

BY-LAWS
For
St. Matthew's
Episcopal Church
2021-2022



Saint Matthew Episcopal Church

By-laws 2021

Mission Statement

As a Christ centered family, we embrace all who come, while striving to fulfill spiritual needs through traditional worship (Holy Communion), prayer, play and community service.

Article I Nature and Purpose

Saint Matthew is an Episcopal parish within the diocese of Central Pennsylvania, whose purpose is to carry out the mission of Christ subject to the Canons of the Diocese and the National Church. This parish is designed and dedicated to teach the word of Christ to all, and to see that the sacraments of the Church are administered.

Article II 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, whether in the Episcopal Church or in another Christian Church, whose Baptisms have been duly recorded in the Episcopal Church, and who have enrolled as members of the Parish Registry, are members of the Parish.

Article III Meetings of the Parish

Article III Section 1: Annual Parish Meeting- The annual meeting of the Parish is for announcing the election of Vestry, for review of the work of the previous year, for the selection of delegates and alternates to the next Diocesan Convention and for the transaction of such other business as may properly come before the meeting, as designated by the Vestry to be held within the first quarter of the calendar year.

Article III Section 2: Special Meetings - Special meetings of the Parish may be held at any time at the call of the Rector, a majority of the members of the Vestry or twenty-five (25) members of the congregation.

Article III Section 3: Notice of Meeting - Notice of each meeting of the Parish stating the date, time and place of the meeting, and the purpose of any Special Meeting, shall be communicated to the members in a practical manner (written notice, email, etc.) not less than seven (7) days prior to such meeting.

Article III Section 4: Members Entitled to Vote - All members who are at least eighteen (18) years of age and who are Communicants in good standing, are qualified voters. A "Communicant in good standing" is a member of the parish who attends worship services on a regular basis.

Article III Section 5: Quorum, Required Member Vote - No less than ten (10) qualified voters who are present at the annual or special meeting, shall constitute a quorum for the transaction of business at such annual or special meetings 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 III Section 6: Proxies - Qualified voters present at a meeting are entitled to vote, there may be proxy voting if approved by the Vestry.

Article III Section 7: Vestry Nomination - Prior to the annual meeting of the Parish, the Vestry shall appoint a Nominating Committee composed of two (2) to four (4) members with at least one (1) being a sitting member of the Vestry. This nominating committee will secure nominees and convey these names to the Parish Secretary one (1) week prior to the annual meeting such that this information may be presented to the members at the annual meeting of the Parish. Nomination for the Vestry may also be made at the annual meeting but must be present or communicate via phone their acceptance of the nomination as a write-in vote on the ballot.

Article III Section 8: Ballots for Vestry Election, Voting - Qualified voters shall be entitled to one (1) vote and election results will be announced at the annual meeting. Other matters to be voted upon at the annual or any special meeting of the Parish may be done by oral or written vote, upon motion carried by a majority of the quorum present for such meeting.

Article III Section 9: Adjournments - A majority of the qualified voters present at a meeting may adjourn the meeting from time to time. This right to adjourn exists whether or not a quorum is present at the meeting and applies to annual as well as special meetings, including any meetings that are adjourned and reconvened following a motion and a second to adjourn the meeting, the majority of members shall vote for adjournment.

Article IV Vestry

Article IV Section 1: Authority and Responsibilities of the Vestry - The Vestry shall serve as the governing board of the Parish and shall administer all of the temporal business of the Parish, to include hiring, firing and annual review of paid employees.

Article IV Section 2: Composition of the Vestry - A Chairman (Rector), Senior and Junior Wardens, Clerk of Vestry, Treasurer and nine (9) Vestrymen with one (1) as the Junior Warden.

Article IV Section 3: Vestry Qualifications - In order to stand for election to the Vestry and to continue to serve as a member of the Vestry, an individual must be at least eighteen (18) years of age and a Communicant in good standing.

Article IV Section 4: Term of Office of Vestry Members - At each annual meeting, five (5) Vestrymen shall be elected to serve a two (2) year term alternating the following year with 4 (four) vestrymen elected. To fill any vacancies in the nine (9) elected Vestrymen due to death or resignation, the Vestry shall appoint a

communicant in good standing to serve the remainder of the term. No elected Vestryman may serve more than two (2) consecutive terms, they shall be eligible for re-election one (1) year after termination of such prior term.

Article IV Section 5: Regular and Special Meetings of the Vestry - The Vestry reorganizational meeting shall take place at the first meeting following the annual parish meeting. The Vestry shall hold at least eight (8) regular meetings in each year. The Vestry may, by resolution, provide for the time and place of regular meetings, and no further notice of such regular meetings need be given. Special meetings of the Vestry may be called by the Rector, either Warden, or by three (3) members of the Vestry. Written notice of the time and place of such meeting shall be given to the Rector and each Vestry member at least three (3) days before the meeting. Any Vestry member may execute a waiver of notice, either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. No Vestry meeting shall be held where there is not present the Rector or a Warden, except a meeting for the purpose of electing a Senior Warden if there is no Rector.

Article IV Section 6: Quorum Vote Requirement - A majority of the Vestry members in office at any time shall constitute a quorum for the transaction of the business at any meeting and when a quorum is present. A majority vote of the Vestry members present and voting shall be the act of the Vestry.

Article IV Section 7: 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 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.

Article IV Section 8: Conduct of Vestry Meetings - The Rector shall preside at all meetings of the Vestry, except at that segment of a Vestry meeting in which his or her compensation is decided. In case there is not a Rector, or in case of the Rector's absence or inability to act, the Senior Warden, or if absent, the Junior Warden, shall preside at all meetings of the Vestry. Robert's Rules of Order, as interpreted in conjunction with these Bylaws, shall govern the conduct and procedure of the Vestry meetings. Debate on items requiring decisions shall be conducted only by the Vestry. However, a time in the agenda can be set for members of the parish to speak to the Vestry under the provisions as set forth by the Vestry.

Article IV Section 9: Remote Meetings - Members of the Vestry, or any committee designated by the Vestry, may participate in a meeting of the Vestry or committee remotely of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Article IV Section 10: Diocesan Council and Regional Council for Ministry - 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. Delegates and alternates to the Annual Diocesan Convention must be communicants in good standing and at least eighteen (18) years of age. 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.

Article V Officers

Article V Section 1: Chairman -The Rector shall be Chairman at all meetings of the Vestry and in all matters except such as affect the control and disposition of the property of this Parish and shall be entitled to vote to break a tie. He/she shall be an ex officio member of all committees of the Vestry, except on finance. In the absence of the Rector, the Senior Warden shall preside at the meetings of the Vestry and in their absence the Junior Warden shall preside. If the Rectorship is vacant, all duties imposed on the Rector by these by-laws shall devolve to the Senior Warden.

Article V Section 2: Clerk of the Vestry - The Clerk shall be a Vestry member. It is the Clerk's duty to keep the minutes of every meeting, give notice of time and place of every meeting and provide a copy of these minutes within ten (10) days of said meeting to all Vestry members. At the expiration of their term of office shall deliver to their successor all books and papers belonging thereto.

Article V Section 3: Treasurer - The treasurer shall have charge of the monies belonging to the Parish and make such deposits in an account in the name of the Corporation in a depository designated by the Vestry and disbursements of such monies. Shall keep an account in a book to be kept for that purpose. Shall present a statement of receipts and disbursements at each meeting of the Vestry and an annual statement at the first meeting after the close of the fiscal year, it shall be duly audited by a Certified Accountant or other person appointed by the Vestry. The Treasurer shall furnish such bonds at the expense of the parish as the Vestry may from time to time determine. At the end of their term, he/she shall turn all books and records to their successor.

Article V Section 4: Wardens - There shall be two (2) Wardens, the Rector's (Senior) Warden chosen by the Rector from the vestry membership or the congregation for a two (2) year term. The Rector's (Senior) Warden shall not be entitled to vote on any vestry matters if chosen from the congregation. If there is no Rector or interim Rector assigned to this Parish, the Bishop shall appoint someone to this office. A People's (Junior) Warden elected by the Vestry from the membership for a two (2) year term. They shall not serve more than two (2) successive terms in the same office, after one (1) year this member shall be eligible for the reappointment or re-election to the office formerly held.

Article V Section 5: Other Duties and Authority - Each officer, employee, and agent of the parish shall have such other duties and authority as may be conferred upon such officer, employee, or agent by the Vestry or delegated by the Rector or the Warden.

Article V Section 6: Removal of Officers - Any officer, except the Rector and the Senior Warden may be removed at any time by the Vestry and such vacancy may be filled by the Vestry.

Article V Section 7: 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.

Article VI Compensated Employees of the Church

All paid employees of the church shall have a job description with the expected job requirements. There will be an annual review with each employee and the vestry appointed committee during the first quarter of every calendar year or when deemed necessary. If a temporary replacement or fill-in is needed, the vestry will consult with the treasurer to determine approved funds. In the event of a job vacancy, a vestry appointed committee will advertise, interview, and hire new employees using the job description to determine the best qualified candidate.

Article VII Committees

Article VII Section 1: Executive Committee of the Vestry - The Rector and Wardens shall constitute the Executive Committee of the Vestry. They shall exercise all powers of the Vestry between meetings of the Vestry. Its actions shall be conveyed to the Vestry.

Article VII Section 2: Other Committees - All committees shall be created and appointed by the Vestry unless otherwise provided by these by-laws or in the resolution constituting a special committee. Committee members need not be Vestrymen. Reports of committees shall be in writing and shall be included in the minutes of the Vestry unless otherwise ordered. Any members of any committee shall have the right to attend and speak at any meeting at which his/her committee's report is to be acted upon but shall not have the right to vote unless a Vestryman. There shall be a Property, Finance, Insurance and such other committees as the Vestry shall determine.

Article VIII Fiscal Year, Depositories, Signatures

Article VIII Section 1: Fiscal Year - The fiscal year of the Parish shall be January 1 through December 31 of each year.

Article VIII Section 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.

Article VIII Section 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. Contracts over \$5000.00 must have two or more estimates.

**Article IX
Vacancy in the Office of Rector**

The Parish shall act in accordance with the Constitutions and Canons of the Diocese of Central Pennsylvania.

**Article X
Election of Clergy**

The Vestry shall elect (subject to the approval of the Bishop) a Rector. Upon the nomination of the rector, it may elect (subject to approval of the Bishop) assistant clergy.

**Article XI
Amendments to Articles**

These articles may be amended at any regular or special meeting of the congregation by a two-thirds (2/3) vote of those present provided that written notice of the time, place, and purpose of the meeting has been given not less than ten (10) days before the meeting. They must conform with the canons of the Episcopal Church and the Diocese of Central Pennsylvania.

**Article XII
Amendment of Bylaws**

These Bylaws are adopted by the Vestry and subject to such restrictions as may be provide by law, or by the Constitution and Canons of the Dioceses, may be amended, repealed or revoked by the Vestry at any regular or special Vestry meeting of which at least ten (10) days written notice of time and purpose shall have been given. These bylaws will be made available to the congregation for review thirty (30) days prior to Vestry vote.

The forgoing Bylaws, being Articles 1 through 12, having been read and considered, were adopted at a duly called meeting of St Matthew Vestry, convened the _____ day of _____, 2021.

Clerk of the Vestry