

PROPOSED AMENDED BYLAWS FOR ST. MARGARET'S CHURCH

**AS RECOMMENDED FOR APPROVAL BY THE PARISH
BY ST. MARGARET'S VESTRY
BY ITS UNANIMOUS VOTE ON DEC. 21, 2021**

At the beginning of 2021, Rev. Peter Mayer asked that we consider making some improvements to our existing bylaws. These proposed bylaws have proceeded through several rounds of review, including review by all members of the parish. They have been amended in a number of ways based on that review process. Finally, at its meeting of December 21, 2021, the Vestry unanimously recommended these new bylaws for adoption by the parish.

Beginning on the next page are the proposed revised bylaws for consideration by the parish as a whole at the upcoming annual meeting. Under the existing bylaws, these amended bylaws may be adopted by a two-thirds vote of those Voting Members who attend that meeting.

BYLAWS OF ST. MARGARET'S CHURCH, WESTMINSTER PARISH

PREAMBLE

St. Margaret's Church, Westminster Parish, originally established in 1692, is a religious corporation under Title 5, Subtitle 3, of the Maryland Code, Corporations and Associations Article, and adopts these Bylaws pursuant to §5-334 thereof, relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland. These Bylaws govern the corporate and temporal affairs of St. Margaret's, Westminster Parish and supersede any existing bylaws of said church.

ARTICLE ONE DEFINITIONS

Section 1. *St. Margaret's Church, Westminster Parish* will hereinafter be referred to as "St. Margaret's," "the parish," or "SMC."

Section 2. *The Protestant Episcopal Church in the United States of America, otherwise known as the Episcopal Church*, will hereinafter be referred to as "the Episcopal Church" or "TEC."

Section 3. *The Episcopal Diocese of Maryland* will hereinafter be referred to as "the Diocese" or the "Diocese of Maryland."

Section 4. *Ordinary Members.* All persons who have been baptized, whether in the Episcopal Church or in another Christian Church, and whose baptisms have been duly recorded in the Episcopal Church, and who regard St. Margaret's as their regular place of worship, are Ordinary Members of St. Margaret's.

Section 5. *Voting Members.* Every person not less than 16 years of age who has been an Ordinary Member of St. Margaret's for at least three months preceding the day when the person may wish to vote, and who has been during that period of three months a communicant in good standing in the Episcopal Church as defined herein and enrolled as such in the records of the Episcopal Church, is a Voting Member of St. Margaret's. *Young Adult Voting Members* are those persons meeting the definition of *Voting Members* as set forth in this paragraph and who are between the ages of 16 and 22 as of the date of SMC's Annual Meeting.

Section 6. *Communicant in Good Standing.* A communicant in good standing means a member of the Episcopal Church not less than 16 years of age who has received Holy Communion in the Episcopal Church at least three times in the preceding year, and who for the preceding year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying and giving for the spread of the Kingdom of God.

Section 7. *Rector.* Unless otherwise stated in a specific provision of these Bylaws, the term Rector as used in these Bylaws refers to the duly called Rector of SMC, and whenever the Rector is unavailable, to:

(a) any other Member of the Clergy then in charge of the parish;

(b) upon approval of a majority of the Vestry conferring authority to act generally or in regard to specific duties, any assistant duly called by the Rector under these Bylaws by whatever title.

A Rector is deemed to be unavailable for purposes of these Bylaws: (a) when the Rector advises the Senior Warden or any member of the Vestry in a signed and dated writing that he/she deems himself/herself unavailable under these Bylaws; (b) when the Rector is unable to discharge his/her duties as clergy due to reasons of health for a period of greater than four consecutive weeks; (c) when the Rector is physically absent from SMC for more than four consecutive weeks; (d) during the course of any sabbatical taken by the Rector; (e) during any period of time greater than four weeks when the Rector is otherwise unwilling or unable to undertake the Rector's duties; or (f) when the Rector has died or resigned.

Section 8. Virtual Meeting. A Virtual Meeting is a meeting of two or more persons employing in whole or in part electronic means of communication for some or all of those attending said meeting, whether voice only, or voice and image, and whether using computers, cell phones, telephones, or other electronic means of communications. A person is deemed to be attending a Virtual Meeting when others attending are aware of his/her presence,

(a) by the taking of roll of those attending;

(b) to the extent that the identity of the person attending the meeting electronically can be identified through the electronic medium under which the meeting is proceeding; or

(c) by speaking during the course of said meeting.

ARTICLE TWO **AUTHORITY OF TEC AND OF THE DIOCESE**

Although Clergy and the Vestry are to look to the Manual of Business Methods in Church Affairs issued in accordance with Title I, Canon 7, of the Canons of the Episcopal Church for guidance in managing the affairs of SMC, the Constitution and Canons of the Episcopal Church, the Constitution and Canons of the Episcopal Diocese of Maryland, and these Bylaws, taken together, set out the rules and procedures under which SMC is to conduct the management and operations of the parish.

Further, of those three, these Bylaws are intended to be in accordance with and subject to the Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Episcopal Diocese of Maryland. Any conflict between these Bylaws and those documents is to be resolved in favor of the latter.

ARTICLE THREE **CLERGY**

Section 1. Election of Rector. The Rector shall be elected by majority vote of the entire Vestry, subject to review of and comment upon that selection by the Diocese pursuant to Title III, Canon 9, Section 3(b)(2) of the Canons of the Episcopal Church.

Section 2. Duties and Powers of Rector. Unless otherwise agreed to between the Rector and the Vestry at the time of the Rector's call or thereafter, the Rector shall be the president and chief executive officer of SMC and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Episcopal Church and of the Diocese of Maryland, and in particular, Title III, Canon 9, Section 6 of the Canons of the Episcopal Church, and including but not limited to the following:

- (a) The Rector shall maintain a current list of communicants in good standing, determined in the Rector's best judgment according to the Canons of the Episcopal Church;
- (b) The Rector shall submit the annual report to the Diocese with the approval of the Vestry;
- (c) The Rector shall assist with the annual audit of SMC's finances;
- (d) The Rector shall be a member of the Vestry, shall whenever possible attend Vestry meetings, and shall preside at all meetings of the Vestry at which the Rector is in attendance; and
- (e) The Rector may delegate such of his/her duties to others as they are available and willing to do, in a manner consistent with the Canons of the Episcopal Church and these Bylaws.

Section 3. Ending the Call. Unless otherwise provided in the terms of the call, the Rector called by the Vestry shall continue to serve:

- (a) until the death or resignation of the Rector;
- (b) until the pastoral relationship is severed by the mutual consent of the Rector and Vestry and approved by the Bishop of the Diocese of Maryland; or
- (c) until the pastoral relationship is dissolved under the procedures delineated under Title IV, Canon 9, Section 15 of the Canons of the Episcopal Church.

Section 4. Assistant and Associate Rectors. Subject to approval by the Vestry as to the cost of hiring additional clergy, the Rector may at his/her discretion call clergy to assist the Rector in administering the spiritual well-being of SMC. The terms of such a relationship shall be negotiated and reduced to a writing signed by the person called and by the Rector and by the Wardens, upon the authorization of the Vestry to sign that writing. The written agreement may be for a fixed or an indefinite term and shall address such issues as duties, compensation, housing, and other temporal matters. A person occupying such a position may not assume the executive duties of the Rector if the Rector is unavailable, or upon a vacancy in the cure; provided, however, if the terms of

the written agreement do not prohibit such action, the Vestry may by resolution delegate any or all such duties to the Assistant or Associate Rector for a fixed term or until the Vestry calls a new Rector under Section 1 of this Article.

ARTICLE FOUR **VESTRY**

Section 1. Eligibility. Except as otherwise set out in this Article, every Voting Member of St. Margaret's shall be eligible to serve as a Vestry member.

Section 2. Number and Term of Office. The Vestry of St. Margaret's shall consist of:

- (a) the Rector; and
- (b) twelve Voting Members.

Each of the twelve Voting Members shall serve three-year terms. Terms in office shall be staggered so that the terms of four Voting Members end each year.

Section 3. Nomination of Voting Members. Voting Members shall be nominated to serve as Vestry members in the following manner:

(a) At least three months in advance of each Annual Meeting, the Rector shall appoint a Nominating Committee consisting of five Voting Members, not more than two of whom shall be members of the existing Vestry. If the Rector is unavailable to appoint a Nominating Committee, the Senior Warden shall do so. The Nominating Committee shall nominate at least as many Voting Members as there shall be remaining Vestry vacancies to be filled at the Annual Meeting.

(b) The Nominating Committee shall submit to the Vestry the names of those persons so nominated at least one month prior to the Annual Meeting, and the Vestry shall immediately make known to the congregation by all standard publications of SMC, written and electronic, and such other means deemed appropriate, the names of those so nominated.

(c) Any Voting Member may nominate a candidate or candidates for the office of Vestry member (including that Voting Member himself/herself) by submitting such nomination or nominations, over the Voting Member's signature, to the Clerk of SMC at least two weeks prior to the Annual Meeting. The Vestry shall immediately make known to the congregation in all standard publications of SMC, written and electronic, or by such other means as the Vestry may deem appropriate, the names of any such additional nominees.

(d) No person's name shall be placed in nomination without the prior consent of the person to be nominated.

Section 4. Election. Vestry members shall be elected at the Annual Meeting by the Voting Members present and voting thereat. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected. If there is a tie in the vote count between or among the candidates who received the lowest number of votes sufficient

to win a seat on the Vestry, the tie shall be resolved by a second ballot for the tied candidates only. If there is then another tie, the question of which candidate will sit on the Vestry shall be resolved by lot.

Section 5. Taking Office. The term of each Vestry Member (other than the Rector) begins as of the date of that member's election to the Vestry and ends as of the date of the Annual Meeting in that member's final year of service. Before entering upon their duties, those persons who are elected to the Vestry shall make and sign a solemn declaration, witnessed either by the Rector, an existing Vestry member, or a Voting Member, as follows:

"I, A.B., do declare my belief in the Christian Religion and do declare that I accede to the doctrine, discipline and worship of the Protestant Episcopal Church in the United States of America, and that in obedience to same, I shall execute the office of a Vestry member without prejudice, favor or affection, according to the best of my skill and knowledge. So help me God. Amen."

Anyone refusing to make and sign the above solemn declaration shall not serve as a Vestry member.

Section 6. Vacancies. If by reason of death, resignation or any other cause a vacancy shall occur in the Vestry, the remaining Vestry members may, by a majority vote of those present at a duly constituted meeting, elect an eligible Voting Member to fill such vacancy for the unexpired term thereof. In the discretion of the Vestry, any such vacancy may also be filled by nomination and election by the Voting Members at the next Annual Meeting.

Section 7. (a) Impact of employment at SMC. Any Voting Member of SMC who is also in the regular paid employment of SMC, whether on a full-time or part-time basis, or who is the spouse, parent, child, or sibling of one in the regular paid employment of SMC, whether on a full-time or part-time basis, is not eligible for election to the Vestry, so long as the employment relationship exists.

(b) *When a Voting Member May be Re-elected to Vestry.* No Voting Member shall be eligible for renomination and re-election to the Vestry for a period of one year after the member's full three-year term expires. However, any Voting Member who is elected either by the Vestry or by vote of the parish at the Annual Meeting to fill a vacancy for an unexpired portion of a Vestry term shall be eligible for nomination and re-election to a full three-year term at the end of such unexpired term.

Section 8. Duties and Powers. The Vestry is the agent and legal representative of SMC in all matters concerning its corporate property and relations of SMC to its Clergy, and in accordance with the laws of the State of Maryland regulating religious corporations affiliated with the Diocese of Maryland and shall have and exercise all corporate powers and privileges of SMC under such laws. Said duties and powers include, but are not limited to, the following:

(a) to establish in consultation with the Rector and the Lay Officers of SMC an annual budget, including the approval of all expenditures and salaries covered by said budget;

(b) to authorize who may sign checks, drafts or other financial instruments on behalf of SMC;

(c) to determine when and to what degree funds shall be held in trust for the purpose of meeting the long-term capital costs of SMC and of its facilities, including property maintenance, improvements, and repairs;

(d) to oversee the management of and approve the deposit or withdrawal and the expenditure of any funds from the SMC endowment in consultation with the Rector and the Lay Officers of the parish;

(e) to oversee the management and maintenance of all property owned and/or operated by SMC, including the purchase, leasing, sale or other alienation thereof, in consultation with the Rector and Lay Officers of SMC;

(f) to approve the acceptance of any gifts to SMC and/or the endowment that contain limitations of any nature or form on the use of such gifts by the parish;

(g) to establish within the guidelines set under Article Eight of these Bylaws procedures for the annual audit of SMC's financial records, and to review and to approve same when completed;

(h) to see that the Treasurer, and to the extent deemed necessary by the Vestry, that any other SMC officer or employee, is bonded in the manner described by these Bylaws, as required by Article Eight, Section 5 of these bylaws;

(i) to see that all SMC property, including all parish buildings and their contents, are adequately insured;

(j) to designate commissions and regular and special committees where deemed appropriate by the Vestry for such purposes as may be indicated in these Bylaws or in the resolution(s) providing therefore. Appointments shall be made by the Rector, (or if the Rector is unavailable, by the Senior Warden), with the advice and consent of the Vestry, or by such other person to whom the Vestry may by its resolutions give such power of appointment;

(k) to elect at least six months prior to each Annual Meeting of the Convention of the Diocese of Maryland, the lay delegates from SMC to the Convention, subject to the requirement that no person shall be elected for more than two consecutive terms and that no person shall be elected more than three times in any six-year period;

(l) to maintain records of the Vestry's activities and undertakings, with the assistance of the Clerk;

(m) to see that a parish registry is maintained by the Clergy;

(n) to approve the annual report for submission to the Diocese of Maryland and any other reports required by the Diocese of Maryland or TEC; and

(o) to undertake such actions as may be delegated or requested by the Rector, either to individual Vestry members or to the Vestry as a whole, as may be needed to carry out the mission of SMC and of the Episcopal Church, consistent with the Canons of the Episcopal Church, the Diocese of Maryland, and these Bylaws.

Section 9. Vestry Meetings. (a) Regular meetings of the Vestry shall be held on the third Tuesday of each month or at such other time as the Vestry may by resolution select.

(b) Special meetings may be held at any time or place on call of the Rector, the Senior Warden, or by no fewer than three Vestry members.

(c) Notice of the time and place of all regular and special meetings and of the purpose of all special meetings shall be given to each Vestry member in person or by telephone (or by electronic means if such Vestry member has left an electronic address with the parish) not less than twenty-four hours preceding the meeting, or by mail posted not less than three days preceding the date of such meeting.

(d) No business shall be transacted during special meetings except that specified in the notice; provided, however, if all then-serving Vestry members are present and unanimously agree to consider other business, they may do so.

(e) All regular meetings of the Vestry, and when possible all special meetings thereof, shall be announced in all standard publications of SMC, written and electronic, and open to any Ordinary Member wishing to attend; provided, however, the Vestry may by two-thirds vote of those present, meet in closed session to conduct business considered to be of a sensitive nature not appropriate for open discussion.

Section 10. Method of Meeting. (a) Regular meetings of the Vestry may be conducted as Virtual Meetings, as defined in these Bylaws. The decision whether to proceed with a regular meeting as a Virtual Meeting shall rest with the Rector, and if the Rector is unavailable, with the Senior Warden. Said decision, in the absence of any emergency circumstances, shall be made in consideration of obtaining the maximum attendance of Vestry members and officers at said meetings. If a majority of the Vestry disagrees with that decision, and so informs the Rector or Senior Warden at least two days before said meeting, that meeting will proceed in accordance with the wishes of a majority of the Vestry. However, when a meeting takes place under emergency circumstances, such as involving health and/or safety concerns, the decision to proceed with a Virtual Meeting rests in the sole discretion of the Rector, and if the Rector is unavailable, with the Senior Warden.

(b) Special meetings of the Vestry may be conducted as Virtual Meetings, as defined in these Bylaws. The decision whether to proceed with a special meeting as a Virtual Meeting shall under ordinary circumstances be made by the person or persons

calling for said meeting. Said decision, in the absence of any emergency circumstances, shall be made in consideration of obtaining the maximum attendance of Vestry members and officers at said meetings, and in consideration of how many Voting or Ordinary Members of SMC are expected to attend. However, when a meeting takes place under emergency circumstances, such as involving health and/or safety concerns, the decision to proceed with a Virtual Meeting rests in the sole discretion of the Rector, and if the Rector is unavailable, with the Senior Warden.

(c) Article Four, Section 9(e) of these Bylaws applies to Vestry meetings conducted as Virtual Meetings.

Section 11. Young Adult Voting Members of Vestry. (a) The Rector, the clergy and/or lay leader responsible for Youth Formation at SMC, any lay officer of SMC, any member of the Vestry, or not fewer than three Voting Members of SMC may nominate a Young Adult Voting Member to a one-year term on the Vestry. Said nominations must be made at least thirty days prior to the date on which the Vestry will vote on said nomination. The congregation is to be notified by all standard publications of SMC of that nomination no later than two weeks prior to the date on which the Vestry will vote on said nomination. No person may be nominated under this provision without his or her express consent.

(b) The Vestry at any time during the second through the fifth month of any fiscal year may by a majority of all its members appoint a Young Adult Voting Member nominated under subsection (a) of this Section to the Vestry, for a term of one year following that appointment.

(c) A Young Adult Voting Member may be appointed to the Vestry under this section no more than two times.

(d) No more than two Young Adult Voting Members may be appointed to the Vestry under this Section at any time.

(e) A Young Adult Voting member appointed under this section shall have all rights and duties of a Vestry member as set out in these bylaws, except as follows:

(i) any Young Adult Voting member appointed under this section shall not have a vote regarding the call, retirement, or discharge of a Rector;

(ii) any Young Adult Voting member appointed under this section shall not have a vote regarding the approval of the annual budget for any year during which he or she serves, nor regarding any audit undertaken during the year of that Young Adult Voting member's service; and

(iii) any Young Adult Voting Member appointed under this section shall not have a vote regarding the appointment of a Young Adult Voting Member under this section.

Section 12. Quorum. Eight (8) Vestry members elected under Section 4 of this Article and the Rector, if present, or nine (9) Vestry members elected under Section 4 of this Article if the Rector be not present, shall constitute a quorum for the transaction of

business at any meeting of the Vestry. Officers who are not members of the Vestry and Young Adult Vestry members when appointed under Section 11 of this Article shall not be counted for purposes of determining a quorum.

Section 13. Presiding Officer. The Rector shall preside at all meetings of the Vestry. When the Rector does not attend a Vestry meeting or is unavailable as defined by these Bylaws, the Senior Warden, or in the Senior Warden's absence, the Junior Warden, shall preside.

Section 14. (a) Unless otherwise stated by these Bylaws, all decisions by the Vestry shall be by majority vote of the Vestry members present at any meeting at which there is a quorum. Unless otherwise stated by these Bylaws, Young Adult Vestry members appointed under Section 11 of this Article will be counted for purposes of determining a majority.

(b) In addition to a vote under Article Three, Section 1 of these Bylaws, the following decisions by the Vestry require a majority of the Vestry members elected under Section 4 of this Article:

(i) a vote under Article Three, Section 3 of these Bylaws; and

(ii) a vote regarding the approval of SMC's annual budget; and

(iii) a vote to approve the annual audit of the SMC budget as required under these bylaws.

(c) The Vestry may allow voting by electronic means if so provided in any notice of any meeting.

(d) The Rector may vote only in the case of a tie vote.

ARTICLE FIVE **LAY OFFICERS**

Section 1. Titles of Officers. The lay officers of St. Margaret's are Senior Warden, Junior Warden, Clerk, Treasurer, and such other officers as the Vestry may designate in its discretion.

Section 2. Qualifications. Officers of St. Margaret's must be Voting Members of SMC and may be, but need not be, members of the Vestry. No person shall be elected as an officer of SMC without the prior consent of the person to serve if elected.

Section 3. Election. (a) The Senior Warden, Junior Warden, Clerk, and Treasurer, shall each be elected annually by the Vestry at its regular December meeting, but to the extent practicable, by no later than December 31. The term of office for those offices described in Sections 4, 5, and 6, *infra*, shall run from January 1 of the year following their election to December 31 of that year.

(b) If the election of the Senior Warden, Junior Warden, Clerk and/or Treasurer is delayed until after December 31 in any given year, the officers previously elected will continue in office until new officers are elected if the Vestry so approves. The term of office for those elected after December 31 shall run from the date of the election until December 31 of that year.

(c) The terms of officers elected under Sections 7 and 8, infra, will be determined by the Vestry at the time those officers are elected, but may not exceed one year.

(d) Any lay officer elected under this Article may be re-elected to successive terms. Any vacancy in any of these offices shall be filled for the unexpired term thereof by the Vestry.

Section 4. The Wardens. (a) The Senior Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned by the Vestry. The Senior Warden shall be the senior lay officer of SMC and if the Rector is unavailable, shall act as the president and chief executive of SMC.

(b) The Junior Warden shall have general responsibility for the supervision and maintenance of all parish property, real or personal (other than securities and cash), and shall perform such other duties as may be assigned to the Junior Warden by the Vestry.

Section 5. The Clerk. (a) The Clerk, or such person as the Rector may designate in the Clerk's absence, shall take the minutes of all meetings of the Vestry, regular and special, and all parish meetings, annual and special. The Clerk with the assistance of St. Margaret's staff will post the minutes of all such meetings on the SMC website, where they shall remain for a period of not less than 3 months. Written copies of said meeting minutes will be provided to any Ordinary Member of SMC on reasonable request by that member to the SMC office during scheduled business hours. At the end of each fiscal year, the Clerk shall provide a notebook containing a paper copy of the minutes of all meetings of the Vestry and of SMC during that year, which copy shall be maintained at SMC in such manner as may be designated by the Vestry for a period of not fewer than eight (8) years.

(b) The Clerk with the assistance of St. Margaret's staff shall keep a copy of the Bylaws as currently adopted by SMC both on the parish website and a paper copy thereof in the parish office, which shall be available for inspection by any Ordinary Member of the SMC in the parish office upon reasonable notice by that member during scheduled business hours.

(c) The Clerk shall perform such other duties as may be assigned to the Clerk by the Vestry.

Section 6. The Treasurer. (a) The Treasurer shall serve subject to the direction of the Vestry as the general custodian of all parish funds, accounts, securities and other investments. All monies received by SMC shall be delivered to the Treasurer or to such person(s) as the Treasurer may designate, and all expenses and other payments shall be made by the Treasurer, or under the Treasurer's direction.

(b) All records relating to the finances of SMC shall be created, maintained and kept by or at the direction of the Treasurer or of any assistant Treasurer or other person as the Treasurer may direct, and any all records relating to the finances of SMC shall at all times be available to the Treasurer or the Treasurer's designates.

(c) The Treasurer shall make a report as to the general financial condition of SMC at the annual meeting of the Voting Members and such other reports from time to time as the Vestry may direct.

Section 7. The Assistant Treasurer. The Vestry may at its discretion elect one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as the Treasurer may assign to them.

Section 8. Other Officers. Other officers as may be designated by the Vestry at its discretion shall have such powers and carry out such duties as may be assigned to them by the Vestry.

Section 9. Attendance of Officers at Vestry Meetings. All officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry. Officers who are not Vestry members may offer advice and counsel to the Vestry, but shall not be entitled to vote at Vestry meetings.

ARTICLE SIX **MEETINGS OF THE PARISH**

Section 1. Annual Meetings. (a) There shall be an Annual Meeting of the Voting Members of St. Margaret's on the fourth Sunday of each January, or as soon thereafter as the Vestry shall determine.

(b) The business to be transacted at the Annual Meeting of Voting Members shall include the election of Vestry members, consideration of and action upon reports of the Rector, Officers, Vestry members, Commissions and ad hoc committees, and any other business within the power of St. Margaret's as a religious corporation of the State of Maryland.

Section 2. Special Meetings. At any time during the interval between Annual Meetings, special meetings of the Voting Members may be called by the Rector or by no fewer than four members of the Vestry, or upon the written request of no fewer than twelve Voting Members filed with the Rector or with the Senior Warden.

Section 3. Notice of Meetings. Notice of all meetings of SMC shall be given by announcement at services in the parish on at least two Sundays immediately preceding the date of the meeting, and by all standard publications, written and electronic, of SMC, for not less than two weeks preceding the meeting. Such notice shall indicate whether the meeting is an Annual Meeting or a special meeting, and if a special meeting, the business to be transacted. No business other than that specified in the notice shall be transacted at special meetings.

Section 4. Method of Meeting. (a) The Annual Meeting or any special meetings of SMC under this Article may be conducted either entirely in person or as a Virtual Meeting, as defined in these Bylaws.

(b) If a meeting of SMC is to be conducted entirely in person or if the meeting is to be conducted in part as a Virtual Meeting, it shall be held at the Parish Hall (or such other reasonable location as provided in the notice) at the time specified in the notice.

(c) The decision whether to proceed with an Annual Meeting or a special meeting of SMC in person or in whole or in part as a Virtual Meeting shall rest with the Rector (and if the Rector is unavailable, with the Senior Warden) after consultation with the Vestry. Said decision, in the absence of any emergency circumstances, shall be made in consideration of obtaining the maximum attendance of Voting Members at said meeting and in providing the most convenient means of attending for the largest number of Voting Members. However, when an Annual Meeting or special meeting of SMC takes place under emergency circumstances, such as involving health and/or safety concerns, the decision to proceed with a Virtual Meeting, in whole or in part, rests in the sole discretion of the Rector (or Senior Warden, if the Rector is unavailable).

Section 5. Officer Presiding at the Annual and Special Meetings. (a) The Rector will act as presiding officer at the Annual Meeting of SMC. If the Rector is unavailable, the Senior Warden will act as presiding officer.

(b) At a special meeting of the Voting Members of SMC, the Rector will act as presiding officer if the Rector has called the meeting. In the event that the special meeting is called either by the Vestry or by Voting Members of SMC pursuant to Section 2 of this Article, the Senior Warden shall preside. If there is no Senior Warden, then the Junior Warden shall preside.

Section 6. Participation and Voting at Annual and Special Meetings. (a) At all meetings of SMC under this Article, whether Annual or special, Voting Members of SMC, as defined in these Bylaws, shall have both the opportunity to be heard during said meetings under the rules chosen by the presiding officer to govern procedure at said meetings and the right to vote on any matters subject to vote during the course of said meetings.

(b) At all meetings of SMC under this Article, whether Annual or special, Ordinary Members, as defined in these Bylaws, may be given the opportunity to be heard on specific issues at the discretion of the presiding officer, but may not under any circumstances be permitted to vote on any issue considered by the parish during such meetings.

Section 7. Voting by Proxy. (a) *Voting by proxy as to a specific vote or motion.* Any Voting Member may give a written proxy signed by that member as to any specific vote at any meeting of SMC under this Article, whether Annual or special. Said proxy must be delivered to the Rector, any associate or assistant rector, the Senior Warden, or the Clerk not fewer than three (3) days before the meeting to which the proxy applies. The proxy will be counted when the vote is taken on the question or election, so long as:

- (1) the proxy is authentic as determined by the presiding officer; and
- (2) the proxy clearly applies to the motion or election on which the vote is being taken.

(b) *Voting by general proxy.* Any Voting Member may give a written proxy to any other Voting Member authorizing that other Voting Member to vote on behalf of the member giving the proxy on any issue considered at or in any election undertaken as part of any Annual or special meetings of SMC. Said proxy:

- (1) must be signed not more than three weeks before the meeting at which the vote is to be cast;
- (2) dated by the Voting Member who gives it; and
- (3) identify specifically the meeting to which it applies.

Any vote cast pursuant to that proxy will be counted so long as the presiding officer in his/her discretion determines that the proxy is authentic and meets the requirements for a proxy as set forth in this sub-section. No Voting Member may vote more than three proxies from other Voting Members at any Annual or Special Meeting of the Voting Members of SMC.

Section 8. Disputes Regarding Voter Eligibility. (a) Any Ordinary Member of St. Margaret's may ask the Rector what his/her status at SMC is as to his/her voting rights. The Rector shall respond to the extent possible within seven days of said request.

(b) If that member wishes to challenge the Rector's position regarding his/her voting rights, the Rector will refer the dispute to the Vestry at the next regular meeting of the Vestry, or may at the Rector's sole discretion call a special meeting of the Vestry for that purpose, or if a special meeting of the Vestry is already scheduled in not less than ten days' time, may add the question to the notice of said meeting.

(c) If the determination by the Vestry is not satisfactory to the objecting party or parties, and if the differences cannot be resolved after consultation with the Bishop of the Diocese, the matter shall be referred to a panel of three arbitrators, communicants in good standing of one or more other parishes or congregations in the Diocese of Maryland, one of whom shall be named by the objecting party or parties, one by the Vestry and the third by the two arbitrators so named. The decision of such panel shall be binding on all parties.

ARTICLE SEVEN **RIGHTS OF LAITY**

No one shall be denied rights, status or access to an equal place in the life, worship, governance, or employment of SMC because of race, color, ethnic origin, national origin, marital or family status (including pregnancy or child care plans), sex, sexual orientation, gender identity and expression, disabilities or age, except as otherwise specified by the Constitution and Canons of the Episcopal Church and the Diocese of Maryland.

ARTICLE EIGHT
FISCAL MATTERS

Section 1. Fiscal Year. The fiscal year of SMC shall be the calendar year.

Section 2. Signature to Commercial Paper. All checks and drafts shall be made, drawn and endorsed in the name of St. Margaret's in such manner as the Vestry authorizes.

Section 3. Limitation on Expenditures. The Vestry may by resolution passed at the time of budget approval, or at its discretion thereafter, place a limit on expenditures and/or that expenditures above such a limit shall require prior Vestry approval. In the absence of such a resolution, no expenditure not specifically included in the budget as approved by the Vestry may exceed \$5,000.00 without further Vestry approval.

Section 4. Audit. The financial books and records of SMC shall be audited annually by a certified public accountant, or, if SMC cannot afford such an audit, by a committee of three Ordinary Members of SMC, not including the Treasurer. In either case, said auditor(s) shall be chosen by the Vestry. Such audit shall be submitted to the Vestry for its review and approval within one hundred and twenty days following the close of the fiscal year and shall be filed with the records of SMC. The Vestry, upon request of the Treasurer, may extend the time for the completion of audit up to ten months from the close of the fiscal year for good cause shown, including managing the cost of completing the audit.

Section 5. Fidelity Bond. The Treasurer and such other officers, employees or other persons handling parish funds, whether salaried or non-salaried, as the Vestry may in its discretion direct, shall be bonded for the faithful performance of their duties at the expense of SMC, in such amounts and by such surety companies as the Vestry may determine.

ARTICLE NINE
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, repealed or added to by a two-thirds vote of those Voting Members attending an Annual Meeting or special meeting of the Voting Members of SMC. However, any motion to amend the Bylaws will not be heard at any such meeting unless and until the text of such alteration, amendment, repeal or addition, by whomever proposed, shall be specified in the notice of the meeting, whether it be an Annual or special meeting.