

# BYLAWS OF ST. MARGARET'S, WESTMINSTER PARISH

## PREAMBLE

These Bylaws are adopted pursuant to the authority granted by the Annotated Code of Maryland (2007 Replacement Volume, 2013 Supplement), Corporations and Associations Article, 5-334, relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland. These Bylaws shall govern the corporate and temporal affairs of St. Margaret's, Westminster Parish, subject to the laws of the State of Maryland, the *Constitution & Canons for the Government of The Episcopal Church* (the national Church), and to those of the Diocese of Maryland.

## ARTICLE I

### MEMBERS; MEETINGS

Section 1. *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 Westminster Parish (the "Church") as their regular place of worship shall be Ordinary Members of the Church.

Section 2. *Voting Members.* Every person not less than 16 years of age who has been an Ordinary Member of the Church for at least three months preceding the day when the person may wish to vote, and who shall have been, for the period aforesaid, a communicant in good standing in the Episcopal Church and enrolled as such in the records of the Church, shall be a Voting Member thereof, with the right to vote in the election of Vestry members and upon all other matters having to do with the affairs of the Church. A *communicant in good standing* means a member of the Church over the age of 16 years who has received Holy Communion in the 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.

The Rector (or an Associate Rector, if there be one, and in the Rector's absence) 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. In the event of any dispute as to eligibility of any voter, the question shall be referred to the Vestry for resolution. If the determination by the Vestry is not satisfactory to the objecting party or group, 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 group, one by the Vestry and the third by the two arbitrators so named. The decision of such panel shall be binding on all parties.

Section 3. *Annual Meetings.* There shall be an annual meeting of the Voting Members of the Church at which all Ordinary Members shall be welcome but who shall have no vote,

on the fourth Sunday of each January, or as soon thereafter as the Vestry shall determine. The business to be transacted at the annual meeting of Voting Members shall include the election of Vestry members, consideration and action upon reports of the Rector, Officers, Vestry members, Commissions and ad hoc committees, and any other business within the power of the Church as a religious corporation of the State of Maryland.

Section 4. *Special Meetings.* At any time during the interval between annual meetings, special meetings of the Voting Members, at which all Ordinary Members shall also be welcome, may be called by the Rector or by not less than one-third of the members of the Vestry, or upon the written request of not less than twelve Voting Members filed with the Rector or with the Senior Warden.

Section 5. *Notice and Place of Meetings.* All meetings of members, both annual and special, shall be held at the Parish Hall (or such other reasonable location as provided in the notice) at the time specified in the notice. Notice of all meetings shall be given by announcement at services in the Church on at least two Sundays immediately preceding the date of the meeting, and by all standard publications, written and electronic, of the Church, 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.

## **ARTICLE II**

### **THE VESTRY**

Section 1. *Eligibility.* Every Voting Member of the Church, as defined in Section 2, Article 1 shall be eligible to serve as a Vestry member.

Section 2. *Number and Term of Office.* The Vestry of the Church shall consist of the Rector and fourteen members of whom twelve will be lay members chosen from among the Voting Members, with two additional Voting Members between the ages of 16 and 22, who will be young adult members of the Vestry. Of the twelve lay members, four shall be elected each year and shall serve three-year terms. Young adult members of the Vestry shall be elected for a term of one year. A lay member or young adult member shall take office as Vestry member immediately upon election. No lay member shall be eligible for re-nomination and re-election to the Vestry for a period of one year after the member's term expires; *provided*, however, that prior service on the Vestry in filling a vacancy shall not be disqualification for re-election. Young adult members are allowed to be re-nominated and re-elected for three consecutive terms.

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

At least three months in advance of each annual meeting, the Rector (or in the Rector's absence, or if the cure be vacant, the Senior Warden) shall appoint a Nominating

Committee consisting of five Voting Members, not more than one of whom shall be a member of the existing Vestry. As set forth in Section 2 of this Article, the Nominating Committee, in consultation with the Associate Rector or lay leader who is in charge of youth formation, shall nominate two or more young adults, between the ages of 16 and 22, as young adult vestry members. Additionally, the Nominating Committee shall nominate at least as many Voting Members as there shall be remaining vacancies to be filled at the annual meeting. Nothing in Section 2 is intended to limit the Nominating Committee from nominating any Voting Member to serve as a three year term member of the Vestry. 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 the Church, written and electronic, and such other means deemed appropriate, the names of those so nominated.

Any Voting Member may nominate a candidate or candidates for the office of Vestry member by submitting such nomination or nominations, over the Voting Member's signature, to the Clerk at least two weeks prior to the annual meeting. The Vestry shall immediately make known to the congregation in all standard publications of the Church, written and electronic, or by such other means as the Vestry may deem appropriate, the names of any such additional nominees. No person's name shall be placed in nomination without the prior consent of the person.

Section 4. *Election.* Vestry members shall be elected at the annual meeting by the Voting Members present and voting thereat. Voting by proxy shall not be permitted. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected. If there be a tie vote for the last of the vacancies, the tie shall be resolved by another ballot for the tied candidates; if there is then another tie, it shall be resolved by lot. Young adult members of the Vestry shall be elected by a separate vote at the annual meeting by the Voting Members present. All the procedures set out in this Article for the election of Vestry members shall apply to the election of young adult members of the Vestry.

Section 5. *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 any annual meeting, in which case the person so elected shall serve the unexpired term and shall be eligible for nomination and re-election at the end of such unexpired term.

Section 6. *Duties and Powers.* The Vestry shall act as trustees for the Church 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 the Church under such laws.

Section 7. *Meetings.* 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. Special meetings may be held at any time or place on call of the Rector, the Senior Warden, or by not less than three Vestry members. 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 Church) not less than twenty-four hours preceding the meeting, or by mail posted not less than three days preceding the date of such meeting. No business shall be transacted at special meetings except that specified in the notice; *provided*, however, if all twelve Vestry members are present and unanimously agree to consider other business, they may do so. All regular meetings, and when possible special meetings of the Vestry, shall be announced in all standard publications of the Church, 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 8. *Quorum and Presiding Officer/Voting.* Eight lay Vestry members and the Rector, if present, or nine lay Vestry members 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 shall not be counted for purposes of determining a quorum. The Rector shall preside at all meetings of the Vestry at which the Rector is present. In the absence of the Rector, the Senior Warden, or in the Senior Warden's absence, the Junior Warden, shall preside. All decisions by the Vestry shall be by majority vote of the Vestry members present at any meeting in which there is a quorum. The Vestry may allow voting by electronic means if so provided in any notice of any meeting. The presiding officer may vote only in the case of a tie.

### **ARTICLE III**

#### **OFFICERS**

Section 1. *Titles of Officers.* The officers of the Church shall be the Rector, a Senior Warden, a Junior Warden, a Clerk, a Treasurer, and such other officers as the Vestry may from time-to-time designate.

Section 2. *Election.* The Senior Warden, Junior Warden, Clerk, and Treasurer, shall be elected annually by a majority vote at the first meeting of the Vestry held after the annual meeting. Persons previously holding such offices may be re-elected to successive terms. Officers must be Voting Members of the Church and may be, but need not be, members of the Vestry. Any vacancy in any elective office shall be filled for the unexpired term thereof by the Vestry.

Section 3. *The Rector.* The Rector of the Church shall be the president and chief executive officer of the Church 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. The Rector shall preside at all meetings of the Vestry at which the Rector is in attendance. The Rector shall be elected by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, the Rector shall continue to serve until death or resignation or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese of Maryland.

*Section 4. Assistant and Associate Rectors.* The Vestry may from time-to-time call clergy to assist the Rector in administering the spiritual well-being of the Parish. The terms of such a relationship shall be negotiated and reduced to a writing signed by the person called and by the Rector, Wardens and Vestry; *provided*, however, the Vestry may by resolution authorize the Rector and Wardens to sign the contract. The contract may be for a fixed or indefinite term and shall address such issues as duties, salary, housing, and other temporal matters. A person occupying such a position may not assume the executive duties of the Rector in the Rector's absence, or upon a vacancy in the cure; *provided*, however, if the terms of the contract do not prohibit such action, the Vestry may by resolution so delegate any or all such duties.

*Section 5. The Church Wardens.* 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 the Church and in the absence of the Rector, or if the cure becomes vacant, shall act as the president and chief executive of the Church.

The Junior Warden shall have general responsibility for the supervision and maintenance of all Church 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 6. The Clerk.* The Clerk shall have custody of the corporate seal of the Church. The Clerk shall record the minutes of all meetings of the Vestry and of the Voting Members in a suitable minute book which shall be maintained in the Church office. The Clerk shall be charged with the responsibility for keeping up-to-date a copy of the Bylaws which shall be open for inspection in the Church office at reasonable business hours by an Ordinary Member of the Church. In addition, the Clerk shall perform such other duties as may be assigned to the Clerk by the Vestry.

*Section 7. The Treasurer.* The Treasurer shall keep the financial records of the Church and shall have general custody of all Church funds, securities and other investments. All moneys received by the Church shall be delivered to the Treasurer or to the Treasurer's care, and all expenses and other payments shall be made by the Treasurer, or under the Treasurer's direction. The Treasurer shall make a report as to the general financial condition of the Church at the annual meeting of the Voting Members and such other reports from time-to-time as the Vestry may request.

Section 8. *The Assistant Treasurer.* The Vestry may at any time or from time-to-time elect one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as the Treasurer may assign to them.

Section 9. *Other Officers.* Such other officers as maybe designated by the Vestry from time-to-time shall have and perform such powers and duties as may be assigned to them by the Vestry.

Section 10. *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 IV**

#### **COMMISSIONS; COMMITTEES; DIOCESAN AND REGIONAL COUNCIL DELEGATES**

Section 1. *Designation by Vestry.* The Vestry may designate commissions and regular and special committees 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 in the Rector's absence, or if the cure is vacant, 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.

Section 2. *Election Lay Delegates.* At least six months prior each annual meeting of the Convention of the Diocese of Maryland, the lay delegates from the Church to the Convention and to the Regional Council shall be elected by the Vestry.

#### **ARTICLE V**

#### **FISCAL MATTERS**

Section 1. *Fiscal Year.* The fiscal year of the Church 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 the Church in such manner as the Vestry may from time-to-time authorize.

Section 3. *Limitation on Expenditures.* The Vestry may by resolution passed at the time of budget approval, or from time-to-time thereafter, place a limit on expenditures; expenditures above such a limit shall require prior Vestry approval. In the absence of such a resolution, no expenditure may exceed \$3,000.00 without Vestry approval.

Section 4. *Audit.* The financial books and records of the Church shall be audited annually by a certified public accountant, or by a committee of three Ordinary Members of the

Church, not including the Treasurer, in either case, said auditor(s) shall be chosen by the Vestry. Such audit shall be submitted to the Vestry within sixty days following the close of the fiscal year and shall be filed with the records of the Church.

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

## **ARTICLE VI**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, repealed or added to by a two-thirds vote of those Voting Members who shall attend any meeting of members of the Church; *provided*, however, that any such alteration, amendment, repeal or addition, whether proposed by the Vestry or by the Voting Members who shall call a special meeting pursuant to Article I, Section 4, hereof, shall be specified in the notice of the meeting, whether it be an annual or special meeting.

## **ARTICLE VII**

### **ADOPTION OF THESE BYLAWS**

These Bylaws shall be submitted to and approved by a majority vote of the entire membership of the Vestry of the Church and shall be recommended to the Voting Members of the Church for favorable action at any annual meeting of such members or at any special meeting called for that purpose.

Copies of these Bylaws shall be reproduced and made available to such members for their inspection at least ten days prior to the meeting at which they are submitted for approval.

If ratified by a majority vote of the Voting Members attending such meeting, the Bylaws shall stand adopted. This Article VII, being of a transitory nature, shall stand repealed immediately upon adoption of these Bylaws.

*ENDORSED BY UNANIMOUS VOTE OF THE VESTRY OF ST. MARGARET'S CHURCH, WESTMINSTER PARISH, THIS 17<sup>th</sup> DAY OF JULY 2015, AND SUBMITTED FOR RATIFICATION BY THE VOTING MEMBERS AT A SPECIAL MEETING CALLED FOR THE PURPOSE. APPROVED BY MAJORITY VOTE OF VOTING MEMBERS OF THE PARISH PRESENT THIS 20<sup>TH</sup> DAY OF SEPTEMBER, 2015.*

*SIGNED BY KATHY POLK (CLERK)*