

BYLAWS OF ALL HALLOWS' PARISH SOUTH RIVER

As amended at Annual Meeting, January 25, 2009

PREAMBLE

These Bylaws are adopted pursuant to the authority granted in Section 5-334 of the Corporations and Associations Article of the Annotated Code of Maryland relating to religious corporations affiliated with the Convention of The Protestant Episcopal Church in the Diocese of Maryland. These Bylaws shall govern the corporate and temporal affairs of All Hallows' Parish South River, subject to the laws of the State of Maryland, to the Constitution and Canons of The Protestant Episcopal Church in the United States of America and to those of the Diocese of Maryland.

ARTICLE I - PARISH NAME

The official name of the Parish shall be "The Rector, Wardens, and Vestry of All Hallows' Parish, South River," hereinafter referred to as the "Parish."

ARTICLE II - MEMBERS AND MEETINGS

Section 1. Ordinary Members

All persons who have been baptized, whether in the Episcopal Church or in another Christian Church, and whose Baptisms have been duly recorded in the Episcopal Church, and who regard All Hallows' Parish as their regular place of worship, shall be Ordinary Members of the Parish.

Section 2. Voting Members

Every person not less than 16 years of age who has been an Ordinary Member of the Parish for at least three months preceding the day when the person may wish to vote, and who shall have been, for the period aforesaid, a communicant in good standing in the Episcopal Church and enrolled as such in the records of the Parish, 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 Parish.

A communicant in good standing means a member of the Parish over the age of 16 years who has received Holy Communion in the Parish at least three times in the preceding year, and who for the preceding year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying and giving, through pledge or recorded contribution, for the spread of the Kingdom of God.

The Rector (or the Curate or Associate Rector, if there be one, and in the Rector's absence) shall maintain a current list of communicants in good standing, determined in the Rector's best judgment according to the Canons of the Episcopal Church. In the event of any dispute as to eligibility of any voter, the question shall be referred to the Vestry for resolution. If the determination by the Vestry is not satisfactory to the objecting party or group, and if the differences cannot be resolved after consultation with the Bishop of the Diocese, the matter shall be referred to a panel of three arbitrators, communicants in good standing of one or more other parishes or congregations in the Diocese of Maryland, one of whom shall be named by the objecting party or group, one by the Vestry and the third by the two arbitrators so named. The decision of such panel shall be binding on all parties.

Section 3. Annual Meetings

There shall be an annual meeting of the Voting Members of the Parish at which all Ordinary Members shall be welcome but shall have no vote, on the fourth Sunday of each January. The Rector, Wardens, and Vestry, by resolution, may designate some other convenient date and time for such meeting, in which case the alternate date shall be within the 30 day period before or after the fourth Sunday in January. The business to be transacted at the annual meeting of Voting Members shall include the election of Vestry members, consideration and action upon reports of the Rector, Officers, Vestry members, Commissions and ad hoc

committees, and any other business within the power of the Parish as a religious corporation of the State of Maryland.

Section 4. Special Meetings

At any time during the interval between annual meetings, special meetings of the Voting Members, at which all Ordinary Members shall also be welcome, may be called by the Rector or by not less than four (4) members of the Vestry, or upon the written request of not less than twenty (20) Voting Members filed with the Rector or, in the Rector's absence or incapacity or in the event there is no Rector, then with the Senior Warden.

Section 5. Notice and Place of Meetings; Quorum

All meetings of members, both annual and special, shall be held at time and place specified in the notice of the meetings. Notice of all meetings shall be given by announcement at services in the Parish on at least two Sundays immediately preceding the date of the meeting, and by publication in the weekly bulletin of the Parish, in not less than two issues preceding the meeting. The notice shall also be published in a Parish communication mailed to all members of the Parish, by either regular mail or e-mail. Such notice 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 voting members present at any Annual or Special Meeting duly called shall constitute a quorum for the transaction of business.

ARTICLE III - THE VESTRY

Section 1. Eligibility.

Every Voting Member of the Parish as defined in Section 2 of ARTICLE II of these Bylaws, shall be eligible to serve as Vestry Members.

Section 2. Number and Term of Office.

The Vestry of the Parish shall consist of the Rector and nine (9) lay members chosen from among the Voting Members. The Rector shall have a casting vote only in the event of a tie. Of the nine lay members, three shall be elected each year and shall serve three year terms. A lay member shall take office as a Vestry Member immediately upon his/her election. Each person elected to the Vestry, before acting as such, shall take and subscribe to the following oath:

"I, (Name), do declare my belief in the Christian Religion and do declare that I accede to the doctrine, discipline, and worship of the Episcopal Church in the United States of America and that, in obedience to the same, I shall execute the office of a Vestry person or Warden without prejudice, favor, or affection, according to the best of my skill and knowledge, so help me God. Amen."

The Oath shall be administered by the Rector, the Registrar or any Vestry person present.

No person shall serve as a member of the Vestry for consecutive terms of office; however, re-election to the Vestry may occur one (1) year after the expiration of the member's last term. Prior service on the Vestry in filling a vacancy shall not be considered a disqualification for re-election.

Section 3. Nominations

Voting Members shall be nominated to serve as Vestry Members in the following manner: At least sixty (60) days prior to the Annual Meeting, the Rector shall appoint a Nominating Committee consisting of the members of the Vestry whose terms expire during the year, plus two (2) members-at-large. The Rector shall appoint one (1) member of the Nominating Committee to act as Chair. The Nominating Committee shall prepare a list of at least three (3) names of eligible persons who have agreed to serve on the Vestry, if elected,

and shall provide the list of nominees to the Vestry at least (30) days prior to the Annual Meeting. The Vestry shall notify the congregation of this list of nominees by publication in the Parish bulletin, or by such other means as the Vestry may deem appropriate.

Any Voting Member may nominate a candidate or candidates for the office of Vestry member by submitting such nominations or nominations, over the voting Member's signature, to the Registrar at least two weeks prior to the annual meeting. The Vestry shall immediately make known to the congregation by publication in the Parish bulletin, or by such other means as the Vestry may deem appropriate, the names of any such additional nominees. A Voting Member may be nominated from the floor at the time of the election. No person's name shall be placed in nomination without the prior consent of the person.

Any person nominated for election to the Vestry either by the Nominating Committee or by a Voting Member prior to the meeting or from the floor shall (1) be advised of the intention to be nominated; (2) be advised of the requirements of these Bylaws; (3) signify a willingness to accept that office, if elected, and the responsibilities incident thereto; and (4) provide written acceptance to the Registrar prior to the election.

Section 4. Election

Vestry members shall be elected at the annual meeting by the Voting Members present and voting thereat. Voting by proxy shall not be permitted. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected. If there be a tie vote for the last of the vacancies, the tie shall be resolved by another ballot for the tied candidates; if there is then another tie, it shall be resolved by lot.

Section 5. Vacancies

If by reason of death, resignation or any other cause a vacancy shall occur in the Vestry more than thirty (30) days before the next Annual Meeting, the remaining Vestry Members shall by a majority vote of those present at a duly constituted meeting, elect an eligible person to fill such vacancy until the next Annual Meeting.

Section 6. Duties and Powers

The Vestry shall act as trustees for the Parish 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 Parish under such laws.

Section 7. Meetings

Regular meetings of the Vestry shall be held on the second Tuesday of each month from August through May at a time and place to be determined by the Members of the Vestry. Special Meetings may be held at any time or place on call by the Rector or by not less than one-third of the number of Vestry Members. Notice of the time and place of all meetings and the purpose of all special meetings shall be given to each Vestry Member in person or by telephone or e-mail not less than 24 hours preceding the meeting or by mail posted not less than two days preceding the date of such meeting. No business shall be transacted at Special Meetings except that specified in the notice.

Members of the Vestry are expected to attend all meetings of the Vestry. If a member of the Vestry fails to attend two (2) consecutive meetings of the Vestry without prior notification (written or oral) to the Rector or Wardens acceptable to the Vestry and entered in the minutes of the meeting from which the Vestry member will be absent, such member's tenure of office as a member of the Vestry shall, upon the vote of a majority of the Vestry, be deemed to have expired and a successor shall be elected, in accordance with the requirements of these Bylaws, until the next Annual Meeting. Notice of such action shall be given to the deposed member of the Vestry in writing by the Registrar. Failure to attend Special Meetings of the Vestry shall not be considered in this attendance requirement.

Section 8. Quorum and Presiding Officer

Five Vestry Members and the Rector, if present, or six Vestry Members if the Rector is not present, shall constitute a quorum for the transaction of the business at any meeting of the Vestry. Officers who are not Members of the Vestry shall not be counted for purposes of determining a quorum. The Rector shall preside at all meetings of the Vestry at which he/she shall be present. He/she may vote only in the case of a tie. In the absence of the Rector, the Senior Warden, or in his/her absence the Junior Warden, shall preside.

ARTICLE IV - OFFICERS

Section 1. Titles of Officers

The Officers of the Parish shall be the Rector, a Senior Warden, a Junior Warden, a Registrar, a Treasurer and such other Officers as the Vestry may from time to time designate.

Section 2. Election

The Senior Warden, Junior Warden, Registrar and Treasurer shall be elected annually by a majority vote at the first meeting of the Vestry held after the Annual Meeting. Officers must be Voting Members of the Parish and may be, but need not be, members of the Vestry. The Rector, in consultation with the Vestry, shall nominate the Senior Warden. Any vacancy in any elective office shall be filled for the unexpired term thereof by the Vestry. The Senior Warden and Junior Warden shall not serve more than three (3) consecutive one (1) year terms.

Section 3. The Rector

The Rector of the Parish shall be the president and chief executive officer of the Parish and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Protestant Episcopal Church in the United States of America and of the Diocese of Maryland. He/she shall preside at all meetings of the Vestry at which he/she is in attendance. The Rector shall be elected by majority vote of the entire Vestry, and, unless otherwise provided in the terms of the call, he/she shall continue to serve until his/her death, resignation or retirement, or until the pastoral relationship is severed by mutual consent of the Rector and the Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese.

Section 4. The Parish Wardens

The Senior Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned to him/her by the Vestry. He/she shall be the senior lay officer of the Parish.

The Junior Warden shall have general responsibility for the supervision and maintenance of all Parish property, real and personal (other than securities and cash), and shall perform such duties as may be assigned to him/her by the Vestry.

Section 5. The Registrar

The Registrar shall have custody of the corporate seal of the Parish. He/she shall record the minutes of all meetings of the Vestry and of the Voting Members in a suitable minute book which shall be maintained in the Parish office. He/she shall be charged with the responsibility of keeping up-to-date at least two copies of the Bylaws and one copy of the Vestry minute book which shall be open to inspection in the Parish office at reasonable business hours by *any* Ordinary Member or Voting Member of the Parish. In addition, the Registrar shall perform such other duties as may be assigned to him/her by the Vestry.

Section 6. The Treasurer

The Treasurer shall keep the financial records of the Parish and shall have general custody of all Parish funds, securities and other investments. He/she shall make a report as to the general financial condition of the Parish at the Annual Meeting of the Voting Members and such other reports from time to time as the Vestry may request.

Section 7. Assistant Treasurer

The Vestry may at any time or from time to time elect one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as he/she may assign to them.

Section 8. Other Officers

Such other Officers as may be designated by the Vestry from time to time shall have and perform such powers and duties as may be assigned to them by the Vestry.

Section 9. Attendance of Officers at Vestry Meetings

All Officers who are not Members of the Vestry shall attend all meetings of the Vestry and shall have a voice but no vote at such meetings.

ARTICLE V - COMMITTEES

Section 1. Designation by Vestry

The Vestry may designate regular and special committees for such purposes as may be indicated in the resolution or resolutions provided therefor. Committee appointments shall be made by the Vestry in consultation with the Rector or other person or persons to whom the Vestry may, by its resolutions, give such power of appointment.

ARTICLE VI - DIOCESAN AND REGIONAL COUNCIL DELEGATES

Section 1. Election of Lay Delegates

The Vestry shall annually elect such delegates to the Diocesan Convention and the Regional Council to which the Parish may be entitled.

ARTICLE VII - FISCAL MATTERS

Section I . Fiscal Year

The fiscal year of the Parish 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 Parish in such manner as the Vestry may from time to time authorize.

Section 3. Limitation on Expenditures

The Vestry may, by resolution passed at the time of budget approval, or from time-to-time thereafter, place a limit on expenditures above such a limit, that shall require prior Vestry approval. In the absence of such a resolution, no single unbudgeted expenditure may exceed \$500.00 without Vestry approval. The Vestry may give blanket authority for expenditures by line item within the approved budget. Such approval will be in the form of a resolution.

Section 4. Audit

The financial books and records of the Parish shall be audited annually by a certified public accountant or committee of three (3) parishioners, not including the Treasurer, chosen by the Vestry. Such audit shall be submitted to the Vestry not later than thirty (30) days prior to the date the report of the audit is due to the Diocese of Maryland.

Section 5. Fidelity Bond

The Treasurer and such other Officers, employees or other persons handling Parish funds, whether salaried or non-salaried, as the Vestry may direct from time to time, shall be bonded for the faithful performance of his/her duties at the expense of the Parish, in such amounts and by such surety companies as the Vestry may determine.

ARTICLE VIII - AMENDMENTS TO BYLAWS

Amendments to the Bylaws of All Hallows' Parish shall be pursued and/or approved as follows:

- A. Amendments will be presented only by voting members of the Parish as defined in Article II, Section 2.
- B. Proposed amendments must be presented to the Vestry in writing and at least thirty (30) days prior to a Parish Meeting, either the Annual Meeting or a Special Meeting called for the purpose of amending the Bylaws.
- C. A quorum of the Vestry (Article III, Section 8) shall be necessary to approve any proposed amendments.
- D. Amendments approved by the Vestry will be reproduced and made available to Parish members for their inspection at least ten (10) days prior to the meeting at which they shall be submitted for approval.
- E. Approval of amendments to the Bylaws of All Hallows' Parish will require a majority vote of those voting members present at the Parish Meeting at which the proposed amendments are presented.

I certify that the above is a true copy of the Bylaws of All Hallows' Parish as adopted on April 29, 1974, and as amended on April 14, 1975; May 4, 1981; November 9, 1982; November 1, 1994; May 18, 1997; April 28, 2002, and January 25, 2009.

Approved at Parish Annual Meeting on January 25, 2009.

Gail M. Enright

Gail M. Enright, Registrar