

PREAMBLE

Christ Church, Durham Parish, Ironsides, (Nanjemoy) Maryland, is a member of the Episcopal Church in the Diocese of Washington, upholding and propagating in this community, the historic Faith and Order as set forth in the *Book of Common Prayer* and the Constitution and Canons of the Episcopal Diocese of Washington and has adopted the attached as its Bylaws on this sixth day of November, 2022.

Article I. Parish Bylaws

Section 1.01 Adoption and Amendment

- (a) Amendments to the bylaws require a two-thirds majority vote by members entitled to vote (Article II, Section 2.01) and who are in attendance at the Annual Parish Meeting or a special meeting.
- (b) Submission of amendments or revisions to bylaws
Amendments and revisions to the bylaws must be submitted in writing to the Vestry no later than two regularly-scheduled Vestry meetings prior to the Annual Meeting or a special meeting.
- (c) Notification of proposed amendments or revisions
The proposed changes to the bylaws and/or amendments with explanations, shall be communicated to all members entitled to vote at least thirty (30) days prior to the Annual Meeting or special parish meeting.

Section 1.02 Regular review of bylaws

These bylaws will be reviewed the year following each Triennial General Convention of the Episcopal Church. An *ad hoc* committee will be appointed by the Vestry to review the bylaws and make recommendations to the Vestry.

Article II. Parish Meetings

Section 2.01 A person is a member entitled to vote at parish meetings if that person, for at least thirty days prior to a meeting:

- (a) is a Member of the Episcopal Church pursuant to the governing Canons;
- (b) has been recorded in the Parish Register;
- (c) has attained the age of eighteen years; and
- (d) is a contributor of record to the Parish by
 - (i) *making a contribution to the Parish in the period commencing the day following the last Annual Meeting and ending thirty days prior to the Annual Meeting, or*
 - (ii) *making a pledge to contribute to the Parish for the calendar year in which the meeting is held, or*
 - (iii) *being a member of a pledging household*

Section 2.02 A list of all members entitled to vote will be posted thirty (30) days before any meeting of the parish. Any member who is not in agreement with the list shall contact the Rector and wardens to have their concerns addressed.

Section 2.03 Notice of Meetings

Notice of the Annual Meeting and any special meeting will be published in the church bulletin for four (4) consecutive Sundays prior to the meeting. In addition, notification will be transmitted in writing to all members entitled to vote as to the place, day and hour, as well as the purpose of such meeting(s), at least thirty (30) days prior to the proposed meeting.

Section 2.04 Annual Meetings

The Annual Meeting of the parish will be on All Saints Sunday (the first Sunday in November), or as soon thereafter as the Vestry shall deem advisable. This meeting will be held no later than the first Sunday of December.

Section 2.05 Special Meetings

Special meetings of the parish may be called by the Rector, a simple majority of the Vestry, or by petition of thirty percent (30%) of members entitled to vote.

Section 2.06 Quorum

Thirty percent (30%) of parish members who are members entitled to vote will constitute a quorum. A simple majority of the voting members present will be necessary for approval of any matter requiring a vote. A two-thirds majority of the voting members present are required for amendment and/or revision of these bylaws. In the event a quorum is not present, no election will be held or any other vote taken. A special meeting will be called under Article II, Section 2.05.

Section 2.07 Presiding Officer

The Rector will preside at all Annual Meetings and special parish meetings. In the absence of the Rector, the Senior Warden, or in his/her absence the Junior Warden, will preside over these meetings. If the rectorship is vacant, the Bishop, if present, will preside.

Section 2.08 Rules of Order

All Annual Meetings and special parish meetings will be governed by the most recent edition of Robert's Rules of Order for parliamentary procedures except as otherwise provided by the Canons of the General convention and/or the Canons and Constitution of the Diocese of Washington.

Section 2.09 At any Annual Meeting, special parish meeting, or Vestry meeting, any business may be set aside by a two-thirds (2/3) majority vote.

Section 2.10 Nominations for election to Vestry

- (a) A nominating committee, named by the Vestry, will be comprised of at least three members; these three to include at least one Vestry member (not standing for re-election) and one member entitled to vote from the Parish who is not on the Vestry. This committee will nominate at least one person for each position to be filled on the Vestry. Upon acceptance of the nomination by all nominees, the list of nominees will be published in the church bulletin for four consecutive Sundays. This list will also include biographical information.
- (b) The list of nominees and biographical information will also be made available to all members entitled to vote thirty days preceding the election. In addition, a list of the Vestry nominees will be posted in a public and conspicuous place in the Parish Hall for at least thirty days before the Annual Meeting.

- (c) Nominations by petition may be added to the election ballot but must be received at least fourteen days prior to the Vestry election and have signatures of ten percent (10%) of members entitled to vote.

Section 2.11 Ballots and Counting of Ballots

- (a) Each year, the voting members of the parish will elect two members to serve on the Vestry.
- (b) The election will be conducted by printed ballot, and the two nominees receiving the most votes will be elected; provided, however, that uncontested positions may be voted on by acclamation upon a successful motion to do so.
- (c) In the event that an appointed Vestry term is also being filled, the voting members of the parish will vote for the total number of positions to be filled.
- (d) Those receiving the highest votes will fill the full terms, and those ranking next will fill the previously appointed term(s) for the remainder of those terms. In the event of a tie, a second ballot will be taken and the nominee(s) will fill any remaining positions in order of election as described in this paragraph.
- (e) Tellers in the Elections. Votes will be counted by three designated tellers as appointed by the Rector for the election.

Section 2.12 Vestry's Role in the Election

A majority of the Vestry members present at any parish meeting shall decide any issues concerning an election. Any Vestry member up for re-election shall remove him/herself from decisions regarding the Vestry election. A majority of those Vestry members still in office shall make decisions regarding the newly elected members.

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Article III. Vestry

Serving for the greater good of the Kingdom of God and the Christian welfare of the parish, the Vestry is the governing body of the parish and shall also serve as a council of advice and support to the Rector; identify and attend to significant issues facing the parish; and work together for the glory of God as one body in Christ. The Vestry shall govern on issues concerning (a) the strategic mission of the parish; (b) the membership of the congregation; (c) maintenance of parish assets; and (d) the money that is required to sustain the parish's life in Christ.

Section 3.01 Vestry members will be elected at the Annual Parish Meeting by members entitled to vote as defined in Article II, Section 2.01 of the parish bylaws. Vestry service begins on January 1st of the calendar year following the election, or not later than 60 days following the election.

Section 3.02 Number of Vestry Members

The voting members of the Vestry shall be comprised of the Rector, Senior Warden, Junior Warden and four additional lay persons elected at the Annual Meeting, all of whom must be and remain members of the parish entitled to vote.

Section 3.03 Only one member of an immediate family may serve as ~~an elected~~ a Vestry member at any given time.

Section 3.04 All Vestry members will be administered an Oath of Office of Vestry Member (Article III, F) in the church before their term of service begins.

Section 3.05 Term

Vestry members will be elected for one three year term. A Vestry member may serve no more than two consecutive three year terms. A one year break is then required before re-election to the Vestry. Any partial term being completed by a Vestry member will not be counted toward the term limit.

Section 3.06 Vestry terms will be staggered so that two Vestry lay person positions are elected each year.

Section 3.07 A Vestry member who will be absent from a regularly scheduled meeting shall make it known to the Rector and/or wardens as soon as possible. The absence may be excused at the discretion of the Rector and/or a warden. If a Vestry member is absent from three meetings without justification, dismissal will be automatic, with reinstatement by the Vestry being optional.

Section 3.08 A Vestry member may only resign by submitting written documentation of their resignation.

Section 3.09 In the event of a vacancy in the office of Vestry Member, the Vestry will appoint a replacement from among the members of the parish entitled to vote to fill the vacancy until the next annual parish meeting. The oath of office will be administered for this position in the church the following Sunday..

Section 3.10 Meetings

- (a) A simple majority of the Vestry members will constitute a quorum for the transaction of business at the regularly scheduled Vestry meetings.
- (b) The Vestry is expected to meet monthly, and shall meet at least six times per year.
- (c) Special meetings of the Vestry may be called by the Rector, the Senior Warden, or by one-third (1/3) of the Vestry membership with not less than three days' notice, and only after notification of all members of the Vestry.

- (d) In the event that an electronic or telephonic meeting or vote is called for, the rules governing the conduct of the meeting and voting will comply with the Canons of the Diocese of Washington as quoted here (Title IX, Canon 47, Section 4705 (h) (6):
 - (i) *in any electronic meeting (including any telephonic meeting) every vestry member participating in the meeting is capable of simultaneously communicating with every other vestry member participating in the meeting; and*
 - (ii) *in any electronic voting that is not conducted as part of an actual meeting or electronic meeting—*
 - (iii) *any action of the vestry shall require a unanimous vote of approval of all voting members of the vestry of a resolution;*
 - (iv) *the full text of any resolution described under subclause (iii) shall be available in writing or electronically to all members of the vestry before any electronic vote on the resolution; and*
 - (v) *the vote and the matter voted upon shall be entered into the records of the vestry.*
- (e) Time for advance noticed for special meetings of the Vestry may be shortened or waived completely with the consent of a majority of the members of the Vestry provided that all members of the Vestry have been notified.
- (f) Rules of Order – All Vestry meetings will be governed by the most recent edition of Robert’s Rules of Order for parliamentary procedures except as otherwise provided by the Canons of the General convention and/or the Canons and Constitution of the Diocese of Washington.

Section 3.11 Committees

The Vestry will establish two standing committees: a Finance Committee and a Cemetery Committee, to assist in the conduct of the business of the parish. From time to time, other committees may be formed or existing committees merged, with a size, composition, function, and duration as may be determined to be appropriate by the Vestry. The Vestry will vote on the committee’s formation, and the committee, if approved, will remain in effect until the end of that Vestry year. At least two Vestry members will serve on each Standing Committee and on each committee to which the Vestry delegates a portion of its authority. These Vestry members will serve as liaisons to the Vestry, and may or may not be the chair of the committee. If the chair of a Standing Committee is not a member of the Vestry, he or she may attend Vestry meetings.

Section 3.12 Oath

An Oath of Office of Vestry will be administered to all incoming Vestry members and officers. The oath will provide that the individual shall faithfully execute the office to which that individual is elected.

Section 3.13 Election of Officers

The newly elected Vestry will elect officers at its first meeting.

Article V. Wardens, Officers, and Delegates

Section 5.01 Presiding Officer of the Vestry

The Rector shall be the Presiding Officer of the Vestry. In the absence of the Rector, the Senior Warden will preside and in the absence of the Senior Warden, the Junior Warden will preside.

Section 5.02 Wardens

- (a) A member of the Vestry who has served at least one full year as a regular Vestry member in the term he/she is currently serving is eligible for election as Senior or Junior Warden.
- (b) The Senior Warden, if the Rectorship should be vacant, will have duties in conformity with the Canons of the General Convention and the Canons and Constitution of the Diocese of Washington.
- (c) The Junior and Senior Warden will be elected for a one year term by the Vestry at that Vestry's first meeting. They may serve consecutive one year terms not to exceed their vestry terms as defined in Article III Sec. 3.05.
- (d) In the event that a warden resigns or is unable to serve, this position will be filled by a Vestry nomination of a Vestry member. A simple majority vote of the Vestry will be required to fill the vacancy. The new warden will serve the remainder of the vacated term.
- (e) The wardens are sworn members of the Vestry and will have the authority to perform as such in the management and affairs of the parish.

Section 5.03 Treasurer

- (a) The Vestry will appoint a Treasurer of the parish who may or may not be a member of the parish or the Vestry. The Treasurer, if not a member of the Vestry, may attend Vestry meetings.
- (b) The term of office and extent of authority of the Treasurer shall be as prescribed by resolutions of the Vestry.

Section 5.04 Secretary

- (a) The Vestry shall appoint annually a Secretary of the Vestry from among the Vestry or from among parish members entitled to vote.
- (b) The term of office and extent of authority of the Secretary shall be as prescribed by resolutions of the Vestry.

Section 5.05 Delegate

- (a) The Vestry shall appoint annually one delegate and one alternate who will attend the Diocesan Convention to represent the parish. If the parish is entitled to more than one delegate, then the Vestry shall appoint sufficient delegates and equal number of alternates to fill the positions available.
- (b) The delegate and/or alternate may or may not be a member of the Vestry but must be a member of the parish entitled to vote.

Article VI. Clergy

Section 6.01 Rector

The Vestry, by a majority vote, will elect a new Rector from among the clergy of the Episcopal Church and those clerics authorized to officiate in the Episcopal Church by the canons of the Episcopal Church. Such election will follow consultation with the Bishop, and Diocesan staff in conformity with the Canons of the General Convention and Canons and Constitution of the Diocese of Washington and Diocesan guidelines.

Section 6.02 Assistant Rector

The Vestry may, by a majority vote, elect an assistant Rector from among the clergy of the Episcopal Church and those clerics authorized to officiate in the Episcopal Church by the canons of the Episcopal Church, at the nomination of the Rector, and after consultation with the Bishop in conformity with the Canons of the General Convention.

Section 6.03 Contract

The terms and conditions of any contract of the call of a Rector or of the call of an assistant cleric shall be in writing and comply with all of the terms and conditions required by the canons of this Church and the policies established by the Bishop.

Section 6.04 Mutual Ministry Review

There shall be a yearly ministry review with the Senior Warden and the Rector to be in conformity with both the Canons of the Diocese of Washington and the Rector's contract with Christ Church Durham Parish.

Section 6.05 Priority of Compensation Payments

- (a) The payment of clergy compensation shall take priority over all other payments from the income of the parish;
- (b) the term "lay compensation" means the pay or salary of all lay employees of the parish; and includes pension contributions, health and life insurance premiums, and all other benefits paid or provided to those employees;
- (c) at any time during each year the vestry may determine the number of lay employees the parish shall employ; and
- (d) except as provided in subsection (a) above, the payment of lay compensation shall take priority over all other payments from the income of the parish.

Article VII. Liability Coverage

The parish shall maintain appropriate liability insurance, to include coverage of clergy and all elected or appointed officers of the parish. This coverage may be provided by diocesan insurance policies.