

BY-LAWS
of
THE VESTRY OF ST. JAMES' PARISH,
ANNE ARUNDEL COUNTY, MARYLAND

Preamble: These By-Laws are adopted pursuant to the authority granted by Article 23, Section 275(d) of the Annotated Code of Maryland relating to religious corporations affiliated with The Episcopal Church in the Diocese of Maryland. These By-Laws shall govern the corporate and temporal affairs of the parish or separate congregation herein below named, subject to the Public General Laws of the State of Maryland, to the Constitution and Canons of The Episcopal Church and to those of the Diocese of Maryland.

ARTICLE I – Members

Section 1. Ordinary Members. All persons who regard St. James' Parish, Lothian, Anne Arundel County (hereinafter called the "Parish"), as their regular place of worship shall be Ordinary Members of the Church.

Section 2. Voting Members. Every person not less than sixteen years of age who is an Ordinary Member of the Church and is a member in good standing in The Episcopal Church and enrolled as such in the records of the Parish, shall be a Voting Member thereof, with the right to vote pursuant to the provisions of these By-Laws.

The Rector shall maintain a current list of members in good standing, determined in his/her best judgment according to the Canons of The Episcopal Church. In the event of any dispute as to the 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 or Ecclesiastical Authority of the Diocese, the matter shall be referred to a panel of three arbitrators, members 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 Parish during the month of January at a time and date determined by the vestry and at which all Ordinary Members shall be welcome to attend but shall have no vote. The business to be transacted at the annual meeting of Voting Members shall include the ratification/election of Vestry Members, consideration and action upon reports of the Rector, Officers, Vestry Members and 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, a special meeting of the Voting Members, which all Ordinary Members shall be welcome to attend, 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 (12) Voting Members filed with the Rector, or in his/her absence, 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 of the Church at 1:00 p.m., unless another time or place is 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 publication in the weekly bulletin of the Church, if there be such a bulletin, in not less than two issues immediately 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. Voting by proxy will not be permitted. 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 of Article I of these By-Laws, shall be eligible to serve as Vestry Member, providing that, at the time of ratification/election, he or she shall have been a Voting Member for at least six (6) months immediately preceding the ratification/election.

Section 2. Number and Term of Office. The Vestry of the Parish shall consist of the Rector and nine (9) lay members chosen from among the Voting Members. The Rector shall have only a casting vote in the event of a tie. Of the nine (9) lay members, three (3) new Vestry Members shall be ratified/elected each year and shall serve three-year terms. A lay member shall take office as Vestry Member immediately upon his/her ratification/election. No lay member shall be eligible for re-nomination to the Vestry for a period of two years after his/her term has expired; provided, however, that prior service on the Vestry in filling a vacancy shall not be considered a disqualification for re-nomination. A Youth Representative to the Vestry will be appointed by the Rector in consultation with the Youth and Young Adult leaders, but will not have a vote on the Vestry. The Senior and Junior Wardens, if not Vestry Members, shall be Ex-Officio Members of the Vestry, entitled to vote, and be counted toward a quorum. When a Warden is also a member of the Vestry he/she shall only be entitled to one vote and be counted only once for purposes of quorum.

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

At least three (3) months in advance (October) of each annual meeting (January), the

Senior Warden shall appoint a Nomination Committee consisting of five (5) Members: the Rector, the Senior Warden, and the outgoing members of the Vestry. Another member of the Vestry may be appointed to the Committee if one of the outgoing members of the Vestry is not able to serve. The Nomination Committee within the first month shall provide a letter to the Parish announcing the prospective vacancies on the Vestry and invite all eligible Voting Members, who feel called to consider serving on the Vestry or in other role in the church and learning about the duties and participation and leadership expectations of Vestry Members, to attend one of the Leadership Workshops to be held in November. The letter will also request Parish members to submit to the Nomination Committee the names of Voting Members they consider appropriate to encourage to attend a Leadership Workshop so an additional invitation may be made to them. The Leadership Workshops shall be publicized in the Bulletin and by any other methods deemed appropriate by the Rector and Senior Warden.

After the Leadership Workshops are completed, the Nomination Committee nominates to the Vestry at least one (1) month (December) prior to the Annual Meeting (January) the Voting Members who, having attended the Leadership Workshop, are called to offer themselves for Vestry service. The Vestry shall immediately make known to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of those so nominated at least ten (10) days prior to the Annual Meeting.

Section 4. Ratification/Election. At the Annual Meeting in January, the Rector or Senior Warden will introduce those persons who are being presented by the Nomination Committee for service as Vestry Members. The call of the Vestry Members shall be ratified/elected at the annual meeting by a majority of the Voting Members present and voting. Voting by proxy shall not be permitted and no nominations will be accepted from the floor. If

the Voting Members called equal the number of Vestry members whose terms are expiring and any vacant positions, the Voting Members present at the Annual Meeting will ratify them by a majority vote. If a sufficient number of Voting Members are not called to serve on the Vestry, the Vestry will appoint a sufficient number of Voting Members to the Vestry to fill the vacancies for a one-year term. Voting Members who have failed ratification in the current year may not be appointed by the Vestry. If the Voting Members called exceeds the number of vacancies on the Vestry, an election must be held. The ballot for the election shall clearly indicate that the number of votes to be cast shall not be less than or greater than the number of vacancies to be filled. No one shall vote for the same person more than once. Members of St. James' Parish otherwise meeting the eligibility requirements may vote by absentee written ballot. Absentee written ballots will contain the same information as ballots used in the annual meeting. Such ballots will be available ten (10) days in advance of the annual meeting upon request made to the St. James' Parish Office. In order to be counted in the election process at the annual meeting, written absentee ballots must be received in the St. James' Parish Office by close of business on the Friday preceding the annual meeting in which the ballot is being cast. Absentee ballots will only be counted for the first ballot in any election. Members voting by absentee ballot who are then able to attend the meeting may not vote in the first round of voting. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected.

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 person 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 ratification/election by the manner provided in Section 3 above.

Section 6. Duties and Powers. The Vestry shall act as trustees for the Church in accordance with the public general laws of the State of Maryland regulating religious corporations affiliated with The Episcopal Church of the Diocese of Maryland and shall have and exercise all corporate powers and privileges of the Church under such laws. A Vestry Member absent for three (3) or more consecutive regular monthly meetings, unless due to illness or permission from the Senior Warden, may be replaced in accordance with the procedures in Section 5 above.

Section 7. Meetings. Regular meetings of the Vestry shall be held on the third Monday of each month of each and every year, unless the Vestry votes to suspend or postpone such meeting or adopts a different meeting schedule by formal action. Special meetings may be held at any time or place on call by the Rector or by not less than one-third of the number of Vestry Members. Notice of the time and place of all meetings and of the purpose of all special meetings shall be given to each Vestry Member in person, electronically or by telephone not less than twenty-four (24) hours preceding the meeting or by mail posted not less than ten (10) days preceding the date of such meeting. No business shall be transacted at special meetings except that specified in the notice. At the discretion of the Rector and/or the Senior Warden, Vestry Members may participate in any meeting in person or by any means of communication by which all Vestry Members participating may simultaneously hear each other during the meeting. For purposes of determining a quorum, the Rector and/or the Senior Warden may adopt procedures at his/her discretion to ascertain the presence of Vestry Members participating by telephone.

Section 8. Quorum and Presiding Officer. Five (5) lay Vestry Members including Ex Officio Vestry Members and the Rector, if present, or six (6) lay Vestry Members and Ex Officio Vestry Members, if the Rector is 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 or his/her designee shall preside at all meetings of the Vestry at which he/she shall be present. In the absence of the Rector, the Senior Warden, or in his/her absence the Junior Warden, shall preside. The presiding officer may vote only in case of a tie, or if he/she is also a Vestry Member.

ARTICLE III – Officers

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

Section 2. Election. The Senior Warden, Junior Warden, Registrar and Treasurer shall be elected annually by a majority vote at the first meeting of the Vestry held after the annual meeting. The Wardens, elected as above, shall hold two (2) year terms which shall not coincide. Officers must be Voting Members of the Church and may, but need not, be members of the Vestry. Any vacancy in any office shall be filled for the unexpired term thereof by the Vestry. The Chancellor shall be appointed by the Rector, with the approval of the Vestry, for an indefinite term.

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. He/she, or his/her designee shall preside at all meetings of the Vestry at which he/she 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, he/she shall continue to serve until his/her 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.

Section 4. The Church Wardens. The Senior Warden shall serve as lay consultant and adviser to the Rector and shall perform such other duties as may be assigned to him/her by the Vestry. He/She shall be the senior lay officer of the Church. He/She may succeed himself/herself for one (1) term. The Junior Warden shall have general responsibility for the supervision and maintenance of all Church property, real and personal (other than securities and cash), and shall perform such other duties as may be assigned to him/her by the Vestry. He/She may succeed himself/herself for one (1) term.

Section 5. The Registrar. The Registrar shall have custody of the corporate seal of the Church. He/She shall record the minutes of all meetings of the Vestry and of the Voting Members in a suitable minute book that shall be maintained in the Church office. He/She shall be charged with the responsibility of keeping up-to-date at least two (2) copies of the By-Laws which shall be open to inspection in the Church office at reasonable business hours by any Ordinary Member or Voting Member of the Church. In addition, the Registrar shall perform such other duties as may be assigned to him/her by the Vestry.

Section 6. 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 monies received by the Church shall be delivered to the Treasurer, and all expenses and other payments shall be made by him/her or under his/her direction. He/She 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 7. Assistant Treasurer. The Vestry may at any time or from time to time elect one or more Assistant Treasurers who shall do, perform and assist in such duties of the Treasurer

as he/she may assign to them.

Section 8. Chancellor. The Rector may in his/her discretion appoint a Chancellor with the consent of the Vestry. He/She shall be a Member in good standing of the Maryland Bar. He/She shall have no vote nor be counted for quorum by virtue of this office solely.

Section 9. Other Officers. Such other officers as may be 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.

Section 11. Voting rights of Officers. The two Wardens, if they are not members of the Vestry, shall have the right to vote at Vestry meetings on all questions. No other officers shall have the right to vote unless they are also members of the Vestry.

ARTICLE IV – Committees; Diocesan and Regional Council Delegates

Section 1. Designation by Vestry. The Vestry or Rector may designate regular and special committees for such purposes as may be indicated in the resolution or resolutions providing therefore Committee appointments shall be made by the Rector with the advice and consent of the Vestry or by the Vestry or other person or persons to whom the Vestry may, by its resolutions, give such power of appointment.

Section 2. Election of Lay Delegates. At least six (6) months (November) prior to each annual meeting (May) of the Convention of the Diocese of Maryland, the lay delegates from the Church to the Convention and to the Regional Council with which the Church is affiliated shall be elected by the Vestry.

ARTICLE V – Fiscal Matters

Section 1. Fiscal Year. The fiscal year of the Church begins on January 1 of each 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. Any expenditure not specifically provided for in the current annual budget of the Church must be approved in advance by the Vestry with the following exception: The Junior Warden in the exercise of his/her duties may expend up to \$1,000 in his/her discretion. With the consent of two (2) other officers he/she may expend up to \$2,500. A majority vote of the Vestry is necessary for expenditures of more than \$2,500. All expenditures shall be reported to the Vestry at the next meeting following or may be deemed disapproved.

Section 4. Audit. The financial books and records of the Church shall be audited annually by a certified public accountant or committee of three (3) parishioners, not including the Treasurer, chosen by the Vestry. Such audit shall be submitted to the Vestry within sixty (60) days following the close of the fiscal year of the church 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 – Amendment to By-Laws

These By-Laws 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 By-Laws]

[These By-Laws 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 members of the Church over the age of sixteen (16) for favorable action at any annual meeting of such members or at any special meeting called for that purpose. Copies of these By-Laws shall be reproduced and made available to such members for their inspection at least ten (10) days prior to the meeting at which they shall be submitted for approval. If ratified by a two-thirds vote of the membership attending such meeting, they shall stand adopted. This Article, being of a transitory nature, shall stand repealed immediately upon adoption of these By-Laws.]

(These By-Laws were last revised at the Annual Parish Meeting on January 24, 2010.)