

BYLAWS OF ST. JOHN'S PARISH, MOUNT RAINIER, MARYLAND
Adopted at the Annual Meeting of the Parish on January 19, 2003,
as amended at a Special Meeting of the Parish on May 6, 2007

ARTICLE I. GENERAL

Section 1. Introduction. These bylaws provide for the governance of St. John's Parish, Mount Rainier, Maryland, in accordance with all applicable Federal and State laws, and with the Canons, doctrines, and disciplines of the Protestant Episcopal Church in the United States, also known as the Episcopal Church, and those of the Diocese of Washington.

Section 2. Definitions. Unless otherwise provided herein, as used in these bylaws,

- a. "the Parish" shall mean St. John's Parish, Mount Rainier, Maryland.
- b. "the Canons" shall mean the Canons of the Episcopal Church and of the Diocese of Washington.
- c. "Vestryperson" shall mean Vestryman as used in the Maryland Vestry Act, and the Canons.

ARTICLE II. MEMBERS ENTITLED TO VOTE

Section 1. Qualifications. Members entitled to vote in any Annual or Special Meeting of the Parish are those persons who -

- a. are at least 18 years of age;
- b. are baptized;
- c. have their membership duly recorded in this Parish;
and
- d. are contributors of record (as defined in Art. II, Sec. 2, below);
and
- e. are not carried on the books of another parish as voting members thereof

Section 2. A "contributor of record" is a person who meets the requirements of one or both of the following provisions (*i.e.*, 2.a. and/or 2.b.) for the 6 months prior to the date of the Annual Meeting:

- a. The individual shall have contributed financially to the Parish. Financial contributions shall be determined by a review of Parish financial records during the creation of the voters list.
- b. *AND/OR* the individual shall have contributed his/her time or other resources to the life of the Parish or its outreach missions, as demonstrated by a signed statement from the contributor, to be verified by the Rector and the chairperson of the committee on which (or with which) the contributor served.

Section 3. Voters list.

- a. A preliminary list of qualified voters shall be published by the Vestry and displayed in a prominent place in the Parish at least 60 days prior to the Annual Meeting.
- b. The list shall be updated until 31 days before the Annual Meeting, at which point it shall be closed.
- c. Any individual who believes he/she should be placed on the voters list shall provide to the Clerk of the Vestry sufficient information upon which to determine if the individual meets the qualifications in paragraph 1, above, not later than 45 days prior to the Annual Meeting. The Vestry shall make the final determination regarding the individual's inclusion on the list, in conjunction with the recommendation of the Clerk and the office of the Treasurer.
- d. A packet with pertinent information shall be prepared and distributed to each member deemed eligible to vote at the Annual Meeting.

ARTICLE III. PARISH MEETINGS

Section 1. Annual Meeting.

- a. There shall be a meeting of the Parish at least once in each calendar year, designated as the Annual Meeting.
- b. The date, time, and place of the Annual Meeting shall be determined by the Vestry and shall be contained in a notice of Annual Meeting to be made in accordance with Section 3 of this Article. If, however, the Vestry fails to fix the date, time, and place of an Annual Meeting during the first eleven months of any calendar year, an Annual Meeting shall be held at the Parish Church on the first Monday night following the first Sunday in December.
- c. Nominations and elections procedures are at Article IX, below.

Section 2. Special Meetings. Special Meetings of the Parish may be called by the Rector, or by vote of a majority of the Vestry, or by written petition signed by at least 10 persons who qualify as voters under Art. II, Sec. 1, of these bylaws.

Section 3. Notice of Meetings.

- a. Written notice of the date, time, and place of any Annual or Special Meeting of the Parish, and in the case of a Special Meeting, of the purpose for which the meeting is called, shall be published in the Parish bulletin on the Sunday that is not less than 35 days prior to such meeting. This same notice shall be published in the Parish newsletter mailed to Parish members at least one month prior to the month in which the meeting will be held.
- b. If any change to the bylaws is going to be presented for action at a Parish meeting, notice of such change, including the proposed change and an explanation of it, shall be provided not less than 30 days prior to the meeting.
- c. Additional notice of a meeting may be provided by direct mail to all known Parish members of record, electronic mail, additional publication in Parish bulletins, or by other means; however, the use or lack thereof of such additional means of notice does not affect the validity any meeting held by the Parish.

Section 4. Quorum.

- a. A quorum at any Annual or Special Meeting of the Parish shall be thirty percent (30%) of those members entitled to vote.
- b. A homebound Member may request an absentee ballot and may vote on any issues presented to the Annual or Special Meeting; however, the absentee ballot shall not count towards the determination of a quorum.

Section 5. Voting.

- a. A simple majority of the quorum present at any Annual or Special Meeting of the Parish shall be necessary for the adoption of matters voted upon by the members, except as provided below.
- b. A two-thirds majority of the quorum present shall be necessary for the amendment, modification, or repeal of any bylaws.

Section 6. Presiding Officer.

- a. The presiding officer at all meetings of the Parish shall be the Rector, if present.
- b. The Senior Warden, if present, shall preside in the Rector's absence.
- c. The Junior Warden, if present, shall preside in the absence of the Rector and Senior Warden.
- d. In the absence of the Rector or a Warden, the Vestry shall elect the Presider by majority vote; except that if the rectorship is vacant, the Bishop shall preside, if present.

Section 7. Elections at the Annual Parish Meeting.

a. Delegates.

(i) The Parish Delegate(s) and Alternate Delegate(s) to the Diocesan Convention shall be elected to one-year terms. If the Annual Meeting occurs in January, the term shall begin on February 1 of the year of election. If the Annual Meeting occurs in a month other than January, the term shall run from the date of the Annual Meeting to the date of the next Annual Meeting.

(ii) If a Delegate or Alternate resigns or otherwise vacates the position before the end of the term, the Vestry may appoint a successor to fill out the unexpired term.

b. Wardens.

(i) A Senior Warden shall be elected in odd-numbered years for a two year term.

(ii) A Junior Warden shall be elected in even-numbered years for a two year term.

c. Vestrypersons.

(i) Each Vestryperson shall be elected for a term of three years; provided, however, that in the event that the number of Vestrypersons is increased, the initial terms of service of such seats shall be graduated in one year increments to ensure that the seats are subsequently filled in succeeding years.

(ii) An elected Vestryperson shall be eligible for immediate re-election for one additional term, or for appointment to a vacant Vestry position for a period not to exceed one full term.

d. Youth Representative to the Vestry.

(i) The Parish shall elect a Youth Representative to the Vestry for a one year term.

(ii) The Youth Representative must be fifteen, sixteen or seventeen years of age at the time of his or her election, and, excluding age, meet the requirements of Art. II, Sec. 1.

e. Qualifications.

(i) Delegates. Any confirmed member of the Parish entitled to vote (Art. II, Sec.1, above) may be elected as Delegate.

(ii) Wardens and Vestrypersons. To be qualified to be elected as a Warden or Vestryperson, a person must meet basic voter eligibility (Art. II, Sec. 1, above) and, in addition, must have been confirmed, had his or her membership in the Parish recorded not less than one year prior to the date on which the voters list is first published for the Annual Meeting at which the person seeks to be elected, and must have been a contributor of record during that year.

(iii) A person appointed to fill a vacant Delegate, Warden, or Vestryperson position must meet the qualifications for that position on or before the date of such appointment.

Section 8. Limitations on Service; Computation of Years.

a. Any person who, at the expiration of his or her current term (whether elected or appointed), will have served on the Vestry in any capacity for six or more consecutive years, shall be ineligible to be elected or appointed to a position on the Vestry until at least one year has elapsed.

b. A year as used in this article in computing the term of office of a Delegate, Warden, or Vestryperson shall be the period of time between consecutive Annual Meetings beginning with the date of the Annual Meeting at which such Delegate, Warden, or Vestryperson is elected.

c. A person who has served on the Vestry in any capacity for more than 180 days during any year shall be deemed to have served the entire year for purposes of computing the number of consecutive years of Vestry service.

ARTICLE IV. THE VESTRY

Section 1. Composition.

a. The Vestry shall consist of the Rector, the Senior Warden, the Junior Warden, nine regular lay Vestrypersons and one Youth Representative.

b. All members of the Vestry have voice and vote, except that the Youth Representative shall not have a vote on the acceptance of any contractual obligation of the Vestry.

Section 2. Vacancies.

- a. In the event of a vacancy in the position of Vestryperson, Senior Warden, or Junior Warden, a majority of the Vestry may appoint from qualified members of the Parish, a successor to fill the vacancy until the next occurring Annual Meeting.
- b. Whether or not a vacancy is filled by appointment by the Vestry, the vacancy shall be filled by election at the next occurring Annual Meeting.
 - (i) If the term of the vacancy expired at or before the Annual Meeting, the vacancy shall be filled through regular election proceedings.
 - (ii) If the term of the vacancy had not expired by the Annual Meeting, the person elected to fill the vacancy shall serve out only the unexpired term of the vacancy.
- c. Service by appointment by the Vestry to fill a vacancy on the Vestry shall not render a person ineligible for election to the Vestry at the next Annual Meeting, unless the person will have exceeded the limitation of six consecutive years of Vestry service by the time of that Annual Meeting.
- d. A Vestry member may be removed from office if said member has missed three (3) meetings in a calendar year, and the majority of the remaining Vestry members vote for his/her removal. Any member of the Vestry who is removed from the Vestry shall not be eligible for election to the Vestry either by an Annual Meeting or by the Vestry until more than one year has expired following the date of his or her removal. By being removed from the Vestry, such member is also removed from any office of the Vestry.

Section 3. Vestry meetings.

- a. A regular meeting of the Vestry shall be held at least once each month, except for the months of July and August, to transact the business of the Parish, at such place and time as the members may deem necessary.
- b. Meetings of the Vestry may be called by the Rector, the Senior Warden, the Junior Warden, or one-third of the regular Vestrypersons, upon not less than three days' notice; however, the time for this notice may be shortened by waiver of the majority of the Vestry at any meeting.
- c. The agenda shall be established by the Rector in consultation with the Wardens; however, any member of the Vestry may request that an item be placed on the agenda.
 - (i) Requested agenda items received by the Rector not later than 48 hours prior to the meeting shall be placed on the agenda unless the Rector determines that time is not available for the item.
 - (ii) A majority of the Vestry may vote to accept an item on the agenda despite a late submission or the Rector's prior determination that time is not available. Such item shall be placed last on the agenda unless the Rector determines that it should be addressed sooner.
- d. A quorum at any Vestry meeting shall consist of six members of the Vestry.
- e. An act of the majority of the members of the Vestry present at a Vestry meeting at which there is a quorum shall be the act of the Vestry.
- f. The Youth Representative shall not be counted toward a quorum during any Vestry meeting.

Section 4. Presiding officer of the Vestry.

- a. The Rector, if present, shall preside at all meetings of the Vestry.
- b. In the absence of the Rector, the Senior Warden shall preside, if present.
- c. In the absence of the Rector and Senior Warden, the Junior Warden shall preside, if present.
- d. In absence of the Rector and Wardens at a Vestry meeting, the majority of the Vestry shall select a Vestryperson to preside at that meeting.
- e. If the Rectorship is vacant, the Bishop, if present, shall preside.

Section 5. Duties and Actions of the Vestry.

- a. The duties of the Vestry include responsibility for management of Parish assets, decisions regarding financial obligations and contractual matters, participation in Annual and Special Parish Meetings, and such other duties as are consonant with applicable Federal and State law, and with the Canons of the Episcopal Church and the Diocese of Washington.
- b. The Vestry shall ensure that payment of clergy salaries takes priority over all other charges on Parish income.
- c. The Vestry shall ensure that payment of compensation to lay employees takes priority over all other charges on Parish income except the payment of clergy compensation.
- d. Unless otherwise prohibited by law, the actions or obligations undertaken by a majority vote of the Vestry shall be deemed actions of the Parish.

ARTICLE V. PARISH OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Rector.

- a. In addition to the duties and responsibilities specified in the Canons and in *The Book of Common Prayer*, the Rector shall be the Chief Executive Officer of the Vestry and shall oversee implementation of its decisions.
- b. The Rector shall make decisions regarding the administration of the Parish for the Vestry between Vestry meetings and in emergencies. Such decisions shall be reported to the Vestry (and, if necessary, presented for ratification by the Vestry) at the next Vestry meeting.
 - (i) Any emergency expenditure shall be presented as soon as possible to the Executive Committee, which shall have power to ratify the expenditure.
 - (ii) If the Executive Committee refuses to ratify all or part of the expenditure, it must be presented to the Vestry for ratification at the next Vestry meeting.
 - (iii) If the Vestry refuses to ratify all or part of the expenditure, the Rector shall reimburse the Parish the unratified amount.
- c. Nothing in these bylaws shall be construed as limiting in any way the Rector's authority over and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish.

Section 2. Wardens.

- a. The Senior Warden shall assist the Rector in the administrative duties and responsibilities of the Parish, as these are mutually agreed upon between the Rector and Senior Warden. The Senior Warden shall also perform the duties of the Junior Warden in his/her absence.
- b. The Junior Warden shall have oversight over the maintenance and upkeep of church property and shall also perform the duties of the Senior Warden in his/her absence.
- c. The Senior and Junior Warden each shall have the authority, after consultation with remaining members of the Executive Committee, to approve emergency expenditures for the benefit of the Parish (e.g., unanticipated urgent building repairs).
 - (i) Any emergency expenditure shall be presented as soon as possible to the entire Executive Committee, which shall have power to ratify the expenditure.
 - (ii) If the Executive Committee refuses to ratify all or part of the expenditure, it must be presented to the Vestry for ratification at the next Vestry meeting.
 - (iii) If the Vestry refuses to ratify all or part of the expenditure, the Warden who expended the funds shall reimburse the Parish the unratified amount.

Section 3. Treasurer.

- a. The Vestry shall elect a Treasurer of the Parish who may or may not be a member of the Parish and/or the Vestry. If the Treasurer is not a Vestry member, the Treasurer shall have voice but not vote.

b. The term of office, extent of authority, and duties of the Treasurer shall be as prescribed by resolutions of the Vestry. These resolutions shall be recorded by the Parish Clerk and shall be made available to any member of the Parish upon request.

c. If the Vestry appoints a Finance Committee, the Treasurer shall be its co-chair.

Section 4. Clerk.

a. The Vestry shall elect a Clerk who may or may not be a member of the Parish and/or the Vestry. If the Clerk is not a Vestry member, the Clerk shall have voice but not vote.

b. The term of office and extent of authority of the Clerk shall be as prescribed by resolutions of the Vestry. These resolutions shall be recorded by the Clerk, under supervision by the Rector, and shall be made available to any member of the Parish upon request.

c. The Clerk shall keep the record of all voting members of the Parish.

d. The Clerk shall attend Vestry and Parish meetings, keep records of each meeting, receive correspondence on behalf of the Vestry, and perform other duties for the benefit of the Parish as assigned by the Vestry or the Rector.

Section 5. Executive Committee.

a. There shall be an Executive Committee of the Vestry made up of the Rector, Senior Warden, Junior Warden, Treasurer, and Clerk.

b. Executive Committee shall monitor the regular business and management of the Parish, discuss and prepare the agenda for each Vestry meeting, respond to emergency situations/business matters, and assist the presiding officer as he/she deems necessary in Parish management and in the conduct of Vestry meetings.

c. The Executive Committee shall not operate to relieve the Vestry of any responsibility otherwise imposed upon it by civil or canon law.

ARTICLE VI. STANDING COMMITTEES

Section 1. The Vestry shall appoint Standing Committees as follows:

a. Stewardship and Evangelism:

- (i) Plan, implement and evaluate a year-round stewardship program for the entire parish
- (ii) Annually canvass the parish for financial pledges
- (iii) Submit an annual estimate of receipts from pledges to the Budget & Finance Committee
- (iv) Develop alternate ways to increase ongoing contributions of time, talent and treasure for the support of the ministry
- (v) Recruit and integrate new members into the parish
- (vi) Welcome visitors and introduce them to our church

b. Budget and Finance:

- (i) Prepare an annual parish budget for submission to the Vestry for approval and presentation at the Annual Parish Meeting
- (ii) Assess the parish's funding needs and identify priorities
- (iii) Recruit and train persons to count and deposit all incomes of the parish
- (iv) Assist the Treasurer in preparing and presenting financial reports to the Vestry
- (v) Secure the annual audit and conduct periodic reviews of insurance and unusual costs or expenses
- (vi) Supervise the overall finances of the parish

c. Buildings and Grounds:

- (i) Maintain, repair and improve parish property including yards and sidewalks
- (ii) Make regular surveys of parish property and take inventory of the same at least once a year
- (iii) Provide for proper housekeeping and accountability for all church property
- (iv) Ensure that the property is adequately insured according to current market standards
- (v) Oversee the rental and use of parish facilities

d. Fundraising and International:

- (i) Coordinate the activities of parish organizations that are intended to generate income
- (ii) Research, evaluate and initiate suggestions for fundraising for special projects
- (iii) Implement and oversee activities that celebrate the cultural diversity of the parish

e. Investment

- (i) Research and recommend to the Vestry opportunities for investment of parish funds in real property, physical assets, notes, bonds, obligations of the United States or of any state or municipality, or preferred or common stocks of corporations listed on established Securities Exchanges.
- (ii) Act in a fiduciary capacity to invest, reinvest or change the investment of funds committed to it for investment by direction of the Vestry.

Section 2. With the exception of the Investment Committee, membership of any Standing Committee shall include at least five and not more than seven persons each, who are members of the Parish, and at least two of whom shall be members of the Vestry.

Section 3. The Investment Committee shall consist of three persons, who shall be members of the Parish, but need not be members of the Vestry.

Section 3. No member of the Vestry shall serve simultaneously on more than two Standing Committees.

Section 4. The provisions of Article VII following that apply generally to committees appointed by the Vestry shall also apply to Standing Committees.

ARTICLE VII. OTHER COMMITTEES

Section 1. In addition to Committees created by these bylaws, the Vestry may appoint other committees.

a. Each committee established by the Vestry shall be given specific directions concerning the mission of the committee and the scope of its authority and shall exercise the authority of the Vestry within the jurisdiction of the committee.

b. Each such committee shall include two or more Vestry members.

c. The Rector is an *ex officio* member of all Committees appointed by the Vestry.

Section 2. Each Committee chairperson shall provide a written report of the Committee's activities to the Clerk of the Vestry not less than 45 days prior to the Annual Meeting each year. Other reports shall be submitted to the Vestry upon its request.

Section 3. The appointment of a committee shall not relieve the Vestry of any responsibility imposed upon it by civil or canon law.

Section 4. This provision does not limit or otherwise affect the Rector's inherent authority to appoint such committees as he/she deems necessary to assist the Rector in the management of the Parish; however, such committees do not have the authority of the Vestry.

ARTICLE VIII. CLERGY

Section 1. The provisions of this Article incorporate by reference all required provisions of Section 6, Canon 25, of the Canons of the Episcopal Diocese of Washington concerning clergy qualifications, salary, contracts, and other related matters

Section 2. Rector.

a. When the rectorship becomes vacant, the Vestry shall, by a majority vote of the entire Vestry, call a new Rector.

b. The call of the Rector shall follow consultation with the Bishop, shall be in writing, and shall conform to the contractual and ecclesiastical requirements of Canon 25, Section 6, referenced above.

Section 3. Assistant Clergy. Assistant clergy may be called upon the nomination of the Rector in accordance with Canon 25, Section 6.

ARTICLE IX. NOMINATIONS AND ELECTIONS PROCEDURES

Section 1. Nominations for the Wardens, Vestrypersons and Delegates.

- a. The Vestry shall appoint a chair and at least two members as a Nominations Committee not later than 60 days prior to the Annual Meeting of the Parish.
- b. All members of the Vestry whose terms are expiring shall be asked to be members of the Nominations Committee. Only one member of the Nominations Committee may be a member of the Vestry whose term is not expiring; provided, however, that if no Vestryperson whose term is expiring chooses to be on the Nominations Committee, the Committee shall include two members of the Vestry whose terms are not expiring.
- c. The Nominations Committee shall receive nominations for the positions of Vestrypersons, Wardens, and Delegates to be filled at the Annual Meeting.
- d. Each nomination shall include a biographical sketch of the nominee, a second to each nomination, and signed acceptance of the nomination by the nominee.
- e. Nominations and seconds to nominations may be made only by members entitled to vote as provided in Art. II, Sec. 1 of these bylaws.
- f. Nominations must be received by a member of the Nominations Committee at least 30 days before the Annual Meeting. The nominations committee shall publish the nominations in the Parish bulletin on the Sunday occurring no later than two weeks prior to the Annual Meeting.

Section 2. Voting Procedures.

- a. All elections shall be by written ballot; provided, however, that uncontested positions may be voted on by acclamation upon successful motion to so vote.
- b. The Vestry members present during the Annual Meeting who are not running for an elected position shall serve as election judges.

Section 3. Election Issues.

- a. Issues that arise concerning the election of any person during an Annual Meeting, including the qualifications of nominees or voters, shall be decided by a majority of the Vestry members who are present during the Meeting, except that members who are running for an elected position must recuse themselves from deciding such issues.
- b. Vestry members who are called upon to decide an election issue shall meet in closed session to consider the issue and shall present their decision orally to the Parish members prior to the close of the Annual Meeting.
- c. The decision of the Vestry concerning an election issue is final.

ARTICLE X. ADOPTION OF BYLAWS

Section 1. Bylaws may be adopted at any Annual or Special Meeting of the Parish by a vote of two-thirds of the members entitled to vote present at such meeting, provided proper notice is given as provided in Article III, of these bylaws.

Section 2. Any bylaws adopted as authorized by this Article shall be subject to amendment, modification, or repeal at any Annual or Special Meeting of the Parish in the same manner as herein provided for adoption of bylaws.

Section 3. No changes to the bylaws shall be construed to affect the terms of any elected or appointed person seated at the time of the changes to the bylaws or to affect the validity of any obligation entered into by the Parish or of any committee formed prior to the adoption of such changes to the bylaws.