

BY-LAWS
ST. MARTHA'S EPISCOPAL CHURCH
BETHANY BEACH, DELAWARE
A Congregation of the Diocese of Delaware

-Adopted April 8, 1984-

Amended March 16, 1986, March 25, 1995, March 24, 1996, March 14, 1999, October 3, 1999, October 8, 2000, November 24, 2002 and November 19, 2005, November 6, 2011; November 8, 2015; November 13, 2016.

ARTICLE 1 **NAME**

Section 1.1. The name of this Congregation shall be St. Martha's Episcopal Church, the "Church".

ARTICLE 2 **AUTHORITY ACKNOWLEDGED**

Section 2.1. The Congregation accedes to the Constitution, Canons, doctrine, discipline, and worship of the Episcopal Church, and to the Constitution and Canons of the Diocese of Delaware and acknowledges their authority and, furthermore, agrees to abide by the rules established for Congregations of the Diocese by duly constituted authority.

ARTICLE 3 **MEMBERSHIP**

Section 3.1. **Qualified Voter:** Any person who is baptized, sixteen years of age, a regular attendant upon the services of the Congregation, and whose name has been entered for at least six (6) months upon the records of the Congregation as a contributor to the support thereof.

Section 3.2. **Determination of qualification.** The Vestry, by a majority vote of its disinterested members, shall be the sole and final judge of the qualifications of members and shall interpret and apply the standards set in these Bylaws.

ARTICLE 4 **CONGREGATION MEETINGS**

Section 4.1. **Annual Meeting:** The Annual Meeting of the Congregation shall be held on a Sunday in November at a time and place designated by the Vestry. The purpose of this meeting shall be to elect new members of the Vestry, to elect lay delegates to the Diocesan Convention, to hear the annual reports of the Congregation and to transact such business as shall properly come before the meeting. The date, time, and place of the meeting may be changed by the Vestry.

Section 4.2. Special Meetings of the Congregation shall be called by the Secretary upon the request of the Rector, at the call of the Senior Warden or at the direction of a majority of the Vestry, or upon written petition of at least ten (10) qualified voters.

Section 4.3. Notices: Notice of any meeting of the Congregation shall be published in the bulletin and posted on the bulletin board on the two (2) Sundays immediately preceding such meeting; in addition, such notice shall be announced at services, published on the website and by electronic notices during the same time frame.

Section 4.4. Presiding Officer: The presiding officer at any Congregation meeting shall be the Rector, or in his/her absence, the Senior Warden, or in his/her absence, the Junior Warden.

Section 4.5. Voting: Thirty (30) qualified voters shall constitute a quorum, and a majority of those votes cast shall be sufficient to carry a measure.

ARTICLE 5 **THE RECTOR**

Section 5.1. The Rector, subject to the authority of the Bishop and to the provisions of the Constitution and Canons, shall have exclusive charge of all things pertaining to the spiritual interest of the Congregation, and the authority to do everything which may be necessary and proper in connection therewith.

ARTICLE 6 **VESTRY**

Section 6.1. Number and Duties: The Vestry shall consist of the Rector, and at least nine (9) elected persons. The Vestry shall take charge of the property of the Congregation, regulate all its temporal concerns, elect and call a Rector, provide for clergy maintenance, keep order in the Church during the celebration of Divine Worship and, in general, act as helpers to the Rector in the furtherance of the Gospel. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of Parish to Clergy. The elected Vestry members shall continue in office until their successors have been elected.

Section 6.2. Qualifications: Any qualified voter, age eighteen (18) years, is eligible to serve as a member of the Vestry.

Section 6.3. Nomination: Nominations of no more than two (2) candidates for each vacancy of the Vestry, arising from the expiration of the term of a member of the Vestry, shall be made by a Nominating Committee appointed by the Vestry and consisting of at least one Vestry member whose term is expiring and two (2) qualified voting members at large. These nominations and the qualifications for voting shall be

published in the Congregation bulletin at least thirty (30) days prior to the election. Additional nominations of qualified persons may be made from the floor at the time of the election. All persons nominated shall have indicated their willingness to serve.

Section 6.4. Election: The Vestry members shall be elected by a plurality of secret ballots at the Annual Meeting. The Rector, with the assistance of the Wardens, shall supervise the election. See also Article 8. Lay Delegates to Diocesan Convention [Election process].

- a) Each qualified voter shall cast one vote for each vacancy on the Vestry, but not more than one vote for any nominee. Any ballot without one vote for each vacancy shall not be counted.
- b) In the event that two or more nominees receive an equal number of votes, and in the event that because of the said tie not all of the vacancies on the Vestry are filled, there shall be an additional secret ballot to resolve the tie.

Section 6.5. Term: The normal term of membership on the Vestry shall be three (3) years. Each year one third of the members of the Vestry shall be retired and replaced by election. No member of the Vestry elected to a three year term may be re-elected for at least one year.

Section 6.6. Vacancies: The Vestry shall appoint a qualified person to fill a vacancy on the Vestry which may occur for any reason; said appointment shall be until the next Annual Meeting. The person appointed by the Vestry to fill an unexpired term shall be eligible for election to either the remainder of the term to which appointed; if it is the end of a three year term, that person shall be eligible for election for a full term.

Section 6.7. Meetings: Meetings of the Vestry shall be held at least ten (10) times a year, at a time and place to be determined by the Vestry. Meetings, except proper executive sessions regarding matters of privacy, shall be open. The presiding officer shall be one of the following in the order named: the Rector, the Senior Warden, the Junior Warden, or a chairman selected by those present. Special meetings of the Vestry may be called by the Rector, by the Wardens or by any two (2) Vestry members. Reasonable notice, at least two (2) days prior, of all meetings shall be given to all members of the Vestry by telephonic, electronic or other means. Members of the Vestry, or any committee designated by the Vestry, may participate in a meeting of the Vestry or committee by means of conference telephone or other communications equipment through which means all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting. The minutes shall identify how each Vestry member is participating.

Section 6.8. Quorum; Voting: Not less than half of the members of the Vestry shall constitute a quorum, and a majority of the votes cast by those present shall be sufficient to carry a measure.

Section 6.9. Conflict of Interest: Statement of policy:

(a) The conduct of officers and members of the Vestry must hold the respect and confidence of the members of the Church. They must, therefore, avoid conduct which is in violation of their trust or which creates a justifiable impression among the members that such trust is being violated. To ensure propriety and to preserve confidence, officers and members of the Vestry must have the benefit of specific standards to guide their conduct and of some disciplinary mechanisms to guarantee uniform maintenance of those standards. It is both necessary and desirable that all members of the Church should be encouraged to assume responsibilities within the Church, and, that, therefore, the activities of officers and members of the Vestry should not be unduly circumscribed.

(b) Prohibitions relating to conflicts of interest; restrictions on exercise of official authority; Restriction on representing another's interest before the church:

(1) No officer or Vestry member may participate on behalf of the Church in the review or disposition of any matter pending before the Church in which the officer or Vestry member has a personal or private interest, provided, that upon request from any person with official responsibility with respect to the matter, any such person who has such a personal or private interest may nevertheless respond to questions concerning any such matter. A personal or private interest in a matter is an interest which tends to impair a person's independence of judgment in the performance of the person's duties with respect to that matter.

(2) A person has an interest which tends to impair the person's independence of judgment in the performance of the person's duties with respect to any matter when:

[a] Any action or inaction with respect to the matter would result in a financial benefit or detriment to accrue to the person or a close relative to a greater extent than such benefit or detriment would accrue to others who are members of the same class or group of persons; or

[b] The person or a close relative has a financial interest in a private enterprise which enterprise or interest would be affected by any action or inaction on a matter to a lesser or greater extent than like enterprises or other interests in the same enterprise.

[c] In any case where a person has a statutory responsibility with respect to action or nonaction on any matter where the person has a personal or private interest and there is no provision for the delegation of such responsibility to another person, the person may exercise responsibility with respect to such matter, provided, that promptly after becoming aware of such conflict of interest, the person files a written statement with the Vestry fully disclosing the personal or private interest and explaining why it is not possible to delegate responsibility for the matter to another person.

[d] No officer or Vestry member may represent or otherwise assist any private enterprise with respect to any matter before the Church with which the officer or Vestry member is associated by employment or appointment.

[e] No officer or Vestry member may represent or otherwise assist any private enterprise with respect to any matter before the Church.

[f] This subsection shall not preclude any officer or Vestry member from appearing before the Church or otherwise assisting any private enterprise with respect to any matter in the exercise of such person's official duties.

ARTICLE 7 **WARDENS. SECRETARY AND TREASURER**

Section 7.1. **Election of Senior Warden and Junior Warden:** At its first meeting following the Annual meeting, the Vestry shall elect out of its members a Senior Warden and a Junior Warden. The wardens shall be elected for a term of one (1) year, but may succeed themselves.

Section 7.2. **Election of Secretary and Treasurer:** At its first meeting, following the Annual Meeting, the newly constituted Vestry shall elect a Secretary; such person may but is not required to be a member of the Vestry. The Vestry shall elect a Treasurer and an Assistant Treasurer who shall serve at the discretion of the Vestry. The Treasurer and Assistant Treasurer need not be current elected members of the Vestry. All officers shall be elected for a term of one (1) year but may succeed themselves. The Vestry shall furnish a bond of suitable amount for the Treasurer/Assistant Treasurer, the cost of which shall be borne out of the funds of the Congregation. Vacancies shall be filled by appointment by the presiding officer, subject to the concurrence of the Vestry.

Section 7.3. **Duties of the Senior Warden:** The duties of the Senior Warden shall be to represent the Rector, to protect the congregation's property, to preside at meetings of the

congregation and of the Vestry, in the Rector's absence or at the Rector's request, to assist the Rector in any way possible, and to assure that all things needed for the orderly worship of God and for the administration of the Sacraments be provided..

Section 7.4. **Duties of the Junior Warden:** The duties of the Junior Warden shall be to represent the people, protect the Congregation property, to manage such business affairs of the Congregation as may not require Vestry action, and to assure that all things needed for the orderly worship of God and for the administration of the Sacraments be provided.

Section 7.5. **Duties of the Secretary:** The Secretary shall take and record the minutes of all meetings of the Congregation and of the Congregation Vestry, attest the public acts of the Vestry, preserve all records and papers belonging to the Congregation, perform such other duties as shall be legally assigned, and faithfully deliver into the hands of his or her successor all books and documents of the Congregation that may be in his or her possession. The Secretary shall be responsible for signing and filing both a paper copy and electronic copy of the minutes before corrections and after corrections are adopted by the Vestry.

Section 7.6. **Duties of the Treasurer:** The Treasurer shall be responsible for oversight of all monies belonging to the Congregation and shall be responsible for oversight of all disbursements as directed by the Vestry. In addition, the Treasurer shall be responsible for oversight of the maintenance of complete and accurate financial records. The Treasurer shall comply with all tax regulations. All accounts having to do with receipt, expenditure and investment of funds shall be submitted for an annual independent audit. The Treasurer shall render a report of his/her actions at each regular meeting of the Vestry. At the Annual Meeting of the Congregation an annual report for the year to date shall be submitted. Such annual report shall be published and posted in the church and website upon acceptance by the Vestry. All accounts having to do with the receipt, expenditure and investment of funds shall be submitted for an annual audit by an independent accountant approved by the Diocese.

Section 7.7 **Duties of the Assistant Treasurer:** The Assistant Treasurer shall serve in conjunction with the Treasurer and to stand in for the Treasurer in his/her absence.

ARTICLE 8 **LAY DELEGATES TO DIOCESAN CONVENTION****ARTICLE**

Section 8.1. **Number and term:** There shall be two lay delegates to the Convention; in addition, there may be one additional lay delegate with full privileges of seat, voice and vote, provided said delegate is no more than 30 years of age. The delegates shall be elected for a term of one (1) year and may serve for two (2) successive terms. There shall also be one lay alternate delegate elected for each delegate for one (1) year.

Vacancies occurring in the term of any lay delegate shall be filled for the unexpired balance of such term by the Vestry. Except for a lay delegate elected to fill an unexpired term, any lay delegate shall be eligible for re-election only after the lapse of one year following the second of two (2) consecutive terms. However, an alternate delegate may be elected to up to two (2) consecutive terms as lay delegate without a lapse of one year between serving as an alternate and election to delegate.

Section 8.2. Qualifications: Lay delegates and alternate delegates shall possess the qualifications required for Vestry members, and shall have been canonically resident in the Diocese for three months previous to the meeting of the Convention.

Section 8.3. Nomination: Nominations of no more than four (4) candidates for each vacancy shall be made by a Nominating Committee appointed by the Vestry and consisting of at least one Vestry member whose term is expiring and two (2) qualified voting members at large. The Nominating Committee shall give preference to the alternate delegates to fill the vacancies created by the end of a term. These nominations and the qualifications for voting shall be published in the Congregation bulletin at least thirty (30) days prior to the election. Additional nominations of qualified persons may be made from the floor at the time of the election. All persons nominated shall have indicated their willingness to serve.

Section 8.4. Election: The delegates shall be elected by a plurality of secret ballots at the Annual Meeting. The Rector, with the assistance of the Wardens shall supervise the election.

- a) Each qualified voter shall be entitled to cast one vote for each vacancy, but not more than one vote for any nominee.
- b) In the event that two or more nominees receive an equal number of votes, and in the event that, because of the said tie, not all of the vacancies are filled, there shall be an additional secret ballot to resolve the tie.

ARTICLE 9 AMENDMENTS

Section 9.1. These By-laws may be added to, amended or replaced in whole or in part by fulfilling the following steps in sequence: the proposed action shall be presented at a Vestry meeting; the proposed action shall be accepted by at least two-thirds of those present at the next Vestry meeting; and the proposed action shall be accepted by a two-thirds majority of the qualified voters present at the next Annual Meeting or special meetings of the Congregation, at which time the action shall become effective. Notice and text of any amendment shall be published in the bulletin and

posted on the bulletin board at least thirty (30) days prior to the Annual Meeting at which the amendments will be considered; in addition, such notice shall be announced at services, published on the website and by electronic notices during the same time frame. Any revision or amendment of these By-Laws shall be consistent with the Constitution and Canons of the Episcopal Church and the Diocese of Delaware