

The
By-LAWS
Of
COPLEY PARISH GUNPOWDER HUNDRED:
THE CHURCH OF THE RESURRECTION
HARFORD AND BALTIMORE COUNTIES
AMENDED AT THE ANNUAL MEETING
OF *ANNO DOMINI* 2012

The Preamble

These By-Laws are adopted pursuant to the authority granted by *Section 5-334 of the Corporations and Associations Article of the Annotated Code of Maryland* relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland (the “Diocese of Maryland”) (1985 Replacement Volume). These By-Laws shall govern the corporate and temporal affairs of the separate congregation herein below named, subject to the Public General Laws of the State of Maryland, and to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the “Episcopal Church”) and to those of the Diocese of Maryland.

ARTICLE I. CHURCH MEMBERS.

SECTION 1. MEMBERS.

All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit (Ghost), whether in the Episcopal Church or in another Christian Church, and who regard Copley Parish Gunpowder Hundred: The Church of the Resurrection of Harford and Baltimore Counties (“the Church”), as their regular place of worship, shall be Members of the Church.

SECTION 2. VOTING MEMBERS

Every person, not less than eighteen (18) years of age who has been a Member of the Church for

at least three (3) months preceding the day when the person may wish to vote, and who shall have been, for the period afore-said, a Confirmed Communicant in Good Standing of the Episcopal Church, or have received instruction in the doctrine, discipline, and worship of the Episcopal Church, and enrolled as such in the records of the Church, shall be a Voting Member thereof, with the right to vote in the election of Vestry Members and upon all other matters having to do with the affairs of the Church.

The Rector shall maintain a current list of Communicants in Good Standing, determined in the Rector's best judgment according to the Canons of the Episcopal Church. In the event that any dispute as to the eligibility of any voter, the question shall be referred to the Vestry for resolution. If the determination by the Vestry is not satisfactory to the objecting party or group, and if the differences cannot be resolved after consultation with the Bishop or Ecclesiastical Authority of the Diocese of Maryland, the matter shall be referred to a panel of three (3) arbiters, Communicants in Good Standing and members of one (1) or more other parishes or congregations in the Diocese of Maryland, one (1) of whom shall be named by the objecting party or group, one (1) by the Vestry, and the third by the two (2) arbiters so named. The decision of such a panel shall be binding on all parties.

SECTION 3. ANNUAL MEETINGS

There shall be an Annual Meeting of the Voting Members of the Church at which all Members shall be welcome, but have no vote, on the second Sunday in November of each year, or as soon thereafter as the Vestry shall determine. The business to be transacted at the Annual Meeting by the Voting Members shall include the elections of Vestry Members, consideration and action upon reports of the Rector, and Officers and Vestry Members, and committees, and any other business within the power of the Church as a religious corporation of the State of Maryland.

SECTION 4. SPECIAL MEETINGS

At any time during the interval between Annual Meetings, Special Meetings of the Voting Members, at which all Members shall also be welcome, may be called by the Rector or by not less than four (4) members of the Vestry, or upon written request of not less than twenty (20) voting members filed with the Rector, or in the Rector's absence, with the Rector's Warden.

SECTION 5. NOTICE AND PLACE OF MEETINGS.

All Meetings of Members, both Annual and Special, shall be held in Leighton Hall of the Church immediately following the Principal Service on the Lord's Day, unless another time or place is specified in the Notice. Notice of all Meetings shall be given by announcement at the services in the Church on at least two (2) Sundays immediately preceding the date of the Meeting, and by publication in the weekly bulletin of the Church, if there be such a bulletin, not less than two (2) issues immediately preceding the Meeting. Such Notice shall indicate whether the Meeting is an Annual Meeting or a Special Meeting, and if a Special Meeting, the business to be transacted. No business other than that specified in the Notice shall be transacted at the Special Meetings.

ARTICLE II. THE VESTRY.

SECTION 1. ELIGIBILITY.

Every Voting Member of the Church, as defined in Article I, Section 2 of these By-Laws, shall be eligible to serve as a Member of the Vestry.

SECTION 2. NUMBER OF VESTRY MEMBERS AND TERM OF OFFICE

The Vestry of the Church shall consist of the Rector and -six (6) lay Members chosen from among the Voting Members. The Rector shall have a vote only in the event of a tie. Of the six (6) lay Members, two (2) shall be elected each year and shall serve a three (3) year term. A lay Member shall take office as a Member of the Vestry immediately upon the Member's election. No lay Member shall be eligible for re-nomination and re-election to the Vestry for a period of one (1) year after that Member's term has expired, provided however, that prior service on the Vestry in filling a vacancy shall not be considered a disqualification for re-election.

SECTION 3. NOMINATIONS.

Voting Members shall be nominated to serve as Vestry Members in the following manner:

1. At least three (3) months in advance of each Annual Meeting, the Rector shall appoint a Nominating Committee consisting of three (3) Voting Members, not more than one (1) of whom shall be a member of the existing Vestry. The Nominating Committee shall nominate as many Voting Members to serve as Vestry Members as there shall be vacancies in the Vestry to be filled at the Annual Meeting. The Nominating Committee shall submit to the Vestry the names of those persons so nominated at least one (1) month prior to the Annual Meeting, and the Vestry shall immediately make known to the Congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of those so nominated.
2. Any group of two (2) or more Voting Members may nominate a candidate or candidates for the office of Vestry Member by submitting such nomination or nominations over their signatures, to the Registrar at least two (2) weeks prior to the Annual Meeting. The Vestry shall immediately make known to the Congregation by publication in the Church bulletin, or

by such other means as the Vestry may select, the names of any such additional nominees. This selection shall not, however, preclude the nomination of a candidate or candidates from the floor at the Annual Meeting.

3. No person shall be nominated for Member of the Vestry unless that person has agreed to serve, if elected.

SECTION 4. ELECTION.

Vestry Members shall be elected at the Annual Meeting by the Voting Members present and voting thereat. Voting by proxy shall not be permitted. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected.

SECTION 5. VACANCIES.

If by reason of death, resignation, or any other cause, a vacancy shall occur in the Vestry, the remaining Vestry Members may, by a majority vote of those present at a duly constituted meeting, elect an eligible person to fill such vacancy for the un-expired term thereof. In the discretion of the Vestry, any such vacancy may also be filled by nomination and election by the Voting Members at any Annual Meeting in the manner provided in Article II, Sections 3 and 4.

SECTION 6. DUTIES AND POWERS.

The Vestry shall act as trustees for the Church in accordance with the Public General Laws of the State of Maryland regulating religious corporations affiliated with the Diocese of Maryland and shall have and exercise all corporate powers and privileges of the Church under such laws.

SECTION 7. MEETINGS.

Regular Meetings of the Vestry shall be held on the second Tuesday of each month. Special meetings of the Vestry may be held at any time or place on call by the Rector or by not less than one third (1/3) of the number of the Vestry Members.

Notice of the time and place of all Regular and Special Meetings and of the purpose of all Special Meetings shall be given to each Member of the Vestry in person or by telephone not less

than twenty-four (24) hours preceding the meeting or by mail posted not less than seven (7) days preceding the date of such meeting. No business shall be transacted at Special Meetings except that specified in the Notice

SECTION 8. QUORUM AND PRESIDING OFFICER.

Three (3) lay Vestry Members and the Rector, if present, or five (5) lay Vestry Members if the Rector is not present, shall constitute a quorum for the transaction of business at any meeting of the Vestry. Officers who are not members of the Vestry shall not be counted for the purposes of determining a quorum. The Rector shall preside at all meetings of the Vestry at which the Rector shall be present. In the absence of the Rector, the Rector's Warden or in the absence of the Rector's Warden, the People's Warden shall preside. The Presiding Officer may vote only in case of a tie.

SECTION 9. REMOVAL OF A CHURCH WARDEN OR A MEMBER OF THE VESTRY.

For Cause: Any Churchwarden or Member of the Vestry shall be removed from office for having three (3) unexcused absences in any one calendar year, *i.e.* January to December.

For Other Reasons: Any Churchwarden or Member of the Vestry may be removed from office with or without cause by the affirmative vote of three-fifths (3/5) of the Voting Vestry Members called for the purpose of such removal. The person(s) so being voted upon shall have clear and prior notice of such a meeting. Such notice shall not be less than five (5) days, and should be extended if at all possible for truly extenuating reasons.

SECTION 10. TRAINING OF NEW VESTRY MEMBERS.

Within thirty (30) days of the election of new Vestry Members, the Rector, Wardens, and Parish Treasurer will agree upon a date to train all new Vestry Members on the following items:

1. Robert's Rules of Order
2. Episcopal Church Polity and Rules
 - a. The Constitution and Canons of the Episcopal Church
 - b. The Diocese of Maryland to include the Standing Committee and Diocesan Council

- c. The Copley Parish By-Laws
- 3. Copley Parish Organization
- 4. The Parish Budget Process
- 5. The Duties of Vestry Members
 - a. Voting Rights of non-elected Members of the Vestry
 - b. Notification of Parish Members with important or routine information
- 6. The Duties of the Wardens, Treasurer, and Registrar
- 7. The Standing Committee of the Diocese of Maryland
- 8. The Protection of Children and Sexual Abuse in General

ARTICLE III. OFFICERS.

SECTION 1. TITLES OF THE OFFICERS OF THE CHURCH

The Officers of the Church shall be the Rector, the Rector's Warden, the People's Warden, the Property Warden, the Registrar, the Treasurer, and such other officers as the Vestry may from time-to-time designate.

SECTION 2. ELECTION OF THE LAY OFFICERS OF THE CHURCH

The Rector's Warden shall be appointed annually by the Rector and approved by a majority vote at the first meeting of the Vestry held after the Annual Meeting. In the event of a vacancy in the Rector's Position, an interim priest may not appoint a new Rector's Warden. The Rector's Warden in office at the time of the vacancy shall remain in office until such time as a new, permanently elected Rector is in office. The new Rector shall then have the option of appointing a new Rector's Warden, but not before the installed and having met the Vestry at least two times.

The Property Warden, The People's Warden, and the Registrar shall be elected annually by a majority vote at the first meeting of the Vestry held after the Annual Meeting. Officers must be Voting Members of the Church and may, but need not, be Members of the Vestry. Any vacancy in any Office, other than the Rector, shall be filled for the un- expired term thereof by appointment of the Rector and approval by a majority vote of the Vestry.

SECTION 3. THE RECTOR

The Rector of the Church shall be the President and Chief Executive Officer of the Church, and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Episcopal Church and the Diocese of Maryland. The Rector shall preside at all meetings of the Vestry at which the Rector is in attendance. The Rector shall be elected by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, the Rector shall continue to serve until the Rector's death, retirement, or resignation, or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese of Maryland.

Under these bylaws, the election of a Rector shall require the Vestry quorum to include the entire currently elected membership of the Vestry. A two thirds majority of all the Vestry shall be required for the election of a Rector to be approved.

SECTION 4. THE CHURCHWARDENS

The Rector's Warden: The Rector's Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned to the Rector's Warden by the Vestry or Rector. The Rector's Warden shall be the senior lay Officer of the Church.

The People 's Warden: The People's Warden shall be primarily responsible for liaison to the People of the Parish as follows:

- a. Be a voice for the congregation on the Vestry.
- b. Be a bridge between the congregation and the Vestry.
- c. Keep track of visitors and new members by making them feel welcomed.
- d. Keep track on congregation members who have not been attending, find out the reason why, make sure the members are ok and notify the Priest, Wardens and Vestry in case action is needed.
- e. Perform such other duties as may be assigned to the People's Warden by the Vestry.

The Property Warden: The Property Warden shall have general responsibility for the supervision and maintenance of all Church properties, real and personal (other than securities and cash), and shall perform such other duties as may be assigned to the Property Warden by the Vestry.

SECTION 5. THE REGISTRAR.

The Registrar shall have custody of the Corporate Seal of the Church. The Registrar shall record the minutes of all meetings of the Vestry and of the Voting Members in a suitable book that shall be maintained in the Church Office. The Registrar shall be charged with the responsibility of keeping up-to-date at least two (2) copies of these By-Laws that shall be open to inspection in the Church Office at reasonable business hours by a Member or Voting Member of the Church. In addition, the Registrar shall perform such other duties as may be assigned to the Registrar by the Vestry or the Rector.

SECTION 6. THE TREASURER

The Vestry at any time, or from time-to-time, shall elect the Parish Treasurer. The Parish Treasurer shall keep the financial records of the Church and shall have the general custody of all Church funds, securities, and other investments. All monies received by the Church shall be delivered to the Parish Treasurer, and all expenses and other payments shall be made by the Parish Treasurer, or under the Parish Treasurer's direction. The Parish Treasurer shall make a report as to the general financial condition of the Church at the Annual Meeting of the Voting

Members and such other reports from time-to-time as the Vestry may request.

SECTION 7. THE ASSISTANT TREASURER.

The Vestry may at any time or from time-to-time elect one (1) or more Assistant Treasurers, who shall do and perform such duties of the Treasurer as the Vestry may assign them.

SECTION 8. OTHER OFFICERS.

Such other Officers as may be designated by the Vestry from time-to-time shall have and perform such powers and duties as may be assigned to them by the Vestry.

SECTION 9. THE ATTENDANCE AT VESTRY MEETINGS OF ASSISTING CLERGY AND OFFICERS APPOINTED OR ELECTED BY THE VESTRY.

Assisting Clergy and Officers appointed or elected by the Vestry and who are not Vestry Members shall be invited to attend all meetings of the Vestry

SECTION 10. THE VOTING RIGHTS OF OFFICERS APPOINTED OR ELECTED BY THE VESTRY.

All Officers who are not Members of the Vestry shall have the right to vote at Vestry meetings on all questions, except the following:

1. Matters relating to the call of a Rector or the employment of Assisting Clergy;
2. Matters affecting the contractual relationship between or among the Rector, or Assisting Clergy, and the Church;
3. Matters relating to the acquisition, alienation, conveyance, lease, or encumbrance of Church property, both real and personal.

ARTICLE IV.

THE DESIGNATION OF COMMITTEES; DIOCESAN CONVENTION, AND REGIONAL COUNCIL DELEGATES.

SECTION 1. DESIGNATION OF COMMITTEES, THEIR PURPOSE AND APPOINTMENT OF THEIR MEMBERS. BY THE VESTRY.

The Vestry may designate regular and special committees for such purposes as may be indicated in the resolution or resolutions providing therefore. Committee appointments shall be made by the Rector with the advice and consent of the Vestry, or by the Vestry, or other person, or persons, to whom the Vestry may, by its resolutions, give such power of appointment.

SECTION 2. THE ELECTION OF LAY DELEGATES TO DIOCESAN CONVENTION AND REGIONAL COUNCIL.

At least six (6) months prior to each annual meeting of the Convention of the Diocese of Maryland, the Lay Delegate(s) from the Church to the Convention and Lay Delegate(s) to the Regional Council with which the Church is affiliated, shall be elected by the Vestry.

ARTICLE V. FISCAL MATTERS.

SECTION 1. THE FISCAL YEAR.

The Fiscal Year of the Church shall be the calendar year, *i.e.* January 1 through December 31.

SECTION 2. SIGNATURE TO COMMERCIAL PAPER.

All checks and drafts shall be made, drawn, and endorsed in the name of the Church in such manner as the Vestry may from time-to-time authorize.

SECTION 3. LIMITATION ON EXPENDITURES.

Any expenditure in excess of One Hundred Dollars (\$100.00), not specifically provided for in the current Annual Budget of the Church, must be approved in advance by the Vestry. One of the following persons shall be given prior notice to the spending of these funds: The Rector, one of the Church Wardens, or the Parish Treasurer.

SECTION 4. AUDIT OF THE CHURCH'S FINANCIAL RECORDS.

The financial books and records of the Church shall be audited annually by a certified public accountant chosen by the Vestry, of three (3) or more responsible persons, other than the Parish Treasurer, *Other Officer or Member of the Vestry*, to be appointed by the Vestry. Such audit shall be submitted to the Vestry within twenty-seven (27) days following the close of the fiscal year of the Church and shall be filed with the records of the Church. If an auditing firm shall be used, and a date later than January 27th be established for the audit, this information shall be conveyed to the Canon for Administration of the Diocese of Maryland. Also, when said audit shall have been completed, written notification of this fact shall be sent by the Parish Treasurer to the said Canon for Administration, along with a certification of the acceptability of the books for the year concerned and used to complete the Annual Parochial Report which must be at the Diocesan Office not later than January 31. (This latter is a requirement of the Canons of the Episcopal Church.)

SECTION 5. Fidelity Bond

The Parish Treasurer and such other officers, employees, or other persons handling Church Funds, whether salaried or non-salaried, as the Vestry may direct from time-to-time, shall be bonded for the faithful performance of their duties at the expense of the Church, in such amounts

and by such surety companies as the Vestry may determine.

ARTICLE VI

AMENDMENT TO BY- LAWS

These By-Laws may be altered, amended, repealed or added to by a two-thirds (2/3) vote of those Voting Members who shall attend any meeting of Members of the Church, provided, however, that any such alteration, amendment, repeal or addition, whether proposed by the Vestry or by the Voting Members who shall call a special meeting pursuant to ARTICLE I, Section 4 hereof, shall be specified in the notice of the meeting, whether it be an annual or special meeting.

ARTICLE VII

ADOPTION OF THESE BY-LAWS

These By-Laws shall be submitted to and approved by a majority vote of the entire membership of the Vestry of the Church and shall be recommended to the Voting Members of the Church for favorable action at any annual meeting of such members or at any special meeting called for that purpose. Copies of these By-Laws shall be reproduced and made available to such members for their inspection at least ten (10) days prior to the meeting at which they shall be submitted for approval. If ratified by a majority vote of the Voting Members attending such meeting, they shall stand adopted. This ARTICLE being of a transitory nature shall stand repealed immediately upon the adoption of these By-Laws.

Change Page of By-laws

Propo sal	Description	Approved/ Disapproved	Date Incorporated	File Name
2008-01	Change Vestry members from 9 to 6.	Approved	02/01/2009	amendedcompletebylaws Februray 2009 with by law Changes.doc
2008-02	Elimination of the Peoples Warden Position	Approved	02/01/2009	amendedcompletebylaws Februray 2009 with by law Changes.doc
2009-01	1. Adding the requirements of when a newly elected Rector can replace the Rector's Warden. 2. The Number of Vestry Members Required to elect a New Rector.	Approved	09/13/2009	amendedcompletebylaws September 2009 with by law Changes.doc
2010-01	Add the Peoples Warden Position back into the By Laws	Approved	03/15/2010	amendedcompletebylaws Feburay 2010 with by law Changes
2012-01	Change the Date of the Annual Meeting	<u>Approved</u>	<u>02/05/2012</u>	<u>amendedcompletebylaws Feburay 2012 with by law Changes</u>