

~~Adopted January 2004~~

NOTE—ALL MATERIAL CONTAINED IN BRACKETS IS EXPLANATORY AND WILL BE REMOVED AFTER THE BYLAWS ARE ADOPTED. ALL CHANGES FROM THE PRIOR BYLAWS ARE EITHER UNDERLINED (IF NEW LANGUAGE) OR LINED OUT (IF REMOVED LANGUAGE).

~~Amended Article III in October 2010~~

~~**-AMENDED AND RESTATED -**~~**BYLAWS OF THE MEMORIAL EPISCOPAL CHURCH**

**PREAMBLE**

The Memorial Episcopal Church (the "Church") is a religious corporation of the State of Maryland, whose Charter was originally recorded on February 15, 1860 and which filed Articles of Amendment and Restatement on March 6, 1996. The Church shall have and may exercise all powers and privileges granted to religious corporations of the State of Maryland under the public general laws thereof. The Church shall be subject to the organization, government and discipline of the Episcopal Church and the Constitution and Canons of the Diocese of Maryland.

**ARTICLE I. MEMBERS.**

1. **General Membership.** All persons who regard Memorial Episcopal Church as their regular place of worship shall be considered to be general members of the Church.

2. **Voting Members.** Every person not less than sixteen (16) years of age, who has been enrolled on the books of the Church as a member at least one month prior to the date of the annual meeting, and who has contributed to the spiritual and financial support of the parish, shall be considered a Voting Member. A Voting Member shall be entitled to vote upon the election of Vestry members and upon all other matters.

3. **List of Members.** The Rector shall maintain a correct list of members in good standing, determined in the Rector's judgment according to the Canons of the Episcopal Church.

**ARTICLE II. MEETINGS OF MEMBERS.**

1. **Annual Meeting.** There shall be an Annual Meeting of the Voting Members of the Church on the third Sunday in January or at such other time as may be designated by the Vestry. General members shall be welcome but shall have no vote. The business to be transacted shall be the election of Vestry members and delegates to the Diocesan Convention, consideration and action upon reports of the Rector, Assistant (if any), Officers, Voting Members, Committees, and any other business within the power of the Church. Written notice of

the Annual Meeting shall be given to the Voting Members at least ten (10) days prior to the date of the meeting.

2. **Special Meetings.** Special meetings may be called by the Rector, by a majority of the Vestry, or by 25 Voting Members of the congregation. Written notice of the purposes of the special meeting, time, and place shall be given to the Voting members at least ten days prior to the date of the meeting. In case of extreme emergency, the Rector, the Assistant to the Rector (if any), or the Senior Warden may call a meeting to meet the emergency without due written notice.

3. **Procedure.** The Rector shall serve as Chair of the Annual Meeting and of special meetings. In the event of the Rector's absence or inability to serve, the Senior Warden shall serve as Chair. The Registrar shall serve as Secretary of all meetings. In the event of the absence or inability of the Registrar, the Chair shall appoint a Secretary for the meeting.

4. **Quorum.** One fifth of the Voting Members shall constitute a quorum. In the event of lack of a quorum, the meeting shall be postponed. In case of an emergency or extreme importance of a question, business may be transacted and shall be ratified by the Vestry members in a subsequent meeting.

### **ARTICLE III. THE VESTRY**

1. **Eligibility.** Every Voting Member of the Church who is a communicant in good standing shall be eligible to serve as a member of the Vestry. (~~According to Canon 16, a~~ communicant in good standing ~~has been confirmed or received into the Episcopal Church and removed because the National Church is placing less emphasis on confirmation~~ has received Holy Communion at least three times during the past year.)

2. **Number and Term of Office.** The Vestry of the Church shall consist of ~~the~~ Rector and twelve Voting Members. ~~[in accord with model bylaws on Diocesan website]~~ Vestry members shall serve for three years from the date of their election at the Annual Meeting. Vestry members may serve for an additional consecutive three-year term if so elected at the Annual Meeting. After serving two complete consecutive terms, Vestry members shall not be eligible for re-election for another three years. The twelve members of the Vestry shall be divided into three groups of four each. The terms of office of each group shall be three years.

3. **Nomination.** The Nominating Committee shall consist of five Voting Members of the Church appointed annually by the Rector and the Wardens with the approval of the Vestry, at least sixty days before the Annual Meeting. The Rector shall designate the Chair. The Nominating Committee shall nominate ~~four as many eligible Voting Members as~~ candidates for the Vestry ~~as there are vacancies~~. Names of the nominees to the Vestry shall be published at least thirty days prior to the Annual meeting. Additional nominations may be made ~~by any group of ten or more Voting Members by submitting such nomination(s), in writing, over their signatures, to the Registrar, at least two weeks prior to the Annual Meeting. The names of such additional nominees shall be published at least seven days prior to the Annual Meeting.~~ ~~from the~~

~~floor at the Annual Meeting. [in accord with model bylaws and to provide an orderly process and time for registrar to check standing and bio to be circulated]~~The consent of the nominee must be obtained prior to the nomination.

4. **Elections.** Vestry members shall be elected at the Annual Meeting by the Voting Members present and voting. ~~The four~~Those nominees receiving the highest number of votes ~~for the positions to be filled~~ shall be elected. Voting by proxy shall not be permitted.

5. **Vacancies.** A vacancy among members of the Vestry shall be filled by vote of the Vestry ~~or at the Annual Meeting (at the discretion of the Vestry).~~ ~~[explanatory of process that is in place]~~ Any person so elected shall serve until the expiration of the original term of office and shall be eligible for re-election at the Annual Meeting for a full term of office.

6. **Duties and Powers.**

(a) The Vestry shall have such duties, powers and authority as may be required of or conferred upon it by the Charter of Memorial Episcopal Church and in accordance with these Bylaws. The Vestry shall act as trustees for the Church in accordance with the public general laws of the State of Maryland regulating religious corporations affiliated with the Episcopal Church of the Diocese of Maryland and shall have and exercise all corporate powers and privileges of the Church under such laws.

(b) The Vestry shall ~~elect~~ ~~nominate~~ ~~[how it actually works now]~~ such members of the Board of the Memorial Apartments Corporation as are required by the Bylaws of that corporation. ~~The Rector~~ ~~A Vestry member or a Voting Member designated by the Vestry~~ ~~and one Vestry member~~ shall serve on the Board.

(c) The Vestry shall elect such members to the Board of the Samaritan Communities, Inc. as are required by the Bylaws of that corporation.

(d) The Vestry may, if it chooses, make decisions by consensus rather than by voting, and any decisions made by consensus shall be as fully valid as if they were made by voting.

7. **Vestry Meetings.** Regular meetings of the Vestry shall be held every month except as otherwise agreed by the Vestry. Special meetings of the Vestry may be called by the Rector (or, in the Rector's absence, by the Senior Warden) or by not less than one-third of the number of Vestry members. Notice of the time and place of all meetings and of the purpose of special meetings shall be given to each Vestry member by telephone, electronic mail, or fax not less than 24 hours preceding the date of each meeting. Only the business specified in the notice shall be transacted at special meetings.

8. **Quorum.** Seven members of the Vestry shall constitute a quorum for the transaction of business at any meetings of the Vestry

#### **ARTICLE IV. OFFICERS**

1. **Officers of the Church.** The officers of the church shall be the Rector, any Assistant Rector, the Senior Warden, the Junior Warden, the Registrar, the Treasurer, an Assistant Treasurer, if elected by the Vestry, and such other officers as the Vestry may from time to time designate.

2. **Election.** The Senior Warden shall be chosen by the Rector [in accord with many parishes] ~~The~~ Junior Warden, Registrar, Treasurer, and any other Officer shall be elected annually by majority vote at the first meeting of the Vestry held after the annual meeting. Officers must be Voting Members of the Church and may, but need not, be members of the Vestry. Any vacancy in any office shall be filled for the unexpired term thereof by the Vestry. Officers shall serve for one year and shall be eligible for re-election.

3. **The Rector.** The Rector shall be the president and chief executive officer of the Church. The rector shall perform such duties and shall have such powers as may be prescribed in the Constitution and Canons of the Episcopal Church and of the Diocese of Maryland. The Rector shall be the Chair of the Vestry. The Rector shall be elected by majority vote of the entire Vestry. Unless otherwise provided in the terms of the call, the Rector shall continue to serve until the Rector's death or resignation or until the pastoral relationship is severed with the approval of the Bishop of the Diocese either by the vestry for good cause shown, or by mutual consent of the Rector and the Vestry.

4. **The Wardens.** The Wardens shall serve as lay consultants and advisors to the Rector, shall have general responsibility for the supervision and maintenance of all church property, real and person (other than securities and cash), and shall perform other duties as may be assigned to them by the Vestry. The Senior Warden shall be the senior lay officer of the church.

5. **The Registrar.** The Registrar shall record the minutes of all meetings of the Church Voting Members and of the Vestry. The Registrar shall maintain the parochial records of the Church and shall perform such other duties as may be assigned by the Vestry.

6. **The Treasurer.** The Treasurer shall keep the financial records of the Church and shall have general custody of all Church funds, securities and other investments. All expenses and other payments shall be made by the Treasurer or under the Treasurer's direction in accordance with the budget and at the direction of the Vestry. The Treasurer or the Treasurer's designee, shall prepare the budget, shall make a report at the annual meeting and make such other reports as the Vestry may request. [This acknowledges that for years now, the finance committee has prepared the budget.]

8. **Committees.** The Rector shall appoint a Finance Committee, Building and Grounds Committee, Nominating Committee, and any other committees deemed necessary with the approval of the Vestry. Committee members shall serve for a term of one year.

9. **Vestry Meetings.** All officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry.

10. **Voting Rights of Officers.** All officers who are not members of the Vestry shall have the right to vote at Vestry meetings on all questions. [in accord with provisions of model bylaws and acknowledging that the officers should have a vote since they are involved in all matters and have accountability for the vestry's actions.]

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#### **ARTICLE V. FINANCIAL MATTERS**

1. **Fiscal Year.** The fiscal year of the Church shall be the calendar year, in accordance with Title 1, Canon 6.

2. **Signatures and Expenditures.** All checks and drafts shall be made, drawn, and endorsed in the name of the Church in such manner as the Vestry may authorize. Any expenditure in excess of \$200, not provided for in the current annual budget, must be approved in advance by the Vestry.

3. **Audit.** The financial records and books of the church shall be audited annually by a certified public accountant chosen by the Vestry or by three Voting Members of the Church, not including the Treasurer. The audit shall be submitted to the Vestry within six months following the close of the fiscal year and shall be filed with the records of the Church.

4. **Fidelity Bond.** Any person authorized by the Vestry to sign checks shall be bonded at the expense of the Church in such amounts and by such surety companies as the Vestry may determine. ~~(Title 1, Canon 6, National Canons.)~~ [incorrect reference and the Canons change over time, so it is not efficient to have the reference in the bylaws] Such other officers, employees, or other persons handling Church funds, whether salaried or non-salaried, shall be bonded at the expense of the Church, as authorized by the Vestry.

#### **ARTICLE VI. AMENDMENTS**

The Bylaws may be amended at any annual meeting or any special meeting called for that purpose, by a two-thirds vote of the Voting Members present and voting, provided that written notice of the proposed amendments shall have been given to the Voting Members at least ten (10) days prior to the date of the meeting.

#### **ARTICLE VII. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Revised, shall be the parliamentary authority for all matters of procedures not specifically covered by the Charter and the Bylaws of the Memorial Episcopal Church, the National Canons, and the Canons of the Episcopal Church in the Diocese of Maryland, and the laws of the State of Maryland.

January 25, 2004  
Annual Meeting

BYLAWS COMMITTEE

Barbara Swain  
Jesse Milan

Amendments to Article III

Adopted at Special Meeting October 2010

Amended and Restates Bylaws Adopted at Annual Meeting February 8, 2015

BYLAWS REVIEW COMMITTEE

Lynne Durbin  
Lois Eldred

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Amendments to Article III  
Adopted at Special Meeting October 2010  
Amended and Restates Bylaws Adopted at Annual Meeting February 8, 2015

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