

# St. Paul's Anglican Church

## BY-LAWS

### ARTICLE I

#### Place of Worship

**SECTION 1. Principal Place of Worship.** The principal place of worship of St. Paul's Anglican Church ("Religious Corporation") shall be at 1505 Crownsville Road, Crownsville, Maryland.

**SECTION 2. Other Places of Worship.** The Religious Corporation may also have a place or places of worship as the purposes of the Religious Corporation may require, and the Board of Trustees ("Vestry") may from time to time appoint.

### ARTICLE II

#### Members

**SECTION 1. Membership.** (1) An adult communicant member of the Religious Corporation is a person of at least eighteen years of age who has been validly baptized and confirmed, and whose name is contained in the membership records of the Religious Corporation. (2) A communicant member is a person who has been validly baptized and confirmed, and whose name is contained in the membership records of the Religious Corporation. (3) A member of the Religious Corporation is any person who has been validly baptized and whose name appears in the membership records. Or in the alternative, an individual may become a member as described above if the individual is validly received into membership and the membership is duly noted in the membership records.

Individuals wishing to become members and members wishing to retain their membership, shall also: (1) regularly attend Sunday services of the Religious Corporation; (2) except for good cause shown, receive the Holy Eucharist at least once each month and at Christmastide, Easter, and Pentecost (Whitsuntide); and (3) contribute regularly to the support, financial or otherwise, of the Religious Corporation. The Rector shall have the authority from time to time to determine the current members of the Religious Corporation and an individual's eligibility for membership as may be appropriate. Membership in the Religious Corporation shall cease upon: (1) oral or written resignation by a member; or (2) removal of an individual from the membership records by the Rector.

**SECTION 2. Annual Meeting.** The annual meeting of the members of the Religious Corporation shall be held on a Sunday duly designated by the Vestry within a three (3) week period prior to the October Vestry meeting of each year, for the purpose of electing members of the Vestry to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting. Only adult communicant members are entitled to vote. The Rector shall post a list of the membership of the Religious Corporation in a conspicuous place at the principal place of worship of the Religious Corporation for a period of not less the two (2) weeks prior to the convening of the annual meeting of the members of the Religious Corporation.

**SECTION 3. Special Meetings.** Special meetings of the members may be called at any time for any purpose or purposes by the Rector, a majority of the Vestry, or upon the request in writing of a majority of all the adult communicant members. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

**SECTION 4. Place of Holding Meetings.** All meetings of members shall be held at the principal place of worship or elsewhere in Anne Arundel County, Maryland, as designated by the Rector or Vestry.

**SECTION 5. Notice of Meetings.** Written notice of such meeting of the members shall be given to each member at least ten (10) days before such meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof. Notice is given to a member when it is personally delivered to him/her, left at his/her residence or usual place of business, sent to him/her by electronic means, or mailed to him/her at the address as it appears on the records of the Religious Corporation.

**SECTION 6. Quorum.** The presence in person of 25 percent of the adult communicant members or 35 adult communicant members, whichever is less, of the Religious Corporation shall constitute a quorum at all meetings of the members, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

**SECTION 7. Conduct of Meetings.** Meeting of the members shall be presided over by the Rector, the Senior Warden if the Rector is not present, or if the Senior Warden is not present, then by a member of the Vestry elected by a majority of the Vestry members present. The Secretary of the Religious Corporation shall record all proceedings in the official records of the Religious Corporation, or if the Secretary is not present, the presiding officer shall appoint a person as secretary of the meeting to discharge these duties.

**SECTION 8. Voting.** At all meetings of members, every adult communicant member entitled to vote thereat shall have one (1) vote. Such vote must be cast in person. All elections and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation, or by these By-Laws.

If the person chairing the meeting shall so determine, a vote by ballot may be taken upon any election or matter. Or the vote by ballot may be taken upon the request of ten (10) percent of all the adult communicant members entitled to vote on such election or matter.

## ARTICLE III

### Vestry

**SECTION 1. General Powers.** The property and business of the Religious Corporation shall be managed under the direction of the Vestry of the Religious Corporation, who shall exercise all powers permitted under the Articles of Incorporation, these By-Laws, Maryland Corporation Law, and the APA and DEUS Canons.

The Rector may, from time to time, in consultation with the Vestry, appoint or employ such persons in such capacities as the Rector may consider necessary to assist in the proper conduct of the activities and management of the Religious Corporation. The terms and conditions of any such appointment shall be at the discretion of the Rector. However, the Vestry sets the salary and compensation.

**SECTION 2. Number and Term of Office.** The Vestry shall consist of nine (9) elected members and the term of office for each member of the Vestry shall serve for a period of three (3) years. At each annual meeting, the successor to the member of the Vestry whose term has expired shall be elected to hold office for a term of three (3) years, and approximately one-third (1/3) of the Vestry shall be elected annually. No member of the Vestry shall serve for more than two (2) consecutive terms plus any portion of an unexpired term to which that member may be appointed.

The Rector shall be ex officio the chair as a member of the Vestry but shall not be entitled to vote except in the event of a tie vote of the Vestry, and under that circumstance, not on any matter regarding the Rector's compensation or other benefits.

To be elected to the vestry a person must be an adult communicant member in good standing of the Religious Corporation in accordance with Article II, Section 1 at the time of the election.

**SECTION 3. Nomination and Election of Vestry.** At least thirty (30) days prior to the annual meeting of the members of the Religious Corporation, the nominating committee shall decide upon a slate of candidates to the Vestry to fill the expired terms of existing members of the Vestry, and shall present for approval such slate to the Vestry of the Religious Corporation at a regular meeting of the Vestry preceding the annual meeting of the members. The nominating committee shall thereafter present the approved slate of nominees to the members of the Religious Corporation for election at the annual meeting. Nominations for Vestry shall also be received from the floor at the annual meeting of the members.

**SECTION 4. Rector.** There shall be only one (1) Rector called to serve the Religious Corporation for all purposes under the Articles of Incorporation, these By-Laws, the APA and DEUS Canons, and such other actions as may be adopted by the Vestry.

**SECTION 5. Filling of Vacancies.** In the case of any vacancy in the Vestry through death, resignation, disqualification, removal or other cause, the remaining members of the Vestry, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the member of the Vestry whose place shall be vacant, and until the election of his or her successor, or until he or she shall be removed, prior thereto.

Any member of the Vestry may be removed from membership on the Vestry with or without cause by the affirmative vote of a majority of the Vestry members entitled to vote at any Vestry meeting where a quorum is present and at which the removal shall be considered.

**SECTION 6. Place of Meetings.** The Vestry may hold its meetings and have one or more offices, and keep books of the Religious Corporation, within the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the members of the Vestry. The Vestry may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation Law.

**SECTION 7. Regular Meetings.** Regular meetings of the Vestry shall be held monthly and may be held without notice at such time and place as shall from time to time be determined by resolution of the Vestry, provided that notice of every resolution of the Vestry fixing or changing the time or place for the holding of regular meetings of the Vestry shall be mailed to each member of the Vestry at least three (3) days before the first meeting held pursuant thereto. Weather or other extenuating circumstances may cause cancellation of meetings, but a minimum of 10 meetings shall be held each calendar year. The annual meeting of the Vestry shall be held at the first regular meeting immediately following the annual meeting of the members, at which the Vestry is elected. Any business may be transacted at any regular meeting of the Vestry.

In the discretion of the Rector, or Senior Warden if the Rector is not available, matters requiring the immediate action of the Vestry may be authorized by the concurrence of a majority of the members of the Vestry polled on an individual basis. Such authorization shall be confirmed by a vote of the Vestry at the next regularly scheduled meeting of the Vestry.

At each meeting, minutes shall be kept in the official records of the Religious Corporation by the Secretary or someone designated by the Rector to act as secretary for that meeting.

**SECTION 8. Special Meetings.** Special meetings of the Vestry shall be held whenever called by the Rector, Senior Warden or two (2) or more members of the Vestry. The Rector, Senior Warden, or the Rector's designee shall give notice of each special meeting of the Vestry by emailing or telephoning the notice to each member of the Vestry at least three (3) days prior to the meeting. The notice shall specify the matter(s) to be addressed, the date, time, and the place of the Special Meeting. Said notice may be waived by any member of the Vestry.

At each special meeting, minutes shall be kept in the official records of the Religious Corporation by the Secretary, or someone designated by the Rector to act as secretary for that meeting.

**SECTION 9. Quorum.** A majority of the whole number of the Vestry shall constitute a quorum for the transaction of business at all meetings of the Vestry.

**SECTION 10. Required Vote.** An affirmative vote of a majority of those present at all meetings of the Vestry shall be necessary for the passage of any resolution, except as may be otherwise provided by these By-Laws, Maryland corporate law, and the APA and DEUS Canons.

**SECTION 11. Nominating Committee.** The Rector shall appoint a nominating committee comprised of not less than three (3) members of the Religious Corporation, one of whom shall be designated as chairman.

**SECTION 12. Committees.** The Vestry may, by resolution passed by a majority of the whole Vestry, designate one or more committees, each committee to consist of two or more members, at least one being a member of the Vestry. The Vestry may also, by resolution passed by a majority of the whole Vestry, designate special committees, each special committee to consist of two or more members of the Vestry or the Religious Corporation. All committees shall have such names and duties as may be determined from time to time by resolution adopted by the Vestry.

## **ARTICLE IV**

### **Senior Warden and Officers**

**SECTION 1. Selection of Senior Warden.** The Senior Warden shall be nominated by the Rector prior to the annual meeting of the membership. If the nominee is not at that time a member of the Vestry the nominee shall be placed on the ballot for election to the Vestry. The Senior Warden is appointed by the Rector-at the Vestry's annual meeting, to serve for a period of one (1) year.

**SECTION 2. Powers and Duties.** In the absence of the Rector, the Senior Warden shall preside at all meetings of the Vestry and the members. Following Vestry approval, the Senior Warden shall sign and execute all authorized bonds, contracts, or other obligations in the name of the Religious Corporation. No other person can obligate the Religious Corporation without prior specific approval by the vestry. However, in an emergency situation, the Junior Warden may authorize immediate expenses up to \$1,700.

The Senior Warden shall be ex-officio a member of all standing committees.

If the Religious Corporation does not have a Rector, the Senior Warden shall be responsible for providing religious services. If a licensed Lay-Reader is not available, the Senior Warden may read the Offices of Morning and Evening Prayer. With advice from the Bishop or other appropriate APA or DEUS authority, the Senior Warden may also obtain the services of a Priest or Deacon to provide the Holy Eucharist at the services of the Religious Corporation until a Priest or Deacon is employed by the Religious Corporation.

**SECTION 3. Other Officers.** A Secretary shall be elected from the membership of the Vestry or the membership of the Religious Organization. A Junior Warden and Treasurer are elected from the membership of the Vestry. Election of officers shall be by a majority vote of the Vestry, at its annual meeting, to serve for a period of one (1) year.

## **ARTICLE. V**

### **Finances**

**SECTION 1. Bank Accounts.** Such agents of the Religious Corporation as from time to time shall be designated by the Vestry shall have the authority to deposit any funds of the Religious Corporation in such banks or other financial institutions as shall from time to time be designated by the Religious Corporation and such agents as from time to time shall be authorized by the Vestry may withdraw any or all of the funds of the Religious Corporation so deposited in any such bank or financial institution, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Religious Corporation, and made or signed by such agents; and each bank or financial institution with which funds of the Religious Corporation are so deposited is authorized to accept, honor, cash and pay, without limitation as to amount all checks, drafts or other instruments or orders for the

payment of money when drawn, made or signed by agents so designated by the Vestry until written notice of the revocation of the authority of such officers or agents by the Vestry shall have been received by the bank or financial institution. In the event that the Vestry shall fail to designate the persons by whom checks, drafts or other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all such checks, drafts and other instruments or orders for the payment of money shall be signed by the Senior Warden and countersigned by the Treasurer.

**SECTION 2. Loans.** Such agents of the Religious Corporation as from time to time shall be designated by the Vestry shall have the authority to effect loans, advances or other forms of credit at any time or times for the Religious Corporation as the Vestry shall by resolution approve, from such banks, trust companies, institutions, corporations, firms or persons; and for such loans advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Religious Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such agents, with the approval by resolution of the Vestry, shall deem proper.

**SECTION 3. Contributions.** All monies, securities, other financial assets, and personal and real property, all of which is accepted or purchased in the name of the Religious Corporation, shall be accounted for under the Generally Accepted Accounting Principles of the American Institute of Certified Public Accountants, and as required by the Articles of Incorporation. Insofar as it is feasible, records shall be kept of the contributions of individual members of the Religious Corporation.

**SECTION 4. Funds.** The Vestry shall establish and close, as conditions warrant, the necessary and appropriate funds for the conduct of the business of the Religious Corporation; such funds to include a General Operating Fund for the ordinary and necessary expenses of the day-to-day operations. All Special Funds must be created by action of the Vestry before contributions can be accepted for such special purposes. The Vestry will specify by resolution the manner in which expenditures can be made from Special Funds, and for those from the General Operating Fund which are not included in the annual budget. The Vestry shall approve all fund raising activities which are in the name of, or refer to, the Religious Corporation, regardless of the person, group or organization which proposes or conducts such activities. All contributions to such activities will pass through the account books of the Religious Corporation.

**SECTION 5. Insurance.** The Vestry shall provide for the insurance necessary to protect the assets of the Religious Corporation, including that which will Bond the Treasurer.

**SECTION 6. Budget.** At the Vestry Meeting prior to the Annual Meeting of the members of the Religious Corporation, a committee of the Vestry which includes the Rector shall submit for the approval of the Vestry a preliminary General Operating Fund annual budget showing estimated receipts and expenses for the ensuing fiscal year. The preliminary budget will be shared with the members of the Religious Corporation. The Vestry may amend the budget as it shall determine and shall ensure that it is formally adopted prior to the commencement of the fiscal year.

## ARTICLE VI

### Miscellaneous Provisions

**SECTION 1 Fiscal Year.** The fiscal year of the Religious Corporation shall be from January 1 to December 31.

**SECTION 2. Notices.** Whenever, under the provisions of these By-Laws, notice is required to be given to any member of the Vestry or member of the Religious Corporation, it shall not be construed to mean by personal contact, but unless otherwise specified in the Articles of Incorporation or these By-Laws, such notice shall be given in writing, by email to the address as it appears in the records of the Religious Corporation, or for members who do not have email, by United States first class mail, by depositing the same in a post office or letter box, postage prepaid, addressed to each member of the Vestry or member of the Religious Corporation at such address as appears in the records of the Religious Corporation. Such notice shall be deemed to be given at the time the same shall be mailed. Any member of the Vestry or member of the Religious Corporation may waive any notice required to be given under these By-Laws.

**SECTION 3. Affiliation.** The Religious Corporation may disaffiliate, or affiliate with any jurisdiction worshipping in the Anglican or Traditional Episcopal tradition, upon a vote of the majority members of the Religious Corporation at any meeting of the Religious Corporation at which a quorum is present.

**SECTION 4. Records.** The Secretary, or person designated by the Rector, shall maintain in one book a copy of the Articles of Incorporation and By-Laws; and, in the same or separate book, a copy of the minutes of every meeting of the members, Vestry and committees. Such book(s) shall be available at every meeting of the members and Vestry.

**SECTION 5. Amendments.** The members of the Religious Corporation shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws by a majority vote of those members present at a membership meeting at which a quorum is present.

ADOPTED: April 14, 1996

AMENDED: June 6, 1999

AMENDED: April 7, 2002

AMENDED: April 19, 2009

AMENDED: September 14, 2014

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