

Bylaws as Approved by Diocesan Committee on Constitutions and Canons on January 6, 2023, and by the parish at its annual meeting on January 15, 2023, with revisions approved by Vestry as of November 12, 2023, for submission to congregation at its January 2024 annual meeting.

ST. PHILIP’S EPISCOPAL CHURCH  
QUANTICO PARISH  
Quantico, Maryland

**Bylaws of the Vestry of Quantico Parish**

**PREAMBLE**

The Bylaws of the Vestry of Quantico Parish, located in Wicomico County, Maryland, are drawn with the recognition that, as a Parish in union with the Convention of the Diocese of Easton, the Vestry of St. Philip’s Episcopal Church, Quantico Parish, accedes to the Constitution and Canons of the Diocese of Easton, the Constitution and Canons of the Protestant Episcopal Church in the United States of America, also known as and referred to in these bylaws as “The Episcopal Church” or as “Episcopal Church,” and the laws of the State of Maryland, as these may be duly amended from time to time.

**ARTICLE I  
GENERAL PROVISIONS**

**Section 1. Name.** The legal name of this parish is Vestry of Quantico Parish, also known as St. Philip’s Episcopal Church and sometimes referred to in these bylaws as “St. Philip’s” or “the Parish.”

**Section 2. Address.** The address of the Parish is St. Philip’s Episcopal Church, 6457 Quantico Road, P.O. Box 92, Quantico MD 21856.

**Section 3. Parish Organization.** The Parish Organization shall consist of a Cleric, 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 bylaws, the term “Cleric” includes the terms “Rector,” “Priest-in-Charge,” “Interim Minister,” “Deacon Vicar,” “Deacon-in-Residence,” or “Vicar,” as applicable.

**Section 4. Parish Year.** The parish year shall be from the first day of January until the last day of December of each year.

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## **ARTICLE II 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 III PARISH MEETINGS**

**Section 1. Annual Meeting.** An annual meeting of the qualified voters of the Parish, as defined in Section 4 of this Article, shall be held on the fourth Sunday in January, following the normal Sunday liturgy, or on such other date and time as shall be determined by the Vestry.

**Section 2. Special Meetings.** If determined desirable by a majority of the Vestry, or twenty percent or more of the qualified communicants of the Parish, as defined in Section 4 of this Article, a special parish meeting may be called for any purpose and notice thereof shall be given pursuant to Section 3 of this Article. The only business to be conducted at such special meeting shall be that related to the purposes for which the meeting was called, and notice was given to the members.

**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 days in advance for the Annual Meeting, and at least fifteen days in advance for Special Parish Meetings. The Parish newsletter, e-mail, web site, or Sunday bulletin may be used for sufficient notification. In addition, announcement of a meeting may be made during regular Sunday services. Said meetings may be held electronically, or a member may participate in, and vote at, all meetings by means of technology, provided that all participants are able to hear one another simultaneously.

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**Section 4. Qualification of voters.** Every communicant in good standing in this Parish who meets 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:

- a. baptized Christian,
- b. at least sixteen years of age,
- c. enrolled as a member in the Parish Registry,
- d. made his or her communion at the Parish at least three times during the past twelve months,
- e. shared in the work of the Parish by faithfully working, praying, and giving during the past twelve months, and
- f. present to personally cast his or her vote. Alternatively, a qualified voter may cast a written ballot in the Parish office not more than one week prior to the Annual Meeting or vote by proxy pursuant to Robert's Rules of Order.

**Section 5. Quorum.** A quorum at any Parish meeting shall be a majority of the Parish's qualified voters, as set forth in Section 4 above.

**Section 6. Officers at meetings.** At all parish meetings, the Cleric if present shall preside. If the Cleric is absent, then one of the following, in the order named, shall preside: Senior Warden, Junior Warden, a Vestry member elected by the Vestry members present, or a qualified communicant elected by the remaining voters present. The Cleric may appoint any of the above to preside, even when present. The Registrar, if present, shall be the secretary of all such meetings. 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 he or she deems necessary.

**Section 7. Procedure at meetings.** The latest edition of Robert's Rules of Order shall govern parliamentary procedure for all meetings.

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**Section 8. Purpose of the Annual Meeting.** The Annual Meeting shall receive the recommendation 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; shall receive one or more reports on the significant events during the preceding year, either orally or in writing, from the Cleric and Vestry, of such of the affairs which transpired during the preceding parochial 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 Cleric, 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 exhibit the Parish books of account for inspection at the annual parish meetings. The budget, as adopted by the Vestry, may also be reviewed.

**Section 9. Notice of Vestry vacancies.** Sixty days before the Annual Meeting, the Cleric shall inform the members of the Parish of the number of vacancies occurring on the Vestry.

**Section 10. Convention delegates.** Communicants in good standing in the Parish are eligible for election as delegates or alternates to any convention of the Diocese. The Vestry shall fill any vacancy occurring after the election and before the Convention in such manner as it deems proper.

#### **ARTICLE IV PARISH CLERIC**

**Section 1. Powers and Duties.**

a. The Cleric, under the authority of the Bishop and the provisions of the Episcopal Church and Diocesan constitution and canons, has exclusive charge of all things pertaining to the spiritual interests of the Parish and all that accompanies it, may appoint fit persons for the performance of such duties as may be properly assigned to others, and shall have the right to the use and control of all Parish buildings with the appurtenances and furniture thereof for the purpose of the office

b. The Cleric shall make, or cause to be made, promptly and properly, all entries in the Parish register, shall be responsible for the safekeeping of the same, and shall perform such other duties and obligations as may be required by Episcopal Church or Diocesan constitution or canons.

c. The Cleric shall be a member of the Vestry and preside at all meetings of the Vestry but will vote at Vestry meetings only in the case of a tie. The exception would be in connection with the alienation of property, when the Cleric shall always vote.

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**Section 2. Vacancy of the Cleric.**

a. When the office of the Cleric falls vacant, the Search Committee shall consist of all the members of the Vestry and two members of the parish as selected by the Vestry.

b. It shall be the duty of the Search Committee to consult with the Bishop or his appointed aides, to interview successors, and to give progress reports to the parish.

c. It shall be the responsibility of the Vestry to elect by majority vote the Cleric it decides will best serve the interests of the parish. The Vestry shall communicate the result to the Bishop for his or her approval before calling and notifying such Cleric.

d. The Cleric, when called and elected, shall serve under written contract with terms and conditions agreed upon by the Vestry and Cleric, subject to applicable provisions of the Constitution and Canons of the Episcopal Church, the laws of Maryland, and these bylaws.

**ARTICLE V  
VESTRY**

**Section 1. Eligibility.** Any enrolled member of the Parish who is a communicant in good standing is eligible to serve as a Parish officer or member of the Vestry.

**Section 2. Membership and Right to Vote.** The Vestry shall consist of the Cleric and five Vestry members elected by the Parish, plus the Registrar and the Treasurer if they were not elected by the Parish. The officers of the Vestry shall be the Senior Warden, the Junior Warden, the Registrar, and the Treasurer. The Senior Warden and Junior Warden shall be among the Vestry members elected by the Parish. The Registrar and the Treasurer shall be appointed by the Vestry for one-year terms and need not have been elected to the Vestry by the Parish. Only those Vestry members elected by the Parish pursuant to Article III Section 8 shall have the right to vote.

**Section 3. Term of Office.** Vestry members shall serve for two years, except the Cleric, whose term shall be pursuant to his or her letter of agreement. All Vestry members' terms of office begin upon election at an annual meeting and conclude at an annual meeting, two years later, when replacements are elected. Two members shall be elected in odd-numbered years and three members shall be elected in even-numbered years. The Registrar and the Treasurer shall serve for one-year terms.

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**Section 4. Eligibility for re-election.** A member of the Vestry who has served two consecutive two-year terms cannot stand for reelection until one year has elapsed. A member elected to fill a vacancy shall be eligible for election to a full term if person has served for less than twelve consecutive months at the time of his or her election. The Registrar and Treasurer may not serve more than five consecutive one-year terms without special permission from the Bishop.

**Section 5. Removal of Vestry Members.** Should a Vestry member or officer, without prior notice to the Cleric or Senior Warden, fail to attend three Vestry meetings within a period of one year, the Vestry shall consider whether to ask such person to resign or to declare the office vacant.

**Section 6. Vacancies.** When a vacancy occurs in the Vestry, the remaining Vestry members may, by majority vote, elect an eligible person to fill the vacancy. The successor so elected shall serve until the term of the member replaced shall have expired.

**Section 7. Meetings.**

a. The Vestry shall meet monthly unless otherwise established by the Vestry, with the first such meeting to be called by the Cleric within thirty days of the Annual Parish Meeting. Two-thirds of the Vestry members constitutes a quorum. At the first Vestry meeting following the annual meeting of the Parish, the Vestry shall elect a Registrar and a Treasurer by majority vote of the Vestry. Proxy votes are acceptable.

b. A majority of the Vestry may call a special meeting with seven days written notice.

**Section 8. Authority.** Consistent with the provisions of Article IV Sections 1.a. and 1.b., and the canonical authority of the Cleric, the Vestry shall be the sole agent and the sole legal representative of the Parish in all matters concerning its corporate property and the relation of the Parish to its clergy, and shall manage, preserve, control and insure all such real and personal property as the Vestry may own or possess for the advancement of the Parish as an integral part of the Church.

**Section 9. Powers and Duties.** The Vestry shall provide a Parish register in which shall be recorded the date and place of all baptisms, confirmations, marriages, and burials occurring at 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. The Vestry shall see that the appropriate entries are made in such record books properly and promptly, in accordance with Episcopal Church and Diocesan constitution and canons. The Vestry shall also see that the record books are carefully preserved. The Vestry shall maintain current copies of the Episcopal Church and Diocesan

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constitution and canons, either in hard copy for or access to them through the internet. The Vestry shall approve the annual parochial report as prepared jointly by the Cleric and parish officers. 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 the Episcopal Church and Diocesan constitution and canons. No Parish officer or member of the Vestry shall make any contract or obligate the Parish in any way unless the undertaking has been approved by the Vestry and recorded in the minute book by the Registrar.

**Section 10. Personal Liability of Vestry Members.** In order to provide Vestry members and others with protection against claims for personal liability, the Vestry shall purchase liability insurance in conformity with Maryland Code, Courts & Judicial Proceedings, Section 5-406.

## **ARTICLE VI OFFICERS AND THEIR DUTIES**

**Section 1. Officers.** The officers of the Parish shall be Senior Warden, Junior Warden, Registrar, and Treasurer. They shall assume their duties upon election or appointment.

**Section 2. Senior Warden.** The Senior Warden shall be responsible--

- a. for assisting the Cleric in the spiritual aspects of parish life,
- b. for the spiritual leadership of the parish in the Cleric's absence and during intervals between Clerics,
- c. for the lay administrative leadership of the Vestry,
- d. for chairing the Vestry meetings in the Cleric's absence,
- e. for serving as a member ex officio of any committee to select a new Cleric,
- f. in consultation with the Cleric for preparation of the agenda for Vestry meetings, and
- g. in consultation with the Cleric, for instructing new Vestry members and new officers of the Vestry.

**Section 2. Junior Warden.** The Junior Warden shall be responsible--

- a. for annually inspecting all church property and for bringing to the attention of the Vestry, via a written assessment, the needs of church property for repair, maintenance, and improvements,

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- b. for seeing that the decisions of the Vestry in such matters are carried out,
- c. for submitting periodic written reports to the Vestry, and
- d. for maintaining an up-to-date, comprehensive inventory of all church property, the master copy of which is to be kept in the church office.

**Section 3. Registrar.** The Registrar shall be responsible—

- a. for keeping true and accurate minutes of the Vestry and parish meetings and for copying these minutes into the permanent records of the parish and posting the minutes,
- b. for updating and maintaining the parish registers to be kept in the church office, including enrollments, baptisms, confirmations, marriages, transfers, and burials, and for recording such in the absence of the Cleric,
- c. for ensuring that the register of services (in the Sacristy) is up to date and complete,
- d. for the certification of the election of lay delegates and alternates to the Diocesan Convention,
- e. for the filing of the church records in the church office, and
- f. for such other duties as the Vestry may assign.

**Section 4. Treasurer.**

- a. The Treasurer shall be responsible—
  - i. for the receipt and disbursement of all moneys from whatever source. The Treasurer shall deposit all receipts in the name of the Vestry in such depository accounts as the Vestry may direct, subject to withdrawal or transfer by the Treasurer, or such other account signatory members of the Vestry, jointly or otherwise, as the Vestry may from time to time direct. The Treasurer shall deposit all securities or other intangible property owned by the Parish as well as other valuable documents and instruments of writing in the name of the Vestry in such safe deposit box or other suitable location 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,
  - ii. upon advice of the Vestry, for the management of all securities held by the Vestry,

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- iii. for the keeping of a detailed account of the receipt and disbursement of parish funds,
  - iv. for submitting monthly reports to the Vestry and for submitting a report of the complete financial tatus of the parish at the annual meeting, and
  - v. for performing such other duties which the Vestry may delegate.
- b. No money shall be expended for any purpose unless authorized by the Vestry, whether by inclusion in the annual budget or as otherwise approved.
- c. The Treasurer’s accounts shall be audited as required by Episcopal Church and Diocesan constitution and canons.
- d. The Treasurer, with consent of the Vestry, may appoint an Assistant Treasurer to assist in the duties assigned to the Treasurer or to represent the Treasurer as needed.

## **ARTICLE VII COMMITTEES**

**Section 1. Standing and Other Committees.** The standing committees of the Vestry shall be determined from time to time by the Vestry and shall at least comprise an Audit Committee and a Nominating Committee. The Vestry shall appoint persons to serve on the committees. The Vestry may appoint other committees from time to time as it shall deem appropriate. All committees shall report to the Vestry.

### **Section 2. Nominating Committee.**

- a. The Nominating Committee shall consist of at least three members. One must be a current Vestry member, one must be an outgoing Vestry member, and one must be a non-Vestry member of the Parish.
- b. The Nominating Committee shall be formed at the October Vestry meeting.
- c. The Nominating Committee shall prepare a list of nominees to the Vestry, including the positions of Senior Warden and Junior Warden, and for delegates and alternates to the Diocesan Convention.
- d. The names of those candidates accepting nomination shall be submitted to the Vestry, and the Vestry shall provide the congregation with the names of the nominees.

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e. Further nominations may be made from the floor of the annual meeting, if duly seconded, but only with the consent of the nominee.

### **ARTICLE VIII AMENDMENTS**

These bylaws may be adopted, amended, or repealed at any annual or special Parish meeting by a favorable vote of two-thirds of the qualified voters present, provided that the proposed amendments have been stated in writing and posted at least three weeks prior to such meeting. Upon the adoption of these bylaws, all previous bylaws are repealed.

APPROVED by Committee on Constitution and Canons of the Diocese of Easton, received on January 6, 2023.

ADOPTED by the congregation at the Annual Meeting of the St. Philip's Church on January 15, 2023.

Registrar: \_\_\_\_\_