are removed, shall be properly replaced or raised at the grave where the remains are reinterred. Such religious corporation may, in its discretion, erect one or more tombstones, monuments or other suitable markers appropriately inscribed as a memorial for all those decedents whose remains shall not be found for removal or reinterment, but the said religious corporation shall make a certificate setting forth an exact copy of all inscriptions on each tombstone, monument, or other erection which shall not be replaced or raised because of failure to find remains for removal and reinterment, and shall file the same in the cemetery office or in the office of the town or city clerk of the town or city in which the cemetery from which removal is proposed, is situated; all tombstones, monuments or other erections not so replaced or raised shall be disposed of by such religious corporation as it shall determine and such certificate, in addition to such inscriptions, shall state the disposition so made.

§ 10. Acquisition of property by two or more religious corporations for a common parsonage. Two or more religious corporations may acquire such real property as may be necessary for use as a parsonage, and the right, title and interest of each corporation therein shall be in proportion to its contribution to the cost of such property. The trustees of each corporation shall, from time to time, appoint one of their number to be a trustee of such common parsonage property, to hold office during the pleasure of the appointing trustees or until his successor be appointed. The trustees so appointed shall have the care and management of such property and may make such improvements thereupon as they deem necessary, and determine the proportion of the expense of the maintenance thereof which each corporation shall bear. If at any time either of such corporations acquires or desires to acquire for its own exclusive use as a parsonage other real property, it may, in

pursuance of the provisions of law, relating to the disposition of real property by religious corporations, sell and convey its interest in such common parsonage property to any one or more of the other corporations having an interest therein.

§ 11. Correction and confirmation of conveyances to religious corporations. If, in a conveyance of real property, or in any instrument intended to operate as such, heretofore or hereafter made to a religious corporation, its corporate name is not stated or is not correctly stated, but such conveyance or instrument indicates the intention of the grantor therein to convey such property to such corporation, and such corporation has entered into possession and occupation of such property, any officer of the corporation authorized so to do by its trustees may record in the office where such conveyance or instrument is recorded a statement, signed and acknowledged by him or proved, setting forth the date of such conveyance or instrument, the date of record and the number and page of the book of record thereof, the name of the grantor, a description of the property conveyed or intended to be conveyed, the name of the grantee as expressed in such conveyance or instrument, the correct name of such corporation, the fact of authorization by the trustees of the corporation, to make and record such statement, and that the grantor in such conveyance or instrument intended thereby to convey such property to such corporation as the said officer verily believes, with the reason for such belief. Such statement so signed and acknowledged or proved shall be recorded with the records of deeds in such office, and indexed as a deed from the grantee as named in such instrument or in such conveyance to such corporation. The register or clerk, as the case may be, shall note the recording of such statement on the margin of the record of such conveyance, and for his services shall be entitled to receive the fees allowed for recording deeds. Such statement so recorded shall be presumptive evidence that such matters therein stated are true, and that such corporation was the grantee in the original instrument or conveyance. All conveyances heretofore made, or by any instrument intended to be made, to a religious corporation of real property appropriated to the use of such corporation, or entitled to be so appropriated, are hereby confirmed and declared valid and effectual, notwithstanding any defect in the form of the conveyance or the description of the grantee therein.

§ 12. Sale, mortgage and lease of real property of religious corporations. 1. A religious corporation shall not sell, mortgage or lease for a term exceeding five years any of its real property without applying for and obtaining leave of the court therefor pursuant to section five hundred eleven of the not-for-profit corporation law as that section is modified by paragraph (d-1) of subsection one of section two-b of this chapter, except that a religious corporation may execute a purchase money mortgage or a purchase money security agreement creating a security interest in personal property purchased by it without obtaining leave of the court therefor.

2. The trustees of an incorporated Protestant Episcopal church shall not vote upon any resolution or proposition for the sale, mortgage or lease of its real property, unless the rector of such church, if it then has a rector, shall be present, and shall not make application to the court for leave to sell or mortgage any of its real property without the consent of the bishop and standing committee of the diocese to which such church belongs, or execute and deliver a lease of any of its real property for a term exceeding five years without similar consent of the bishop and standing committee of the diocese to which such church belongs; but in case the see be vacant, or the bishop be absent or unable to act, the consent of the standing committee with their certificate of the vacancy of the see or of the absence or disability of the bishop shall suffice.

3. The trustees of an incorporated Roman Catholic church shall not make application to the court for leave to mortgage, lease or sell any of its real property without the consent of the archbishop or bishop of the diocese to which such church belongs or in case of their absence or inability to act, without the consent of the vicar-general or administrator of such diocese.

4. The trustees of an incorporated Ruthenian Catholic church of the Greek rite shall not make application to the court for leave to mortgage, lease or sell any of its real property without the consent in writing of the Ruthenian Greek Catholic bishop of the diocese to which such church belongs, or, in case of his absence or inability to act, without the consent of the vicar-general of such bishop or of the administrator of such diocese.

5. The trustees of an incorporated African Methodist Episcopal Zion church shall not make application to the court for leave to mortgage, lease or sell any of its real property without the consent of the bishop of the diocese to which said church belongs, or in case of his absence or inability to act, without the consent of the annual conference having jurisdiction over such church.

5-a. The trustees of an incorporated Presbyterian church in connection with the General Assembly of the Presbyterian Church (U.S.A.) shall not make application to the court for leave to mortgage, lease or sell any of its real property without the consent in writing of the particular Presbytery with which said church is connected.

5-b. The trustees of an incorporated United Methodist church shall not make application to the court for leave to mortgage, lease, or sell any of its real property without the written consents of the district superintendent and the preacher in charge and the authorization of the charge conference by a majority of those present and voting at a meeting of the charge conference, provided that not less than ten days' notice of such meeting and proposed action shall have been given from the pulpit of the charge, or, if no regular services are held, by mail to the members of the charge conference.

5-c. The trustees of an incorporated Reformed Church in connection with the General Synod of the Reformed Church in America, shall not make application to the court for leave to mortgage, lease or sell any of its real property without the consent in writing of the trustees of the Classis with which said church is connected.

6. The petition of the trustees of an incorporated Protestant Episcopal church or Roman Catholic church shall, in addition to the matters required by article five of the not-for-profit corporation law to be set forth therein, set forth that this section has also been complied with. The petition of the trustees of an incorporated African Methodist Episcopal Zion church shall in addition to the matters required by article five of the not-for-profit corporation law to be set forth therein, set forth that this section has also been complied with. The petition of the trustees of an incorporated Presbyterian church in connection with the General Assembly of the Presbyterian Church (U.S.A.), shall, in addition to the matters required by article five of the not-for-profit corporation law to be set forth therein, set forth that this section has also been complied with. The petition of the trustees of an incorporated United Methodist church shall, in addition to the matters required by article five of the not-for-profit corporation law to be set forth therein, set forth that this section has also been complied with.

7. Lots, plots or burial permits in a cemetery owned by a religious corporation may, however, be sold, also all or part of such cemetery may be conveyed to a cemetery corporation, without applying for or obtaining leave of the court. No cemetery lands of a religious corporation shall be mortgaged while used for cemetery purposes.

8. Except as otherwise provided in this chapter in respect to a religious corporation of a specified denomination, any solvent

religious corporation may, by order of the court, obtained as above provided in proceedings to sell, mortgage or lease real property, convey the whole or any part of its real property to another religious corporation, or to a membership, educational, municipal or other non-profit corporation, for a consideration of one dollar or other nominal consideration, and for the purpose of applying the provisions of article five of the general corporation law, a proposed conveyance for such consideration shall be treated as a sale, but it shall not be necessary to show, in the petition or otherwise, nor for the court to find that the pecuniary or proprietary interest of the grantor corporation will be promoted thereby; and the interests of such grantor shall be deemed to be promoted if it appears that religious or charitable objects generally are conserved by such conveyance, provided, however, that such an order shall not be made if tending to impair the claim or remedy of any creditor.

9. If a sale, mortgage or lease for a term exceeding five years of any real property of any such religious corporation has been heretofore or shall be hereafter made and a conveyance or mortgage executed and delivered without the authority of a court of competent jurisdiction, obtained as required by law, or not in accordance with its directions, the court may, thereafter, upon the application of the corporation, or of the grantee or mortgagee in any such conveyance or mortgage or of any person claiming through or under any such grantee or mortgagee upon such notice to such corporation, or its successor, and such other person or persons as may be interested in such property, as the court may prescribe, confirm said previously executed conveyance or mortgage, and order and direct the execution and delivery of a confirmatory deed or mortgage, or the recording of such confirmatory order in the office where deeds and mortgages are recorded in the county in which the property is located; and upon compliance with the said order such original conveyance or mortgage shall be as valid and of the same force and effect as if it had been executed and delivered after due proceedings had in accordance with the statute and the direction of the court. But no confirmatory order may be granted unless the consents required in the first part of this section for a Protestant Episcopal, Roman Catholic, Presbyterian church or an incorporated African Methodist Episcopal Zion church or an incorporated United Methodist church have first been given by the prescribed authority thereof, either upon the original application or upon the application for the confirmatory order.
10. The provisions of this section shall not apply to real property heretofore or hereafter acquired on a sale in an action or proceeding for the foreclosure of a mortgage owned by a religious corporation or held by a trustee for or in behalf of a religious corporation or to real property heretofore or hereafter acquired by a religious corporation or held by a trustee for or in behalf of a religious corporation by deed in lieu of the foreclosure of a mortgage owned, either in whole or in part, whether in certificate form or otherwise, by a religious corporation.

§ 13. Consolidation of incorporated churches. Two or more incorporated churches may enter into an agreement, under their respective corporate seals, for the consolidation of such corporations, setting forth the name of the proposed new corporation, the denomination, if any, to which it is to belong, and if the churches of such denomination have more than one method of choosing trustees, by which of such methods the trustees are to be chosen, the number of such trustees, the names of the persons to be the first trustees of the new corporation, and the date of its first annual corporate meeting. Such an agreement shall not be valid for

United Methodist churches unless proposed by a majority vote of the charge conference of each church and approved by the superintendent or superintendents of the district or districts in which the consolidating churches are located, and by the majority of the members of each of such churches, over the age of twenty-one years, present and voting at a meeting thereof held in the usual place of public worship and called for the purpose of considering such agreement by announcement made at public service in such churches on two Sundays, the first not less than ten days next preceding the date of such meeting. Such agreement shall not be valid unless approved in the case of Protestant Episcopal churches by the bishop and standing committee of the diocese in which such churches are situated and in the case of churches of other denominations by the governing body of the denomination, if any, to which each church belongs, having jurisdiction over such church. Each corporation shall thereupon make a separate petition to the supreme court for an order consolidating the corporations, setting forth the denomination, if any, to which the church belongs, that the consent of the governing body to the consolidation, if any, of that denomination having jurisdiction over such church has been obtained, the agreement therefor, and a statement of all the property and liabilities and the amount and sources of the annual income of such petitioning corporation. In its discretion the court may direct that notice of the hearing of such petition be given to the parties interested therein in such manner and for such time as it may prescribe. After hearing all the parties interested, present and desiring to be heard, the court may make an order for the consolidation of the corporations on the terms of such agreement and such other terms and conditions as it may prescribe, specifying the name of such new corporation and the first trustees thereof, and the method by which their successors shall be chosen and the date of its first annual corporate meeting. When such order is made and duly entered, the persons constituting such corporations shall become an incorporated church by, and said petitioning churches shall become consolidated under, the name designated in the order, and the trustees therein named shall be the first trustees thereof, and the future trustees thereof shall be chosen by the method therein designated, and all the estate, rights, powers and property of whatsoever nature belonging to either corporation shall without further act or deed be vested in and transferred to the new corporation as effectually as they were vested in or belonging to the former corporations; and the said new corporation shall be liable for all the debts and liabilities of the former corporations in the same manner and as effectually as if said debts or liabilities had been contracted or incurred by the new corporation. A certified copy of such order shall be recorded in the book for recording certificates of incorporation in each county clerk's office in which the certificate of incorporation of each consolidating church was recorded; or if no such certificate was so recorded, then in the clerk's office of the county in which the principal place of worship or principal office of the new corporation is, or is intended to be, situated.

§ 14. Judicial investigation of amount of property of religious corporations. The supreme court at a special term, held in the judicial district in which the principal place of worship or of holding corporate meetings of a religious corporation is situated, may require such corporation to make and file an inventory of its property, verified by its trustees or a majority of them, on the written application of the attorney-general, stating that, from his knowledge, or on information and belief, the value of the property held by such corporation exceeds the amount authorized by law. On presentation of such application, the court shall order that a notice of at least eight days, together with a copy of the application, be served upon the trustees of the corporation, requiring them to show cause at a time and place therein specified why they should not make and file such inventory and account. If, on the

hearing of such application, no good cause is shown to the contrary, the court may make an order requiring such inventory or account to be filed, and may also proceed to take and state the amount of property held by the corporation, and may appoint a referee for that purpose; and when such account is taken and stated, after hearing all the parties appearing on the application, the court may enter an order determining the amount of property so held by the corporation and its annual income, from which order an appeal may be taken by any party aggrieved as from a judgment of the supreme court in an action tried therein before a court without a jury. No corporation shall be required to make and file more than one inventory and account in any one year, or to make a second account and inventory while proceedings are pending for the statement of an account under this section.

§ 15. Corporations with governing authority over, or advisory relations with, churches or synods, or both. 1. An unincorporated diocesan convention, presbytery, classes, synod unless otherwise provided, annual or biennial conference or convention, or other governing or advisory body having jurisdiction over or relations with several or a number of churches or synods, or synods and churches, some or all of which are located in this state, may at a meeting thereof duly held, determine to become incorporated by a designated name, and may by a plurality vote, elect not less than three nor more than fifteen persons to be the first trustees of such corporation. The presiding officer and clerk of such governing or advisory body shall execute and acknowledge a certificate stating that such proceedings were duly taken as herein provided, the name by which such corporation is to be known, and the names of such first trustees. On filing such certificate the members of such governing or advisory body and their successors shall be a corporation by the name stated in the certificate, and the persons named as trustees therein shall be the first trustees thereof.

The trustees of every incorporated governing or advisory body and their successors shall hold their offices during the pleasure of such body, which may remove them and fill vacancies in accordance with its rules and regulations. Such corporation may hold its meetings and elect its trustees annually or biennially, and may hold its first and any other meetings outside this state if any of the churches or synods governed or advised by it are located outside of this state. Such corporation may take, administer and dispose of real and personal property in and outside this state for the benefit of such governing or advisory body or of any parish, congregation, society, church, mission, synod, religious, benevolent, charitable or educational institution existing or acting under or related to it, or of any religious work or activity. Such corporation may elect the members of unincorporated or incorporated boards to carry on particular lines of religious work or activity. Such corporation may have in addition to its by-laws, a constitution; and such constitution may be adopted or amended in such manner as the corporation will determine.

2. The trustees of every incorporated governing body of the Protestant Episcopal church in the state of New York, shall consist of the bishop of the diocese, who shall be ex-officio president of the corporation; the bishop coadjutor, should there be one, who shall be ex-officio vice-president of the corporation; and not less than three nor more than nine other persons, residents of the diocese, to be elected by the diocesan convention, and who shall hold their office for such term as shall be decided by the said convention.

Vacancies in the board of trustees, occurring by reason of death, resignation, or removal from the diocese, may be filled by the remaining trustees, until the next diocesan convention.

3. The trustees, who shall constitute the governing body of the Federated Orthodox Greek Catholic Primary Jurisdictions in America, shall consist of the ecclesiastical administrative heads, also known as

the hierarchs, of the four constituent primary jurisdictions together with the dean of the preceptorial council, the chancellor and the secretary of said federation and not more than eight additional trustees, communicants of the Orthodox Greek Catholic Church, who are to be elected or appointed by said four constituent primary jurisdictions.

The term Federated Orthodox Greek Catholic Primary Jurisdictions in America, as used herein, is restricted to apply only

(a) to the jurisdiction of the Orthodox Oecumenical Patriarchate of Constantinople exercised in the Americas and all the territorial possessions and/or dependencies or protectorates of the United States of America, by its duly authorized exarch, metropolitan, archbishop or bishop,

(b) to the jurisdiction of the apostolic Orthodox Patriarchate of Antioch, exercised in the Americas and all the territorial possessions and/or dependencies or protectorates of the United States of America, by its duly authorized exarch, metropolitan, archbishop or bishop,

(c) to the jurisdiction of the Patriarchate of Moscow exercised in the Americas and all the territorial possessions and/or dependencies or protectorates of the United States of America, by its duly authorized exarch, metropolitan, archbishop or bishop,

(d) to the jurisdiction of the Patriarchate of Serbia (Jugoslavia) exercised in the Americas and all the territorial possessions and/or dependencies or protectorates of the United States of America, by its duly authorized exarch, metropolitan, archbishop or bishop. All other Orthodox Greek Catholic jurisdictions, bishoprics, dioceses and missions, officially and canonically in communion with and acknowledged by all four of said primary jurisdictions, if certified by the secretariat thereof as affiliated with the Federated Orthodox Greek Catholic Primary Jurisdictions in America, may incorporate or re-incorporate under this section as affiliates thereof.

4. The trustees of every incorporated governing body of the four primary jurisdictions, respectively, specified in subdivision three of this section, or of any of the affiliates of said jurisdictions, shall consist of the hierarch or ecclesiastical administrator, who shall be ex-officio president of the corporation, the chancellor of the archdiocese, the dean of the archdiocesan theological faculty or one of the members thereof, and the secretary of the archdiocese, who are to be appointed by said hierarch and to serve at his pleasure and, in addition, not less than three nor more than nine other persons, communicants of the Orthodox Church, to be elected by said governing body or by the diocesan convention; the term of such elective first trustees shall be one-third for one year, one-third for two years, and one-third for three years, respectively, and the term of office of their successors shall be three years.

5. The trustees of every incorporated governing body of the Evangelical Lutheran Church in America shall consist of not less than three nor more than thirty persons. If the constitution or by-laws of such governing body so provides, the Bishop or president, vice-president, treasurer and secretary of such governing body shall be ex-officio trustees of such governing body. The remaining trustees shall be elected by the annual or other regular convention of such governing body if it does not meet annually, and shall hold their office for such term as shall be decided by the said convention. Vacancies in the board of trustees, occurring by reason of death, resignation or other cause, may be filled by the remaining trustees as provided in the constitution and by-laws of such governing body.

§ 16. Property of extinct churches. Such incorporated governing body may decide that a church, parish or society in connection with it or

over which it has ecclesiastical jurisdiction, has become extinct, if it has failed for two consecutive years next prior thereto, to maintain religious service according to the discipline, customs and usages of such governing body, or has had less than thirteen resident attending members paying annual pew rent, or making annual contributions towards its support, or in case of a United Methodist church, if such action have the consent of the presiding bishop and of a majority of the district superintendents of the annual conference and of the district board of church location and building of the district in which the action is contemplated, or in case of a parish of the Protestant Episcopal Church, if such parish has ceased for two consecutive years next prior thereto, to have a sufficient number of men qualified to elect or to serve as wardens and vestrymen therein, and may take possession of the temporalities and property belonging to such church, parish or religious society, and manage the same; or may, in pursuance of the provisions of law relating to the disposition of real property by religious corporations, sell or dispose of the same and apply the proceeds thereof to any of the purposes to which the property of such governing religious body is devoted, and it shall not divert such property to any other object. And for the purpose of obtaining a record title to the land and the church edifice, or other buildings thereon, by such incorporated governing body, the surviving trustee or trustees of said extinct church, or if there be no surviving trustee then a surviving member of said extinct church, may, without a consideration being paid therefor by such incorporated governing body, convey to it said land and church edifice, or other buildings thereon, subject, however, to an order of the supreme or county court based upon a petition reciting that said church has become extinct; the names of its surviving trustee or trustees, and the names of its members, who must have given their consent to the making of said conveyance. Upon the recital of said facts in said petition the court shall have jurisdiction to grant an order allowing said conveyance to be made without a consideration; and should there be no surviving members, as well as no surviving trustees of said extinct church, said petition may be made by an officer of such incorporated governing body, in which event the court, upon a recital of said fact, shall have jurisdiction to appoint a suitable person as trustee for the purpose of making said conveyance. And in case of a Reformed Church of America, Dutch Reformed Church, or Reformed Dutch Church in the United States of America or the United Reformed Dutch and Lutheran Church of America or a parish of the Protestant Episcopal Church, a Universalist Church or Society, an incorporated United Methodist Church, or an incorporated church of the United Church of Christ, or an incorporated Congregational Christian Church, should either of such surviving members or such surviving trustee of said extinct church refuse to act and sign said petition after request by an officer of said governing body of said last-named churches personally made by such officer, then said petition may be made by an officer of such incorporated governing body and in that event the court shall have jurisdiction and may appoint a suitable person as trustee for the purpose of making said conveyance. And in the case of said last-named Reformed churches, or of a parish of the Protestant Episcopal Church, a Universalist Church or Society, an incorporated United Methodist Church, or of an incorporated church of the United Church of Christ or of an incorporated Congregational Christian Church, the trustees of any such extinct church, the treasurer thereof or any person acting in either of said capacities may be required to show cause before the supreme court at a special term thereof held in the judicial district in which said church shall be located why they should not be required to give an account of all moneys and property of said church which they shall have in their hands or under their control and in case of their failure to show such causes they be required to account before said court for all the properties and moneys of the said church which shall be

in their hands or under their control, and after the payment of all the claims against such church, if any, and the expenses of such proceeding, if it shall further appear that none of such property in the hands of said persons is required for the further support or maintenance of said church, said money and proceeds thereof shall be directed to be paid and turned over to said governing religious body to apply to the purposes to which the property of such governing body is devoted. An application or such order to show cause shall be made by a verified petition, which petition may be made by said governing body of said church or any officer thereof. Where a proceeding is instituted under this section for the sale of the real property of an extinct religious corporation, a compliance with paragraphs five, six, seven and eight of section five hundred eleven of the not-for-profit corporation law shall be unnecessary, and such proceedings shall be in all respects valid without a compliance with said subdivisions. Any gift, legacy, devise, annuity, or other benefit to a United Methodist Church that accrues or becomes available after said church has become extinct shall be and become the property of the trustees of the annual conference within whose jurisdiction the said extinct church was located. Any gift, legacy, devise, annuity or other benefit to a Universalist Church or Society that accrues or becomes available after said church or society has become extinct shall be and become the property of the New York State Convention of Universalists, as the governing religious body of every active, extinct or disbanded Universalist church or society within the bounds of the State of New York. The New York Conference of the United Church of Christ, Inc. shall be deemed the governing religious body of every extinct or disbanded church of the United Church of Christ and of any extinct or disbanded Congregational Christian Church which is a member of the New York Conference of the United Church of Christ, Inc. within the meaning of this section. The provisions of this section shall not apply to any Presbyterian church in connection with the General Assembly of the Presbyterian Church (U.S.A.).

§ 18. Dissolution of religious corporations. Whenever any religious corporation shall cease to act in its corporate capacity and keep up the religious services; it shall be lawful for the supreme court of this state, upon the application of a majority of the trustees thereof, in case said court shall deem it proper so to do, to order and decree a dissolution of such religious corporation, and for that purpose to order and direct a sale and conveyance of any and all property belonging to such corporation, and after providing for the ascertaining and payment of the debts of such corporation, and the necessary costs and expenses of such sale and proceedings for dissolution, so far as the proceeds of such sale shall be sufficient to pay the same; such court may order and direct any surplus of such proceeds remaining after paying such debts, costs and expenses, to be devoted and applied to any such religious, benevolent, or charitable objects or purposes as the said trustees may indicate by their petition and the said court may approve.

Such application to said court shall be made by petition, duly verified by said trustees, which petition shall state the particular reason or causes why such sale and dissolution are sought; the situation, condition and estimated value of the property of said corporation, and the particular object or purposes to which it is proposed to devote any surplus of the proceeds of such property; and such petition shall, in all cases, be accompanied with proof that notice of the time and place of such intended application to said court, has been duly published once in each week for at least four weeks successively, next preceding such application, in a newspaper published in the county where such corporation is located.

In case there shall be no trustees of such religious corporation residing in the county in which such corporation is located, such application may be made, and such proceedings taken, by a majority of the members of such religious corporation residing in such county.

In case such corporation is under the jurisdiction of an incorporated ecclesiastical governing body such application may be made and such proceedings taken by such incorporated ecclesiastical governing body, provided the trustees or other officers or surviving members of the local church shall refuse to act after request has been duly made by the governing body, and in such case the proceeds shall be turned over to said governing body.

§ 19. Corporations for organizing and maintaining mission churches and Sunday schools. Ten or more members of two or more incorporated churches may become a corporation for the purpose of organizing and maintaining mission churches and Sunday schools, and of acquiring property therefor, by executing a certificate stating the name of such corporation, the city in which its principal office or church or school is or is intended to be located; the number of trustees to manage its affairs, which shall be three, six or nine, and the names of the trustees for the first year of its existence, which certificate shall be acknowledged or proved and filed as hereinbefore provided. Whenever a mission church established by such corporation becomes self-sustaining, such mission church may become incorporated and shall be governed under the provisions of this chapter for the incorporation and government of a church of the religious denomination to which such mission church belongs, and thereon such parent corporation may convey to such incorporated church the property connected therewith.

§ 22. Establishing and maintaining a home for aged poor. An incorporated church or congregation in this state, either by itself or in conjunction with other incorporated churches or congregations, shall have power to establish and maintain by its or their trustees or other officers, as part of its or their regular church and charitable work, a home for the aged poor of its or their membership or congregation and may take and hold as joint tenants, tenants in common or otherwise, by conveyance, donation, bequest or devise, real and personal property for such purpose, and may purchase or erect suitable buildings therefor. Any such church or congregation, either by itself or in conjunction with other incorporated churches or congregations may take and hold any grant, donation, bequest or devise of real or personal property heretofore made, upon trust, and apply the same or the income thereof under the direction of the trustees or other officers having charge of the temporalities of such church, or churches, or congregation, or congregations, for the purpose of establishing or maintaining such a home, and for the erection, preservation, repair or extension of any buildings for such purpose, upon such terms and conditions and subject to such conditions, limitations and restrictions as shall be contained in the deed, will or other instrument or conveyance by which the property is given, transferred or conveyed.

§ 23. Powers of churches created by special laws. If a church be incorporated by special law, it and its trustees shall have, in addition to the powers conferred on it by such law, all the powers and privileges conferred on incorporated churches and the trustees thereof respectively by the provisions of this article, and also all the powers and privileges conferred by this chapter on churches of the same denomination or of the like character, and on the trustees thereof respectively.

§ 24. Government of churches incorporated prior to January first, eighteen hundred and twenty-eight. Any provision of this chapter shall not be deemed to apply to any church incorporated under any general or special law, prior to January first, eighteen hundred and twenty-eight, if such provision is inconsistent with or in derogation of any of the rights and privileges of such corporation as they existed under the law

by or pursuant to which such corporation was formed, unless such corporation subsequent to such date, shall have lawfully reincorporated under a law enacted since the first day of January, eighteen hundred and twenty-eight, or unless the trustees of such corporation shall, by resolution, determine that the provisions of this chapter applying to churches of the same denomination and to the trustees thereof shall apply to such church, and unless such resolution shall be submitted to the next ensuing annual meeting of such church, and ratified by a majority of the votes of the qualified voters present and voting thereon. Notice of the adoption of such resolution and of the proposed submission thereof for ratification, shall be given with the notice of such annual meeting, and in addition thereto, mailed to each member of such church corporation at his last known post-office address, at least two weeks prior to such annual meeting, and published once a week for two successive weeks immediately preceding such meeting in a newspaper, if any, published in the city, village or town in which the principal place of worship of such corporation is located, and otherwise in a newspaper published in an adjoining town. If such resolution is so ratified, the trustees of such church shall cause a certificate setting forth a copy of such resolution, its adoption by the board of trustees and its due ratification by the members of such corporation, to be filed in the office of the clerk of the county in which the principal place of worship of such corporation is located. Such county clerk shall cause such certificate to be recorded in the book in which certificates of incorporation of religious corporations are recorded in pursuance of law.

§ 25. Pastoral relation. No provision of this chapter authorizes the calling, settlement, dismissal or removal of a minister, or the fixing or changing of his salary, and a meeting of a church corporation for any such purpose shall be called, held, moderated, conducted, governed and notice of such meeting given and person to preside thereat ascertained and the qualification of voters thereat determined, not as required by any provision of this chapter but only according to the aforesaid laws and regulations, practice, discipline, rules and usages of the religious denomination or ecclesiastical governing body, if any, with which the church corporation is connected.

§ 26. Worship. No provision of this chapter authorizes the fixing or changing of the times, nature or order of public or social or other worship of any church, in any other manner or by any other authority than in the manner and by the authority provided in the laws, regulations, practice, discipline, rules and usages of the religious denomination or ecclesiastical governing body, if any, with which the church corporation is connected.

ARTICLE 8

Churches of the United Church of Christ,

Congregational Christian and Independent Churches

Section 160. Notice of meeting for incorporation.

161. The meeting for incorporation.

162. The certificate of incorporation.

163. Time, place and notice of corporate meetings.

164. Organization and conduct of corporate meetings;
qualifications of voters.

165. Changing date of annual corporate meetings.

166. Changing number of trustees.

167. Meetings of trustees.

168. Vacancies among trustees.
169. Limitation of powers of trustees.
170. Election and salary of ministers.
171. Transfer of property.
172. Application of this article.

§ 160. Notice of meeting for incorporation. Notice of a meeting for the purpose of incorporating an unincorporated church of the United Church of Christ or Independent church shall be given as follows: The notice shall be in writing, and shall state, in substance, that a meeting of such unincorporated church will be held at its usual place of worship at a specified day and hour, for the purpose of incorporating such church, electing trustees thereof, and selecting a corporate name therefor. The notice must be signed by at least six persons of full age, who have statedly worshiped with such church and have regularly contributed to its support, according to its usages, for at least one year or since it was formed. A copy of such notice shall be publicly read at a regular meeting of such unincorporated church for public worship, on the two successive Sundays immediately preceding the meeting, by the minister of such church, or a deacon thereof or by any person qualified to sign such notice.

§ 161. The meeting for incorporation. At the meeting for incorporation, held in pursuance of such notice, the qualified voters, until otherwise decided as hereinafter provided, shall be all persons of full age who have statedly worshiped with such church and have regularly contributed to its support, according to its usages, for at least one year or since it was formed. At such meeting the presence of a majority of such qualified voters, in person, or by proxy duly authorized in writing, at least six in number, shall be necessary to constitute a quorum, and all matters or questions shall be decided by a majority of the qualified voters voting thereon. The meeting shall be called to order by one of the signers of the call. There shall be elected at such meeting, from the qualified voters then present, a presiding officer, a clerk to keep the record of the proceedings of the meeting and two inspectors of election to receive the ballots cast. The presiding officer and the inspectors shall decide the result of the ballots cast on any matter, and shall be the judges of the qualifications of the voters. If the meeting shall decide that such unincorporated church shall become incorporated, the meeting shall also decide upon the name of the proposed corporation, the number of the trustees thereof, which shall be three, six or nine, and the date, not more than fifteen months thereafter, on which the first annual election of the trustees thereof shall be held; and it may, by a two-thirds vote, decide that all members of the unincorporated church, of full age, in good and regular standing who have statedly worshiped with such church but who have not contributed to the financial support thereof, shall also be qualified voters at such meeting, and that such church members, who, for one year next preceding any subsequent corporate meeting, shall have statedly worshiped with such church and have been members thereof in good and regular standing, but have not regularly contributed to the financial support thereof, shall be qualified voters at such corporate meetings. Such meetings shall thereupon elect by ballot from the persons qualified to vote thereat one-third of the number of trustees so decided on, who shall hold office until the first annual election of trustees thereafter, one-third of such number of trustees who shall hold office until the second annual election of trustees thereafter, and one-third of such number of trustees who shall hold office until the third annual election of trustees thereafter, or until the respective successors of such trustees shall be elected. Such meeting shall also elect by ballot a clerk of the corporation, who shall hold his office until the close of

the next annual meeting.

§ 162. The certificate of incorporation. If the meeting shall decide that such unincorporated church shall become incorporated, the presiding officer of such meeting and the two inspectors of election shall execute a certificate setting forth the name of the proposed corporation, the number of trustees thereof, the names of the persons elected as trustees, the terms of office for which they were respectively elected and the county and town, city or village in which its principal place of worship is or is intended to be located. On the filing and recording of such certificate, after it shall have been acknowledged or proved as hereinbefore provided, the persons qualified to vote at such meeting and those persons who shall thereafter, from time to time, be qualified voters at the corporate meetings thereof, shall be a corporation by the name stated in such certificate, and the persons therein stated to be elected trustees of such church shall be the trustees thereof for the terms for which they were respectively elected and until their respective successors shall be elected.

§ 163. Time, place and notice of corporate meetings. The annual corporate meeting of every church incorporated under this article shall be held at the time and place fixed by its by-laws, or if no time and place be so fixed, then at a time and place to be first fixed by its trustees, but to be changed only by a by-law adopted at an annual meeting. A special corporate meeting of any such church may be called by the board of trustees thereof, on its own motion, and shall be called on the written request of at least ten qualified voters of such church. The trustees shall cause notice of the time and place of its annual corporate meeting, and of the names of any trustees whose successors are to be elected thereat, and if a special meeting, of the business to be transacted thereat, to be publicly read by the minister of such church or any trustees thereof at a regular meeting of the church for public worship, on the two successive Sundays immediately preceding such meeting.

§ 164. Organization and conduct of corporate meetings; qualifications of voters. At every corporate meeting of a church to which this article is applicable the following persons, and no others shall be qualified voters, to wit: all persons who are then members in good and regular standing of such church by admission into full communion or membership therewith in accordance with the by-laws thereof, provided that if the by-laws so provide, persons who have statedly worshiped with such church and have regularly contributed to its financial support for not less than one year preceding such meeting shall also be qualified voters.

At such corporate meetings, the presence of at least six persons qualified to vote thereat shall be necessary to constitute a quorum; and all matters or questions shall be decided by a majority of the qualified voters voting thereon, except that by-laws can be adopted or amended only by a two-thirds vote. The clerk of the corporation shall call the meeting to order; and under his supervision the qualified voters then present shall choose a presiding officer and two inspectors of election to receive the ballots cast. The presiding officer and the inspectors of election shall declare the result of the ballots cast on any matter and shall be the judges of the qualifications of voters. At each annual corporate meeting, successors to those trustees whose terms of office then expire shall be elected by ballot from the qualified voters, for a term of three years thereafter, and until their successors shall be elected. A clerk of the corporation shall be elected by ballot, who shall hold office until the closing of the next annual meeting, and until his successor shall be elected.

§ 165. Changing date of annual corporate meetings. An annual

corporate meeting of any church incorporated under this article may change the date of its subsequent annual meetings. If the date fixed for the annual meeting shall be less than six months after the annual meeting at which such change is made, the next annual meeting shall be held one year from the date so fixed. For the purpose of determining the terms of office of trustees, the time between the annual meeting at which such change is made and the next annual meeting thereafter shall be reckoned as one year.

§ 166. Changing number of trustees. Any such incorporated church may, at an annual corporate meeting, change the number of its trustees to three, six, nine, twelve or fifteen, classifying them so that the terms of one-third expire each year, provided that notice of such intended change be included in the notice of such annual corporate meeting. No such change shall affect the terms of the trustees then in office; and if the change reduces the number of trustees, elections shall not be held to fill the vacancies caused by the expiration of the terms of trustees, until the number of trustees equals the number to which the trustees were reduced. Whenever the number of trustees in office is less than the number so determined on, sufficient additional trustees shall be elected to make the number of trustees equal to the number so determined on. The trustees so elected, up to and including one-third of the number so determined on, shall be elected for three years, the remainder up to and including one-third of the number so determined on for two years, and the remainder for one year.

§ 167. Meetings of trustees. Meetings of the trustees of any such incorporated church shall be called by giving at least twenty-four hours' notice thereof personally or by mail to all the trustees; and such notice may be given by two of the trustees; but by the unanimous consent of the trustees, a meeting may be held without previous notice thereof. A majority of the whole number of trustees shall constitute a quorum for the transaction of business, at any meeting lawfully convened.

§ 168. Vacancies among trustees. If any trustee of any such incorporated church declines to act, resigns or dies, or ceases to be a qualified voter at a corporate meeting thereof, his office shall be vacant; and such vacancy may be filled by the remaining trustees until the next annual corporate meeting of such church; at which meeting the vacancy shall be filled for the unexpired term.

§ 169. Limitation of powers of trustees. The trustees of any such incorporated church shall have no power to call, settle or remove a minister or to fix his salary, nor without the consent of a corporate meeting, to incur debts, beyond what is necessary for the administration of the temporal affairs of the church and for the care of the property of the corporation; or to fix or change the time, nature or order of the public or social worship of such church.

§ 170. Election and salary of ministers. The ministers of any such church shall be called, settled or removed and their salaries fixed, only by the vote of a majority of the members of such corporation duly qualified to vote at elections present and voting at a meeting of such corporation specially called for that purpose, in the manner hereinbefore provided for the call of special meetings; and any such corporation may, by its by-laws, make the call, settlement or removal of its ministers dependent upon a concurrent vote of the unincorporated church connected with such corporation; and in that case the concurrence of a majority of the members of such unincorporated church, present and voting at a meeting thereof, called for that purpose, shall be necessary

to the call, settlement or removal of such ministers.

§ 171. Transfer of property. Any incorporated church of the United Church of Christ and any incorporated Congregational Christian church which is a member of the New York Conference of the United Church of Christ, created by or existing under the laws of the state of New York, having its principal office or place of worship in the state of New York, or whose last place of worship was within the state of New York, is hereby authorized and empowered, by the concurrent vote of two-thirds of its qualified voters present and voting therefor, at a meeting regularly called for that purpose, and of two-thirds of all its trustees, to direct the transfer and conveyance of any of its property, real or personal, which it now has or may hereafter acquire, to any religious, charitable or missionary corporation connected with the United Church of Christ and incorporated by or organized under any law of the state of New York, either solely, or among other purposes, to establish or maintain, or to assist in establishing or maintaining churches, schools or mission stations, or to erect or assist in the erection of such buildings as may be necessary for any of such purposes, with or without the payment of any money or other consideration therefor; and upon such concurrent votes being given, the trustees shall execute such transfer or conveyance; and upon the same being made, the title to and the ownership and right of possession of the property so transferred and conveyed shall be vested in and conveyed to such grantee; provided, however, that nothing herein contained shall impair or affect in any way any existing claim upon or lien against any property so transferred or conveyed, or any action at law or legal proceeding; and such transfer shall be subject, in respect to the amount of property the said grantee may take and hold, to the restrictions and limitations of all laws then in force.

§ 172. Application of this article. This article applies only to churches of the United Church of Christ, Congregational Christian churches, whether or not part of the United Church of Christ, and Independent churches.