

SAINT ANDREW'S EPISCOPAL CHURCH

NEW LONDON, NH

BYLAWS

As Amended 29 January 2012

Saint Andrew's Church, New London, New Hampshire, referred to in these bylaws as the "congregation," having incorporated for the purpose of maintaining the worship of Almighty God according to the faith and usages of the Episcopal Church in the United States of America, otherwise known as and referred to herein as "The Episcopal Church," has adopted the following as its constitution and bylaws.

ARTICLE 1

Authority Acknowledged

The congregation accedes to the doctrine, discipline, and worship of the Constitution and Canons of The Episcopal Church, and to the Constitution and Canons of the Protestant Episcopal Church in the Diocese of New Hampshire, otherwise known as the Diocese of New Hampshire (referred to herein as "the diocese"), and acknowledges their authority.

ARTICLE 2

Voting Membership

2.1 Membership in the congregation. Every baptized person whose name and baptism are recorded in the Parish Register is a member of the congregation. A member sixteen years of age or older is an adult member of the congregation.

2.2 Voting membership. Every adult member of the congregation who has been faithful in corporate worship, unless for good cause prevented, and who has regularly contributed to the support of the congregation, whether personally or as family member, shall have the right to vote. The clerk shall keep a list of qualified voters and only those members listed shall be allowed to vote. Before voting proceeds, any question concerning a person's eligibility for voting shall be decided by the clerk and such decision shall be final for the purpose of that meeting.

ARTICLE 3

Meetings of the Congregation

3.1 Annual Meeting. The annual meeting of the congregation shall be convened in January at a date and time and place appointed by the vestry, except in urgent and unusual circumstances. The purpose of the meeting shall be to elect officers and other vestry members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive the budget and reports, and conduct such other business as may properly come before the meeting.

3.2 Special Meeting. A special meeting of the congregation may be called at any time by the rector or the wardens or the vestry. A special meeting may be called for the purpose of filling a vacancy on the vestry on the request of five voting members of the congregation. At any special meeting the congregation may transact only such business as has been provided for in the notice of the meeting.

3.3 Notice. Written notice of a meeting shall be given to the congregation no later than 30 days before the meeting. Notice shall include the purpose of the meeting and, in the case of the annual meeting, the slate of candidates proposed by the nominating committee.

3.4 Quorum. Fifty voting members shall constitute a quorum.

3.5 Vote. Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting. Voting by proxy shall not be permitted. An absentee ballot may be cast by a member who is for good cause unable to attend the meeting, by application in writing to the clerk. An absentee ballot must be submitted no later than ten days before the meeting.

3.6 Presiding Officer. The rector or, in the rector's absence, one of the wardens shall preside. The rector, if present, may appoint a warden or other vestry member to serve as moderator in his or her stead.

3.7 Rules of Procedure. In all matters of parliamentary procedure not governed by canon or these bylaws, *Robert's Rules of Order Newly Revised* shall govern.

ARTICLE 4 Rector

4.1 General. The rector shall have had Episcopal ordination, be in good standing with the Episcopal church and be elected by the vestry, subject to approval by the ecclesiastical authority.

4.2 Authority for Worship and Spiritual Matters. The rector has authority for spiritual matters of the parish, including specific responsibility for worship.

4.3 Authority for Assisting Clergy. The rector has authority to select and direct any assistant clergy, who serve at the rector's discretion.

4.4 Authority for Employees. The rector has authority to select, supervise, direct, discipline, and terminate all employees of the congregation.

4.5 Authority for Property and Furnishings. The rector has specific authority for the use of parish property and furnishings of the congregation.

4.6 Implementation of Policy. The rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by The Episcopal Church, the diocese, and the congregation.

ARTICLE 5 Officers

5.1 Officers. The officers of the vestry shall be the two wardens, a treasurer, and a clerk. Officers shall be elected by ballot at the annual meeting. Wardens shall be designated as senior warden and junior warden, based on seniority.

5.2 Qualifications and Terms.

- (a) Wardens shall be confirmed voting members of the congregation, 18 years of age or older, and shall be elected to a term of two years. The election of wardens shall be staggered so that only one warden is elected in a single year. A junior or senior warden may be elected to no more than two consecutive terms and shall be ineligible for one year for reelection to that office after having served four consecutive years in the same.
- (b) The treasurer shall be a confirmed voting member of the congregation, 18 years of age or older, and shall be elected to a single term of three years. The treasurer shall be ineligible for one year for reelection to that office. The treasurer shall be adequately bonded.
- (c) The clerk shall be a confirmed voting member of the congregation, 18 years of age or older, and shall be elected to a term of three years. The clerk may be elected to no more than two consecutive terms and shall be ineligible for one year for reelection to that office after having served six consecutive years in the same.

5.3 Duties.

- (a) The wardens shall assist the member of the clergy in charge in promoting the general interest of the congregation; take care that the church buildings and grounds be kept in good condition; provide prayer books and hymnals, vestments, and furniture; make the collections; furnish the bread and wine for the celebration of the Holy Eucharist; procure a suitable book for keeping the records of the congregation; preserve order during divine service; secure, when necessary, in accordance with the canons of The Episcopal church and of the diocese, clerical services or lay reading for the edification of the church.
- (b) The treasurer shall ensure that funds of the congregation are properly received and disbursed in accordance with vestry policy; verify and pay bills presented for payment; prepare monthly financial reports for presentation to the vestry, a report to the annual meeting, and the annual financial report to the diocese; present and recommend to the vestry a budget prior to the annual meeting; and annually submit the financial records of the congregation to audit by a qualified person.
- (c) The clerk shall take and record minutes of all vestry, annual, and special meetings; give notice of all such meetings; report the names of delegates to diocesan convention to the secretary of the convention; and keep a current list of all voting members of the congregation.

ARTICLE 6
Vestry

6.1 Composition. The vestry shall consist of the rector, wardens, clerk, treasurer, and eight other vestry members.

6.2 Qualifications. Vestry members shall be adult voting members of the congregation 18 years of age or older.

6.3 Terms. Vestry members other than the rector and officers shall serve a term of three years. One third of the vestry other than the rector, wardens, and treasurer shall be elected annually. A vestry member including the treasurer but other than the rector or officers shall not be eligible for reelection to that position for one year following the completion of a full term, but may be elected to the office of warden, treasurer, or clerk. Members of the vestry shall hold office until their successors are selected and have qualified.

6.4 Duties. The vestry shall be agents and legal representative of the congregation in all matters concerning its corporate property and the relation of the congregation to its clergy. It shall be the duty of the vestry to take charge of the property of the congregation and to transact the temporal work pertaining to the congregation, to elect and call a rector and provide for the maintenance of the same; and to collect and pay to the Diocese of New Hampshire the moneys committed for support of the budget of the diocese. In the absence of the wardens, it shall be the duty of the remainder of the vestry to perform the several duties specially pertaining to these officers.

6.5 Standing Committees. The vestry, with the advice and consent of the rector, shall appoint members of the congregation to the following standing committees prescribed by Diocesan Canon, among others, designate the chair of each, and require such reports as will assist the vestry in its work. Terms of standing committee members shall be three years unless otherwise designated by the vestry.

- (a) The finance committee shall assist the treasurer and the vestry in the fiscal management of the church, maintain oversight of expenditures, develop an annual budget, recommend financial policy to the vestry, and perform such other duties as the vestry may prescribe.
- (b) The nominating committee shall prepare a slate for election at the annual meeting.
- (c) The personnel committee shall recommend to the vestry policies affecting staff members, recommend salaries and wages to the finance committee, and assist the rector in hiring and evaluation of staff.
- (d) The property committee shall supervise the maintenance, repair, and improvement of the congregation's real properties.
- (e) The stewardship committee shall encourage the congregation in stewardship.

6.6 Ad hoc Committees. The vestry may from time to time create and charge committees to undertake specific tasks in the governance of the parish. Committee members shall be appointed by the vestry, with the advice and consent of the rector. Each such committee shall be dissolved upon the completion of its work.

6.7 Meetings. The vestry shall meet monthly with a minimum of ten meetings annually. Vestry meetings shall be open to all members of the congregation except when the vestry adjourns to executive session.

- (a) A majority of the vestry shall constitute a quorum, provided that the rector or member of the clergy in charge or one of the wardens is present.
- (b) The rector or, in the rector's absence, one of the wardens shall preside. The rector, if present, may appoint a moderator. The rector shall have voice in all matters but may vote only to break or create a tie vote.
- (c) A special meeting may be called by the rector or member of the clergy in charge or by three members of the vestry. The clerk shall provide vestry members notice of a special meeting at least three days in advance of the meeting.
- (d) Except as may be otherwise required by law, canon, or these bylaws, any action of the vestry shall require the affirmative votes of a simple majority of those present and voting.
- (e) *Robert's Rules of Order newly Revised* shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

6.8 Vacancy. In the event of the death, resignation, or removal of a member of the vestry, a special meeting of the congregation may be called to fill the vacancy on the request of five communicants of the congregation or, if no such meeting is called within one month of the occurrence of the vacancy, within one additional month the rector shall, with the approval of the vestry, appoint a qualified person to fill the vacancy for the remainder of the vacated term or until a successor is elected and qualified.

6.9 Resignation. A member of the vestry, other than the rector, may resign at any time by tendering his or her resignation in writing to the rector or to a warden, effective as provided therein. Such resignation need not be accepted by the vestry in order to become effective.

6.10 Removal. A member of the vestry, other than the rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire vestry, provided notice of the proposed removal and the reasons for the same shall have been given to the said vestry member at least ten days in advance of the meeting. Grounds for removal shall include, without limitation, conduct in violation of the Canons of the Episcopal Church or the Constitution and Canons of the Diocese of New Hampshire or otherwise detrimental to the mission and best interests of the congregation, failure to disclose and, if appropriate, abstain from vestry deliberations and determinations by reason of conflict of interest; absence without excuse or good cause shown from three consecutive duly convened vestry meetings or from three such

meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the vestry in a duly convened executive session; ineligibility for office; failure to support the congregation by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; disability; failure to attend with reasonable diligence to his or her duties as a vestry member; failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the congregation, in either case without excuse or good cause shown.

ARTICLE 7 Accounting and Financial Matters

7.1 Funds. The handling of any or all of the cash, funds, and investments of the congregation, including the purchase, custody, sale, and transfer of the same, may be delegated by the vestry to the wardens, the treasurer, and/or to the trustees or investment committee of the congregation, if the same be appointed, either generally or as to specific instances, but subject to the ultimate direction and control of the vestry.

7.2 Fiscal Year. The fiscal year of the congregation shall coincide with the calendar year.

7.3 Indebtedness. The congregation shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed, or extended by or on behalf of the congregation without the express approval of the vestry; nor without the written assent of the Bishop and Standing Committee of the Diocese of New Hampshire except as proved in the diocesan canons.

7.4 Books of Account. Proper books of account for the congregation shall be kept by the treasurer so as to provide the basis for satisfactory accounting, reporting, and auditing.

7.5 Audits. All accounts of the congregation shall be audited annually by an independent certified public accountant, a licensed public accountant, or in such other manner as the diocesan Finance Committee may from time to time prescribe. The audit report shall be filed as prescribed in the diocesan canons.

7.6 Annual Reports. An annual report of all business and financial matters of the congregation, including complete financial statements, shall be prepared by or under the direction of the treasurer, approved by the vestry and distributed to the congregation at least seven (7) days prior to each annual meeting of the congregation.

7.7 Bonding. The treasurer and any other custodians of the funds of the congregation shall be adequately bonded.

7.8 Gifts and Memorials. No object intended as a permanent addition to the property of the congregation, or to be used therein for public worship, shall be accepted as a gift or memorial without the approval of the rector and the vestry, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed, or disposed of when deemed necessary or appropriate by the vestry. The names of the donors of and of the persons

memorialized by such gifts and memorials, any terms and conditions thereof, and the dates of acceptance of the same shall be preserved in the permanent records of the congregation.

7.9 Property Held in Trust. All real and personal property of the congregation is held in trust for The Episcopal Church and the Diocese of New Hampshire, provided that such trust shall in no way limit the power and authority of the congregation, otherwise existing over such property, so long as it remains a part of and subject to said Church and its Constitution and Canons.

7.10 Real Property. All buildings of the congregation and their contents shall be kept adequately insured. The vestry may not encumber or alienate any real property of the congregation without the written consent of the Bishop and Standing Committee of the Diocese of New Hampshire.

ARTICLE 8 Indemnification

If and to the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of The Episcopal Church and of the Diocese of New Hampshire, the congregation shall indemnify, defend, and hold harmless past and present officers and vestry and committee members including the rector and other members of the clergy in their capacities as such and their respective heirs and legal representatives from and against any and all liabilities, costs and expenses (including attorney fees and other defense costs) from time to time incurred by or imposed upon them respectively in connection with any threatened, pending, or completed civil, criminal, or administrative proceeding in which any of them may become involved by reason of their service to the congregation in such capacities, except with respect to matters as to which they may finally be adjudged in such proceeding to be liable for willful, wanton, or grossly negligent misconduct. Such indemnification shall be limited to instances in which the congregation, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding prior to a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article shall be amended or repealed such action shall have prospective effect only, and shall not affect the indemnification rights of any individual with respect to proceedings in respect of which indemnification has been properly sought by application to the vestry in writing by the individual(s) in question prior to the effective date of such action. The congregation may purchase directors and officers liability insurance to cover, in part, the indemnification liability.

ARTICLE 9
Action by the Congregation; Agents

The congregation may from time to time delegate to one or both wardens, the treasurer, and/or the rector, generally or as to specific instances, or to any employee or agent of the congregation as to specific instances, due authority to execute and deliver, on behalf of the congregation, such contracts, deeds, mortgages, notes, bonds, checks, drafts, and other instruments and documents as the vestry may deem necessary or proper. In the absence of such a general or specific delegation of authority residual authority in this regard shall lie with the wardens or the treasurer, or any of them. The vestry may appoint such employees, agents and representatives of the congregation (including legal counsel) and delegate to them due authority to perform such acts and duties on behalf, and in the name of, the congregation as the vestry may from time to time see fit, consistent with these bylaws and with the Constitution and Canons of The Episcopal Church and of the Diocese of New Hampshire. Except as provided herein or as specifically authorized by the vestry, no vestry member, officer, or employee of the congregation or any other person shall have the power or authority to bind the congregation by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

ARTICLE 10
Convocation and Diocesan Convention Delegates

At least one delegate to the Convocation and Diocesan Convention shall be nominated by the nominating committee and shall be elected at the annual meeting each year. The number to be elected will be that needed to fill the number of delegates assigned to our church in the most recent Diocesan Directory. Delegates shall be adult voting members and shall each serve a term of three years. Terms shall be staggered so that no more than two terms expire in any given year. A delegate may be elected to no more than two consecutive terms and shall be ineligible for one year for re-election to the office of delegate after having served in the office six consecutive years.

Delegates shall attend all Convocation and Diocesan Convention functions unless for good cause prevented. Delegates and alternates shall discuss anticipated convention business with the vestry prior to Diocesan Convention, and shall report convention proceedings to the vestry within one month after each Diocesan Convention.

ARTICLE 11
Amendments to Bylaws

Bylaws may be amended at any annual meeting, or at special meetings called for that purpose, by the affirmative vote of two-thirds of those present and voting. Amendments may be proposed by the vestry or pursuant to written petition executed by at least ten voting members of the congregation delivered to the clerk in a timely fashion. Notice of any meeting at which a proposed amendment is to be taken up shall be given as required by these bylaws (Article 3.3) and shall include the full text of any proposed amendment. The clerk shall promptly furnish to the Office of the Bishop the full text of the bylaws, including all amendments adopted.