

# CHRIST EPISCOPAL CHURCH

EXETER, NEW HAMPSHIRE

BY-LAWS

ADOPTED:

**The Parish of Christ Episcopal Church, Exeter, 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, has adopted the following as 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.

References to canons are included in the body of sections as follows: Canons of The Episcopal Church (2009 Edition) are cited as, for example: TEC I.17.6(a) – meaning The Episcopal Church, Title I, Canon 17, Section 6, subsection (a).

Canons of the Diocese of New Hampshire (2011 Edition) are cited as: NH 4.3(a) – meaning New Hampshire, Canon 4, Section 3, subsection (a).

These bylaws replace the Articles of Agreement of Christ Church Exeter, as approved on January 15, 1989 and as amended on January 21, 1990, as well as the Constitution and bylaws of Christ Church, Exeter, as adopted on March 29, 1875 and subsequently amended.

## **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 communicant member of the congregation 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 rector and the wardens. Such decision shall be final for the purposes of that meeting and any adjournment thereof.

## **ARTICLE 3 Meetings of the congregation**

**3.1 Annual meeting.** The annual meeting of the congregation shall be convened in January at a date, time and place appointed by the vestry, except in circumstances provided in NH 4.2.1. 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 any 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. 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 and electronic notice of a meeting shall be given to the congregation no later than

seven 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.** Thirty-five 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 received in the church office before the convening of the meeting.

**3.6 Presiding officer.** The rector shall preside. In the absence of the rector, the senior warden shall preside. In the absence of both the rector and the senior warden, the junior warden shall preside. The rector, if present, may appoint a moderator to conduct the meeting.

**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 of a parish shall be elected by the vestry following a process that includes input from members of the congregation and that has been arrived at through consultation with the diocese. The call for the new rector shall not be made without the approval of the bishop. The elected member of the clergy shall be in good standing with the Episcopal Church or with a church in communion with the Episcopal Church.

**4.2 Authority for worship and spiritual matters.** The rector has authority for spiritual matters of the parish, including specific responsibility for worship. The rector may seek consultation and advice concerning these matters.

**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 authority for the use and control of the 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 a senior warden, a junior warden, the treasurer, and the clerk. Officers shall be elected by ballot at the annual meeting. Those serving as officers or vestry members at the time these by-laws are adopted shall continue in office and shall be eligible for a full term of service under the provisions of these by-laws.

(a) The wardens shall be communicants of the congregation. eighteen years of age or older, and shall be

elected to a term of three years and until their successors are selected and have qualified. The terms of the wardens shall be non-concurrent. The wardens may be elected to no more than two consecutive terms and shall be ineligible for reelection to that office for one year after having served six consecutive years in the same.

(b) The treasurer shall be a communicant of the congregation, eighteen years of age or older, and shall be elected to a term of three years. The treasurer may be elected to no more than two consecutive terms and shall be ineligible for reelection to that office for one year after having served six consecutive years in the same.

(c) The clerk shall be a communicant of the congregation, eighteen 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 reelection to that office for one year after having served six consecutive years in the same.

### **5.3 Duties.**

a) Except as may be otherwise provided by the laws of New Hampshire, the wardens, in conjunction with the vestry, shall be agents and legal representatives of the congregation in all matters concerning its property and the relations of the congregation to its clergy. The wardens, in concert with the vestry, shall:

- (1) elect a rector subject to the bishop's call;
- (2) assist the clergy in developing and maintaining a mutual ministry and trust to promote the spiritual well-being of the congregation;
- (3) be responsible stewards of the property and physical assets of the congregation;
- (4) ensure regular worship services for the congregation by securing, in accordance with the canons of The Episcopal Church and of this diocese, the services of clergy or qualified lay worship leaders or lay readers;
- (5) transact the temporal business pertaining to the congregation;
- (6) assist in the preparation of and approve an annual parochial report;
- (7) collect and pay to the diocese the moneys committed for the support of the budget of the diocese; and
- (8) in general, assist the clergy in promoting the general interest of the congregation. NH 4.5.1.
- (9) In the absence of the rector, the senior warden has the final responsibility for seeing that the duties enumerated herein are fulfilled.

(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 or review as required by diocesan canon. NH 4.6.1(d). The treasurer shall be adequately bonded.

(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;

furnish to the office of the bishop the text of duly adopted parish bylaws including any amendment thereto; 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 a minimum of six up to a maximum of nine other vestry members.

**6.2 Qualifications.** Vestry members shall be adult communicants of the congregation. TEC I.1.2(b), N H 4.2.4.

**6.3 Terms.** Vestry members other than the rector and officers shall serve a term of three years and until their successors are selected and have qualified. One third of the vestry other than the rector and officers shall be elected annually. A vestry member other than rector or officer 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. TEC I.14.1, NH 4.2.6.

**6.4 Duties.** The vestry shall be agents and legal representatives of the congregation in all matters in accordance with Article 5.3 hereof.

**6.5 Standing Committees.** The vestry shall appoint members of the congregation to the following standing committees, designate the chair of each, and require such reports as will assist the vestry in its work.

(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 Buildings and Grounds 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 congregation. Committee members shall be appointed by the vestry and/or the rector. Each such committee shall be dissolved upon the completion of its work.

**6.7 Meetings.** The vestry shall meet regularly with a minimum of four meetings annually. Meetings shall be held at least once a quarter. The clerk shall provide all clergy and vestry members with notice of a meeting at least three days in advance of the meeting. NH 4.3(a). Vestry meetings shall be open to all members of the congregation except when the vestry adjourns to executive session. The vestry may hold meetings by conference call or by other electronic means. Such meetings must follow all provisions of these by-laws for regular vestry meetings. In situations where urgent action is required and meeting is not possible or practical, the vestry may take action via telephone or other electronic means without meeting. All vestry members must be notified in advance of such action and given an opportunity to vote. A

majority of the vestry must vote to approve the action. The clerk shall keep notes of any action so taken. Any such action must be ratified by the vestry at its next regular meeting.

(a) A majority of the vestry shall constitute a quorum, provided the member of the clergy in charge or one of the wardens is present. NH 4.3(b)

(b) The rector shall preside. In the absence of the rector, the senior warden shall preside. In the absence of both the rector and the senior warden, the junior warden shall preside. The rector shall have voice in all matters but may vote only to break a tie vote. TEC I.14.3, NH 4.2.5.

(c) A special meeting of the vestry may only be called by the rector, the clergy in charge if the office of rector is vacant, or by at least three members of the vestry.

(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.** If a vacancy occurs on the vestry between annual meetings of the congregation, the remaining members of the vestry may choose another person to fill that position until the next annual meeting.

**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 seven days in advance of the meeting. Grounds for removal shall include, without limitation, conduct in violation of the Constitutions or Canons of the Episcopal Church or 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 from three duly convened vestry 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 worship 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, either generally or as to specific instances, but subject to the ultimate direction and control of the vestry. TEC I.14.2, NH 5.1(a).

**7.2 Fiscal Year.** The fiscal year of the congregation shall coincide with the calendar year. TEC I.7.1(j).

**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 provided in the diocesan canons. NH 4,6,4.

**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. TEC I.7.1 (e).

**7.5 Audits.** All accounts of the congregation shall be reviewed or audited annually by an independent certified public accountant, a licensed public accountant, or in such other manner as the chief financial officer of the diocese may from time to time prescribe. The resulting report shall be filed as prescribed in the diocesan canons. TEC I.7.1(f), NH 4.6.1(d).

**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 days prior to each annual meeting of the congregation.

**7.7 Bonding.** The treasurer, and any other custodian of the funds of the congregation, other than banking institutions, shall be adequately bonded. TEC I.7.1(d), NH 4.6.1(e).

**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. TEC I.7.4. II.6.4; NH 4.6.5.

**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. TEC I.7.1, I.7.3, and I.7.4; NH 4.6.3, 4.6.4.

## **ARTICLE 8 Indemnification**

If and to the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions or Canons of The Episcopal Church or 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 attorneys 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 vestry, 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.

### **ARTICLE 9 Action by the Vestry; Agents**

Consistent with these bylaws and with the Constitutions and Canons of The Episcopal Church and of the Diocese of New Hampshire, the vestry may from time to time delegate to the 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 Constitutions 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.

N O T E : See N H 4.6.4

### **ARTICLE 10 Convocation and Diocesan Convention Delegates**

**10.1 Election and term.** Delegates and alternate delegates to the Convocation and Diocesan Convention shall be nominated by the nominating committee (with provision for nomination from the floor) and shall be elected at the annual meeting. Delegates and alternates shall be adult [confirmed] voting members and shall each serve a term of three years. A delegate may be elected to no more than one consecutive term, and shall be ineligible for reelection to the office of delegate for one year after having served that term. A vacancy occurring among delegates to Convention shall be filled by an elected alternate delegate. NH 4.2.3.

**10.2 Duties.** 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. NH 1.2.

#### **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 a written petition executed by at least thirty voting members of the congregation and 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.