

St. David's Episcopal Church By-Laws

May 10, 2019

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1. PREAMBLE

The Protestant Episcopal Church in the United States of America is otherwise known as and hereafter referred to as THE EPISCOPAL CHURCH.

The Protestant Episcopal Diocese of Massachusetts is otherwise known as the Episcopal Diocese of Massachusetts, and is hereafter referred to as THE DIOCESE.

ST. DAVID'S EPISCOPAL CHURCH, 205 OLD MAIN STREET, SOUTH YARMOUTH, MA 02664, HAVING ASSOCIATED AS A PARISH FOR THE PURPOSE OF MAINTAINING THE WORSHIP OF ALMIGHTY GOD ACCORDING TO THE FAITH AND USAGES OF THE EPISCOPAL CHURCH HAS ADOPTED THE ARTICLES HERETO ATTACHED AS ITS BY-LAWS.

2. AUTHORITY ACKNOWLEDGED

St. David's Episcopal Church accedes to the doctrine, discipline and worship and to the Constitution and Canons of The Episcopal Church, and to the Constitution and Canons of the Diocese, and acknowledges their authority.

3. MEMBERSHIP

3.1 Definition: Any person shall be considered a member of the Parish who

- Is baptized,
- Is sixteen (16) or more years of age,
- Acknowledges the authority of the By laws of the Parish, and

- Declares an intention to support the Parish by regular attendance at public worship and by financial support.

3.2 Removal

The Vestry may

1. give written notice to any member who, for one (1) year, has refrained from regular worship, and from contributing toward the support of the Parish;
2. provide an opportunity to be heard; and remove the member's name from the list of members of the Parish.

3.3 Voting

Members are entitled to vote in Parish affairs

4. OFFICERS, VESTRYPERSONS, DELEGATES

4.1 Officers

- The officers of the PARISH, WHO MUST BE 18 YEARS OR OLDER
- There is a Senior Warden and a Junior Warden
- a Treasurer
- a Clerk

4.2 Vestrypersons

There shall be nine (9) additional vestrypersons. Two or more members of the same household or family shall not serve concurrently on the vestry. Any member of the Parish may be elected as a vestryperson.

4.3 Delegates

The Parish shall have such Delegates and Alternates to the Diocesan Convention as it may be entitled to under the relevant canons and rules. Delegates and or Alternates may be members of the Vestry. Delegates and Alternates to the Convention shall also be Delegates and or Alternates to the appropriate Deanery.

5. ELECTIONS and VACANCIES

5.1 Elections

The Officers shall be elected at each Annual Meeting of the Parish. Wardens shall hold office until the Annual Meeting two years from their election. The Treasurer, the Clerk, the Delegates and the Alternate Delegates shall hold office until the next Annual Meeting following their election. Vestrypersons shall hold office until the third Annual Meeting following their election. All shall hold office until their successors are elected and qualify.

At the Meeting at which this Article takes effect, 1/3 of the Vestrypersons shall be elected to hold office until the next Annual Meeting, a second third in the second year, and, in the third year, the final third.

Any Warden whose third consecutive two year term, any Vestryperson whose second consecutive three year term, and any Treasurer, Clerk, Delegate or Alternate whose sixth consecutive one year term expires at any Annual Meeting shall be ineligible, until the next Annual Meeting, for the re-election for the same office.

5.2 Vacancies

Vacancies may be filled at any meeting of the Parish. Unless so filled, the Vestry may fill them until the next Annual Meeting of the Parish. In the absence or incapacity of either Warden, or of a vacancy in the office, the powers and duties of the Warden shall devolve upon the other remaining Warden.

6. NOMINATIONS

6.1 Nominating Committee

There shall be a Nominating Committee that shall be a retiring Vestryperson, a retiring Warden, when appropriate, and additional member(s) of the Parish appointed by the Rector to complete a committee of five (5) persons. Members of the Nominating Committee shall serve one-year terms. Any appointed member whose third successive term has expired shall be ineligible to serve for one year. The Nominating Committee shall present at each Annual Meeting one or more candidates recommended for each position to be filled by vote at such meeting. The list of nominees so designated shall be posted with the notice of the Annual Meeting. Nominations for any office to be filled at an Annual Meeting may also be made at such meeting by any member of the Parish authorized to vote.

7. MEETINGS OF THE PARISH

7.1 Annual and Special Meetings

The Annual Meeting shall be held at such date, hour, and place as the Vestry shall determine.

Special Meetings may be called at any time by the Wardens or the Vestry. Special Meetings also may be called by the Wardens whenever so requested in writing by the Rector or by five (5) members of the Parish.

7.2 Warrant

All meetings of the Parish shall be announced by posting an attested copy of the Warrant calling the meeting at a public entrance of the church or place of worship occupied by the Parish. The Warrant shall be posted at least fourteen (14) days before the date fixed for an Annual Meeting and at least seven (7) days before a special meeting. No action shall be taken at any meeting of the Parish other than set forth in the Warrant for such meeting.

7.3 Presiding Officer

The Rector, or in the Rector's absence, one of the Wardens, shall preside; in the absence of all three (3), a moderator shall be chosen by those present at the meeting.

7.4 Quorums

Members of the Parish, numbering at least 20% of the average Sunday attendance as reported in the previous year's Parochial Report, and in any event, not less than twice the number of persons who are members of the Vestry, present at an Annual or Special Parish Meeting shall constitute a quorum. A simple majority vote of those present determine any matter presented except as provided in Article 15 respecting the amendment of these By-laws.

7.5 Annual Reports to the Diocese

- The Annual Parochial Report
- The Annual Audit
- Certification of Lay Delegates to the Convention
- Certification of Insurance

7.6 Rules for Conducting Meetings

Robert's Rules of Order Revised shall govern the meetings in all cases in which they are applicable and in which they are not inconsistent with the Constitution and the Canons of the Episcopal Church.

8. The Rector

8.1 Eligibility

To be eligible for the office of Rector, a person must be either a qualified ordained minister of the Episcopal Church or a church in full communion with the Episcopal Church who has been certified by the Bishop to be in good standing.

8.2 Election

An election shall not take place until after all the steps required in Section 1 of Diocesan Canon 15 have been taken. The Rector shall be elected by the Vestry.

8.3 Powers and Duties

The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff. For the purposes of the office, its functions and duties, the Rector is entitled to the use and control of the Church and Parish buildings, equipment, and furniture, and to access all records and registers maintained by the parish.

8.4 Vacancy or Incapacity

If the office of the Rector becomes vacant or the Rector is incapacitated, the Vestry shall consult with the Bishop and appoint an Interim. In case of a vacancy, the interim shall serve until such time as a new Rector is elected as provided under this Article; in case of incapacity, the interim shall serve until the Rector can resume duty.

9. WARDENS

9.1 Eligibility

The Wardens shall be members of the Parish, confirmed communicants of the Episcopal Church, of eighteen or more years of age. The term of the Warden is two years.

9.2 Powers and Duties

It shall be the duty of the Wardens, to provide for the temporary performance of the Rector's duties, when the Parish has no Rector, or in the Rector's absence.

10. TREASURER

10.1 Eligibility

The Treasurer shall be a member of the Parish, and of eighteen or more years of age. The term of the Treasurer shall be for a maximum of one year.

10.2 Duties

- to receive and disburse all monies collected under the authority of the Vestry,
- to keep a true record of receipts and disbursements
- to present a full statement of these and of the financial condition of the Parish at Annual Meetings and at other times required by the Vestry, and to maintain the records of all trusts and permanent funds belonging to the Parish, listing the source and date of such trust and funds, the terms governing the use of principal and income, to whom and how often accounts are to be made and how the trusts are invested.

10.3 Voting of Securities

Except as the Vestry may otherwise designate, the Treasurer may act or appoint any member of the Vestry (with or without power of substitution) to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

10.4 Bonds

The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, the Parish shall procure adequate bonds and each bond shall be placed in the custody of some officer other than the person who is bonded.

*The following amendment was approved by the Vestry at the November 2017 meeting. Amendment to the By-Laws of St. David's Episcopal Church:

10 A. ASSISTANT TREASURER

1. The Assistant Treasurer shall be a member of the Parish, and of eighteen or more years of age. Will have a term for one (1) year.
2. Works with the Treasurer, the Financial Secretary, and the Rector with respect to financial matters.
3. Acts as Treasurer when the Treasurer is absent or unable to perform their duties

11. CLERK

11.1 Eligibility

The Clerk shall be a member of the Parish, and of eighteen or more years of age. The term of the Clerk shall be one year.

11.2 Powers and Duties

It shall be the duty of the Clerk to keep records of the Parish and of the Vestry, to keep a list of the members entitled to vote in its affairs.

The Clerk shall make available the names of persons on the list of members for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

12. VESTRY PERSONS

12.1 Eligibility

A Vestryperson shall be a member of the Parish. The term of a vestryperson shall be three years.

12.2 Powers and Duties

Vestrypersons shall have a seat, voice, and vote at any meeting. Each shall have such duties as may, from time to time, be assigned by the vestry.

13. VESTRY

The officers, together with the Rector, and the Vestrypersons shall constitute the Vestry of the Parish.

13.1 Authority and Duties

The Vestry shall exercise all its powers in accordance with the usage and discipline of The Episcopal Church, in compliance with the statutes of the Commonwealth and the provisions of these By laws. It shall be the duty of the Vestry

- to manage the prudential affairs and to care for the property of the Parish;
- to provide for the furniture, books, vestments, and all things necessary for the celebration of public worship;
- to see that all buildings and personal property belonging to the Parish are adequately insured;
- to supervise the investment of funds of the Parish;
- to authorize and direct such purchases and sales as the Vestry may from time to time deem wise, and any and all transfers assignments, contracts, deeds, leases, bonds, notes, checks and
- other instruments which may be necessary or proper in this connection; and
- to supervise and direct the officers in the discharge of their duties.

The Officers and Vestrypersons, in the consultation with the Rector, shall authorize staff positions and terms of employment. The handling of all or any of the investments may be delegated by the Vestry to the Wardens or the Treasurer. This includes their purchase, custody, sale and transfer. The Vestry may delegate to the Wardens and/or Treasurer generally or in particular cases the authority to execute contracts, deeds, leases, bonds, notes, checks, and other instruments which may be necessary or proper.

The Vestry may appoint or authorize the appointment of any committee that it deems desirable. All such committees shall be accountable to the Vestry.

The Vestry shall follow the good practices set forth in the Manual of Business Methods, in so far as practicable.

13.2 MEETINGS

Meetings of the Vestry may be called by the Rector or either Warden or any two (2) members of the Vestry. The Vestry may schedule regular meetings and determine the manner of notifying its members. The Rector, or such member of the Vestry designated by the Rector, shall preside. A majority of the members shall constitute a quorum and a simple majority vote of those present shall determine any matter presented. The records of the Vestry shall be open to the members of the Parish at its meetings.

13.2 a. Robert's Rules of Order, revised, shall govern the meeting in all cases in which they are applicable and in which they are not inconsistent with the Constitution and the Canons of The Episcopal Church.

13.3 Annual Audit

The Vestry shall cause to be made an annual audit of the accounts of the Treasurer and other custodians of funds of the Parish. The audit shall be made by a certified or independent public accountant or by any alternative permitted by the Officer of the Treasurer of the Diocese. The Vestry shall appoint such auditor at least thirty days before the end of the year.

13.4 Restrictions on Alienation or Encumbrance of Real Estate

No consecrated church or chapel, nor any church or chapel which has been used solely for divine service, nor any property which is being used as a Parish house or rectory, nor any land incidental to or regularly used in connection with any of the foregoing, shall be alienated or encumbered without the previous written consent of the Bishop, acting with the advice and consent of the Standing Committee.

13.5 Gifts and Memorials

No object intended as a permanent addition to the Church or Parish property, or to be used

therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Officers. All objects so accepted may be removed when deemed necessary by the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

14. ORGANIZATIONS

All formal organizations connected with the Parish shall be responsible to the Rector. Each Organization shall have a Charter declaring its purposes, defining its members, and describing its scope of action. Each organization shall present at the Annual Meeting of the Parish a report containing a summary of its activities and finances and a list of its officers. Any organization which has not met for three (3) years, or whose members so declare, that they have not met, shall be defunct. The funds of any defunct organization shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

15. AMENDMENTS

These By- laws may be amended in the following manner:

1. The proposed change shall be approved by vote of two thirds (2/3) of the members of the Parish present at a Parish meeting;
2. The proposed change shall be submitted to the Bishop and Standing Committee.
3. If they approve the change without substantial revision, then the change as so approved shall become immediately effective upon receipt by the Parish; or
4. If they approve subject to a substantial revision affecting the intent or meaning of the proposed change, then the matter shall be resubmitted to (a) Parish meeting and shall become immediately effective upon approval by two thirds (2/3) of the Members of the Parish present.

16. INDEMNIFICATION OF PARISH OFFICERS

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Rector in his or her capacity as a member of the Vestry, or other officer of the Parish (collectively "Indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), in which he or she become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for authorization of indemnification.

Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment be wholly protected, if:

- (I) the payment has been approved or ratified
(1) by a simple majority vote of a quorum of either

- (a) the members of the Parish who are not at that time parties to the proceeding or
- (b) the members of the Vestry who are not at that time parties to the proceeding or
- (2) by a simple majority vote of a committee of two (2) or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or
- (ii) the action is taken in reliance upon the independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a simple majority of the full Vestry then in office; or
- (iii) the Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws; or
- (iv) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the rights of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.