

PREAMBLE

THE BY-LAWS of the Vestry of St. Mary's Whitechapel Parish, Christ Church, Denton, located in Caroline County, Maryland, are drawn with the recognition that as a Parish in union with the Convention of the Diocese of Easton, the Vestry of Christ Church accedes to the Constitution and Canons of the Diocese of Easton, the Constitution and Canons of The Episcopal Church, and the laws of the State of Maryland, as these may be duly amended from time to time.

ARTICLE 1 GENERAL PROVISIONS

SECTION 1. The legal name of this Parish is: the Vestry of St. Mary's Whitechapel Parish, hereinafter occasionally referred to as "the Parish".

SECTION 2. The address of the principal office is 107 Gay Street, PO Box 428, Denton, MD 21629-0428.

SECTION 3. The Parish Organization shall consist of a Priest, a Senior Warden, a Junior Warden, a Treasurer, a Registrar, the Vestry and such committees as may be required to effectively conduct the business of the Parish. Wherever used in these By-Laws, the term "Priest" includes the term "Rector", "Priest-in-Charge," "Interim Minister," or "Vicar" when applicable.

SECTION 4. The Parish fiscal year shall be from January 1 to December 31.

ARTICLE 2 MEMBERSHIP

Any person who has received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in The Episcopal Church or in another Christian Church, and whose Baptism has been duly recorded in The Episcopal Church, or who has been confirmed or received into The Episcopal Church, and who wishes to become a member of this Parish shall be duly enrolled by the Registrar pursuant to the relevant Episcopal Church and Diocesan Canons.

ARTICLE 3 ANNUAL MEETING/PARISH MEETINGS

SECTION 1. An Annual Meeting of the qualified communicants of this Parish, as defined in Section 4 of this Article, shall be held on a date to be determined by the Vestry.

SECTION 2. If it is determined desirable by a majority of the Vestry, or by fifteen (15) qualified voters of this Parish, as defined in Section 4 of this Article, a Special Parish Meeting may be called for any purpose whatsoever, and notice thereof shall be given pursuant to Section 3 of this Article. The only

business to be transacted at such a Special Meeting shall be that related to the purposes for which the meeting was called.

SECTION 3. Notice of meetings. The date, time, place, and purpose of all Parish Meetings shall be made known to the Parish in writing at least thirty (30) days in advance for the Annual Meeting, and at least fifteen (15) days in advance for Special Meetings. The Parish newsletter, Sunday bulletin, and/or electronic communications may be used for sufficient notification.

SECTION 4(a). Qualification of voters. Every communicant in good standing in this Parish who meets all of the following qualifications is eligible to vote in the election of Vestry Members and Delegates to the Diocesan Convention, and any other matters on which the Parish may act:

1. Baptized Christian and at least sixteen (16) years of age;
2. Enrolled as a member in the Parish Registry;
3. Made her/his Communion at the Parish at least three times during the past twelve (12) months;
5. Shared in the ministry of this Parish by working, praying, and giving faithfully during the past twelve (12) months.

SECTION 4(b) In the course of any Parish Meeting, if the qualifications of any voter be challenged, her/his qualification to vote shall be determined by a majority of the Vestry Members present.

SECTION 5. Proxy voting. Voting by proxy shall not be allowed.

SECTION 6. Quorum. A quorum at any Parish Meeting shall be fifteen (15) communicants in good standing (see Section 4 above).

SECTION 7. Officers. At all meetings, the Priest, if present, shall preside, but if the Priest is absent, then one of the following shall preside: Associate Priest, Assistant Priest, Priest-in-Charge, Rector, Interim Minister, or Vicar. In the absence of any clergy on the staff, the Senior Warden shall preside; in the absence of any clergy and the Senior Warden, the Junior Warden shall preside; in the absence of any clergy and both Wardens, those gathered for a congregational meeting shall elect a Presiding Officer. The Registrar, if present, shall be the secretary of all such meetings, but if the Registrar is absent, then the Presiding Officer shall appoint a secretary from among the qualified voters present. If the Registrar does not act as secretary of a parish meeting, the minutes of such meeting shall be delivered to the Registrar as soon as practicable after the meeting. The Presiding Officer may appoint tellers and such other officers for the meeting from among the qualified voters present as she or he deems necessary.

SECTION 8. Purpose of the Annual Meeting. The Annual Meeting shall receive the recommendations of the Nominating Committee of the Vestry and elect a sufficient number of qualified communicants to serve as Vestry Members and the appropriate number of Delegates to any Convention of the Diocese of Easton; shall receive a report either orally or in writing from the Priest and Vestry of the affairs which transpired during the preceding year as are deemed necessary and appropriate to inform the members of the status of the Parish; and shall allow opportunity for any member to question the Priest, or any Vestry Member present, and bring up any matters which may be pertinent. In addition, excepting the amounts of individual contributions, the Treasurer shall provide a written financial report and make available the Parish books of account for inspection at the Annual Parish Meeting and present

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the budget for the coming year as adopted by the Vestry.

SECTION 9. In the election of persons to serve on the Vestry. If the number of votes for a nominee shall be the same as that for another nominee, then the nominee who has been enrolled as a member of the Parish for the longer period of time shall be elected.

SECTION 10. Notification of Vestry Vacancies. Sixty (60) days prior to the Annual Meeting, the Priest shall inform the members of the Parish, pursuant to the requirements of the last sentence of Article 3, Section 3, of the number of vacancies occurring on the Vestry.

SECTION 11. Convention Delegates. Confirmed communicants in good standing in this Parish are eligible for election as Delegates or Alternates to any Convention of the Diocese of Easton. Any vacancy occurring after the election and before the Convention shall be filled by the Vestry in such manner as it deems proper.

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ARTICLE 4 THE VESTRY

SECTION 1. Authority. Consistent with the provisions of Article 6, Section 1, and the Canonical authority of the Priest the Vestry shall be the agents and legal representatives of the Parish in all matters concerning its corporate property, and the relations of the Parish to its Clergy, and shall manage, preserve, control and insure all such real and personal property as the Parish may own or possess for the advancement of the Parish as an integral part of The Episcopal Church.

SECTION 2. Qualifications. Any Member of this Parish, who is a communicant in good standing and has been Confirmed or Received by a Bishop of the Episcopal Church or by a Bishop of a church in Communion with The Episcopal Church, shall be eligible to serve as a Parish Officer or Vestry Member.

SECTION 3. Membership and Right to Vote. The Vestry shall consist of the Priest, Senior Warden, Junior Warden, Registrar, Treasurer and six (6) elected Vestry members. The six (6) elected Vestry Members may include one (1), two (2) at most, of the aforementioned Officers. An Officer need not be an elected Vestry Member. Only those Members who are elected by the Parish pursuant to Article 3 or Article 9, shall have the right to vote. A Vestry Member may participate in, and vote at, Vestry meetings by means of technology where all participants are able to hear one another simultaneously. Not more than one member of the same household shall serve on the Vestry at the same time.

SECTION 4. Oath. Every Church Officer and Vestry Member, before she or he acts as such, shall take and subscribe the following oath of office: "In the presence of Almighty God, I, _____, do solemnly promise and declare that I will faithfully execute the duties of the Office of _____ of St. Mary's Whitechapel Parish, in Caroline County, without prejudice, fear, or favor, according to the best of my skill and judgment. And I further declare my belief in the Christian religion."

SECTION 5. Parish Officers and their Terms. The Officers of the Parish are the Senior Warden, the Junior Warden, the Treasurer, and the Registrar. The Officers are nominated by the Priest and elected by the Vestry for one (1) year terms. In the absence of a Priest, the Vestry shall elect the Officers. The Officers will be eligible for re-nomination and re-election on an annual basis, but for no more than six (6) consecutive years after which there must be an interval of at least twelve (12) consecutive

months.

The total term of office for each position may be extended by the Bishop/Ecclesiastical Authority of the Diocese of Easton in writing.

SECTION 6. Term of Vestry Members. The term of a Vestry Member shall be three (3) years. Two (2) Vestry Members shall be elected each year.

SECTION 7. Eligibility for re-election. A Vestry Member whose regular term of office shall have expired after two consecutive terms shall not be eligible for re-election until after the expiration of one (1) year. A Member elected to fill a vacancy shall be eligible for election to a full term provided that person has served for less than twelve (12) consecutive months at the time of her/his election. A Member who resigns from the Vestry shall be ineligible for election or appointment to the Vestry for one (1) year.

SECTION 8. Removal of Church Officer or a Vestry Member. Should a Vestry Member or Church Officer, without prior notice to the Priest or Senior Warden, fail to attend three (3) Vestry meetings within the period of one calendar year, the Vestry shall consider asking such person to resign and may declare the office vacant thirty (30) days after said due notification.

SECTION 9. Vacancies. When a vacancy occurs on the Vestry, the remaining Members shall elect, as soon as possible, a qualified Communicant of the Parish to fill such vacancy by a majority vote of the Members then in office. For parish-elected member of the Vestry, the vacancy shall be filled within 90 days. For Officers, the vacancy shall be filled within 30 days. The successor so elected shall serve until the term of the Member replaced shall have expired.

SECTION 10. Record books. The Vestry shall provide a Parish Register in which shall be recorded the date and place of all Baptisms, Confirmations, Marriages, and Burials occurring in the Parish, a proper minute book, suitable account book or books, and an enrollment record, all in such permanent form as the Vestry shall decide in consultation with the Archivist of the Diocese. The Vestry shall see that the appropriate entries are made in such record books promptly and properly, in accordance with The Episcopal Church and Diocesan Canons. The Vestry shall also see that the record books are carefully preserved. The Vestry shall maintain current copies of the Constitution and Canons of The Episcopal Church and the Diocese of Easton either in hard copy form or via access to them through the internet.

SECTION 11. Parochial Report. The Annual Parochial Report (Episcopal Church Canon I.6.1) and any supplemental parochial report required by the Diocese, as prepared by the Priest and Lay Leaders of this Parish, shall be approved by the Vestry before they are submitted to the national church and the Diocese of Easton on or before the required dates for calendar year.

SECTION 12. Power to call Priest subject to the Episcopal Church and Diocesan Canons. The Vestry shall have power and authority, by a majority vote of all its Members, to call an ordained priest to be the Priest of the Parish and to set out the terms, conditions and provisions of the Priest's employment.

SECTION 13. Other powers. The Vestry shall have such other powers and perform such other duties not set forth herein as may be required by the laws of Maryland and any Episcopal Church or Diocesan Canonical mandate.

SECTION 14. Personal liability of Vestry Members. In order to provide Vestry Members with protection against personal liability, the Vestry shall purchase liability insurance in conformity with Section 5-406 of the Courts & Judicial Proceedings Article of the Annotated Code of General Public Laws of Maryland.

SECTION 15. Contracts. No Parish Officer or Member of the Vestry shall make any contract or obligate the Parish in any way unless the undertaking is previously approved by the Vestry and properly recorded in the minute book by the Registrar.

SECTION 16. Vestry Members and Officers to hold office. All Vestry Members and Parish Officers, whenever and however elected or appointed, shall hold office until their successors are elected and have qualified.

SECTION 17. Nominating Committee. The nominating committee for Vestry Members and Delegates to any Diocesan Convention shall consist of at least three (3), but not more than five (5), persons qualified to vote at the Annual Parish Meeting of whom at least one shall be a Vestry Member, provided, however, that a majority of the committee shall not be Vestry Members. The Priest will review the nominations to ensure that they meet the qualifications for Vestry Members and Delegates. The list of nominees shall be published to the parishioners no later than fourteen (14) days before the Annual Meeting. Parish members in good standing may make other nominations. Such nominations must be made at least seven (7) days prior to the Annual Meeting and submitted in writing to the Priest, or in her or his absence, to the Senior Warden. No nomination may be made without the expressed written consent of the nominee.

ARTICLE 5 VESTRY MEETINGS

SECTION 1. Organizational meeting. A meeting of the Vestry shall be called by the Priest or Registrar within thirty (30) days after the Annual Parish Meeting. The first item of business shall be the administration of the oath of office to the newly elected Vestry Members.

SECTION 2. Regular meetings. Vestry meetings shall be held no less than nine (9) times per year and at least once each quarter. Meetings of the Vestry shall be held on a date to be determined by the Vestry.

SECTION 3. Special meetings. Special meetings of the Vestry may be called at any time on at least twenty-four (24) hours notice given to the Members by the Priest, or by the Senior Warden if the position of Priest is unfilled, or by action of the majority of the Members of the Vestry. A Member may participate in, and vote at, Vestry meetings by means of technology where all participants may hear one another simultaneously.

SECTION 4. Quorum. At any regular or special meeting of the Vestry, a majority of the elected Members of the Vestry, in addition to the Priest if he or she shall attend, shall constitute a quorum for the effective transaction of business. Parish Officers shall not be counted for a quorum unless they are also elected Members of the Vestry.

SECTION 5. Presiding Officer. The Priest, or such other Member of the Vestry designated by the Priest, shall preside at all Vestry meetings, shall ascertain the votes of the Vestry on all questions,

and if there be a tie, but not otherwise, shall have a vote, unless it be a question in which there might be conflict of interest, such as matters which pertain to the Priest's salary or other forms of her/his compensation. Should the Priest and any person designated by the Priest to preside not be present, the Senior Warden shall preside, and if both shall be absent, the Junior Warden shall preside. If none of the foregoing be present, then a majority of those Members present shall designate a Member to preside.

SECTION 6. Order of business. The regular order of business of Vestry meetings shall be determined by the Vestry.

ARTICLE 6 PARISH OFFICERS AND THEIR DUTIES

SECTION 1. Powers, duties and obligations of the Priest. The Priest under the authority of the Bishop, shall have exclusive charge of all things pertaining to the spiritual interests of the Parish; shall order the worship of the Parish church and all that accompanies it; may appoint fit persons for the performance of such duties as may be properly assigned to others; and shall at all times be entitled to the use and control of all Parish buildings with the appurtenances and furniture thereof for the purpose of that office. The Priest shall make, or cause to be made, promptly and properly, all entries in the Parish Register, and shall be responsible for the safekeeping of the same, shall perform such other lawful acts from time to time as may be required in the official capacity as Priest, as well as such other duties and obligations as may be required by any Episcopal Church or diocesan canonical mandate. The Priest shall have power, by and with the consent of the Vestry, to appoint one or more assistant ministers on like terms, conditions, and provisions as those of the Priest after consultation with the Bishop of the Diocese.

SECTION 2. Power and duties of the Church Wardens. As the ranking Lay Officers of the Parish, the Wardens shall assume the major responsibility for the operation of the parish in the absence of the Priest. They shall promptly notify the ecclesiastical authority of the Diocese of a vacancy in the position of Priest. They shall perform such other lawful duties as may be required by the By-Laws or by any Episcopal Church or Diocesan canonical mandate, as well as such duties as the Priest or Vestry may from time to time request. Church Wardens are authorized to exclude any person from the church, the church yard, or other church property for any breach of the peace or disorderly conduct or for making any unnecessary noise which is disturbing the congregation. And it shall be lawful for any person to assist the Church Wardens in the performance of their duties.

SECTION 3. Powers and duties of the Registrar. The Registrar, as Secretary to the Vestry, shall take down and record, or cause to be taken down and recorded, the minutes of the Vestry and Parish Meetings, including all resolutions and other matters proper to be recorded. In the absence or inability of the Priest so to do, the Registrar, subject to the authority of the Vestry, shall have and perform all the duties of the Priest with respect to the Parish Register. The Registrar shall enter, or cause to be entered, in the enrollment record, the names of all adult persons of the Parish entitled to enrollment pursuant to the provisions of Article 2 of these By-Laws. The Registrar or, if absent, one of the Church Wardens, shall certify the election of Lay Delegates to Diocesan Conventions pursuant to the Diocesan Canons. The Registrar shall preserve all records, seals, documents, and other papers belonging to the Parish not in the care of the Priest or Treasurer, and shall deliver the same immediately into the hands of her or his successor. The Registrar shall have and perform such other powers and duties as the Vestry may from time to time delegate to or require of her/him, as well as such duties as may be required by any Episcopal Church or Diocesan Canons.

SECTION 4. Powers and duties of the Treasurer. The Treasurer shall direct the receipt and disbursement of all Parish monies from whatever source the same shall be derived or received. Such monies shall be deposited by the Treasurer in the name of the Vestry in such depositories as the Vestry may direct, subject to the check of the Treasurer, or such Member of the Vestry, jointly or otherwise, as the Vestry may, from time to time direct. All securities and other intangible property owned by the Parish as well as other valuable documents and instruments of writing shall be deposited by the Treasurer in the name of the Vestry in such safe deposit box as the Vestry may direct, subject to withdrawal by the Treasurer, or such member of the Vestry, jointly or otherwise, as the Vestry may from time to time prescribe. No money shall be expended for any purpose unless authorized by the Vestry; ordinary recurring expenditures may be authorized from time to time as they occur. The Treasurer shall render a report to each regular Vestry meeting of the receipts and disbursements of the Vestry funds. The Treasurer's accounts shall be audited as required by Episcopal Church and Diocesan Canons. The Treasurer shall have and perform such other powers and duties as the Vestry may from time to time delegate or require. With the consent of the Vestry, the Treasurer may appoint an Assistant Treasurer to assist in the duties assigned to the Treasurer, or to represent the Treasurer as needed.

ARTICLE 7 COMMITTEES OF THE VESTRY

SECTION 1. Standing Committees. The Standing Committees of the Vestry shall be determined from time to time by the Vestry, and may include a Property Committee, a Stewardship (Finance) Committee, a Nominating Committee (as set forth in Article 4), and an Audit Committee. The Senior Warden and Treasurer may be members of the Stewardship (Finance) Committee; and the Junior Warden may be a member of the Property Committee. The Senior Warden may be a member of the Audit Committee.

SECTION 2. Authority to establish Committees. The Vestry may establish Committees as it deems proper to accomplish the aims and objectives of the Parish. The scope of responsibility and the duties of all Committees are set forth in a separate document developed and approved by the Vestry.

ARTICLE 8 ALIENATION OF PROPERTY

No Priest, Vestry Member, or Parish Officer, acting individually or in the name of the Parish, shall encumber or alienate the real property of this Parish or any part thereof without the written consent of the Bishop and the Standing Committee of the Diocese of Easton.

ARTICLE 9 AMENDMENT OF BY-LAWS

These By-Laws may be adopted, amended, modified or repealed at any Annual or Special Parish Meeting by a favorable vote of two-thirds (2/3) of the qualified voters present, provided however, that the proposed amendment(s) or By-Laws have been delivered in writing to all qualified voters at least fifteen (15) days prior to such meeting. Upon the adoption of these By-Laws all previous By-Laws are repealed.

Reviewed by the Diocesan Committee on Constitution and Canons on _____
and certified to be consistent with and conform to the laws of Maryland and the Constitution and the
Canons of The Episcopal Church and the Diocese of Easton.

ADOPTED BY St. Mary's Whitechapel Parish at the Special Meeting on _____, 2025.

REGISTRAR