

# **BYLAWS OF CHRIST EPISCOPAL CHURCH, ROCKVILLE, MARYLAND**

Effective November 1, 2021  
*Amended September 10, 2023*

## **INTRODUCTION**

### **1. Purpose**

Born out of a fresh and comprehensive review of our parish's governance, these revised bylaws aim to provide our congregation and leadership with meaningful guidance in light of recent challenges that have confronted our parish. These challenges included periods without a permanent rector, a major rehabilitation of church facilities, the reorganization of Christ Episcopal School, the sale of church real estate, and the negative effects of Covid-19. To renew and enhance the parish's administrative structure for the future, the bylaws address key operational issues, define the authority and responsibilities of church officers and staff, and accord with canon law.

### **2. Sources**

The revised bylaws have been derived from eight principal sources:

- The former parish bylaws;
- The sample bylaws recommended by the Diocese of Maryland;
- The canons of the Diocese of Washington;
- The canons of the Episcopal Church;
- The Maryland Vestry Act;
- The religious corporations subtitle of the Maryland Code;
- Sample bylaws from other parishes and dioceses; and
- Pertinent provisions found in federal rules and regulations.

### **3. Policy Choices**

The proposed bylaws include several additions. Some are required explicitly by canon law, while others have been drawn from the parish's own experiences and those of other parishes and dioceses. Most, however, just fill gaps in the former bylaws. Among them are new provisions:

- Defining the duties and responsibilities of the clergy, vestry, officers, and staff;
- Mandating open vestry meetings and easy access to vestry minutes;
- Authorizing electronic parish and vestry meetings, where appropriate;
- Encouraging the development of written internal operating procedures;

- Creating the new category of an “ordinary,” non-voting member of the parish;
- Adding provisions governing conflicts of interest, conduct, and removal;
- Adding new bylaws to deal explicitly with parish property, parish records, and Christ Episcopal School.

An extensive “Note to the Parish” follows each proposed bylaw which: (1) describes the former parish bylaw, if there is one; (2) identifies any relevant requirements imposed by the canons of the diocese; and (3) explains the source and reasoning for any changes.

#### **4. Scope of the Bylaws**

Bylaws serve a vital educational purpose – to make it easy for clergy, vestry, parish officers, staff, and parishioners alike to know how the parish is governed and administered. They also give administrators needed guidance as to their authority and responsibilities. But bylaws are also binding rules that may carry legal consequences, and they are difficult to update or amend. Therefore, every administrative detail should not be included in the bylaws themselves. Certain matters fit better in other documents, such as manuals and internal operating procedures.

#### **5. Style Conventions**

The proposed bylaws look very different from the former bylaws. They have been drafted using the plain English style developed by the country’s leading legal-writing teachers and encouraged by the Plain Writing Act of 2010. The four basic objectives of the revised text are: (1) clarity; (2) consistency; (3) brevity; and (4) readability.

The style conventions include: using lots of white spaces to enhance readability; avoiding long or complicated sentences; being precise and consistent in terminology; avoiding ambiguity and the passive voice where possible; drafting in the singular number and present tense; and deleting all superfluous words. Contemporary style also avoids words that disappeared long ago from everyday American speech, such as “shall,” “aforementioned,” “subsequent to,” and “hereinafter.” It also strives to limit the use of technical, legal, and foreign terms.

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## **Bylaw 1. General Provisions**

### **Section (a). Scope.**

These bylaws govern the administration of Prince George's Parish in Montgomery County, Maryland – commonly known and operating as Christ Episcopal Church, Rockville. They should be applied with the goal of providing the parish with the most transparent, fair, and efficient administration practicable.

The parish accedes to, and acknowledges the authority of, the constitution, canons, doctrine, discipline, and worship of the Episcopal Church and the Episcopal Diocese of Washington.

### **Section (b). Adoption.**

The parish has adopted these bylaws in accordance with, and subject to, all applicable provisions of:

- the laws and regulations of the State of Maryland, Montgomery County, and the City of Rockville;
- the constitution and canons of the Episcopal Church; and
- the constitution and canons of the Episcopal Diocese of Washington.

If there is a conflict between these bylaws and the constitutions and canons of the Church and diocese, the constitutions and canons govern.

### **Section (c). Definitions.**

In these bylaws:

- "parish" means Prince George's Parish in Montgomery County, Maryland – commonly known and operating as Christ Episcopal Church, Rockville, Maryland;
- "diocese" means the Episcopal Diocese of Washington
- "bishop" means the bishop of the Episcopal Diocese of Washington;
- "Church" means the Episcopal Church; and
- "parish office" means parish staff performing administrative, financial, and other support functions for the parish under the guidance of the rector and other parish officers.

### ***Note to the Parish***

The bylaw implements canon § 4702 of the Diocese of Washington, which provides that:

- Each parish must "adopt bylaws for the governance of the parish that conform to this canon;"
- "To the extent that any provision of the bylaws of a parish is inconsistent with any provision of this canon, the provision of this canon shall govern;" and

- Each parish must file its bylaws with the secretary of the diocese.

Section (a) acknowledges the parish's official title, "Prince Georges' Parish," which dates back to its founding as a colonial parish in 1726. But it also recognizes that the parish is generally known today as "Christ Church, Rockville." In the interests of simplicity and clarity, the text uses the common term "administration," rather than more legalistic terms found in statutes, such as "corporate and temporal affairs."

The second paragraph of section (a) is derived from model bylaws published by other dioceses. It makes it clear that Christ Church adheres to authority of the Episcopal Church and the Diocese of Washington.

Section (b) specifies that adoption and application of the parish bylaws are subject to all applicable provisions of civil and canon law, without referring to various specific statutes, such as the "Maryland Vestry Act" or the "Maryland Code, Corporations and Associations Article; Title 5, Special Types of Corporations; Subtitle 3, Religious Corporations."

Section (c) sets forth five definitions that help make the bylaws more precise, consistent, and easier to read. The former bylaws, for example, used the passive voice and were sometimes vague in identifying who is responsible for carrying out certain responsibilities. The revised bylaws introduce the new term "parish office" to address more clearly who is expected to perform required administrative functions.

## **Bylaw 2.      Members**

### **Section (a).    Ordinary Members.**

An ordinary member of the parish is an individual who:

- has been baptized, either in the Episcopal Church or another Christian church;
- has had his or her baptism recorded in the Episcopal Church; and
- regards the parish as his or her regular place of worship.

### **Section (b).    Voting Members.**

A voting member of the parish is an individual who meets the ordinary-member requirements, and also:

- is at least 16 years old;
- is registered with the parish office;
- has contributed at least \$100 – or its equivalent in services – to the parish during the 11 months immediately preceding the annual parish meeting; and
- has been enrolled as a voting member for at least one month before voting at an annual meeting.

A voting member may vote in the election of vestry members and on all other matters arising at an annual or special parish meeting.

### **Section (c). Eligibility Disputes.**

The parish office, under the guidance of the secretary of the vestry, maintains a current record of all voting members of the parish. If a dispute arises as to an individual's eligibility to vote at a parish meeting, the vestry must determine the matter either:

- in advance of the meeting at which the individual wishes to vote; or
- by majority vote of the vestry members present at the meeting.

The vestry's decision is a final determination.

### ***Note to the Parish***

#### **New Category of Ordinary Member**

Section (a) creates the new category of "ordinary member" as a way to recognize and welcome those individuals who attend services at Christ Church but do not meet section (b)'s definition of a "voting member." It has been suggested in the Sample Bylaws of the Diocese of Maryland.

#### **Diocesan Qualifications for Voting Members**

Section (b), defining a "voting member," essentially restates the former parish bylaws and is consistent with the canon 4703 of the diocese. It sets the minimum age for voting membership at 16. (Canons 4703(a)(3) and (c) of the diocese set a minimum age of "at least 15," but allow a parish to set the age as high as 18.)

Canon 4703(a)(4) of the diocese requires a voting member to be "a contributor of record to the parish, and canon 4703(c) authorizes the parish bylaws to "prescribe how to determine who is a contributor of record." The former parish bylaws specified a minimum contribution of \$100 in money or services. That requirement is continued.

These bylaws, like the former bylaws, do not adopt canon 4703(d)(2)'s **optional** qualifications that a voting member be: (1) a confirmed communicant of the Church; (2) a communicant "of this Church in good standing"; and (3) at least 18 years of age.

Section (c) is a change from the former bylaws. It conforms to canon 4703(e) of the diocese, which states that the vestry has the authority to determine with finality whether an individual is a member of the parish entitled to vote at a parish meeting. It also eliminates the provisions in the former bylaws: (1) giving the rector authority to waive election requirements; and (2) placing a duty on voting members to confirm that they are enrolled to vote

#### **Maintaining Membership Records**

Canon 4706(c)(4) of the diocese requires the "Secretary of the Vestry or Clerk of the Vestry to keep the record of all voting members of the parish." (In addition, § 312B of the Maryland Vestry Act charges "the Secretary of the Parish" with enrolling persons on the parish books.) § IV (2) of the sample bylaws of the Diocese of Maryland entrusts that duty to the "Recording Secretary of the Parish."

As a practical matter, the parish administrator and other support staff keep the parish's administrative and financial records, working in tandem with the rector, the treasurer, the senior warden, and others.

Section (c) of the new bylaw recognizes that administrative reality but subjects it to more specific oversight. It needs to be read with proposed new bylaws 5(a), 5(g), and 12, which define the office of “Secretary of the Vestry.” That officer will “ensure that the parish’s register and other official records are produced and maintained timely and properly.” Thus, staff will continue to keep the records, but will do so under the guidance of the secretary (and the rector, as chief executive). Likewise, the definition of “parish office” in bylaw 1(b) affirms that parish staff will perform the function under the guidance of the parish officers.

### **Bylaw 3. Parish Meetings**

#### **Section (a). Annual Meetings.**

The parish holds an annual meeting on the fourth Sunday in January of each year.

The vestry may postpone the annual parish meeting for good cause, but the meeting must take place no later than the first Sunday in December.

At the annual meeting:

- parish officers, committee heads, and others present written reports and provide information on the status of the parish’s budget, finances, property, and principal missions and activities;
- the voting members elect vestry members, including the church wardens;
- the voting members elect the parish’s delegates and alternate delegates to the annual diocesan convention; and
- the voting members may offer parish resolutions.

#### **Section (b). Special Meetings.**

At any time during the interval between annual meetings, the following individuals may call a special parish meeting:

- the rector;
- a majority of the vestry; or
- 25 voting members of the parish by filing a petition with the parish office.

#### **Section (c). Location.**

The annual parish meeting and special parish meetings are held at a location that the vestry designates.

For good cause, the vestry may designate that a parish meeting be conducted by electronic means if each meeting participant is able to communicate simultaneously with each other participant at the meeting.

In a meeting conducted electronically, the vestry must assure that the voting members are provided with a fair and effective method of electronic voting.

**Section (d). Advance Notice.**

The parish office must provide advance notice of the subject matter, date, hour, and place of parish meetings by:

- announcing them at church services held on two or more Sundays immediately before the meeting;
- publishing them in advance of the meeting in one or more written or electronic communications sent to the members; and
- posting them in a prominent place on church grounds.

The notice must be provided at least 30 days before:

- the annual parish meeting; and
- a special parish meeting called for the purpose of amending, modifying, or repealing a bylaw.

The notice must be provided at least 14 days before any other special meeting.

**Section (e). Quorum and Majorities.**

A quorum for transacting business at a parish meeting is 10% of the voting members of the parish.

A vote of at least 67% of the voting members present and voting is necessary to amend, modify, or repeal a parish bylaw. A simple majority vote of the voting members present is necessary to adopt any other proposal.

**Section (f). Procedures.**

At the annual parish meeting, or a special parish meeting during which a vote is taken, the parish office must make available appropriate supporting and informational materials to each voting member in attendance. An ordinary member is welcome to attend parish meetings, but only a voting member may cast a ballot.

“Roberts Rules of Order, Newly Revised” governs parliamentary procedures at parish meetings.

Once approved by the vestry, the secretary of the vestry must promptly make the minutes of a parish meeting available to parish members.

**Section (g). Presiding Officer.**



The rector presides at parish meetings. If the rector is absent, the senior warden presides. If both the rector and senior warden are absent, a majority of the vestry selects the presiding officer for the meeting. If the office of rector is vacant, the bishop is invited to preside or to designate another individual to preside.

#### **Section (h). Election Issues.**

The vestry must determine any matter relating to an election conducted at a parish meeting. But a vestry member who is running for another term may not participate in or vote on a matter concerning his or her own candidacy.

The vestry's determination of an election matter is a final determination.

#### ***Note to the Parish***

The first paragraph of section (a) originally mirrored § II (2) of the former parish bylaws, and implemented canon 4704(a) of the diocese, which requires that the date and place of the annual parish meeting be set either by the parish bylaws or the vestry. On September 10, 2023, the first paragraph was amended to change "April" to "January" and to strike the final sentence reading "But if Easter Sunday falls on that date, the annual meeting is held on the following Sunday."

The second paragraph of section (a), setting a December cut-off date, repeats the last sentence of § 1 (2) of the former parish bylaws. It is consistent with, but slightly different from, canon 4704(a)(2)(B) of the diocese, which states that "if the vestry does not determine the date and place of the annual meeting of the parish during the first 11 months of any year, that meeting shall be held on the Monday night following the first Sunday in December at the church."

The third paragraph of section (a) is new. It provides basic guidance on the actions that should normally take place at an annual meeting. Canon 4704 of the diocese does not address what business should take place at a parish meeting, but § 312A of the Vestry Act states that: "Every member of the parish who shall have been entered on the books of the parish as a member of the Protestant Episcopal Church, at least one month preceding the day of parish election, shall have the right of suffrage for the election of vestrymen at the annual meeting of such parish and for all other matters which may duly come before the parish at any annual or special meeting."

Section (b), on calling special parish meetings, implements canon 4704(b) of the diocese, specifying who may call a special meeting. It repeats § II (3) of the former parish bylaws. The mechanics of the third option, allowing 25 voting members to call a meeting, are a little different from the former bylaw, which simply said "by petition to the Senior Warden." Canon 4704(b) requires that the parish members "file a petition with the Secretary of the vestry or Clerk of the vestry." The revised bylaw offers the alternative that the petition be "filed with the parish office."

Section (c), on the location of parish meetings, complies with canon 4704(a) of the diocese, giving the vestry the authority to set the location for parish meetings. It essentially restates § II (4) of the former parish bylaws, but it eliminates the unneeded requirement that the meeting be held on church property.

More importantly, however, the second and third paragraphs of section (c) are new. They authorize the vestry, for good cause, to designate that a parish meeting be conducted by electronic means. They are based on canon 4705(h)(6) of the diocese, which applies to holding vestry meetings electronically.

Section (d) deals with providing advance notice of annual and special parish meetings. Section § II (4) of the former parish bylaws used the passive voice and did not specify who provides the notice. Canon 4704(c)(1) of the diocese states that the “Secretary of the vestry or Clerk of the vestry” should provide the notice. The revised bylaw uses the term “parish office,” as defined in bylaw 1(b). The requirement of 30-days advance notice is found in canon 4704(c)(3). The 14-day requirement is taken from § II (4) of the former parish bylaws and is allowed under canon 4704(c)(2).

In addition, canon 4704(c)(4) requires the parish bylaws to set forth the manner in which the notice is given. § II (4) of the former parish bylaws required publication in the Church Bulletin and *The Angelus*. Since *The Angelus* is no longer published, the new bylaw uses a more generic reference to “written or electronic communications sent to the members.”

Section (e), governing quorums and majorities, restates the substance of § II of the former parish bylaws, but it is adjusted to comply more precisely with canon 4704(d) of the diocese. The former parish bylaws required a 2/3 vote of the quorum. The proposed bylaw uses the actual language of the canon, which refers to “at least 67 percent of the members entitled to vote who are present and voting.” The title of the subsection has also been expanded from “quorum” to “quorums and majorities.”

Section (f) governing procedures at parish meetings, is quite different from § II (1) of the former parish bylaws. It eliminates the former requirement that each member of the parish who is duly qualified to vote be registered, furnished with identification as a duly qualified voter, and receive an official ballot. It also eliminates a requirement that members who leave before the end of a parish meeting record their absence and then record their presence if they return. The new bylaw, instead, simply requires the parish office to provide voting members with appropriate supporting and informational materials. It also welcomes ordinary members to attend parish meetings, even though they are not eligible to vote.

The second paragraph of section (f), referring to Roberts Rules is taken from § VIII of the former parish bylaws. The citation has been corrected to reflect the accurate title of the work.

The third paragraph of section (f) mandates that minutes of parish meetings be made available to the parish once they have been approved by the vestry.

Section (g), designating the presiding officer, essentially restates the provisions of § II (6) of the former parish bylaws. It specifies that the rector is the presiding officer at parish meetings and makes provision for others to preside in the rector’s absence. It echoes canon 4704(e) of the diocese.

Section (h), governing election issues, is derived from § III (2) of the former parish bylaws but is expanded to include the requirement of canon 4704(f) of the diocese that a determination by the vestry is a final determination. The bylaw also complies with § 312D of the Vestry Act, which specifies that the vestry, or a majority of vestry members in attendance, must judge the election of vestry members, qualifications of voters, and qualifications of vestry candidates

## **Bylaw 4. Vestry**

### **Section (a). Members.**

The vestry consists of:

- the rector;
- the senior warden;
- the junior warden;

- nine other lay voting members of the parish; and
- the chair of the school's board of trustees, if the chair is a voting member of the parish.

If the chair of the school's board of trustees is not a voting member of the parish, he or she is invited to attend and participate in vestry meetings, but may not vote on questions before the vestry.

The number of vestry members may only be increased or decreased by amending these bylaws. But no decrease may have the effect of shortening the term of an incumbent.

#### **Section (b). Eligibility.**

A voting member of the parish who is at least 18 years old is eligible to serve as a vestry member.

#### **Section (c). Term of Office.**

The rector and the chair of the school's board of trustees serve as vestry members because of their official position.

Unless they are appointed under bylaw 4(g) to fill a vacancy by completing the remainder of a departing member's term:

- The senior warden and junior warden serve for a term of two years each; and
- The other nine lay members serve for a term of three years each.

The terms of the two wardens are staggered so that the parish elects one warden each year.

The terms of the other nine elected vestry members are staggered and arranged into three classes of three members each based on the date that their terms expire.

The parish may re-elect a vestry member to additional terms. But an individual may not serve more than six consecutive years as a vestry member, senior warden, junior warden, or a combination of these positions.

#### **Section (d). Voting Rights.**

Unless they already sit as elected members of the vestry, the treasurer and the secretary of the vestry are not members of the vestry. They are invited to attend and participate in vestry meetings, but they may not vote on questions before the vestry.

Voting by proxy is not allowed at vestry meetings.

**Section (e). Nomination.**

The vestry may appoint a nominating committee of parish members to:

- seek out and encourage parish members to apply for vestry positions and to serve as delegates and alternate delegates to the annual diocesan convention; and
- submit a list of candidates to the parish for election to the vestry and for election, under bylaw 6, as delegates and alternate delegates to the annual diocesan convention.

**Section (f). Election.**

The voting members of the parish present at an annual parish meeting, by majority vote, elect the members of the vestry – other than the rector and the chair of the school's board of trustees – and the parish's delegates and alternate delegates to the annual diocesan convention.

If a nominee to one of the elected positions does not receive a majority vote of the voting members at the meeting, the nominee receiving the lowest number of votes is eliminated after the first ballot, and a second ballot taken as to the remaining nominees. If after a second ballot no nominee receives a majority vote of the members present, the nominee receiving the lowest number of votes is eliminated and a third ballot taken. The elimination process continues until a nominee receives a majority vote.

The vestry must decide any issue concerning an election, as specified in bylaw 3(h).

**Section (g). Vacancy.**

If a vacancy is created on the vestry for any reason, the remaining vestry members may – by a majority vote of the remaining vestry members – elect an eligible person to fill the vacancy of the departing member until the next annual parish meeting.

**Section (h). Authority and Responsibilities.**

The vestry, as a collective body, acts as:

- agent and legal representative of the parish concerning its corporate property and the relations of the parish to its clergy; and
- trustee for the Church, in accordance with the laws of the State of Maryland regulating religious corporations.

Subject to state law, and the constitution and canons of the Church and the diocese, the vestry may exercise all the corporate powers and duties of the Church.

To carry out its responsibilities to the parish, the diocese, and the Church, the vestry is expected to perform the following duties:

- act as the legal owner of parish property on behalf of the diocese;
- sue or be sued in its official capacity as the representative of the parish;
- direct and supervise the management of parish assets;
- direct and supervise parish finances;
- approve the parish budget and financial expenditures;
- employ the parish clergy;
- appoint and supervise parish officers and vestry committees;
- supervise church missions and activities;
- approve the parish's annual report to the diocese; and
- take other actions it finds necessary to assure the honest, fair, and efficient administration of the parish.

**Section (i). Oath.**

At the annual institution of the vestry, a vestry member may take the following oath:

"I, \_\_\_\_\_, do solemnly swear that I will faithfully execute the office of a member of the vestry of Christ Episcopal Church without prejudice, favor, or affection, according to the best of my skill and knowledge."

**Section (j). Meetings.**

The vestry holds a regular meeting each month.

The vestry may hold a special meeting at any time or place on call by the rector, the senior warden, or three vestry members.

The individual or individuals calling a special meeting must give each vestry member at least three days advance notice – through the parish office – of the hour, place, and subject of the special meeting. This notice period may be shortened by a majority of the vestry if there is an emergency or urgent need for vestry action and the notice is provided in a manner that is as timely as practicable.

"Roberts Rules of Order, Newly Revised" governs parliamentary procedures at vestry meetings.

No business may be transacted at a special vestry meeting except that specified in the notice.

The vestry may adopt additional rules for the conduct of its meetings.

Vestry meetings are open to members of the parish, except when the vestry, by majority vote, determines that it is in the interest of the parish to have all or part of a meeting closed and states the reason for that action.

Once approved by the vestry, the secretary of the vestry must promptly make the minutes of a vestry meeting available to parish members. But the vestry may order that those parts of minutes that deal with confidential issues discussed during a closed portion of a meeting not be disclosed.

#### **Section (k). Quorum and Majority.**

A quorum for transacting business at a vestry meeting is 50 percent of the vestry members specified in bylaw 4(a) who are actually serving at that time.

Unless provided otherwise in these bylaws, a majority vote of the vestry present at a meeting constitutes a vestry decision.

#### **Section (l). Presiding Officer.**

The rector presides at a vestry meeting that the rector attends and may vote on all matters. In the absence of the rector, the senior warden – or in the senior warden’s absence, the junior warden – presides at the meeting. If the rector and both wardens are absent, a majority of the vestry present may appoint a member to preside. If the office of rector is vacant, the bishop is invited to preside or to designate another individual to preside.

#### **Section (m). Electronic Meetings and Voting.**

A vestry meeting may be conducted by electronic means, including by telephone, if each vestry member participating in the meeting is able to communicate simultaneously with each other member participating in the meeting.

#### **Section (n). Conflicts of Interest.**

A vestry member must avoid a conflict, and the appearance of a conflict, of financial or personal interest.

If a vestry member has a financial or personal interest in a matter coming before the vestry, he or she must disclose to the vestry the nature of the interest, and either:

- withdraw from discussing or voting on the matter; or
- request that the vestry permit the member to participate in the matter.

After the disclosure, the vestry may set conditions that the affected vestry member must meet in order to continue to participate in a related discussion or applicable vote.

## **Section (o). Removal of a Vestry Member.**

The vestry, by majority vote, may remove a vestry member.

### ***Note to the Parish***

Both canon 4705(d) of the diocese and § 312A(a) of the Vestry Act authorize parish bylaws to determine the number and terms of vestry members.

### **Vestry Members**

Section (a), which designates the membership of the vestry, follows the format and substance of canon 4705(a) of the diocese, rather than that of the former parish bylaws, which were confusing. § III (4) of the former bylaws stated that: “The Vestry shall consist of nine (9) individuals” elected for a term of three years each. But then at § III (5), it stated that the wardens are also members of the vestry, with a term of two years each; and at § III (8), it added that the rector, too, is a member of the vestry. (Canon 4705(a)(1) and § 312F of the Vestry Act both specify that the rector is a member of the vestry.) Therefore, read together, there were actually 12 members of the vestry, rather than nine. The proposed bylaw maintains the 12 members on the vestry and adds one more – the chair of the school’s board of trustees. This makes a total of 13 vestry members going forward – two of whom serve *ex officio* (the rector and the chair of the school board) and 11 are elected by the parish at annual meetings (the two wardens and the other nine lay members).

The chair of the school’s board will normally be a voting member of the parish. But if the individual selected as chair is not a voting member of the parish, he or she will be invited to participate in vestry meetings, but would be ineligible for vestry membership under bylaw 4(b) and therefore would not be able to vote on questions before the vestry.

The second paragraph of section (a), on not shortening a term, comes from canon 4705(d)(2) of the diocese.

### **Eligibility**

Section (b), on eligibility, rephrases the first sentence of § III (1) of the former bylaws to comply more closely with canon 4705(b) of the diocese. The canon specifies that an individual is qualified to be a vestry member if he or she is: (i) a lay (voting) member of the parish; and (ii) at least 18 years of age. The former bylaw required a vestry candidate to be at least 18 years old by the time of the annual meeting but did not require the candidate to be a voting member of the parish.

### **Terms**

Section (c) governs the terms of vestry members. It reflects § III (4) of the former parish bylaws, which set the terms of the elected vestry members, other than the wardens, at three years each and staggered them. This is consistent with canon 4705(e) of the diocese, which authorizes terms of from one to four years that may be “staggered and arranged into classes with different term lengths.” Under the former bylaw, the wardens served terms of two years each, unlike the other vestry members, who served three-year terms. These two-year terms for the wardens are continued in the revised bylaws, and they too are staggered.

The third paragraph of section (c) allows vestry members to be re-elected. The six-year limit on consecutive service, is derived from § III (6) of the former parish bylaw, but the former five-year limit is increased to six years to allow a vestry member to serve two consecutive three-year terms.

### **Officers**

In addition to the vestry members themselves, canon 4705(a)(2) of the diocese authorizes a parish in its bylaws to make the parish officers members of the vestry. Moreover, canons 4706(b)(2) and (c)(2) require parish bylaws to prescribe the term of office and the voting rights of both the treasurer and the secretary or clerk of the vestry.

The former parish bylaws, at § IV, did not make these officers members of the vestry. Moreover, they did not specify their terms of office or give them voting rights. Nevertheless, informal custom seems to have allowed them to vote. The revised bylaw clarifies the matter. It allows the treasurer and secretary to participate in vestry meetings, but it does not extend to them the right to vote – unless they sit concurrently as elected vestry members.

In light of the recent reorganization of the school, greater integration of the school into the parish, and establishing the school's board of trustees as a standing committee of the vestry, the board's chair is added *ex officio* as a vestry member. Therefore, the maximum number of individuals entitled to vote at a vestry meeting would be 13.

The prohibition on voting by proxy is taken from sample bylaws of other dioceses.

### **Election of Vestry Members**

Subsection (e), on nominations, is new. It would allow the vestry to appoint a nominating committee to seek out and identify candidates for election to vestry positions, including the two vestry members who serve as church wardens. The nomination process also applies to the parish's election, under bylaw 6, of delegates and alternate delegates to the diocese's annual convention. The details of the nominating process are not specified in the bylaw itself, but are expected to be developed through practical experience.

Subsection (f) governs the election of vestry members. National canon I.14.1 specifies that the number, mode of selection, and term of office of wardens and vestry members, along with the qualifications of voters, is left to "State or Diocesan law." § 312A of the Vestry Act states that: "Every member of the parish who shall have been entered on the books of the parish as a member of the . . . Church, at least one month preceding the day of parish election, shall have the right of suffrage for the election of vestrymen at the annual meeting of such parish . . ."

Interestingly, canons 4703-4705 of the diocese strongly imply, but do not state explicitly, that vestry members are to be elected by the parish at annual parish meetings. Canon 4705(f)(2), for example, allows the vestry to fill a vestry vacancy "until the following annual meeting." (By contrast, canon 4706(a)(1), which governs the election of wardens is more specific in stating that the parish has the option of electing the wardens at an annual parish meeting.)

The first paragraph of section (f) states directly that the voting members of the parish, acting at an annual parish meeting, elect the members of the vestry, other than the rector and the chair of the school's board of trustees, who sit on the vestry *ex officio*.

The second paragraph of section (e), on voting procedures, restates § III (1) of the former parish bylaws.

The third paragraph, which requires the vestry to decide any issue concerning an election, contains a cross-reference to proposed bylaw 3(h), which restates canon 4704(f) of the diocese.

Subsection (g), on filling vacancies, restates § III (4) of the former bylaws and complies with canon 4705(f) of the diocese, and § 312C of the Vestry Act.



## **Duties and Responsibilities**

Subsection (h), on the duties and responsibilities of the vestry, is new. There was no specific provision in the former parish bylaws on the duties and responsibilities of the vestry. The first paragraph is taken directly from national canon I.14.2 and § II (6) of the Maryland Sample Bylaws, which emphasize the status of the vestry as a collective body that acts as agent, legal representative, and trustee for the diocese and the larger Episcopal Church. The second paragraph is also derived from the Maryland Sample Bylaws.

The third paragraph lists the most important functions that the vestry performs as a matter of canon and civil law. It includes a catch-all provision specifying that the list is not exclusive.

§ 5-306 of the Corporations and Associations article of the Maryland Code lists the following powers and duties of trustees of religious corporations:

- Purchase, take, or acquire by gift, bequest, or in any other manner and hold any interest in any assets in the state;
- Use, lease, mortgage, sell, or convey the assets in the manner that the trustees consider most conducive to the interest of the religious corporation;
- Generally manage any assets of the religious corporation; and
- Adopt rules and ordinances for conducting their affairs as necessary and convenient to accomplish the purpose of the religious corporation.

National canons I.6.1 and i III.9.6(b)(5):

- impose a joint duty on the rector and lay leadership to prepare an annual parish report, have it approved by the vestry, and send it by March 1 of each year to the diocese; and
- require the rector, wardens, vestry, and officers, during a visit by the bishop to a parish, to provide the bishop with certain information.

§ 312M and § 312O of the Maryland Vestry Act state that:

- The vestry may purchase, take possession, and rent or lease in such a manner as they may judge most conducive to the interests of their parish, and receive any sum or sums of money, goods, and chattels given, sold or bequeathed to them same for the use of the parish.
- The vestry is capable in law to sue and be sued in all or any courts of justice, and before all judges, officers or other persons.

## **Oath of Office**

Section (i) eliminates the requirement of § III (9) of the former parish bylaws that vestry members must take an oath of office. Canon 4705(k) of the diocese and § 312E of the Vestry Act do not mandate an oath of office. They just state that parish bylaws “may” provide for an oath. Moreover, the requirement that the oath be taken “immediately following the election” is changed to “at the institution of the vestry.” The text of the oath set forth in the former parish bylaws was taken directly from § 312E of the Vestry Act, but the formal reference to Prince Georges Parish has been deleted.

## **Meeting Procedures**

Section (j) addresses vestry meetings. The first sentence is new and merely codifies the practice of holding monthly meetings. The second and third paragraphs are taken from § III (7) of the former bylaws and canons 4705(h) and (i) of the diocese.

The fourth paragraph, referring to Roberts Rules, restates § VIII of the former parish bylaws, which applied to both vestry and parish meetings. Accordingly, a similar provision, set forth as § 3(f) of these bylaws, applies Roberts Rules to parish meetings.

The fifth paragraph, stating that no business may be conducted at a special vestry meeting unless specified in the meeting notice, is taken from § II (7) of the Maryland Sample Bylaws.

The sixth paragraph of section (j) implements canon 4705(g)(5) of the diocese, which requires parish bylaws to provide that the vestry may adopt rules for the conduct of its meetings. It is also consistent with § 312F of the Vestry Act, giving the vestry broad rulemaking authority.

The seventh paragraph, requiring that vestry meetings be open to parish members, is entirely new and conforms to a recent policy shift by the vestry to mandate open vestry meetings. It gives the vestry authority to close a meeting by majority vote when a confidential or sensitive matter arises, such as a personnel matter or a pending business or legal matter. But the vestry must state the reason for its action.

The eighth paragraph mandates that minutes of vestry meetings be made available to the parish once they have been approved by the vestry. But it also authorizes the vestry to order non-disclosure of those portions of the minutes that dealing with confidential matters discussed in executive session.

Section (k), on quorum and majority, contains a slight change from § III (7) of the former bylaws, which specified a quorum of five members for a vestry meeting. Instead, it simply provides that a quorum consists of 50 percent of the serving vestry members. Canon 4705(h)(3) of the diocese states that: (A) the bylaws may specify the number of voting members that constitute a quorum; and (B) that number may not be more than 50 percent or less than 33 percent of the voting members. Bylaws 4(a) and 4(d) make it clear that the vestry consists of 13 positions: the rector, the school board chair, and eleven elected lay members, including the two wardens. Therefore, if all positions were filled, a majority would consist of 7 members.

The second paragraph of subsection (k) mirrors canon 4705(g)(4) of the diocese, which states that, unless otherwise provided in the canon, “any act of a vestry must be taken by a majority of the members of the vestry present at a meeting of the vestry.”

### **Presiding Officer**

Subsection (l) specifies who is the presiding officer at vestry meetings. The first paragraph is taken directly from § III (8) of the former parish bylaws. It complies with canon 4705(i) of the diocese and with national canon I.14.3, which states that – absent a conflict with the law of the state or diocese – “the Rector or such other member of the Vestry designated by the Rector, shall preside in all meetings of the Vestry.” It also reflects § 312G of the Vestry Act, which specifies that the rector presides at vestry meetings and has a vote, unless parish bylaws provide otherwise.

### **Electronic Meetings**

Subsection (m), governing electronic meetings and voting, is derived from canon 4705(h)(6) of the diocese.

### **Conflicts of Interest**

Subsection (n), on conflicts of interest, is new. It is derived from canon 4705(h)(7) of the diocese and adds the clarifying words “financial or personal.” The first paragraph states the general proposition that vestry members must avoid conflicts of interest – or even the appearance of a possible conflict of interest. The second and third paragraphs then provide a three-step procedure for dealing with a conflict or appearance of a conflict of interest. First, the member must disclose the nature of the financial or personal interest

that creates the potential conflict. Second, the member must either recuse himself or herself from the matter at hand or ask the vestry for permission to participate. Third, the vestry, if it allows the member to continue, may impose conditions on the member's participation.

#### **Removal of a Member**

Subdivision (o), on removal of a vestry member, is new. It implements canon 4705(g) of the diocese, which states that parish bylaws may provide procedures for removing a lay vestry member. The provision in § III (4) of the former parish bylaws that a member may be removed for three consecutive unexcused absences has been eliminated. Instead of specifying the types of conduct that justify removal or providing detailed procedures for removing a member, the proposed bylaw simply states that the vestry may remove a member by majority vote.

### **Bylaw 5.      Officers**

#### **Section (a).    Authorized Parish Officers.**

The parish's officers are:

- the rector,
- the senior warden,
- the junior warden,
- the treasurer, and
- the secretary of the vestry.

The vestry may designate additional officers.

#### **Section (b).    Term of Office.**

The term of each parish officer is set forth below in bylaws 4(c) through 4(g). An officer may be elected to additional terms, but he or she may not exceed the six-year consecutive-service limitation specified in bylaw 4(c).

The vestry may re-elect a parish officer to additional terms and may fill a vacancy in a parish office for the unexpired term of that office.

#### **Section (c).    Rector.**

The rector is elected by the vestry in accordance with the requirements and procedures specified in the constitution and canons of the Church and the diocese.

Unless otherwise provided in the rector's contract with the parish, the rector may continue to serve until:

- death, retirement, or resignation; or

- the pastoral relationship is severed in accordance with the canons of the Church and the diocese.

The rector is the chief executive officer of the parish. He or she performs the duties and exercises the powers prescribed by canon law, including, but not limited to the following:

- conducting the worship and spiritual jurisdiction of the parish, subject to the directions of the Book of Common Prayer, the constitution and canons of the Church, and the pastoral direction of the bishop;
- providing necessary instructions in faith, ministry, and Christian stewardship, including preparing persons for baptism, confirmation, and marriage;
- recording all baptisms, confirmations, marriages, and burials in the parish register;
- serving as presiding officer of the vestry;
- filing required parochial reports with the diocese;
- communicating and coordinating with the bishop and the diocese on spiritual and administrative matters;
- receiving the bishop at parish visitations and providing the bishop with current information on the state of the parish.
- presiding at parish meetings; and
- supervising parish staff.

In order to discharge fully these functions and duties for the parish, the rector is entitled under canon law to:

- use and control of all parish buildings and property, as noted in bylaw 11(b); and
- access to all parish records and registers, as noted in bylaw 12(b).

#### **Section (d). Wardens.**

The senior warden and junior warden are elected by a majority vote of the voting members of the parish present at an annual parish meeting.

To be eligible to serve as a warden, a person must have served at some point on the vestry for at least one year.

The wardens manage the property and affairs of the parish as provided in:

- the canons of the Church and the diocese;
- these bylaws; and
- resolutions of the vestry.

The senior warden is the senior lay officer of the parish and serves as lay consultant and advisor to the rector. In the rector's absence, or when the parish has no rector, the senior warden

must provide for the temporary performance of the rector's duties. The parish should seek to elect as senior warden an individual who has had professional management experience.

The junior warden has general responsibility for supervising and maintaining parish property, real and personal. In the senior warden's absence, or on delegation by the senior warden, the junior warden may exercise the senior warden's authority. The parish should seek to elect as junior warden an individual who has had experience in property management, property maintenance, or a related area.

#### **Section (e). Treasurer.**

The vestry elects a parish treasurer who may be, but need not be, a member of the parish or the vestry. The term of the treasurer is three years.

The vestry should select as treasurer an individual who has had professional financial experience.

The extent of the treasurer's responsibilities and authority are determined by:

- the canons of the Church and the diocese;
- resolutions of the vestry; and
- bylaw 10 (Financial Matters).

Upon relinquishing the office, or on request of the vestry, the treasurer must return to the parish office all books, papers, vouchers, monies, and other property in the treasurer's possession or control that belong to the parish.

#### **Section (f). Assistant Treasurer.**

The vestry, or the treasurer with the approval of the vestry, may appoint an assistant treasurer to:

- perform duties that the treasurer assigns; and
- perform the duties of the treasurer in the treasurer's absence or disability.

An assistant treasurer may not vote at a vestry meeting unless he or she is already a member of the vestry.

#### **Section (g). Secretary of the Vestry.**

The vestry elects a secretary of the vestry, who must be a member of the parish and may be, but need not be, a member of the vestry. The term of the secretary of the vestry is one year.

The vestry should select as secretary of the vestry an individual who has a strong interest in ensuring that parish records are complete, accurate, and current.

The duties of the secretary of the vestry are to:

- ensure that the parish's register and other official records are produced and maintained timely and properly; and
- perform other duties that the vestry may assign.

#### **Section (h). Staff.**

The vestry determines the number of lay employees that the parish may employ.

The vestry may authorize the appointment of parish employees and specify their titles, compensation, duties, and responsibilities. Unless otherwise specified by the vestry, the rector hires and supervises all parish employees.

As noted in bylaw 1(c), parish employees who act under the guidance of the rector or another parish officer in performing administrative and related support functions for the parish may be referred to as the "parish office."

#### **Section (i). Conduct and Removal.**

Parish officers and staff must discharge their duties faithfully, honestly, and diligently.

The vestry, by majority vote, may remove a parish officer.

Parish staff may be removed in accordance with applicable canon, federal, and state law.

#### **Section (j). Internal Operating Procedures.**

Officers and staff should adopt written internal operating procedures to provide guidance in the timely and efficient performance of the parish's administrative and financial responsibilities. The vestry may approve these documents.

#### ***Note to the Parish***

Section (a), listing the parish officers at the outset of the bylaw, is new. It is derived from § III (1) of the Maryland Sample Bylaws. The former parish bylaws were a bit confusing on this point, as they did not state that the rector or the wardens are officers of the parish. Canon 4706(a) of the diocese uses the term "elected officers" to describe the wardens, treasurer, and secretary or clerk of the vestry. It also lists the parish's delegates to the diocesan convention as elected officers.

## **Terms**

Section (b) states that the term of each parish officer – rector, warden, treasurer, and secretary – is specified individually in the sections that follow.

The second sentence, dealing with re-election and filling vacancies, is new. It fills two gaps in the former bylaws by explicitly authorizing the vestry to: (1) re-elect an officer; and (2) fill a vacancy in an officer position. It complements bylaws 4(c) and 4(g), which deal with vestry positions. But bylaw 4(c) also specifies that an individual may not serve more than six consecutive years as a vestry member, senior warden, junior warden, or any combination of these positions.

## **Rector**

Section (c) deals with the rector. The first paragraph states that the rector is elected by the vestry in accordance with canon law. The second paragraph, on tenure, is taken from § III (3) of the Maryland Sample Bylaws and national canons III.9.8 and III.9.15, which deal, respectively, with mandatory resignation and dissolution of the pastoral relation.

The third paragraph recognizes that the rector is the chief executive officer of the parish and performs duties and exercises powers set out in canon law. The list of duties presented in the bullet points is drawn from the list of duties of a rector contained in national canon III.9.6. The final bullet on the list, on supervising parish staff, does not appear in the canon but reflects current practice.

The fourth paragraph is taken directly from national canon III.9.6(a)(2), which is designed to assist in the full and free discharge of the rector's official duties by giving the rector use and control of parish buildings and property and access to all parish records.

## **Wardens**

Section (d) deals with the church wardens. The first sentence continues the practice of § III (5) of the former parish bylaws, which provided for: (1) election of the wardens by majority vote of the parish; and (2) two-year terms.

Canon 4706(a) of the diocese allows the wardens to be elected either by the parish or the vestry. § 312I of the Vestry Act allows parish bylaws to provide for election of wardens either by the parish or the vestry, to determine the terms of the wardens, and to specify how to fill warden vacancies. § III (2) of the Maryland Sample Bylaws recommends that the vestry elect the wardens, treasurer, and registrar/secretary on an annual basis. Canon 4706(a)((1)(B) states that if parish bylaws choose to have the vestry elect the wardens, the vestry must do so "at the first meeting of the vestry held after the annual meeting of the parish."

The second paragraph of section (d) requires an individual to have served for at least one year on the vestry to be eligible for a warden position. It is taken from § III (5) of the former parish bylaws.

The third paragraph sets forth the duties of the wardens. The former parish bylaws, at § III (5), stated that the senior warden (or the junior warden in the senior warden's absence) had "the authority to bind the Parish by signature to any legal or quasi-legal agreements, releases or other matters involving day-to-day business of the Parish." That authority is deleted from the new bylaws because it is overly broad and can lead to misunderstandings.

The new bylaw is derived from canon 4706(a) of the diocese, which states that the senior warden and the junior warden "have the authority and perform the duties in the management of the property and affairs of the parish as are provided in:

- “(A) the canons of this Church;
- (B) these Canons; and
- (C) subject to subparagraphs (A) and (B), the bylaws and the resolutions of the vestry.”

This formulation also complies with § 312I of the Vestry Act, stating that the duties of wardens are prescribed in the parish bylaws and the constitution and canons of the Episcopal Church and the diocese.

The fourth and fifth paragraphs of section (d) describe the traditional roles of the church wardens. The senior warden is the senior lay officer of the parish and lay consultant and advisor to the rector, while the junior warden supervises and maintains the parish property. The provisions are derived from § III (4) of the Maryland Sample Bylaws. Because the wardens perform important executive functions for the parish, the proposed bylaw advises the parish to seek to elect as wardens individuals who have relevant professional experience.

### **Treasurer**

Section (e) deals with the treasurer. The first sentence restates § IV (1) of the former parish bylaws and implements canon 4706(b)(1), which requires the vestry to elect a treasurer, who may be, but need not be, a member of either the vestry or the parish. Canon 4706(b)(2) requires parish bylaws to prescribe the term of office, qualifications, authority, and voting rights of the treasurer.

§ IV (1) of the former parish bylaw stated that the treasurer’s term of office should be decided “by Canon Law and the resolutions of the Vestry.” But canon 4706(b) of the diocese requires the parish bylaws themselves to prescribe the qualifications, term of office, authority, and voting rights of the treasurer. A term of one year is recommended in § III (2) of the Maryland Sample Bylaws, and it mirrors the term of the treasurer of the Diocese of Washington under canon 1301 of the diocese. But experience teaches that the parish’s financial responsibilities are wide-ranging and complex, and they take considerable time to master. Accordingly, the term of the parish treasurer is set at three years.

The second paragraph is new. It implements canon 4706(b)(2)(A), which requires the parish bylaws to prescribe the qualifications of the treasurer. The proposed qualification expresses a strong preference, but not a mandate, that the treasurer have professional financial experience.

The third paragraph states that the treasurer’s responsibilities and authority are determined by: (1) canon law; (2) resolutions of the vestry; and (3) new bylaw 10, which addresses parish financial procedures. Bylaw 10 sets forth the treasurer’s duties in general terms, and it expects other documents to provide the quotidian details of financial management. To that end, bylaw 10(e) specifies that the Financial Committee advises and assists the treasurer and develops and maintains written internal procedures to carry out the treasurer’s financial duties.

Under proposed bylaw 4(d), the treasurer and the secretary of the vestry are invited to attend and participate in vestry meetings, but they may not vote on questions before the vestry unless they already sit as elected members of the vestry,

The fourth paragraph, governing the return of books and other materials, repeats language in § VI (1) of the former parish bylaws.

Section (f) allows the vestry – or the treasurer, with the approval of the vestry – to appoint an assistant treasurer to perform duties that the treasurer assigns and to fill in for the treasurer when needed. It carries forward the second paragraph of § IV (1) of the former bylaws and is similar to § III (7) of the Maryland Sample Bylaws.



## **Secretary of the Vestry**

Section (g) creates the position of “secretary of the vestry,” following the usage of canon 4706(c) of the diocese, which requires the vestry to elect a “secretary of the vestry or clerk of the vestry.” The former parish bylaws, at § IV (2), referred to both a “Recording secretary of the Parish” and a “Secretary,” while the Vestry Act uses the title “secretary,” and the Maryland Sample Bylaws uses “registrar.”

The former parish bylaws implied, but did not specify, that the secretary – unlike the treasurer – must be a member of the parish. The proposed new bylaw removes any ambiguity by stating that the secretary of the vestry must be a member of the parish and may be a member of the vestry.

Canon 4706(c)(2) requires parish bylaws to prescribe the term of office, qualifications, authority, and voting rights of the secretary. The first paragraph of section (g) fixes the term of the secretary of the vestry at one year. As for qualifications, the second paragraph instructs the vestry to seek as secretary an individual who has a strong interest in ensuring that parish records are complete, accurate, and current.

The third paragraph of section (g) specifies that the secretary’s responsibilities and authority are to: (1) ensure that the parish register and other official records are produced and maintained timely and properly; and (2) perform other duties that the vestry may assign. For example:

§ III (5) of the Maryland Sample Bylaws specifies that the registrar/secretary:

- (1) maintains custody of the corporate seal of the parish;
- (2) records the minutes of both vestry meetings and parish meetings;
- (3) keeps up-to-date copies of the bylaws for inspection by parish members; and
- (4) performs such other duties as the vestry assigns.

§ 312B of the Vestry Act requires the secretary to enroll persons on the books of the parish. § IV (2) of the former parish bylaws stated that the secretary will keep an enrollment of all members of the parish and “may also have the responsibility of taking minutes of . . . Vestry meetings, if the Vestry deems it appropriate.”

Under proposed bylaw 4(d), the secretary of the vestry and the treasurer are invited to attend and participate in vestry meetings, but they may not vote on questions before the vestry unless they already sit as elected members of the vestry

## **Staff**

There were no provisions in the former parish bylaws dealing with staff.

The first paragraph of section (h) implements canon 4705(l)(3) of the diocese, which requires the vestry at any time during each year to “determine the number of lay employees the parish shall employ.” The second paragraph states that: (1) the vestry may specify the titles, compensation, duties, and responsibilities of employees; and (2) the rector hires and supervises the employees. The third paragraph cross-references bylaw 1(c), which emphasizes that parish staff perform administrative, financial, and other support functions under the guidance of the rector and other parish officers.

## **Conduct and Removal**

Section (i) is new. It reduces to writing the basic requirement that all parish officers and staff discharge their duties faithfully, honestly, and diligently. It also makes clear that parish officers may be removed by majority vote of the vestry. Staff may be removed subject to applicable provisions of canon, federal, and state law.

## **Internal Operating Procedures**

Section (j) is new and very important. The bylaws themselves cannot address all the details of administering the parish. Moreover, they are not a good vehicle for adapting promptly to changing needs and conditions because they may only be amended through a formal process – which requires advance notice and a vote of 67 percent of the voting members attending a parish meeting. Nevertheless, in the interests of sound administration, financial integrity, and legal protection, the parish should adopt written procedures to guide its officers and staff in performing basic functions – whether in the form of regulations, manuals, checklists, or even cheat sheets. Accordingly, section (i) encourages parish officers and staff to adopt written internal operating procedures. It also gives the vestry the discretion to approve these procedures.

## **Bylaw 6. Lay Delegates to the Diocese**

The voting members of the parish present at an annual parish meeting, by majority vote, elect the parish's lay delegates and alternate delegates to the annual diocesan convention.

A voting member of the parish is eligible to serve as a delegate or alternate delegate to the convention. The term of office is one year.

### ***Note to the Vestry***

Canon 4706(d) permits lay delegates and alternate delegates to the annual diocesan convention to be elected either by the parish or the vestry.

It has been the practice of Christ Church, as reflected in § III (3) of the former parish bylaws, to have the delegates elected at the annual parish meetings. That tradition is continued.

The second paragraph, allowing any voting member to be eligible for election and setting a one-year term of office, are the same as § III (3) of the former parish bylaws.

## **Bylaw 7. Committees**

### **Section (a). Committees Established by the Vestry.**

The vestry may:

- establish standing committees to assist in managing vital parish programs; and
- appoint the committee members, two of whom on each committee must be vestry members.

The vestry's delegation of authority and responsibilities to a committee must be made in writing and reflected in the minutes of a vestry meeting.

### **Section (b). Committees Established by the Rector.**

The rector may establish and appoint members to committees to assist the rector in his or her ministry to the parish.

### **Section (c). Limitation on Committee Functions.**

A committee appointed either by the vestry or the rector must not relieve the vestry of any of its responsibilities otherwise imposed by civil or canon law.

### ***Note to the Parish***

The new bylaw replaces article VI of the former parish bylaws.

Section (a) authorizes the vestry to: (1) establish standing committees to assist in managing the parish; (2) appoint the members of those committees; and (3) delegate authority and responsibilities to the committees, but only in writing and reflected in the minutes of a vestry meeting. Under canon 4705(j)(1) of the diocese, each committee established by the vestry should include at least two vestry members. The use of standing committees under this bylaw is limited to a handful of key committees, such as the finance and property committees and the school's board of trustees.

Section (b) authorizes the rector to establish committees to assist in his or her ministry of the parish and to appoint the members of those committees.

Section (c) is derived from the warnings given by canon 4705(j)(1) that any authority delegated to a vestry committee "not affect the responsibilities or duties of the vestry relating to that authority" and by canon 4705(j)(2) that a rector's committee "not exercise any authority of the vestry in the management of the vestry."

## **Bylaw 8. Clergy**

### **Section (a). Qualifications.**

The rector and any other parish clergy member must be:

- a priest of the Episcopal Church; or
- a cleric authorized to officiate in the Episcopal Church under the canons of the Church.

### **Section (b). Governing Authority.**

The constitution and canons of the Church, the bishop, and the diocese govern the eligibility, recruitment, selection, appointment, and responsibilities of parish clergy.

### **Section (c). Appointment.**

The vestry elects the rector by a majority vote of all vestry members entitled to vote.

When the position of rector becomes vacant, the vestry must consult with the bishop and follow all relevant provisions in the canons of the Church and the diocese before electing a new rector.

The vestry elects assistant clergy by a vote a majority vote of all the members of the vestry entitled to vote, but only: (1) at the nomination of the rector; and (2) after consulting the bishop in conformity with the canons of the Church and the diocese.

#### **Section (d). Letter of Agreement.**

A new rector or new assistant clergy member must accept appointment in writing and sign a letter of agreement in a format conforming to guidance provided by the diocese.

#### **Section (e). Interim Clergy.**

In the absence or disability of a rector, the bishop, after consultation with the vestry, may appoint an interim rector or priest-in-charge, who may exercise the rector's duties.

#### ***Note to the Parish***

Section (a) repeats the qualifications of a rector, as set forth in canon 4707(a)(1) of the diocese that rector and assistant clergy be an Episcopal priest or a cleric authorized by the Episcopal Church to officiate.

Section (b) avoids setting out the procedures governing recruitment, selection, and appointment of clergy. Instead, it just refers to the requirements laid down by canon law, the bishop, and the diocese.

Section (c) deals with appointment of clergy. Canon 4707(a)(2)(B) of the diocese specifies that the vestry elects a rector by a majority vote of **"all the members of the vestry entitled to vote."** This language is carried over *verbatim* in the proposed bylaw. It replaces § V (1) of the former parish bylaws, which required a **majority vote of "the whole Vestry."** This specific voting requirement applies only to the election of the clergy and is different from the normal decision-making formulation, *e.g.*, (1) canon 4705(h)4) states that "[e]xcept as otherwise provided in this canon, the bylaws of each parish shall provide that any act of a vestry shall be taken by a **majority of the members of the vestry present and voting at a meeting of the vestry.**" And section 4(k) of these bylaws, derived from that canon, states that "[u]nless provided otherwise in these bylaws, a **majority vote of the vestry present at a meeting** constitutes a vestry decision."

There is a difference between "all the members of the vestry entitled to vote" and the number of members who may actually attend a meeting. Bylaw 4(a) defines the vestry to include 13 members, including the wardens. Therefore, a majority of all the members entitled to vote will be seven, regardless of how many actually attend a meeting. Since selection of clergy may be the most important decision that a vestry makes, it might be better to require a two-thirds vote of the vestry. But canon 4707 precludes that option.

The second and third paragraphs of section (c), requiring consultation with the bishop and compliance with canon law, are taken from canon 4707 of the diocese and § V (2) of the former parish bylaws.

Section (d), addressing clergy contracts, is much shorter than § V (3) of the former parish bylaws, which set forth in detail several of the provisions that should be included in a clergy contract. In addition, it changes the title of the employment document from a contract to a "letter of agreement," which reflects the current usage. The revised rule merely states that the nominee's acceptance and the letter of agreement must be

in writing and conform to guidance provided by the diocese – such as may be found in its *Guidelines for Clergy Contracts*.

Subsection (e), on interim clergy, restates national canon III.9.3(b), which specifies that if a parish does not have a rector, the bishop, after consultation with the vestry, may appoint a priest-in-charge to exercise the duties of rector, subject to the authority of the bishop.

## **Bylaw 9. School**

### **Section (a). Status.**

Christ Episcopal School is an unincorporated mission of the parish. It is owned and operated by the vestry as a non-profit entity in accordance with the parish's incorporation under Maryland State law and the bylaws of the school.

### **Section (b). Board of Trustees.**

The board of trustees for the school is established as a standing committee of the vestry. It is delegated authority by the vestry to manage the day-to-day business operations and financial affairs of the school. As provided in bylaw 4(a), the chair of the board of trustees is a member of the vestry.

### **Section (c). Property.**

Title to all real and personal property of the parish is held by the vestry on behalf of the diocese.

The school's use of real property owned by the parish is governed by a shared-use agreement negotiated between the parish and the school and approved by the vestry and the school's board of trustees.

The vestry delegates authority to the board of trustees to use and manage all tangible personal property owned by the school and required for the school's day-to-day operations.

### **Section (d). School Bylaws.**

The school's board of trustees may adopt bylaws for the regulation and governance of the school's internal affairs. But no school bylaw is effective until ratified by the vestry. If there is a conflict between the school bylaws and the parish bylaws, the parish bylaws govern.

The school's bylaws may establish a mechanism to help the rector coordinate the operations and activities of the parish and the school and to resolve any dispute arising between the parish and the school.

#### **Section (e). Budget.**

The school's board of trustees must approve an annual budget and tuition model for the school and submit it to the vestry for ratification by July 1 of each year. At any time during the year, the board may approve amendments to the school budget and send them to the vestry for ratification.

#### **Section (f). Head of School and School Employees.**

Subject to the provisions of the school bylaws, the school's board of trustees may employ, compensate, and remove a head of school. The terms and conditions of the head of school's employment contract are subject to approval by the vestry.

The head of school is the chief administrative and educational official of the school and has full authority – subject to the general supervision of the rector and the chair of the school's board of trustees – over the conduct and operation of the school.

The head of school supervises the school's faculty and other employees and may employ, assign, compensate, and discharge them, subject to the school's bylaws and budget, as approved by the board of trustees and ratified by the vestry.

#### **Section (g). Legal Counsel.**

The school's board of trustees may not pursue legal action or retain legal counsel without the vestry's advance approval.

#### ***Note to the Parish***

This proposed bylaw recognizes the significance of Christ Episcopal School as a mission of the parish that is integrated into the parish structure.

The proposed bylaw is coordinated with the bylaws of the school. Sections (a) and (b) state explicitly that: (1) the school is a mission of the church, owned and operated by the vestry; (2) that the school's board of trustees has been established as a standing committee of the vestry; (3) that the vestry has delegated authority to the board of trustees to manage the business operations and financial affairs of the school; and (4) that the chair of the school's board of trustees is *ex officio* a member of the vestry.

Section (c) deals with property. In accordance with national canon I.14.2, the vestry is the agent and legal representative of the parish in all matters concerning its corporate property. In addition, § 312H of the Vestry Act states that the vestry, as trustees of the parish, have a fee simple estate in all church property. The school's use of real property owned by the parish is governed by a shared-use agreement approved by the vestry and the school's board of trustees. As for personal property, the board is authorized to use and manage personal property owned by the school and required for its daily operations.

Subsection (d) authorizes the board of trustees to adopt bylaws governing the school's internal affairs. But it adds explicitly that no school bylaw is effective until first approved by the vestry. Also, a school bylaw may not conflict with a parish bylaw. This arrangement allows the school and the school board to take care of the school's day-to-day operations and finances, but subject to the ultimate authority of the vestry. The

school's bylaws, for example, provide appropriate details on such matters as sharing resources and resolving disputes.

Section (e), governing the school budget and tuition model, is taken from the school's bylaws and requires the school board to submit the budget and tuition model to the vestry for ratification each year.

Subsection (f), on the head of school and employees, authorizes the board to select and oversee the head of the school. It also requires the vestry to approve the terms of the employment contract of the head of school. The section also specifies the broad authority of the head of school to conduct school operations and supervise school staff.

Subsection (g) reiterates § II.2.i of the school bylaws in prohibiting the board of trustees from pursuing any legal action or retaining external legal counsel without the prior consent of the vestry.

## **Bylaw 10. Financial Matters**

### **Section (a). Fiscal Year.**

The parish's fiscal year is the calendar year.

### **Section (b). Budget.**

If practicable, the vestry approves the parish's annual budget:

- in preliminary form at its regular October meeting; and
- in final form at its regular January meeting.

But for good cause, the vestry may approve the annual budget at a different meeting.

The annual parish budget must be disseminated to the parish for informational purposes as soon as practicable after the vestry approves it in final form.

The vestry may amend the parish budget at its regular or special meetings during the course of a fiscal year.

### **Section (c). Priority of Compensation Payments.**

As required by the canons of the diocese, the vestry must make payment of clergy and lay compensation a priority over all other payments from the parish's income.

### **Section (d). Treasurer's responsibilities.**

The treasurer serves as the parish's chief financial officer and ensures that the parish's financial responsibilities are performed timely and properly.

The treasurer ensures that financial procedures and necessary position descriptions are developed, approved by the vestry, and updated as needed.

#### **Section (e). Committees.**

Three standing committees assist the vestry in managing the parish's finances:

- the Finance Committee;
- the Endowment Board; and
- the Property Committee.

The Finance Committee advises and assists the treasurer, and it develops and maintains written internal operating procedures to carry out the treasurer's financial duties. The treasurer serves as the Finance Committee's chair and proposes the names of other committee members for appointment by the vestry.

The Endowment Board supervises management of the parish's endowment. The vestry appoints the board's chair and members, including the treasurer as a member. The board is authorized to develop its own bylaws, but they are not effective until ratified by the vestry.

The Property Committee, working closely with the junior warden, supervises management of the parish's property, which frequently has a substantial impact on parish finances.

#### **Section (f). Handling checks and money.**

All money, securities, funds, or other financial assets received by the parish must be delivered to the treasurer or the treasurer's designee for deposit in a designated financial institution or for other safeguarding, as appropriate.

All expenses and other payments must be made by the treasurer, or under the treasurer's direction.

All checks and drafts must be made, drawn, and endorsed in the name of the parish in a manner that the vestry authorizes.

#### **Section (g). Gifts.**

A gift with restrictions or designated use may be accepted on behalf of the parish only if approved by either the rector or the vestry.

#### **Section (h). Audit.**

The treasurer must ensure that the parish's financial books and records are audited annually by a certified public accountant proposed by the treasurer and approved by the vestry.



The treasurer must present the audit report to the vestry within 270 days following the close of the fiscal year for approval. The approved audit report must be filed with the records of the parish, the diocese, and any outstanding lenders to the school or the parish as required.

#### **Section (i). Fidelity Bond.**

The treasurer and any assistant treasurer, other officer, employee, or other individual handling parish funds or assets – whether salaried or not – must be bonded for the faithful performance of their duties in an amount sufficient to protect the parish in case of malfeasance or misfeasance. The parish must pay for the bond, in an amount and by a surety company that the vestry determines.

The vestry must provide surety in an amount sufficient to protect the parish in the event of malfeasance or misfeasance of the treasurer.

#### **Section (j). Rector's Discretionary Fund.**

The Rector's Discretionary Fund exists to provide needed assistance under the rector's discretion.

### ***Note to the Parish***

Section (a) prescribes the parish fiscal year as the calendar year. The provision mirrors § VII (1) of the former parish bylaws and § V (1) of the Maryland Sample Bylaws. In addition, national canon I.7.1(j) requires that all parishes and dioceses maintain their fiscal years on a calendar basis.

The first two paragraphs of section (b), governing the parish budget, are different from § VII (2) of the former parish bylaws, which required approval of the budget at the vestry's December meeting. The revised bylaw reflects current reality more closely, as a preliminary budget is usually approved in October and the final budget in January. It also provides greater flexibility for the vestry to change the timetable.

The third paragraph, on dissemination of the adopted budget is similar to § VII (3) of the former parish bylaws. The fourth paragraph, however, is new. It specifically gives the vestry flexibility to amend the budget during the course of the year.

Section (c), on priority of compensation payments, is derived from canons 4705(l)(1) and (4) of the diocese.

Section (d) addresses the duties of the treasurer. Unlike § IV (1) of the former bylaws, it does not attempt to specify the treasurer's financial duties in detail in the bylaws themselves. Rather, the proposed bylaw takes a two-fold approach:

First it recognizes that the treasurer as the parish's chief financial officer, who is responsible for overseeing and ensuring that: (1) all necessary financial responsibilities are performed in a timely and proper manner; and (2) financial procedures are developed and approved by the vestry.

Second, through proposed bylaw 10(e), it relies on the parish's Finance Committee to: (1) advise and assist the treasurer; and (2) develop and maintain written internal operating procedures to carry out the treasurer's financial duties.

Section (e) deals with three key parish committees – the Financial Committee, the Endowment Board, and the Property Committee – with close ties to the treasurer. The treasurer serves as chair of the former and a member of the latter. As noted above, the Finance Committee advises and assists the treasurer and develops internal operating procedures. The Endowment Board manages the parish’s endowment. The Property Committee is included because the management of parish property is a major item in the parish’s budget.

Section (e) addresses the handling of parish checks and money. The first two paragraphs, requiring that all monies be delivered to the treasurer and all payments made by the treasurer, expand upon § III (6) of the Maryland Sample Bylaws. The third paragraph, requiring all checks to be in the name of the parish in a manner authorized by the vestry, is taken from § V (2) of the Maryland Sample Bylaws.

Section (f) is new. Drawn from model bylaws of other dioceses, it specifies that a gift with restrictions or designated use may be accepted on behalf of the parish only by the rector or the vestry.

Section (g), requiring annual audits, is derived from § V (4) of the Maryland Sample Bylaws, which is based on canon 2-160 of the Diocese of Maryland. There is no explicit provision regarding audits in the former parish bylaws or the canons of the diocese. Nevertheless, national canon I.7.1(f) requires that all parish accounts be audited annually by an independent accountant or accounting committee, as authorized by the diocese. National canon I.7.1(g) specifies the contents of the audit reports and requires that they be filed with the diocese.

Section (h) requires the parish to obtain and pay for a fidelity bond for the treasurer and any other individual handling parish funds. It is taken from § IV (1) of the former parish bylaws and § V (5) of the Sample Bylaws. National canon I.7.1(d) requires that the treasurer be bonded, unless the treasurer handles not more than \$500 during the year.

Subsection (i) recognizes the existence of the rector’s discretionary fund and notes that it is used to provide assistance to individuals or organizations in need.

## **Bylaw 11. Property**

### **Section (a). Ownership.**

The vestry is the owner of record of all parish property, real and personal.

The vestry holds and manages parish property as the agent and legal representative of the parish and as trustee for the Church and the diocese. It does so in accordance with the constitution and canons of the Church and the diocese and the laws of the State of Maryland regulating religious corporations affiliated with the Diocese of Washington.

### **Section (b). Rector’s Control of Property.**

In accordance with canon law, the rector is entitled to the use and control of all parish buildings and property in order to discharge all his or her official duties.

### **Section (c). Care of Property.**

As provided in bylaw 4(h), the vestry is responsible for directing and supervising the management of parish assets, including its real and personal property. It does so with the assistance of the junior warden and a standing property committee appointed under bylaw 7(a).

Parish officers and staff must take reasonable care and act in the best interests of the parish to protect and preserve parish property.

### **Section (d). Sale and Encumbrance of Real Property.**

The vestry may not sell or encumber parish real property without first obtaining the written consent of the bishop or the Standing Committee of the diocese.

The vestry may rent or lease parish real property— other than the portion of the church building used for worship – for a period of three years or less without approval of the bishop or Standing Committee.

### ***Note to the Parish***

There was nothing in the former parish bylaws or the Maryland Sample Bylaws regarding property. But in light of legal issues that have arisen in the wake of attempts to sell parish property, it is advisable to provide some basic guidance in the bylaws.

Section (a) makes the broad statement that the vestry is the owner of record of all parish property. It is based on § 312H of the Vestry Act, which provides that: “The vestry, . . . as trustees of the parish, shall have an estate in fee-simple in all churches and chapels, and in all glebes, and other lands, and shall have a good title and estate in all other property belonging to the [church] . . . and it shall be lawful for such vestry so to manage and direct all such property as they think most advantageous to the interests of the parishioners, and they shall also have the property in all books, plate and other ornaments belonging to said church and chapels, or any of them.”

The role of the vestry as agent and legal representative of the parish in all matters concerning its corporate property and as trustee of the property for the Episcopal Church is found in national canon I.14.2.

Section (b) affirms the rector’s right under canon law to use and control parish property. It repeats national canon III.9.6(a)(2), which states that the rector or priest-in-charge: “For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, . . . shall at all times be entitled to the use and control of the Church and Parish buildings together with all appurtenances and furniture, and to access to all records and registers maintained by or on behalf of the congregation.” § 312G of the Vestry Act, dating from 1798, states quaintly that the rector “shall have, unless he otherwise contracts with the vestry, the possession, occupation and free use of all glebe lands, houses, ground-rents, books and other property, belonging to the parish, and be entitled to the benefit thereof . . .”

Section (c) addresses the proper care of parish property. The vestry’s responsibility to manage the assets of the religious corporation is specifically listed in bylaw 4(h) and is derived from § 5-306 of the Corporations and Associations article of the Maryland Code. That statute also requires the vestry, as trustee, to act in the manner most conducive to the interests of the parish. The second sentence notes that the vestry’s

oversight relies on the leadership of the junior warden and the assistance of the parish's property committee.

The second paragraph of section (c) sets a broad standard of care for parish officers and staff to take reasonable care and to act in the best interests of the parish in order to protect and preserve parish property. It is drawn from various business models and 5 C.F.R. § 2635.101 of the regulations governing federal employees.

Section (d) prohibits the sale or encumbrance of parish real property without prior approval of the diocese. National canon I.7.3 states that: "No Vestry . . . authorized by Civil or Canon law to hold, manage, or administer real property for any Parish . . . shall encumber or alienate the same or any part thereof without the written consent of the Bishop and Standing Committee of the Diocese of which the Parish, . . . except under such regulations as may be prescribed by Canon of the Diocese." Canon 50 of the diocese adds that: The vestry must "obtain written approval from the Bishop and the Standing Committee before taking any steps to encumber any real property of the parish . . . by mortgage, deed of trust, lease or otherwise, or to alienate any real property by gift, sale, or exchange or otherwise. The vestry . . . may lease property of the Parish . . . (other than the portion of any church or chapel which has been used principally for public worship for a term of three years or less without the approval of the Bishop or the Standing Committee."

## **Bylaw 12. Parish Records**

### **Section (a). Procedures.**

Under the guidance of the rector and the secretary of the vestry, the parish office should adopt and regularly update written internal operating procedures that assure that the parish's paper and digital records are produced, maintained, secured, and safeguarded timely and properly.

### **Section (b). Rector's Access to Records.**

In accordance with canon law, the rector is entitled to access to all parish records and registers in order to discharge all his or her official duties.

### ***Note to the Parish***

The former parish bylaws were not clear as to what records need be kept and who is responsible for producing them and maintaining custody of them. So many records are required by canon law, state law, and sound business practices that it would be impractical to attempt to list them in the bylaws. Moreover, these records are generated and maintained by many different individuals. As a practical matter, it appears that most on-going record-keeping duties are in fact performed by the parish administrator or other staff acting under the rector's supervision.

Bylaw 5(g) establishes the revitalized position of "secretary of the vestry," as required by canon 4706(c) of the diocese. The canon only requires that the secretary of the vestry "keep the record of all voting members of the parish." The secretary's other duties are left up to local bylaws. § IV (2) of the former parish bylaws stated that the "Recording Secretary of the Parish" is responsible for "keeping an enrollment of all members of the Parish and "may also have the responsibility of taking minutes of . . . Vestry meetings, if the Vestry deems it appropriate."

Proposed bylaw 5(g) contemplates a broader role for the secretary in overseeing all key parish records, and it declares that the secretary should be a person who has a strong interest in ensuring that parish records

are complete, accurate, and current. But it essentially leaves the details of the secretary's responsibilities to be developed over time. Bylaw 10(a) begins that process by having the secretary work with the rector and parish staff to develop internal operating procedures to assure that the parish's records – both paper and digital – are produced, stored, and secured in a timely and proper manner.

Among the topics that might be addressed in those internal operating procedures are:

- the parish registry and membership rolls;
- official records of baptisms, marriages, funerals, and other church rites;
- minutes of vestry and parish meetings;
- records of parish property and assets;
- official business records;
- financial records;
- tax, insurance, and indemnification documents;
- personnel files;
- correspondence files;
- parish publications;
- retention and disposition of official records;
- individual responsibilities for record-keeping; and
- access to parish records by parish members and others.

Section (b) is taken directly from national canon III.9.6(a)(2).

### **Bylaw 13. Indemnification**

To the fullest extent authorized by law, the parish will indemnify and hold harmless a current or former vestry member or parish officer who, because of his or her position as a vestry member or parish officer, is involved in any threatened, pending or completed action, suit, or proceeding – whether civil, criminal, administrative, or investigative.

#### ***Note to the Parish***

§ IV (1) of the former parish bylaws required the vestry to provide surety sufficient to protect the parish in the event of malfeasance or misfeasance of the treasurer. This responsibility is satisfied by the purchase of adequate liability insurance. But the former parish bylaw did not address the issue of indemnifying vestry members or parish officers who have been drawn into legal or investigative proceedings because of action they took serving in the capacity of a vestry member or officer. The text is a streamlined version of a sample bylaw from the Diocese of Massachusetts. The July 2021 bylaws of the school include a more detailed provision authorizing indemnification of members of the school's board of trustees.

### **Bylaw 14. Amendments**

These bylaws may be altered, amended, repealed, or added to at an annual or special parish meeting by a vote of 67 percent of the voting members present. But advance notice of the proposed change or changes must be provided in accordance with bylaw 3(d).

### ***Note to the Parish***

There was no provision in the former parish bylaws for amending the bylaws. The text of this new bylaw is drawn from Article VI of the Maryland Sample Bylaws and § 312A(a) of the Vestry Act. It implements canon 4704(d) of the Diocese of Washington, which requires parish bylaws to specify that any amendment to the bylaws needs a vote of at least 67 percent of the eligible voting members present at a parish meeting.

### **Bylaw 15.      Effective Date**

The parish approved these bylaws at a special parish meeting on October 10, 2021, and made them effective on November 1, 2021.

### ***Note to the Parish***

These bylaws were researched extensively and vetted by the vestry. Then, after approval by the vestry, they were circulated to the parish for comments and discussed in detail at a parish open forum on September 26, 2021. Finally, with additional amendments based on the comments, they were approved without objection at a special parish meeting on October 10, 2021.