

BYLAWS OF HOLY TRINITY EPISCOPAL CHURCH

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Article 1: Nature and Purpose

- 1.1 **Type of Organization.** Holy Trinity is an Episcopal church within the Diocese of New Jersey, whose purpose is to carry out the mission of Christ subject to the Canons of the Diocese and the National Church.
- 1.2 **Purpose of the Organization.** This organization is designed and dedicated to teaching the word of Christ to all and to see that the sacraments of the Church are administered as needed.
- 1.3 **Name.** The name of Holy Trinity Episcopal of Wenonah, New Jersey will be referred to herein as the "Parish."

Article 2: Meetings of the Parish

- 2.1 **Annual Parish Meeting.** The annual election of any such parish shall be held as close to the fourth Sunday in January as is possible. Notice of the time and place of the annual election shall be given by advertisement set up in open view at the door of the church or usual place of worship, ten (10) days prior to the election and shall also be read by the rector or officiating minister on the two (2) Sundays next preceding the election, in time of public service.

The chairman shall be the judge of the qualifications of the voters, shall receive the votes and declare the result. The election shall be by ballot, and the polls shall remain open for half hour, and for such longer time as may be required to receive the ballots of the persons present and ready to vote. Three persons shall constitute a quorum. In case of failure to elect on the first ballot the required number of wardens or vestrymen to be elected at the meeting, one or more further ballots shall be taken in the same manner.
- 2.2 **Special Parish Meetings.** Special meetings of the parish for any of the purposes provided in this article, may be called by the rector at any time, or if there be no rector, by the wardens, upon the same notice as prescribed in section 2.3. The notice shall specify the object for which the meeting is called, and no vote shall be taken upon any question not specified in the notice. Special meetings shall be conducted in the same manner as the meetings for the annual election, but the votes may be counted and declared forthwith upon any question except the election of wardens and vestrymen
- 2.3 **Notice of Meetings.** The time, place, and date of the Annual Parish Meeting and of each special meeting shall be made known to the Parishioners by appropriate notice by the Rector or Clerk of the Vestry, with at least ten (10) days' notice. Notice of the time and place of the annual election shall be given by advertisement set up in open view at the door of the church or usual place of worship, and shall also be read by the rector or officiating minister on the two (2) Sundays next preceding the election, in time of public service.
- 2.4 **Presiding Officer.** The rector shall preside, with the right to vote, or if he is absent or if no rector is settled in the parish, the meeting shall choose one (1) of the wardens, or if neither of the wardens is present, one (1) of the vestrymen, or if no vestryman is present, then some duly qualified voter to act as chairman. The secretary of the vestry, or in his absence a person appointed by the chairman, shall enter the proceedings in the minute book of the vestry, and shall sign the same together with the chairman.

- 2.3 **Secretary for Meetings.** The Clerk of the Vestry shall be the Secretary of the meetings.
- 2.4 **Qualified Voters.** Members of the Parish eligible to vote at Parish meetings are all baptized persons sixteen (16) years of age or over who regularly attend the public services of the Parish and are recognized members of the Parish and who contribute by subscription or otherwise for the funds or expenses of the Parish and have done so for six months previous to the meeting, and who, if required, declare themselves conscientiously attached to the doctrines and discipline and worship of the Parish. The qualifications of any voter may be determined by the presiding officer if eligibility is contested.
- 2.5 **Quorum, Required Member Vote.** Qualified Voters, who are present at an annual or special meeting, shall constitute a quorum for the transaction of business at such annual or special meeting of the Parish. The affirmative vote of the majority of the Qualified Voters present at the meeting shall be the act of the Parish.

Article 3: Vestry

- 3.1 **Composition.** There shall be a Vestry composed of no less than six (6) and no more than twelve (12) elected members, two (2) wardens, and the Rector.
- 3.2 **Qualifications.** Members shall be persons who are qualified voters eighteen (18) years of age or over who have been adult confirmed pledging communicants in good standing for at least six (6) months immediately prior to the election. The Vestry reserves the right to establish additional qualifications.
- 3.3 **Election.** Elections shall be by ballot at the Annual Parish Meeting. Persons shall be elected by a plurality vote, with those nominees receiving the highest number of votes filling all vacancies. The term of elected members shall be three (3) consecutive years. One-third (1/3) shall be elected each year at the Annual Parish Meeting as well as any vacancy in an unexpired term shall be filled. Each person shall hold their respective offices until their successors are elected and one (1) year shall elapse before an outgoing Vestry member is eligible for reelection.
- 3.4 **Partial Term.** A person who has served more than half of a specific term in an office as that specific term is set forth in the bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office.
- 3.5 **Vacancies.** In the event of a vacancy in the office of warden or vestryman caused by the failure of any candidate to receive a majority of the votes cast, the vacancy shall be filled at a special meeting of the parish, called forthwith and conducted as hereinafter provided. In the event of a vacancy caused by the death, resignation, removal, incapacity, refusal or neglect for six months of any duly elected warden or vestryman to serve in such capacity, the vacancy may be filled by the vestry until the next annual meeting.
- 3.6 **Meetings.** The day for regular meetings of the Vestry shall be determined at the first meeting of the new Vestry, held after the election that takes place at the Annual Parish Meeting. The Rector shall be the Chair of the Vestry and shall preside over the meetings of the Vestry, or at

his discretion, the Senior Warden shall preside. The meetings shall be conducted according to the protocol prescribed by the Roberts Rules of Order. If a regularly scheduled meeting should fall upon a legal holiday, in such case, the meeting shall be held on the day following. The time and place of the regular meeting shall be fixed by majority vote of the Vestry. The Rector and all members of the Vestry shall be given due notice of all special meetings of the Vestry. A quorum of the Vestry membership is required to be present in any meeting in which a vote on any subject is taken. As quorum shall be defined as enumerated in 3.8.

Meetings of the vestry shall be called with at least twenty-four hours' notice by:

- a. The rector at any time;
- b. The wardens, if there is no rector, or if the rector is absent from the diocese for three calendar months, or is incapable of acting, or if the rector has refused to call the meeting within one (1) week after the receipt of a request signed by a majority of the members of the vestry;
- c. Or majority of the members of the vestry, in case of failure of the wardens to call such meeting within one (1) week after the receipt of such request.

3.7 **Duties.** It shall be the duty of the Vestry to take charge of the temporal concerns of the Parish, including the financial affairs of the Parish, and to work with the Clergy and laity of the congregation for the furtherance of the Parish's purpose. The Vestry shall act as agents and legal representatives of the Parish, to call, with the approval of the Bishop, a Rector, and to provide for his or her maintenance; to keep order in the Parish during worship services, and to act as helpers to the Clergy in whatever is appropriate to lay persons, for the furtherance of the work of the Parish. Specific duties may be determined by a vote of Vestry.

3.8 **Quorum, Vote Requirement.** To constitute a quorum of the vestry there must be present either:

- a. The rector, one of the wardens and a majority of the vestrymen; or
- b. The rector, both wardens and one less than a majority of the vestrymen; or
- c. The rector and two-thirds of the vestrymen; or
- d. If the rector is absent from the diocese, or is incapable of acting, and shall have been so absent or incapable for more than three calendar months, or if the meeting is called by the rector and he is absent therefrom, or if the meeting is called by the wardens or vestrymen and the rector is absent therefrom, one warden and a majority of the vestrymen, or both wardens and one less than a majority of the vestrymen.

If there is a rector called to or settled in the parish, no action shall be taken in his absence, relating to or affecting the personal or exclusive rights of the rector, or the alienation of the capital or principal of any investments held by the corporation, or the sale of its real estate, or the encumbrance thereof, except as may be necessary for ordinary repairs.

3.9 **Action of Vestry Without Meeting.** Any action required or permitted to be taken at a meeting of the Vestry or any committee thereof may be taken without a meeting if written or electronic consent setting forth the action so taken is signed by all of the Vestry or committee members and filed with the minutes of the proceedings of the Vestry or committee. Such consent shall have the same force and effect as a unanimous affirmative vote of the Vestry or committee, as the case may be.

- 3.10 **The Selection and Election of a Rector.** The selection of candidates for the position of Rector shall follow the guidelines and principles of the Diocesan Canons 52. The election of the Rector requires a minimum of two thirds (2/3) of the Vestry.

Article 4: Officers of Vestry

- 4.1 **Officers.** At each annual election, one warden shall be elected to hold office for two years, or until his or her successor is chosen, and one-third of the total number of vestry members shall be elected to hold office for three years, or until their successors are chosen.
- 4.2 **Role of Rector.** The Rector shall be the presiding officer at Vestry meetings or in his absence, or at his or her discretion, the senior or junior warden in order shall preside. The Rector shall perform such other duties as prescribed by the Canons. The Rector may originate motions and enter into debate; but, when so doing, the Rector shall call upon one of the other members of the Vestry to take the chair.
- 4.3 **Senior Warden.**
- 4.3.1 ***Appointment.*** The office of Senior Warden is nominated by the Rector and approved by a majority vote of the Vestry. The Senior Warden shall serve at the pleasure of the Rector.
- 4.3.2 ***Duties.*** It shall be the Senior Warden's special duty to counsel with the Rector from time to time concerning the spiritual state of the Parish and to assist the Rector in promoting such projects and activities as may be undertaken for the general welfare of the Parish. The Senior Warden presides at Vestry meetings in the absence of the Rector or if there is no Rector. The Senior Warden shall call regular and special meetings of the Vestry; and shall at the discretion of the Rector preside over the annual meeting of the Parish. The Senior Warden shall act as liaison between the Vestry and the Parish, to keep the Parish advised, insofar as appropriate and expedient, of the actions of the Vestry. The Senior Warden shall render an annual report to the Parish at the annual meeting of the Parish.
- 4.4 **Junior Warden.**
- 4.4.1 ***Appointment.*** The office of Junior Warden is nominated by the Vestry and approved by a vote of the Vestry and shall hold office for a term of one (1) year and shall be eligible for re-nomination thereafter or until a successor is elected.
- 4.4.2 ***Duties.*** It shall be the duty of the Junior Warden to keep informed regarding the general attitude of the congregation at large and to act as the congregation's representative in matters which concern the general welfare of the Parish. The Junior Warden presides at Vestry meetings in the absence of both the Rector and the Senior Warden.
- 4.5 **Clerk of Vestry.**
- 4.5.1 ***Appointment.*** The Clerk of Vestry shall be elected by majority vote of the Vestry from one of their own, or upon the consent of the Rector and Vestry, a communicant in good standing not on the Vestry, at the first meeting following the Annual Parish Meeting, and shall hold office for a term of one (1) year and shall be eligible for reelection thereafter or until a successor is elected.

- 4.5.2 **Duties.** The Clerk of Vestry shall attend all meetings, record the names of those present, record all votes and the minutes of all proceedings in a typewritten format to be kept for that purpose, and shall perform such other duties as may legally be assigned to this office and shall deliver to the succeeding Clerk all books, records and papers belonging to the Parish.
- 4.6 **Treasurer.**
- 4.6.1 **Appointment.** The Treasurer is nominated by the Rector and approved by a vote of the Vestry. The Treasurer shall hold office for a term of up to two (2) years and shall be eligible for reelection thereafter or until a successor is elected. The Treasurer shall serve at the pleasure of the Rector.
- 4.6.2 **Duties.** It shall be the responsibility of the Treasurer to have oversight of Parish funds. In this capacity, this person shall accomplish the following tasks: (1) receive all Parish funds, and cause same to be counted and deposited in the name of and to the credit of the Parish, in such depositories as may be designated by the Vestry; (2) manage the accurate accounting of all money as directed by the Vestry and executed in accordance with the business methods prescribed in the Canons of the National Church and Diocesan Canons; (3) disburse funds as may be ordered by the Vestry; and (4) render an account of all transactions and of the financial condition of the Parish to the Vestry at its regular meeting or whenever the Vestry may require. The Treasurer shall be bonded as required by the canons and there shall be an annual audit of the books of the Parish by a committee of the Vestry or persons designated by the Vestry who shall report back to the Vestry. The Treasurer may attend Vestry meetings, but serves as a non-voting member.
- 4.7 **Additional Duties.** Vestry shall have the authority to add duties and responsibilities to the enumerated offices not inconsistent with those set forth above in sections 4.2 through 4.6.2.
- 4.8 **Removal of Officers.** Any officer, except the Rector and the Senior Warden, may be removed at any time by a two-thirds (2/3) vote of the Vestry, and such vacancy may be filled by the Vestry.
- 4.9 **Compensation.** No officers, other than the Rector, shall receive compensation for their service as such, but may be reimbursed for reasonable expenses incurred in connection with their duties of office. The salary and other compensation of the Rector shall be fixed by the Vestry at a Vestry Meeting.
- 4.10 **Diocesan Convention and Woodbury Convocation.** The Vestry shall nominate for election at the Annual Parish Meeting the number of delegates and alternates to the Annual Diocesan Convention to which the Parish is entitled (3 delegates, 2 alternates) and the number of delegates to bi-annual Woodbury Convocation Meeting (6 delegates). Delegates and alternates for these seats are elected annually. Delegates and alternates to the Annual Diocesan Convention and Woodbury Convocation must be confirmed Communicants in Good Standing at least eighteen (18). The Vestry shall afford interested persons in the Parish the opportunity to be considered for these positions, and nominations may also be made from the floor at the Annual Parish Meeting.
- 4.11 **Reimbursement for Diocesan Convention.** The Vestry shall compensate all delegates for their registration fees and meals during the Annual Diocesan Convention. If the Annual Diocesan Convention meeting is fifty (50) miles or more away from the Parish, the Parish will reimburse

up to two (2) nights at a hotel at a rate not to exceed the Convention Hotel Rate as established by the Diocese. Alcohol purchases are not reimbursed.

Article 5: Committees of the Vestry

- 5.1 **Executive Committee.** The Executive Committee shall consist of the Rector and the Wardens, as well as the Treasurer when deemed appropriate. In the event of an emergency, the Executive Committee may take such immediate action as is necessary to further the interest of the Parish until such time as a special meeting of the Vestry may be noticed and called, which meeting shall be called within one (1) week of said immediate action. The Executive Committee shall not otherwise exercise the authority belonging to the Vestry under these bylaws.
- 5.2 **Nomination Committee.** The Nomination Committee shall be chaired by the Rector, and consist of two (2) current members of the Vestry, and one (1) other seat to be held by a communicant in good standing. The Nomination Committee is selected by the Rector and serves at his or her pleasure. The Nomination Committee is tasked with compiling a list of qualified members eligible to fill vacancies of the Vestry, Audit Committee, Diocesan Convention Delegates, and Woodbury Convocation Delegates, to be voted on by ballot at the Annual Parish Meeting. The Nomination Committee will submit its recommendations for vacancies by the last Vestry meeting prior to the Annual Parish Meeting. The Nomination Committees suggestion must be duly received and approved by the Vestry.
- 5.3 **Audit Committee.** The Audit Committee shall consist of three elected members. The term of elected members shall be three (3) consecutive years. One-third (1/3) shall be elected each year at the Annual Parish Meeting as well as any vacancy in an unexpired term shall be filled. The elected members shall be eligible for reelection thereafter or until a successor is elected. The duties of the Audit Committee shall be to ensure that the financial management of all Parish functions are performed in accordance with generally accepted accounting practices and the Constitution and Canons of the Episcopal Church and the Diocese of New Jersey. For time and deadline for the annual audit, see 6.4.
- 5.4 **Committees.** The Vestry may establish Committees to assist in the oversight and work of the Parish. Vestry retains the right to eliminate or add new committees, and to enumerate and change the duties and responsibilities of any Committee.
- 5.5 **Reporting.** The Committees shall submit regular reports to the Vestry. Committees may submit reports to the Vestry requiring action by the Vestry, the Committees shall submit a proposed resolution with that submission for consideration by Vestry and shall supply supporting material for the action sought. In the absence of the affirmative vote by Vestry, no proposal shall be considered in the absence of such material.
- 5.6 **Ex Officio Membership.** The Rector is an *ex-officio* member of all Committees of the Parish and shall have voice but not vote.

Article 6: Fiscal Year, Depositors, & Signatures

- 6.1 **Fiscal Year.** The fiscal year of the Parish shall be January 1 through December 31 of each year.
- 6.2 **Deposits.** All funds of the Parish shall be deposited in the name of the Parish in such bank, banks, or other financial institutions as the Vestry may from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the Parish by such person or persons as the Vestry may from time to time designate.
- 6.3 **Contracts and Deeds.** All contracts, deeds and other instruments shall be signed on behalf of the Parish by a Warden, or by such other officer, officers, agent or agents as the Vestry may from time to time provide. Non- budgetary contracts in excess of \$500.00 must be approved by the Vestry.
- 6.4 **Annual Audit.** The Audit Committee is tasked with completing an Annual Audit to be submitted to the Vestry no later than March of the following year.

Article 7: Use Of Parish Buildings & Services of the Parish

- 7.1 **Services of the Parish.** The authority of and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish are vested in the Rector, subject to the Rubrics of the *Book of Common Prayer*, the Constitution and Canons of the Diocese of New Jersey, the Canons of the Episcopal Church, and the pastoral direction of the Bishop.
- 7.2 **Rector's Use of Space.** For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto the Rector shall at all times be entitled to use and control of the Parish and the Parish buildings with the appurtenances and furniture thereof.
- 7.3 **Members Use of Space.** All members in good-standing of the Parish may request use of Parish Buildings. If they are requesting a service of the Parish, no fee is to be charged, although an honorarium may be accepted. If a member is requesting use of Parish Buildings for non-profit purposes, a fee is charged but the space must be cleaned and returned to its pre-event condition. If a member is requesting use of Parish Buildings for fundraising or personal use, a fee is to be charged as deemed appropriate by the Vestry, and the space must be cleaned and returned to its original condition. All fees and further requirements are set forth in the "Space Use Policy of Holy Trinity," as approved and amended by the Vestry.
- 7.4 **Outside Use of Space.** Other than for Parish activities, no person or group may use the Parish buildings, or the Parish, without the consent of the Rector who may require the advice of the Vestry. If the outside group or person requests use of the space for non-profit purposes, a fee may be charged, or some other arrangement made. Fees may be charged for use of Parish property. Certificate of Insurance is required. All fees and further requirements are set forth in the "Space Use Policy of Holy Trinity," as approved and amended by the Vestry.
- 7.5 **Extended Use of Space.** If an outside group requests prolonged or consistent use of space, a contract should be drafted to determine the extent of use, time, location, and other expectations between the Parish and the outside group. An appropriate fee will be determined by the Vestry.

Article 8: Ratification of Bylaws

- 8.1 **Adoption.** These Bylaws may be adopted by a two-thirds (2/3) majority vote of the Vestry, subject to ratification by a majority vote of the Parish membership who are present, eligible and who elect to vote at an appropriate Parish meeting. Said Parish membership vote shall be at a meeting that has been duly called, notice for which had been appropriately given pursuant to Article 2 herein.
- 8.2 **Integration.** Upon ratification by the Vestry of these bylaws, they shall supersede all other ordinances, resolutions and bylaws of the Rector, Wardens, and Vestry of Holy Trinity Parish, heretofore enacted.
- 8.3 **Procedures.** Procedures established by the Vestry shall be in conformance with these bylaws.

Article 9: Amendment & Revision of Bylaws or Incorporation Documents

- 9.1 **Amendment & Revision.** When the Vestry shall decide that the existing bylaws of this Parish should be amended, revised, repealed, added to, or altered in any way, such proposed change shall be read at a regular meeting of the Vestry, with a second reading of the proposed changes along with the vote of the adoption or rejection taking place at the next regular meeting, requiring a two-thirds majority vote of the Vestry present and voting. Notice of any proposed changes to the Parish bylaws shall be posted on the bulletin board of the Parish House.
- 9.2 **Changes to Documents of Incorporation.** Any parish of the Protestant Episcopal Church, however incorporated, may change its corporate title, the number of its vestrymen, the terms of office of its wardens and vestrymen, or the date of its annual meeting. Such changes shall in all respects conform to the requirements of this article, and shall be made in the following manner:
A meeting of the vestry shall be called and held in the manner provided by section 3.6, except that at least one week's notice, stating the object thereof, shall be given to each member. If the vestry, by a two-thirds vote of all the members thereof, shall recommend such change or changes, a special parish meeting shall be called in the manner provided by section 2.6. It may also take place at a regularly scheduled annual meeting, as set forth by section 2.1. If the meeting of the parish shall ratify the recommendations of the vestry by a two-thirds vote of those present balloting separately upon each proposed change, then a certificate shall be executed by the rector and secretary, in the same manner as provided in section 16:12-2 of the NJ Revised Statutes for the execution of the certificate of incorporation, and shall be immediately filed and recorded in the office of the clerk of the county in which the parish is located, whereupon the change shall take effect.

The foregoing Bylaws, being Articles One (1) through Nine (9), having been read and considered, were
unanimously adopted at a duly called meeting of the Holy Trinity Parish convened the
_____ day of _____, 2017

Clerk of the Vestry