

**SAMPLE BYLAWS  
of the**

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Name of Parish or Congregation

**PREAMBLE:**

These Bylaws are adopted pursuant to the authority granted by Section 5-334 of the Corporations and Associations Article of the Annotated Code of Maryland relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland (the "Diocese of Maryland"). These Bylaws 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 Protestant Episcopal Church in the United States of America (the "Episcopal Church") and to those of the Diocese of Maryland.

**ARTICLE I: MEMBERS**

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 \_\_\_\_\_ (the "Church"), as their regular place of worship, shall be Ordinary Members of the Church.

*The classification of "Ordinary Members" accords some status to those who do not meet the definition of Voting Members in Section 2.*

Section 2. Voting Members

Every person not less than \_\_\_\_ years of age who has been an Ordinary Member of the Church for at least \_\_\_\_ 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 confirmed or received member of the Church over the age of \_\_\_\_ who has received Holy Communion in the Church at least three (3) 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 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 or Ecclesiastical Authority 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.

*This is an important section in the Bylaws in that it is the one to which reference will be made if there is ever any dispute as to the entitlement of people to vote. Specific attention is called to the following points:*

*(a) Voting Age. Under the national and diocesan canons, the minimum voting age for members of the Episcopal Church is sixteen.*

*(b) Qualification. There are three acceptable standards for defining qualified voters, viz:*

*(i) "Members." This word is defined in Canon 2-170 of the Canons of the Diocese of Maryland as "baptized persons." This is the standard used in the old Vestry Act.*

*(ii) "Communicants." This word is defined in the Canons of the Diocese of Maryland as members who have received Holy Communion at least three times in the preceding year.*

*(iii) "Communicants in good standing." This term is defined as all communicants who are faithful in their corporate worship, unless for good cause, and have been faithful at working, praying, and giving for the spread of the Kingdom of God, including being financial contributors of record to the parish.*

*This model Bylaw suggests using the standard "communicants in good standing," principally because of the prevailing de-emphasis of the importance of rite of confirmation by the National Church. However, any parish which prefers to require confirmation as a qualification for voting membership should use the term "communicants in good standing who have been confirmed." The terms also requires the person to be a financial contributor to the parish. A minimum amount per year might also be considered.*

*Under the National canons, the Rector is charged with a duty of maintaining lists from which the Rector can prepare the annual parochial report. This compilation is not an exact science and must be made in good faith according to the Rector's best judgment. However, if there is a disputed election, the Rector's judgment is likely to be challenged and, accordingly, this draft of Bylaws provides a simple procedure for arbitration, conforming with the provisions of §5-310 of the Corporations and Associations Article of the Annotated Code of Maryland.*

*(c) Period of Registration. The old Vestry Act provided that a Voting Member must have been enrolled for at least three months prior to the meeting. A shorter or longer period is permissible as a matter of local option.*

### 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 shall have no vote, on the \_\_\_\_\_ of each and every year, 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 Vestrymembers, consideration and action upon reports of the Rector, Officers, Vestrymembers and committees, and any other business within the power of the Church as a religious corporation of the State of Maryland.

*The date of the annual meeting is a matter of local option. Under Maryland law, the by-laws may specify a period of time within which to hold the annual meeting, provided the period is not longer than thirty (30) days or within one (1) calendar month.*

### 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 \_\_\_\_\_ Voting Members filed with the Rector, or in the Rector's absence, with the Senior Warden.

*The number of Voting Members who have the power to call a special meeting will depend upon the size of the congregation. For the average parish, the number twenty-five appears reasonable, but for smaller congregations, a smaller number may be indicated.*

### Section 5. Notice and Place of Meetings; Quorum

All meetings of members, both annual and special, shall be held at the Parish House of the Church 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 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. No business other than that specified in the notice shall be transacted at special meetings. The quorum at a properly noticed meeting shall be the number of individuals in actual attendance at the meeting.

*Some parishes (especially those which do not mail weekly bulletins to all parishioners) may wish to require written notice by mail to all Voting Members for special meetings. Otherwise, the Rector or the number of members specified in Section 4 might be able to call a special meeting without adequate notice to the general congregation. The Maryland General Corporation Law calls for at least ten, and not more than ninety days' notice of the annual meeting.*

## ARTICLE II: The Vestry

### Section 1. Eligibility

Every Voting Member of the Church, as defined in Section 2 of Article I of these Bylaws, shall be eligible to serve as Vestrymember.

### Section 2. Number and Term of Office

The Vestry of the Church shall consist of the Rector and \_\_\_\_\_ lay members chosen from among the Voting Members. The Rector shall have only a casting vote in the event of a tie. Of the \_\_\_\_\_ lay members, \_\_\_\_\_ shall be elected each year and serve \_\_\_ -year terms.

A lay member shall take office as Vestrymember immediately upon election. No lay member shall be eligible for renomination and re-election to the Vestry for a period of two years after the member's term has expired, provided, however, that prior service on the Vestry in filling a vacancy shall not be considered a disqualification for re-election.

*The number of Vestrymembers is a matter of local option and under the law may be not less than four nor more than twenty-five. Many parishes now have twelve with rotating terms of three or four years. If a parish wants to institute a rotating Vestry in accordance with the section drafted above, it would have to adopt some transitory provisions to define the terms of existing Vestrymembers.*

*The second sentence in the above draft perpetuates the old Vestry Act tradition of denying the Rector a vote except to break a tie. As a matter of local option, however, it is permissible to delete this sentence, the effect of which would be to give the Rector a vote on all matters. Under the Corporations and Associations Article of the Annotated Code of Maryland the Rector would be a member of the Vestry with full voting rights unless they are denied the Rector or qualified as above provided.*

### Section 3. Nomination

Voting Members shall be nominated to serve as Vestrymembers in the following manner: 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 one of whom shall be a member of the existing Vestry. The Nominating Committee shall nominate as many Voting Members to serve as Vestrymembers as there shall be vacancies in the Vestry to be filled by the election of Vestrymembers at the annual meeting. 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 publication in the Church bulletin, or by such other means as the Vestry may select, the names of those so nominated. Any group of \_\_\_\_\_ or more Voting Members may nominate a candidate or candidates for the office of Vestrymember by submitting such nomination or nominations, over their signatures, to the Registrar at least two weeks prior to the annual meeting. 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 any such additional nominees. No person shall be nominated for Vestrymember unless the person has agreed to serve if elected.

*The above provisions are designed to prevent haphazard and emotional nominations from the floor, and have proved useful in preventing cliques from taking over the poorly attended general meetings. Some parishes may prefer, however, to allow nominations from the floor either as the sole method or an optional method. Also, as a matter of local option, it is permissible to provide that the Nominating Committee shall present a slate of nominees consisting of at least the number to be elected, rather than the exact number.*

#### Section 4. Election

Vestrymembers 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.

#### Section 5. Vacancies

If by reason of death, resignation or any other cause a vacancy shall occur in the Vestry, the remaining Vestrymembers 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 election by the Voting Members at any annual meeting in 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 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 \_\_\_\_\_ of each month. 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 Vestrymembers. 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 Vestrymember in person or by telephone not less than twenty-four hours preceding the meeting or by mail posted not less than two days preceding the date of such meeting. No business shall be transacted at special meetings except that specified in the notice.

*The frequency of meetings is a matter of local option. Some Vestries meet monthly throughout the year while others provide for meetings in September, November, January, March and May.*

Section 8. Quorum and Presiding Officer

\_\_\_\_\_ lay Vestrymembers and the Rector, if present, or \_\_\_\_\_ lay Vestrymembers 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 shall preside at all meetings of the Vestry at which the Rector shall be present. In the absence of the Rector, the Senior Warden, or in the Senior Warden's absence, the Junior Warden, shall preside. The presiding officer may vote only in case of a tie.

*The last sentence in the above section shall be deleted if it is decided to give the Rector and Wardens a vote on all questions. See Notes to Art. II, 2 and Art. III, 10. This Section Eight (8) may need to be modified depending on whether the officers have the right to vote.*

**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 and such other officers as the Vestry may from time to time designate. The Senior Warden, Junior Warden, Registrar and Treasurer shall be considered voting officers.

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. 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.

*As a matter of local option, some parishes may wish to set fixed terms of office for the officers.*

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. 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 to the Senior Warden by the Vestry. The Senior Warden shall be the senior lay officer of the Church.

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 the Junior Warden by the Vestry.

Section 5. The Registrar

The Registrar shall have custody of the corporate seal of the Church. The Registrar 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 Registrar shall be charged with the responsibility of keeping up-to-date at least two copies of the Bylaws which shall be open to inspection in the Church office at reasonable business hours by an Ordinary Member or Voting Member of the Church. In addition, the Registrar shall perform such other duties as may be assigned to the Registrar 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 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 7. 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 as may assign to them.

Section 8. 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 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.

Section 10. Voting Rights of Officers

All officers who are not members of the Vestry shall have the right to vote at Vestry meetings on all questions, except the following:

1. matters relating to the call of a Rector or the employment of an Assistant Rector or Curate;
2. matters affecting the contractual relationship between the Rector, Assistant Rector or Curate and the Church; and
3. matters relating to the acquisition, alienation, conveyance, lease or encumbrance of Church property, both real and personal.

*Since officers who are not Vestrymembers have the right to attend Vestry meetings, it seems reasonable to accord them the right to vote on routine matters. The three exclusions in the above draft are designed to preserve to the Vestry its prerogative on matters of signal importance.*

**ARTICLE IV: Committees; Diocesan and Regional Council Delegates**

Section 1. Designation by Vestry

The Vestry 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 months prior to 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 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 shall be the calendar year.

*Under the National Canons all parishes and dioceses must maintain their fiscal years on a calendar basis. Title I, Canon 7, Sec. 1(j).*

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 in excess of \$\_\_\_\_\_ not specifically provided for in the current annual budget of the Church must be approved in advance by the Vestry.

Section 4. Audit

The financial books and records of the Church shall be audited annually by a certified public accountant chosen by the Vestry or three or more responsible persons other than the Treasurer to be appointed by the Vestry. Such audit shall be submitted to the Vestry within sixty days following the close of the fiscal year of the Church and shall be filed with the records of the Church.

*This requirement comes from Canon 2-160 of the diocesan canons.*

### 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.

*Title I, Canon 7, Section 1(d) of the National Canons requires that the Treasurer be bonded unless the Treasurer handles not more than \$500 during the year.*

### **ARTICLE VI:** Amendment 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.

*An earlier draft of this Section had provided that amendments could be made only after approval by the Vestry. However, this was deemed unwise and has been revised accordingly. The requirement that the amendment be contained in the notice of the meeting will prevent surprises, even at annual meetings.*

### **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 shall be submitted for approval. If ratified by a majority vote of the Voting

Members attending such meeting, the Bylaws shall stand adopted. This Article, being of a transitory nature, shall stand repealed immediately upon adoption of these Bylaws.

*This Article will be useful only for Churches which do not already have Bylaws. Those which do should follow the procedure for amendment specified in their existing Bylaws.*

*Note that copies are to be "made available" to parishioners. It is preferable to mail them out in advance of the meeting, but those desiring to avoid this expense can satisfy the requirement by having copies available for inspection at the Church for at least ten days and at the meeting itself.*