

St. Andrew's Episcopal Church, Pasadena, MD

By-Laws



SAINT ANDREW'S EPISCOPAL CHURCH

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The Reverend Shawn N. Hill
Rector

By-Laws
of
St. Andrew's Episcopal Church
Pasadena, Maryland

Adopted: March 7, 2004

Amended: October 2010

Preamble: These Bylaws are adopted pursuant to the authority granted by Section 5-334 of the Corporations and Associations Article of the Annotated Code of Maryland relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland (the "Diocese of Maryland"). These Bylaws shall govern the corporate and temporal affairs of "St. Andrew's Episcopal Church, Pasadena" (the "Church"), subject to the Public General Laws of the State of Maryland, to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Episcopal Church") and to those of the Diocese of Maryland.

ARTICLE I

MEMBERS

Section 1. ORDINARY MEMBERS. All baptized persons, whether in the Episcopal Church or another Christian Church, whose Baptisms have been duly recorded in the Episcopal Church, and who regard St. Andrew's as their regular place of worship, shall be Ordinary Members of the Church.

Section 2. VOTING MEMBERS. Every person not less than 16 years of age who has been an Ordinary Member of the Church for at least 3 months preceding the day when the person may wish to vote, and who shall have been a communicant in good standing in the Episcopal Church and are enrolled as such in the records of the Church, shall be a Voting Member thereof, with the right to vote in the election of Vestry members and upon all other matters having to do with the affairs of the Church put to a congregational vote.

A communicant in good standing means a confirmed or received member of the Church who has been faithful in corporate worship, unless for good cause prevented, and received Holy Communion in the Church at least three (3) times in the preceding year, has been faithful in working and praying for the spread of the Kingdom of God and is a financial contributor of record to the parish.

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In the event of any dispute as to eligibility of any voter, the question shall be referred to the Rector, Wardens and Vestry for resolution.

Section 3. ANNUAL MEETINGS. There shall be an Annual Meeting of the Church on a Sunday in November.

The business to be transacted at the Annual Meeting shall include the election of Vestry members, consideration and action upon reports of the Rector, Officers, Vestry members and committees, and any other business as appropriate.

Section 4. SPECIAL MEETINGS. At any time during the interval between Annual Meetings, Special Meetings may be called by the Rector, by a majority vote of the members of the Vestry or upon the written request of not less than 25 Voting Members filed with the Rector, or in the Rector's absence, with the Rector's Warden at least 15 days in advance of the proposed meeting date, unless otherwise approved by the Vestry.

Section 5. NOTICE AND PLACE OF MEETINGS; QUORUM. All meetings of members, both Annual and Special, shall be held at the Church. Notice of all meetings shall be given by announcement at all services in the Church and by publication in the weekly bulletin of the Church, if there be such a bulletin, on at least two Sundays immediately preceding the date of the meeting. Such notice shall clearly specify the date and time of the meeting and shall indicate whether the meeting is an Annual Meeting or a Special Meeting, and if a Special Meeting, the business to be transacted.

No business other than that specified in the notice shall be transacted at Special Meetings. The quorum at a properly noticed meeting shall be the number of Voting Members in actual attendance at the meeting.

Section 6. PRESIDING OFFICER. The Rector shall preside at all Annual and Special Meetings. If the Church is without a Rector or, if the Rector is absent, the Rector's Warden shall preside. In the absence of both the Rector and the Rector's Warden, the People's Warden shall preside. In the absence of a Registrar, the presiding officer shall appoint a secretary to record the minutes of the meeting, such minutes to be subsequently given to the Registrar.

ARTICLE II

THE VESTRY

Section 1. ELIGIBILITY. Every Voting, contributing member of the Church, as defined in Article I, Section 2 of these Bylaws, who has been confirmed / received in the

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Episcopal Church and who pledges based on a form of proportional giving shall be eligible to serve as Vestry member.

Section 2. VESTRY COMPOSITION AND TERMS OF OFFICE. The Vestry of the Church shall consist of the Rector, Full Time Clergy (if any), and a minimum of 9 elected persons whose terms of office of 3 years shall rotate. Each year, 3 individuals shall be elected to replace the 4 individuals who are completing their terms of office.

All individuals completing a full, 3-year term of office shall be ineligible to seek re-election to the Vestry for a period of 1 year service on the Vestry in filling a vacancy shall not be considered a disqualification for re-election.

Section 3. NOMINATION. Candidates shall be nominated to serve as Vestry members in the following manner:

At least three months in advance of the Annual Meeting, the Rector shall appoint a Nominating Committee consisting of Vestry members whose terms of office are concluding and 2-4 Voting Members recommended by the Rector's Warden. The Nominating Committee shall present the Vestry with a sufficient number of candidates to fill all existing vacancies plus a minimum of 2 additional names.

A Voting Member may nominate a candidate or candidates for the office of Vestry member by submitting such nomination or nominations to the Vestry Registrar.

All nominations shall be submitted to the Vestry prior to the Annual Meeting, and the Vestry shall immediately make known to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of those so nominated. No person shall be nominated for Vestry unless the person has agreed to serve if elected.

Additional qualified nominations for election to the Vestry may be made by any Voting member at the Annual Meeting. All nominees must be present at the Annual Meeting to be elected to the Vestry except in case of emergency OR unless other arrangements have been made in advance.

Section 4. ELECTION. Vestry members shall be elected by a majority vote of those Voting Members present at the Annual Meeting. Any Voting Member wishing to vote at the Annual Meeting and who is unable to be present by virtue of infirmity, illness, or other unavoidable absence shall have the right to request and cast an Absentee Ballot. The Absentee Ballot shall be requested from the Rector's Warden who shall be

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responsible for the distribution and tabulation of all such ballots. ALL Absentee Ballots must be turned in to the Rector's Warden PRIOR to the meeting to be considered.

Those candidates receiving the highest number of votes at the Annual Meeting shall fill the full term vacancies that exist at the time of the election. Newly elected Vestry members will participate in the December Vestry meeting without vote to become familiar with the vestry process and financial concerns of the congregation and will be seated with voice and vote at the January Vestry meeting.

Section 5. VACANCIES. If by reason of death, resignation or any other cause a vacancy shall occur in the Vestry, a minimum number of members needed shall be determined to establish a quorum (see Article II, Section 8) applicable if all positions were filled. Thus, vacancies will not be filled provided that the number of persons remaining does not go below this newly established "minimum".

If the number of vacancies dips below the established minimum, the Vestry shall be empowered to solicit nominees and immediately elect eligible individuals from among the Voting members of the Church. All individuals, including runners-up in the previous election, shall be considered for the purpose of filling these vacancies. Individuals elected in this manner shall serve the remainder of the un-expired term and would then be eligible to become a candidate for election to the Vestry.

Section 6. VESTRY DUTIES AND POWERS. The Vestry shall act as trustees for the Church in accordance with the public general laws of the State of Maryland regulating religious corporations affiliated with the Diocese of Maryland and shall have and exercise all corporate powers and privileges of the Church under such laws.

Section 7. MEETINGS. Regular meetings of the Vestry shall be held as determined by the Rector and the Vestry. The Vestry may, by majority vote and for good and sufficient reason, cancel or reschedule the regularly scheduled meeting. Special Meetings may be held at any time or place as called by the Rector or, if the Church is without a Rector or the Rector is absent, the Rector's Warden OR by written petition of not less than one-third of the number of Vestry members.

Notice of the time and place of all regular and Special Meetings and of the purpose of all Special Meetings shall be given to each Vestry member in person, by e-mail or by telephone not less than forty-eight hours preceding the meeting or by mail posted not less than two days preceding the date of such meeting unless an emergency exists which requires the immediate attention of the Vestry. No business shall be transacted at Special Meetings except that specified in the notice.

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Section 8. VESTRY QUORUM AND PRESIDING OFFICER. A majority of the members (1/2 plus 1) of the Vestry shall constitute a quorum for the transaction of business at any meeting of the Vestry. All such meetings shall be considered official Vestry meetings.

The Rector or, if the Church is without a Rector or the Rector is absent, the Rector's Warden, shall preside at all meetings of the Vestry. If the Rector and the Rector's Warden are both absent, the People's Warden shall preside. In the event that all of the above are absent or unavailable, the remaining members of the Vestry shall elect a member to preside over the meeting. The Presiding Officer shall be empowered to act in lieu of and on behalf of the Vestry in dealing with problems causing material damage to the facilities OR affecting the good and welfare of the Congregation.

Section 9. ATTENDANCE. Any Vestry member absent for 3 regularly scheduled meetings in any term year, without good reason, shall be considered to have resigned. After three unexcused absences, the Rector's Warden shall within 72 hours inform them of their "resignation" in writing.

If a Vestry member is going to miss a meeting, they are required to inform the Rector, Rector's Warden or People's Warden prior to the meeting.

ARTICLE III

OFFICERS

Section 1. OFFICERS. The officers of the Church shall be the Rector, Rector's Warden, People's Warden, Registrar, Treasurer and such other officers as the Vestry may from time to time designate. Officers must meet the eligibility requirements of Article II, Section 1 but need not be elected members of the Vestry. Any vacancy in any office shall be filled for the un-expired term thereof by the Vestry.

Section 2. ELECTION. The Rector's Warden, People's Warden, Registrar and Treasurer shall be elected annually by a majority vote at the January Vestry meeting. If the Vestry is unable to elect these officers amongst themselves, the Rector shall be empowered to appoint parishioners who meet the eligibility requirements to these positions. Individuals so appointed shall serve for 1 year.

Section 3. RECTOR. The Rector of the Church shall be the president and chief executive officer of the Church and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Episcopal Church and of the Diocese of Maryland.

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The Rector shall be elected by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, the Rector shall continue to serve until attaining the age of seventy-two (72) years, resignation or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese of Maryland or otherwise dissolved in accordance with applicable canons.

The Rector shall render a report to the Vestry at each regular meeting but may vote only in the case of a tie.

Section 4. RECTOR'S WARDEN. The Rector's Warden shall keep fully apprised of the spiritual health of the Congregation, report to the Vestry at each regular meeting and shall render a formal report on the state of the Parish at the Annual Meeting.

The Rector's Warden shall be the senior lay officer of the Church, shall serve as lay consultant and advisor to the Rector, shall be accessible at all times to the Rector, the People's Warden, and members of the Vestry for advice, planning, and execution of the tasks of the Parish and shall perform such other duties as may be assigned to the Rector's Warden by the Vestry.

Section 5. PEOPLE'S WARDEN. The People's Warden shall have general responsibility for the supervision and maintenance of all Church property, real and personal (other than securities and cash), and shall perform such other duties as may be assigned to the People's Warden by the Vestry.

The People's Warden shall report to the Vestry at each regular meeting and shall render a formal report on the state of the Parish at the Annual Meeting.

Section 6. REGISTRAR. The Registrar shall have custody of the corporate seal of the Church, if any, and shall affix the seal to any document requiring it. The Registrar shall record the minutes of all meetings of the Vestry and of the Voting Members, provide the 2-day notice to all Vestry members of Special Vestry meetings and shall perform such other duties as may be assigned to the Registrar by the Vestry.

The Registrar shall be charged with the responsibility of keeping at least two copies of the latest version of the Bylaws which shall be open to inspection in the Church office at reasonable business hours by an Ordinary Member or Voting Member of the Church.

Section 7. TREASURER. The Treasurer shall keep the financial records of the Church and shall have general custody of all Church funds, securities and other investments. A record of all monies received by the Church shall be delivered to the Treasurer, and all expenses and other payments shall be made by the Treasurer, or under the Treasurer's direction using the financial institution approved by the Vestry.

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The Treasurer shall make a report as to the general financial condition of the Church at the Annual Meeting of the Voting Members, submit a written financial report at each regularly scheduled Vestry meeting and make such other reports from time to time as the Vestry may request.

Section 8. OTHER OFFICERS. The Vestry may designate other officers from time to time to perform such duties as may be assigned to them by the Vestry. All other officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry as non-voting members.

Section 9. VOTING RIGHTS OF OFFICERS. A Rector's Warden, People's Warden, Registrar or Treasurer, who is not an elected member of the Vestry shall have the right to vote at Vestry meetings on all questions, except the following: (1) matters relating to the call of a Rector or the employment of an Assistant Rector; (2) matters affecting the contractual relationship between the Rector, Assistant Rector and the Church; and (3) matters relating to the acquisition, alienation, conveyance, lease or encumbrance of Church property, both real and personal.

ARTICLE IV

COMMITTEES, DIOCESAN CONVENTION/REGIONAL COUNCIL DELEGATES

Section 1. COMMITTEES. The Vestry shall appoint Standing Committees for Buildings and Grounds, Christian Education, Communications, Evangelism, Finance, Outreach, Pastoral Care, Stewardship and Worship. The Vestry may appoint Ad Hoc Committees, from time to time and as the need arises, to conduct other business, as appropriate.

Section 2. DELEGATES. The Delegate(s) and the Alternate Delegate(s), if any, to the Diocesan Convention/Regional Council shall be elected by a majority of the voting members present at the Annual Meeting. These Delegates shall be selected from amongst the Voting, Contributing, and Confirmed or Received members of the Congregation who are Communicants in good standing. The Delegate(s) and Alternate Delegate(s) shall be elected in the following manner:

- Alternate Delegate(s) shall be elected each year.
- Alternate Delegate(s) elected in this manner shall automatically become the Delegate(s) in the year following their election (i.e. - elected in November 2004 serves as Alternate Delegate(s) at the May 2005 Diocesan Convention and as Delegate(s) at the 2006 convention).

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All Delegates / Alternates shall attend Vestry and Regional Council meetings to become familiar with the issues to be resolved at Diocesan Convention and to ensure that they are prepared to represent the views and opinions of the Church.

In the event that the Church is unable to send the required number of Delegates to Diocesan Convention as a result of any Delegate / Alternate being unable to fulfill their duties, the matter shall be referred to the Vestry for resolution.

ARTICLE V

FISCAL MATTERS

Section 1. FISCAL YEAR. The Church's fiscal year shall be the calendar year.

Section 2. SIGNATURE TO COMMERCIAL PAPER. All checks and drafts shall be made, drawn and endorsed in the name of the Church in such manner as the Vestry may from time to time authorize.

Section 3. EXPENDITURE LIMITATION. The Vestry must approve any expenditure in excess of \$100.00 not specifically provided for in the current Church annual budget.

Section 4. AUDIT. The financial books and records of the Church shall be audited annually by a certified public accountant chosen by the Vestry or, three or more responsible persons other than the Treasurer to be appointed by the Vestry.

Such audit shall be submitted to the Vestry within sixty days following the close of the fiscal year of the Church and shall be filed with the records of the Church.

Section 5. FIDELITY BOND. The Treasurer and such other officers, employees or other persons handling Church funds, whether salaried or non-salaried, as the Vestry may direct from time to time, shall be bonded for the faithful performance of their duties at the expense of the Church, in such amounts and by such surety companies as the Vestry may determine.

Section 6. OPERATING BUDGET. The Finance Committee shall submit an operating budget to the Vestry at the regular October meeting for their approval. The Finance Committee shall monitor the financial status of the Church and submit an amended budget reflecting adjustments that may be necessary.

ARTICLE VI

AMENDMENT TO BYLAWS

The By-Laws, amendment(s) or alteration(s) shall become effective immediately upon their approval at an Annual Meeting OR at the next Annual Meeting if approved at a Special Meeting.

These Bylaws may be altered, amended, repealed or added to by a two-thirds vote of those Voting Members who shall attend any Annual or Special Meeting, provided, however, that any such alteration, amendment, repeal or addition, whether proposed by the Vestry or by the Voting Members who shall call a Special Meeting pursuant to Article I, Section 4 hereof, shall be specified in the notice of the meeting, whether it be an Annual or Special Meeting.