

BYLAWS
of
St. Paul's Episcopal Parish
Centreville, Maryland

Adopted by Annual Parish Meeting
January 31, 2016

PREAMBLE

THE BY-LAWS OF THE VESTRY OF ST. PAUL'S PARISH, located in QUEEN ANNE'S COUNTY, MARYLAND, are drawn with the recognition that as a Parish in union with the Convention of the Diocese of Easton, The Vestry of St. Paul's Parish accedes to the Constitution and Canons of the Diocese of Easton, the Constitution and Canons of the Protestant Episcopal Church in the United States of America, also known as and hereinafter referred to as "The Episcopal Church" or as "Episcopal Church," and the laws of the State of Maryland, as these may be duly amended from time to time.

ARTICLE 1

GENERAL PROVISIONS

SECTION 1. The legal name of this Parish is: The Vestry of St. Paul's Parish, sometimes hereinafter referred to as "the Parish".

SECTION 2. The physical office of the Parish is located at 301 South Liberty Street, Centreville, Maryland; the mailing address of the Parish is P.O. Box 278, 301 S. Liberty Street, Centreville, Maryland 21617.

SECTION 3. The Parish Organization shall consist of a Rector, a Senior Warden, a Junior Warden, a Treasurer, a Registrar, the Vestry and such committees as may be required to effectively conduct the business of the Parish. Wherever used in these by-laws the term "Rector" includes the term "Priest in Charge" when applicable.

SECTION 4. The parochial year and fiscal year shall be from January 1 through December 31.

SECTION 5. The latest edition of Robert's Rules of Order shall govern parliamentary procedure for all meetings.

ARTICLE 2

MEMBERSHIP

The object of St. Paul's Parish is to provide a welcoming place for the physical and spiritual worship of God by a diverse group of people in the style of the Episcopal Church.

SECTION 1. Members of the Parish. Any person who has received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in The Episcopal Church or in another Christian Church, and whose Baptism has been duly recorded in The Episcopal Church, or who has been confirmed or received into The Episcopal Church, and who wishes to become a member of this Parish shall be duly enrolled by the Registrar pursuant to the relevant Episcopal Church and Diocesan Canons.

SECTION 2. Communicants in Good Standing. A member who meets all the following qualifications is considered a communicant in good standing:

- a. A Baptized Christian;
- b. At least sixteen (16) years of age;
- c. Enrolled as a member in the Parish Registry;
- d. Made his/her communion at the Parish at least three times during the past twelve (12) months; and
- d. Shared in the work of the Parish by faithfully working, praying and giving during the past twelve (12) months.

ARTICLE 3

PARISH MEETINGS

SECTION 1. Annual Parish Meeting. An annual meeting of the qualified communicants of this Parish shall be held on a date to be determined by the Vestry.

SECTION 2. Special. If it is determined desirable by a majority of the Vestry and

the Rector, or at least fifty (50) qualified voters of this Parish, as defined in Section 4 of this Article, a special parish meeting may be called for any purpose whatsoever, and notice thereof shall be given pursuant to Section 3 of this Article. The only business to be transacted at such a special meeting shall be that related to the purposes for which the meeting was called.

SECTION 3. Notice of meetings. The date, time, place, and purpose of all parish meetings shall be made known to the Parish in writing at least thirty (30) days in advance for the Annual Meeting, and at least fifteen (15) days in advance for Special Parish Meetings. The Parish newsletter and/or Sunday bulletin may be used for sufficient notification. In addition, announcement of a meeting may be made to the parish during regular services, and/or by electronic means.

SECTION 4. Qualification of voters. Every communicant in good standing in this Parish who is physically present to cast a ballot, is eligible to vote in the election of Vestry members and delegates to the Diocesan Convention, and any other matters on which the Parish may act. At the sole discretion of the Rector, absentee ballots may be provided to communicants in good standing who, because of ill health or disability cannot physically attend the annual Parish meeting. Such absentee ballots must be cast no more than seven (7) days prior to the Parish meeting.

SECTION 5. Proxy voting. Voting by proxy shall not be allowed.

SECTION 6. Quorum. A quorum at any parish meeting shall be thirty-five (35) qualified voters as determined under Section 4 above.

SECTION 7. Officers. At all meetings, the Rector, if present, shall preside, but if the Rector is absent, then one of the following, in the order named, shall preside: (a) the Senior Warden; (b) the Junior Warden; c) a Vestry member elected by the Vestry members present; or (d) any qualified communicant elected by the remaining voters present. The Registrar, if present, shall be the secretary of all such meetings, but if the

Registrar is absent, then the presiding officer shall appoint a secretary from among the qualified voters present. If the Registrar does not act as secretary of a parish meeting, the minutes of such meeting shall be delivered to the Registrar as soon as practicable after the meeting. The presiding officer may appoint tellers and such other officers for the meeting from among the qualified voters present as he or she deems necessary.

SECTION 8. Purpose of the Annual Meeting. The Annual Meeting shall receive the recommendation of the Nominating Committee of the Vestry and elect a sufficient number of qualified communicants to serve as Vestry members and the appropriate number of delegates to any convention of the Diocese; shall receive a report, either orally or in writing from the Rector and Vestry of such of the affairs which transpired during the preceding parochial year as are deemed necessary and appropriate to inform the members of the status of the Parish; and shall allow opportunity for any member to question the Rector, or any Vestry member present, and bring up any matters which may be pertinent. In addition, excepting the amounts of individual contributions, the Treasurer shall submit for the record and make available to the Parish meeting an annual financial report.

SECTION 11. Notification of Vestry Vacancies. Sixty (60) days prior to the Annual Meeting, the Rector shall inform the members of the Parish of the number of vacancies occurring on the Vestry.

SECTION 12. Convention Delegates. Confirmed communicants in good standing in this Parish are eligible for election as delegates or alternates to any convention of the Diocese. Any vacancy occurring after the election and before the Convention shall be filled by the Vestry in such manner as it deems proper.

ARTICLE 4

THE VESTRY AND PARISH OFFICERS

SECTION 1. Authority. Consistent with the provisions of Episcopal Church

Canon 14, Article VI, Section 1, and the Canonical authority of the Rector, the Vestry shall be the agents and legal representatives of the Parish in all matters concerning its corporate property, and the relations of the Parish to its Clergy, and shall manage, preserve, control and insure all such real and personal property as the Vestry may own or possess for the advancement of the Parish as an integral part of the Church.

SECTION 2. Parish Officers and their Terms. The officers of the Parish are the Senior Warden, the Junior Warden, the Treasurer, and the Registrar. The officers are elected by the Vestry for one (1) year terms, and they are eligible for re-election on an annual basis, up to a limit of five (5) consecutive years, and need not be among the nine (9) Vestry members elected at the various annual meetings.

SECTION 3. Qualifications. Any communicant in good standing who has been confirmed or received by a Bishop of the Episcopal Church or by a Bishop of a church in communion with the Episcopal Church, shall be eligible to serve as a Parish officer or Vestry member.

SECTION 4. Membership and Right to Vote. The Vestry shall consist of the Rector, Senior Warden, Junior Warden, Registrar, Treasurer, plus up to nine (9) Vestry members who are elected by the annual Parish meeting. In no event shall the Vestry membership exceed fourteen (14) members or be fewer than nine (9) members. All Vestry members have the right to vote on any matter before the Vestry with the following limitations:

a) Only Vestry members who are elected by an annual parish meeting may vote during the election of parish officers. However, any such member, if standing for re-election as a parish officer, may not vote for his/her own re-election.

b) The presiding officer may only vote by ballot or when his/her vote will change the result.

c) The Rector may not vote on a question in which there may be a conflict of interest, such as matters that pertain to the Rector's salary or other forms of his/her compensation.

SECTION 5. Term of Vestry Members Elected by the Annual Parish Meeting. The term of Vestry members elected by the annual Parish meeting shall be three (3) years. Three (3) Vestry members shall be elected each year at the annual Parish meeting.

SECTION 6. Oath. Every Parish Officer and Vestry member, before he or she acts as such, shall take and subscribe the following oath of office: "In the presence of Almighty God, I, _____, do solemnly promise and declare that I will faithfully execute the duties of the office of _____ of St. Paul's Parish, in Queen Anne's County, without prejudice, fear, or favor, according to the best of my skill and judgment. And I further declare my belief in the Christian religion."

SECTION 7. Vacancies on the Vestry. When a vacancy occurs in the Vestry, the remaining members shall elect, as soon as possible, a qualified communicant of the Parish to fill such vacancy by a majority vote of the members then in office. The successor so elected shall serve until the term of the member replaced shall have expired.

SECTION 8. Eligibility for re-election. A Vestry member elected at the annual Parish meeting and whose regular term of office shall have expired shall not be eligible for re-election until after the expiration of one (1) year. A member elected to fill a vacancy shall be eligible for election to a full term provided that person has served for less than twelve (12) consecutive months at the time of his or her election.

SECTION 9. Vacancies among Parish Officers. When a vacancy occurs among Parish Officers, the Vestry shall elect, as soon as possible, a qualified communicant of the Parish to fill such vacancy by a majority vote of the Vestry. The successor so

elected shall serve until the term of the Parish Officer replaced shall have expired.

SECTION 10. Removal of Vestry members. Should a Vestry member or church officer, without prior notice to the Rector or Senior Warden, fail to attend three (3) Vestry meetings within the period of one calendar year, the Vestry may consider asking such person to resign, or may declare the office vacant.

SECTION 11. Record books. The Vestry shall provide a Parish register in which shall be recorded the date and place of all baptisms, confirmations, marriages, and burials occurring at the Parish; a proper minute book, suitable account book or books, and an enrollment record, all in such permanent form as the Vestry shall decide. The Vestry shall see that the appropriate entries are made in such record books promptly and properly, in accordance with Episcopal Church and Diocesan Canons. The Vestry shall also see that the record books are carefully preserved. The Vestry shall maintain current copies of the Episcopal Church and diocesan constitution and canons, either in hard copy form or access to them through the Internet.

SECTION 12. Parochial Report. The Annual Parochial Report (National Canon I.6.1), as prepared by the Rector and lay leaders of this Parish, shall be approved by the Vestry before it is submitted to the Bishop of the Diocese of Easton on or before March 1 of each calendar year.

SECTION 13. Power to call Rector. Subject to the Episcopal Church and Diocesan Canons, the Vestry shall have power and authority, by a majority vote of all its members, to call a priest to be the Rector of the Parish and to set out the terms, conditions and provisions of the Rector's employment.

SECTION 14. Other powers. The Vestry shall have such other powers and perform such other duties not set forth herein as may be required by the laws of Maryland and any Episcopal Church or Diocesan canonical mandate.

SECTION 15. Personal liability of Vestry members and Parish officers. In order to provide Vestry members and Parish officers with protection against personal liability, the Vestry shall purchase liability insurance in conformity with Section 5-406 of the Courts & Judicial Proceedings Article of the Annotated Code of General Public Laws of Maryland.

SECTION 16. Contracts. No parish officer or member of the Vestry shall make any contract or obligate the Parish in any way unless a policy for the undertaking is previously approved by the Vestry and properly recorded in the minute book by the Registrar.

SECTION 17. Vestry members and officers to hold office. All Vestry members and Parish officers, whenever and however elected or appointed, shall hold office until their successors are elected and have qualified.

SECTION 18. Nominating Committee. The nominating committee for Vestry members and delegates to any Diocesan Convention shall consist of at least three, but not more than five, persons qualified to vote at the annual parish meeting, of which at least one shall be a vestry member. The Rector will review the nominations to ensure that they meet the qualifications for Vestry members and delegates. The list of nominees shall be published to the parishioners no later than thirty (30) days before the Annual Parish Meeting. Parish communicants in good standing may make other nominations. Such nominations must be made at least fifteen (15) days prior to the Parish Annual Meeting and submitted in writing to the Rector, or in his or her absence to the Senior Warden. No nomination may be made without the expressed consent of the nominee.

ARTICLE 5

VESTRY MEETINGS

SECTION 1. Organizational meeting. A meeting of the Vestry shall be called by the Rector or Registrar within thirty days (30) after the Annual Parish Meeting. The first

item of business shall be the administration of the oath of office to the newly elected Vestry members. The Senior Warden, Junior Warden, Treasurer, and Registrar shall also be elected by the Vestry at this organizational meeting.

SECTION 2. Regular meetings. Meetings of the Vestry shall be held on a date to be determined by the Vestry. Such meetings shall be held at least quarter annually.

SECTION 3. Special meetings. Special meetings of the Vestry may be called at any time on at least twenty-four (24) hours' notice given to the members by the Rector, or by the Senior Warden if the position of Rector is unfilled; or by action of the majority of the members of the Vestry.

SECTION 4. Quorum. At any regular or special meeting of the Vestry, a majority of the elected members of the Vestry, in addition to the Rector, if he or she shall attend, shall constitute a quorum for the effective transaction of business.

SECTION 5. Telephones and Electronics.

a) Electronic voting (e-voting) by the Vestry for general purposes to include but not limited to special items that must be decided between Vestry meetings is expressly permitted. Guidelines for such electronic voting shall be established by the Vestry.

b) Attendance at regular or special Vestry meetings is encouraged to be in person. However, with prior consent of the Rector and/or the Senior Warden, one or more Vestry members may participate in any Vestry meeting by telephone conference call or by other electronic means, provided that all comments made by all Vestry members are available to all other Vestry members.

SECTION 6. Presiding officer. The Rector, or such other member of the Vestry designated by the Rector, shall preside at all Vestry meetings, and shall ascertain the votes of the Vestry on all questions. Should the Rector and any person designated by

the Rector to preside not be present, the Senior Warden shall preside, and if both shall be absent, the Junior Warden shall preside. If none of the foregoing be present, then such member of the Vestry as the majority thereof present shall designate, shall preside.

SECTION 7. Order of business. The regular order of business of Vestry meetings shall be determined by the Vestry.

ARTICLE 6

PARISH OFFICERS AND THEIR DUTIES

SECTION 1. Powers, duties and obligations of the Rector. The Rector under the authority of the Bishop, shall have exclusive charge of all things pertaining to the spiritual interests of the Parish; shall order the worship of the Parish church and all that accompanies it; may appoint fit persons for the performance of such duties as may be properly assigned to others; and shall at all times be entitled to the use and control of all Parish buildings with the appurtenances and furniture thereof for the purpose of that office. The Rector shall make, or cause to be made, promptly and properly, all entries in the Parish register, and shall be responsible for the safekeeping of the same, shall perform such other lawful acts from time to time as may be required in the official capacity as Rector, as well as such other duties and obligations as may be required by any Episcopal Church or diocesan canonical mandate. The Rector shall have power, by and with the consent of the Vestry, to appoint one or more assistant ministers on like terms, conditions, and provisions as those of the Rector.

SECTION 2. Power and duties of the churchwardens. As the ranking lay officers of the Parish, the wardens shall assume the major responsibility for the operation of the parish in the absence of the Rector. They shall promptly notify the ecclesiastical authority of the Diocese of a vacancy in the Parish rectorship. They shall perform such other lawful duties as may be required by the Bylaws or by any Episcopal Church or Diocesan canonical mandate, as well as such duties as the Rector or Vestry may from

time to time request.

SECTION 3. Powers and duties of the Registrar. The Registrar, as secretary to the Vestry, shall take down and record, or cause to be taken down and recorded, the minutes of the Vestry and parish meetings, including all resolutions and other matters proper to be recorded. In the absence or inability of the Rector so to do, the Registrar, subject to the authority of the Vestry, shall have and perform all the duties of the Rector with respect to the parish register. In the absence or disability of the Rector so to do, the Registrar shall enter, or cause to be entered, in the enrollment record, the names of all adult persons of the parish entitled to enrollment pursuant to the provisions of Article II of these By-laws. The Registrar, or if absent, one of the churchwardens, shall certify the election of lay delegates to Diocesan conventions pursuant to the Diocesan Canons. The Registrar shall preserve all records, seals, documents, and other papers belonging to the Parish not in the care of the Rector or Treasurer, and shall deliver the same immediately into the hands of his or her successor. The Registrar shall have and perform such other powers and duties as the Vestry may from time to time delegate to or require of him/her, as well as such duties as may be required by any Episcopal Church or Diocesan canon.

SECTION 4. Powers and Duties of the Treasurer. The Treasurer shall direct the receipt and disbursement of all Parish monies from whatever source the same shall be derived or received. Such moneys shall be deposited by the Treasurer, or other persons designated by the Treasurer, in the name of the Vestry in such depositories as the Vestry may direct, subject to the check of the Treasurer, or such member of the Vestry, jointly or otherwise, as the Vestry may, from time to time direct. All securities and other intangible property owned by the Parish as well as other valuable documents and instruments of writing shall be deposited by the Treasurer in the name of the Vestry in such safe deposit box as the Vestry may direct, subject to withdrawal by the Treasurer, or such member of the Vestry, jointly or otherwise, as the Vestry may from time to time prescribe. No money shall be expended for any purpose unless authorized by the Vestry; ordinary recurring expenditures may be authorized from time to time as they

occur. All expenditures included in any budgets approved by the Vestry shall be considered authorized. The Treasurer shall render a report to each regular Vestry meeting of the receipts and disbursements of the Vestry funds. The Treasurer's accounts shall be audited as required by Episcopal Church and Diocesan canons. The Treasurer shall have and perform such other powers and duties as the Vestry may from time to time delegate or require. With the consent of the Vestry, the Treasurer may appoint an Assistant Treasurer to assist in the duties assigned to the Treasurer, or to represent the Treasurer as needed.

ARTICLE 7

COMMITTEES OF THE VESTRY

SECTION 1. Standing committees. The Standing Committees of the Vestry shall be determined from time to time by the Vestry, and shall at least comprise a Property Committee, a Finance Committee, a Nominating Committee as set forth in Article 4, and an Audit Committee. The Senior Warden and Treasurer shall be members of the Finance Committee; the Junior Warden shall be a member of the Property Committee. The Senior Warden shall be a member of the Audit Committee.

ARTICLE 8

ALIENATION OF PROPERTY

No Rector, Vestry member, or Parish officer, acting individually or in the name of the Parish, shall encumber or alienate the real property of this Parish or any part thereof without the written consent of the Bishop and Standing Committee of the Diocese.

ARTICLE 9

AMENDMENT OF BY-LAWS


These Bylaws may be adopted, amended, modified or repealed at any annual or special

Parish meeting by a favorable vote of the two-thirds (2/3) of the qualified voters present, provided however, that the proposed amendment or amendments have been delivered in writing to all qualified voters at least fifteen (15) days prior to such meeting. Upon the adoption of these Bylaws, all previous Bylaws are repealed.

Reviewed by the Diocesan Committee on Constitution and Canons and certified to be consistent with and conform to the laws of Maryland and the Constitution and the Canons of the Episcopal Church and the Diocese of Easton.

ADOPTED BY ST. PAUL'S PARISH AT ITS ANNUAL MEETING ON JANUARY 31, 2016.

ATTEST:



RECTOR



REGISTRAR