

**St. Mary's Episcopal Church, Wayne, PA**  
**BY-LAWS**

As Amended February 15, 2021

**ARTICLE 1**

**Of the Members of the Corporation and the Qualification of Voters**

Section 1. The Members of the Corporation qualified to vote at elections of members of the Vestry and on all questions which come before any meeting of the Corporation under Article VI of the Articles of Incorporation shall be all lay Baptized persons of the age of sixteen years and upwards who shall have been worshippers in this church as their usual place of public worship for one year and upwards, and who shall appear by the books of the Corporation to have contributed to its support not less than five dollars during the year immediately preceding such election or meeting.

**ARTICLE 2**

**Of the Meetings of the Corporation and the Election of Members of the Vestry, Deputies to Diocese Convention and Delegates to Deanery**

Section 1. The annual meeting of the Corporation, the annual election of members of the Vestry, the election of deputies to the next stated Diocesan Convention and delegates to the Deanery shall be held at the premises of the Corporation or such other place as the Vestry shall by resolution prescribe during the first quarter of each year at an hour and upon a date chosen by the Vestry. The date, time and place for holding the meeting and election shall be announced to the Congregation by the Rector or the Rector's Warden on the two Sundays preceding such day of election, and a written notice of the annual meeting shall be given to each member of record entitled to vote, at least ten days prior to the day named for the meeting; if action to be taken by the members of the meeting include alteration, amendment or repeal of the By-Laws, notice thereof by announcement shall be given by the Rector or the Rector's Warden on the three Sundays preceding such meeting.

Section 2. The Wardens shall choose as judges of election three persons qualified to vote for members of the Vestry and shall cause them severally to be notified in due time of their appointment, or the judges of the election shall be appointed by the Rector if the Wardens fail to appoint them for any reason. The announcements and written notice of the election shall request that written nominations for members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery be made to the Secretary at least 14 days before the time fixed for election.

Section 3. It shall be the duty of the judges to open the polls at the time and place specified for the meeting. Voting for members of the Vestry shall be by ballot, in person

and/or by absentee ballot but not by proxy. The candidates shall include all qualified members nominated to the Secretary. The polls shall remain open for one hour unless the Vestry shall direct that they remain open for a longer period. Those candidates receiving the largest number of votes shall be declared elected. The results of the election shall be communicated in writing to the Secretary, who shall notify each of the persons elected, and shall be announced to the Congregation on the Sunday next succeeding the day of election. Each member elected to the Vestry should make every effort to attend a meeting of the Vestry to be held as soon thereafter as practicable, for the purpose of organizing the commissions and committees of the church. At this meeting the Secretary shall present the official return to the Vestry in writing and shall enter the official return in the minutes.

Section 4. In case of failure to hold an election on the day specified the Vestry shall appoint another day within four weeks for holding such election.

Section 5. Special meetings of the members may be called at any time by the Rector, or the members of the Vestry, or upon the request of at least 20 members of the Corporation. Notice of the time and place of a special meeting shall be given in the same manner as Section 1 of this Article prescribes for annual meetings.

Section 6. At all meetings of the members of the Corporation, ten percent of the members who would be qualified to vote if present in person shall constitute a quorum.

Section 7. Voting for all matters other than election of the Vestry may be by ballot, voice vote, or show of hands but not by proxy.

### **ARTICLE 3**

#### **Of the Members of the Vestry, the Appointment of Wardens and Officers, and Meetings of the Vestry**

Section 1. Those qualified to serve on the Vestry under Article VII of the Articles of Incorporation shall be a Baptized and Confirmed Lay person of the age of eighteen years and upwards, and a member of the Corporation. All Vestry nominations are to be made in writing by a member of the Corporation, signed by the nominee and delivered to the secretary at least fourteen (14) days before the time fixed for election. Self-nominations are also allowed up to and including the day for election. A majority of the vestry shall be residents of Pennsylvania. Those qualified to serve on the Vestry shall not be a member of the same household or immediate family member as a concurrent Vestry member nor a paid Lay Employee of the church.

Section 2. The Vestry shall consist of no fewer than nine Vestry members. The Vestry will include the Rector's Warden and the People's Warden and shall be divided into three classes of three members. The members of each class shall be elected at the annual meeting of the Corporation and shall serve for a period of three (3) years. If a vacancy exists, a vestry member may be appointed for an additional one-year term at the end of their three-year term in order to

maintain a nine-person vestry. No person on the Vestry shall serve more than one consecutive three-year term. There shall be no limit on the total number of non-consecutive terms a member of the Corporation may serve on the Vestry. The People's Warden shall be selected from the members of the Vestry, on a subsequent ballot during the annual meeting, by the members of the Corporation. In the event that there is only one nomination for the People's Warden election by acclamation is permissible. The People's Warden will be selected each year during the annual meeting. A member of the Vestry appointed by the Vestry under Article 3 Section 6 to fill an unexpired term of less than two years, may stand for election to the Vestry, during the annual meeting, without it being considered more than one consecutive three-year term.

Section 3. Following the annual election of members of the Vestry, the stated meeting of the Vestry shall be held as soon as practicable. Meetings of the Vestry shall be held on such day in the months of January, February, March, April, May, June, September, October, November, and December as the Vestry may from time to time fix by resolution. Special meetings of the Vestry may be called by the Rector, Rector's Warden or by a majority of the members of the Vestry at any time upon five days written notice.

Section 4. Members of the Vestry, or any committee designated by the Vestry, may participate in a meeting of the Vestry or committee by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 5. A quorum shall consist of the presence in person or by telephone conference of a majority of the members of the Vestry for the transaction of all business, except as otherwise provided in the Articles of Incorporation or these By-Laws. Absentee ballots shall not be allowed at meetings of the Vestry.

Section 6. Vacancies in the Vestry occurring at any time may be filled by a majority vote of the remaining members of the Vestry; Provided that no person nominated by the Vestry shall be elected to fill a vacancy unless qualified to serve under these By-Laws and the vote of the Vestry occurs within one week of receiving written notice of the person being nominated. Such election shall be for the unexpired term of the vacancy filled.

Section 7. In the event that a Vestry member has been absent/unexcused for three regular meetings of the vestry during any year, the seat of the Vestry member, with the advice and consent of the Rector and Rector's Warden, may be declared vacant by the Vestry and may be filled following the procedure in this Article Section 6.

Section 8. At the stated meeting following the election of the members of the Vestry in each year, the Rector shall appoint the Rector's Warden for the ensuing year; provided that, if a vacancy exists in the office of Rector, the Vestry shall select one of their number to perform the duties of the Rector's Warden until the next succeeding stated meeting of the Vestry. The Rector with the advice and consent of the Vestry shall assign each Vestry member to a Commission for the ensuing year. The Vestry shall also elect for

the ensuing year a Secretary, a Treasurer, and such other officers as may be directed by the Articles of Incorporation or the By-Laws, none of whom need to be a member of the Vestry. All elections shall be by ballot, unless the same shall be dispensed with by the unanimous consent of the members of the Vestry present.

Section 9. To the fullest extent that the laws of the Commonwealth of Pennsylvania as now in effect or as hereafter amended permit elimination or limitation of the liability of members of the Vestry, no member of the Vestry of the Corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action, as a member of the Vestry. Any amendment or repeal of this Section or adoption of any provision of these By-Laws or the Articles of Incorporation of the Corporation which has the effect of increasing the liability of the members of the Vestry shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to its adoption.

## **ARTICLE 4**

### **Of Commissions and Committees**

Section 1. The Rector may appoint the Committees of Music, Church School, and Outreach, of which he or she shall be a member Ex-Officio.

1. The Committee of Music, to consist of at least three members one of which shall be the Director of Music, shall be in conjunction with the Rector have general charge of the Music of the Church.
2. The Committee on Church School, to consist of at least three members, shall assist the Rector in the supervision of the school, and in the absence of the Rector may have charge thereof.
3. The Committee on Outreach to consist of at least four members, who with the Rector shall have general charge of the missionary activities of the Church.

There shall be Vestry representation on each of these committees.

Section 2. The Rector with the advice and consent of the Vestry shall appoint at least two Vestry members to be on each of The Committee of Finance and The Committee of Buildings and Grounds, of which he or she shall be a member Ex-Officio.

1. The Committee of Finance, to consist of the Treasurer and at least four other members, who shall have oversight of the investments and general charge of the finances of the Parish and shall present the Vestry at its stated meeting in December a budget for the next year for its review and approval.
2. The Committee of Buildings and Grounds, to consist of at least four members, who shall have charge of the care and upkeep of the property.

Section 3. The Rector with the advice and consent of the Vestry may create such commissions and committees, standing, task force or special, to perform such functions, and to serve such terms, as is may deem appropriate, of which he or she shall be a member Ex-Officio. The Rector with the advice and consent of the shall appoint members of commissions and committees which can include, but are not limited to, members of the Vestry.

## **ARTICLE 5**

### **Of the Election of the Rector**

Section 1. A vacancy in the office of the Rector shall be filled in accordance with the appropriate canons of the Church and in compliance with procedures of the Diocese of Pennsylvania.

Section 2. The person to be elected shall have been openly nominated at a previous meeting of the Vestry, the notice for which meeting shall have been issued at least one week previous to the holding thereof, and shall have stated that nominations would then be made and received; and the notice for the meeting at which such election is intended, shall state such intention; and no election as aforesaid shall be held until at least one week shall have elapsed from and after the nomination of the candidate.

Section 3. The agreement between the person called and the Corporation shall be reduced to writing and signed by both parties, of which each party shall be furnished with a copy.

## **ARTICLE 6**

### **Of the Church Wardens, Secretary, Treasurer, and Sexton**

Section 1. The Church Wardens shall have a general superintendence of the property of the Corporation, except as delegated to the Committees, and shall take care that the Sexton and other employees perform their respective duties in a satisfactory manner, and that order be maintained in and about the Church. They shall have power to make purchases of all articles necessary for the use of the Church within the limits of a budget adopted by the Vestry without further authorization from the Vestry.

Section 2. The People's Warden shall have the custody of all title and insurance papers of the Corporation. It shall be his or her duty to provide the registers as provided in Article 7.

Section 3. The Treasurer shall have custody of and shall maintain the books of account of the Corporation and shall have charge of all the revenues of the Corporation, which shall be deposited in the banks or Trust Company designated by the Vestry, to the credit of the Corporation. The said revenues shall be from time to time applied for the maintenance and support of the Rector, other Ministers and Officers of the Church, and in the erection and necessary repairs of the Church, Churchyard, Rectory, and such other

houses as shall belong to the Corporation and to any other purposes to which the corporate funds may be lawfully applied as directed by the People's Warden; provided that the Vestry may by resolution designate one or more alternates to sign or countersign checks if the Treasurer or the People's Warden is not available. The Treasurer shall render to the Vestry at the stated meeting and to the annual Parish meeting accounts of all receipts and disbursements for the year. The Treasurer shall at the stated meeting and at other times as the Vestry may require lay before the Vestry a statement of all debts and liabilities of the Corporation in detail, showing to whom the same may be owing and also a statement of all the property, claims and effects belonging to the Corporation, which accounts shall be audited annually in conformity with Canonical requirements. The books of account of the Treasurer shall be open at all reasonable times to the inspection of the Vestry.

Section 4. The Rector's Warden shall have special charge of the Eucharist plate, and shall, when required, provide from the Eucharist alms the bread and wine necessary for the administration of the Holy Eucharist. It shall be the duty of the Church Wardens, assisted by members of the Vestry or other fit persons, to collect the offerings from the Congregation.

Section 5. The Secretary shall keep minutes of the proceedings of the Vestry, notify members of all its meetings, call special meetings when ordered, and perform generally such duties as pertain to the office.

Section 6. All books, papers, and records relating to the property of the Corporation shall be delivered by the Secretary, Treasurer, and Wardens to their successors in office.

Section 7. The Sexton shall have constant care of the Church and shall perform all other duties connected with such office, as directed by the Rector or either of the Wardens.

## **ARTICLE 7**

### **Registers**

Section 1. The People's Warden shall provide a register, to be kept in the custody of the Rector, in which shall be recorded by the Rector, or other minister of the Parish, a list of Communicants of the Parish, all Marriages, Baptisms, Confirmations, and Burials, at which such clergy shall have officiated in the Parish, together with all pertinent data as required by the Canons. This book shall belong to the Corporation as a part of the Church records. Certificates from these records, under seal, shall, when requested, be provided by the Rector or the Wardens.

Section 2. The People's Warden shall keep a register in which shall be entered the names of all persons who contribute to the current expenses of the Corporation, and the amount of such contribution. The People's Warden and the Rector shall prepare from the said register a list of members qualified to vote for the election of members of the Vestry and shall deliver the list to the judges of elections on the day fixed for the election of members of the Vestry.

## **ARTICLE 8**

### **Of the Church, Building, and Furniture**

Section 1. No alteration of or addition to any part of the Church building or the Church furniture, nor any decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monument shall be placed in the Church, unless a complete design thereof shall have been first approved by the Vestry; Provided, That nothing herein contained shall in any wise be taken to affect or vary the rights of the Rector as specified in the Constitution and Canons of the Episcopal Church.

## **ARTICLE 9**

### **Of Gifts to the Church**

Section 1. All articles of every description given to the Church or placed in, upon or about the Church building, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.

## **ARTICLE 10**

### **Indemnification**

Section 1. Rights to indemnification

(a.) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Internal Revenue Code (the "Code") or result in the Corporations' failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each member of the Vestry, member of the clergy, or officer of the Corporation shall be entitled to be indemnified by the Corporation against expenses and any liability paid or incurred by such person in the defense of any action or proceeding (other than an action by the Corporation or in the right of the Corporation if approved by the Vestry ) to which such person is a party by reason of being or having been a member of the Vestry, member of the clergy or officer of the Corporation (any such action or proceeding, other than as aforesaid hereinafter being referred to as an "Action").

(b.) Persons who are not members of the Vestry, members of the clergy, officers of the Corporation may be similarly indemnified in respect to service to the Corporation to the extent the Vestry at any time designates any of such persons as entitled to the benefits of Article 10.

(c.) As used in this Article 10; "Indemnitee" shall include each member of; Vestry, each member of the clergy, and each officer of the Corporation and each, other person designated by the Vestry as entitled to the benefits of this Article 10; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement' and "expenses" shall include fees and expenses of counsel incurred by the

indemnatee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnatee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnatee was entitled to indemnification for expenses in respect of an action brought under that section.

Section 2. Right of Advancement of Expenses. Every indemnatee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by and on behalf of the indemnatee to repay the amount advance if it should ultimately be determined that the indemnatee is not entitled for such expense.

Section 3. Right of Indemnatee to Initiate Action; Defenses.

(a.) If a written claim under Section 1 or Section 2 of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnatee may at any time thereafter initiate an action to recover the unpaid amount of the claim, and if successful in whole or in part, the indemnatee shall also be entitled to be paid the expense prosecuting such action.

(b.) the only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 1 shall be (i) that the indemnatee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnatee for the amount claimed, or (ii) that the indemnification would jeopardize the Corporation's tax-exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be the Corporation.

(c) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 2 shall be that the indemnatee failed to provide the undertaking required by Section 2.

Section 4. Non-Exclusivity, Nature, and Extent of Rights. The rights indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights to which any indemnatee may be entitled, (ii) be deemed to create contractual rights in favor of each Indemnatee who served the Corporation at any time while this Article 10 is in effect (and each such indemnatee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnatee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article 10 and shall inure to the benefit of the heirs and legal representatives of each indemnatee.

## **ARTICLE 11**

### **Of the Seal of the Corporation**

Section 1. A metal seal, having the appropriate inscriptions, shall be the corporate seal of this Corporation. It shall be used in all acts of the Vestry requiring the seal, and shall



be attested by the Rector, a Warden or the Secretary.

## **ARTICLE 12**

### **Of Alteration of By-Laws**

Section 1. Alteration, amendment, or repeal of the By-Laws at meetings of the Vestry shall be effective only if proposed at a Vestry meeting at least 14 days in advance of the vote in accordance with the Articles of Incorporation and if notices for both meetings state that such alteration, amendment or repeal of the By-Laws will be proposed or acted upon and signify the nature of such proposed action.

Section 2. Alteration, amendment, or repeal of the By-Laws may be carried out by vote of the majority of the members of the Corporation qualified to vote present at any meeting of the members. This power in the membership includes the power to change or override any otherwise effective action by the Vestry to alter, amend, or repeal the By-Laws taken pursuant to Section 1 of this Article. Notice of any such meeting of members shall set forth the proposed change or a summary thereof.