

BY-LAWS  
of  
GRACE EPISCOPAL CHURCH  
OF  
ELKRIDGE LANDING

As adopted at the Annual Congregational Meeting on  
Sunday, January 25th, 2009

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. These By-Laws shall govern the corporate and temporal affairs of the parish or separate congregation herein below named, subject to the Public General Laws of the State of Maryland, to the Constitution and Canons of the Protestant Episcopal Church in the United States of America and to those of the Diocese of Maryland.

ARTICLE I

MEMBERS

Section 1. Ordinary Members: All persons desiring to serve in the ministry of Jesus Christ through Grace Episcopal Church, Elkridge, Maryland, shall be recognized as Members of this Congregation. Such Members shall include:

A. Baptized persons whose Episcopal Confirmation is recorded in the Parish Register, i.e., Confirmed or Received at Grace Church or a "Letter of Transfer" received by Grace Church from another Episcopal Parish, Congregation, Mission or Diocese.

B. Baptized persons whose Baptism is recorded in the Parish Register, i.e., baptized at Grace Church or registered by request with evidence of Baptism.

C. Baptized persons whose Episcopal Confirmation is not recorded in the Parish Register, i.e., confirmed in another Episcopal Congregation with no "Letter of Transfer" forwarded to Grace Church.

D. Baptized persons whose Baptism/Confirmation in any denomination of the Church is not recorded in the Parish Register, i.e., persons whose Christian heritage is Protestant, Roman Catholic, or Orthodox and have not been entered in the Parish Register.

Section 2. Friends: All persons touched by the ministry of Jesus Christ through this Congregation, but not considering themselves Members, shall be recognized as Friends of Grace Episcopal Church, e.g., Non-members in the families of Members, new persons not yet ready or desirous to commit themselves to this Congregation, and former Members no longer active.

Section 3. Communicant Members: Any member who receives Holy Communion in this Congregation at least three (3) times annually shall be termed a Communicant Member of Grace Episcopal Church.

Section 4. Certified Voting Members: All members who wish to vote at any Annual or Special Meetings of the congregation must be at least sixteen (16) years of age and meet the requirements of a member in good

standing in accordance with the National Canons of the Episcopal Church. Additionally, they shall be enrolled in the Register of this congregation as a Baptized or Confirmed person.

[Note: A member in good standing is defined as all communicants who are faithful in the corporate worship, unless for good cause, and have been faithful at working, praying, and giving for the spread of the Kingdom of God, including being financial contributors of record to the parish. ([http://www.episcopalarchives.org/e-archives/canons/CandC\\_FINAL\\_11.29.2006.pdf](http://www.episcopalarchives.org/e-archives/canons/CandC_FINAL_11.29.2006.pdf))]

In the event of any dispute as to the eligibility of a person to vote at any congregational meeting, the question shall be referred to the Vestry for resolution. A simple majority of the Vestry present and voting shall be decisive. If the Vestry is unable to decide any such question referred to them, a panel of three (3) arbitrators chosen by the Bishop will decide.

## ARTICLE II

### CONGREGATIONAL MEETINGS

Section 1. Congregational Meetings: There shall be an annual meeting of all Members of the Congregation at the beginning of each calendar year, generally late January. Ordinary Members shall be welcome and have a seat and a voice. (See Article 1, Section 4) Only Certified Voting Members may vote. The business to be transacted at the Annual Meeting shall include: 1) election of new Vestry members, 2) reports from the Rector and Officers, 3) election of delegates to the annual Diocesan Convention, 4) election of the representative to the Patapsco Valley Regional Council, 5) any other business within the power of Grace Episcopal Church as a religious corporation in the State of Maryland.

Section 2. Special Congregational Meetings: Special meetings of the Congregation may be called between annual meetings. Ordinary Members may have a seat and voice, but only Certified Voting members may vote. Special meetings may be called by the rector, or by not less than one-third (1/3) of the Vestry, or upon written request of not less than twenty (20) Certified Voting Members, filed with the Rector, or in his absence, the Senior Warden. The agenda of Special Meetings shall be determined by the Vestry, and shall include the items of business for which the meeting was petitioned. No business other than that published shall be transacted at Special Meetings.

Section 3. Notice and Place of Meetings: All congregational meetings, both Annual and Special, shall be held at the Church or Parish Hall, at a time determined by the Vestry. Notice of all meetings shall be given by announcements at all Sunday services at least two (2) weeks prior to the meeting date, and by publication in the bulletin, newsletter, and electronic means at least two (2) weeks prior to the meeting. Such notice shall indicate whether an Annual or Special meeting is pending, as well as the business to be transacted.

Section 4. Quorum: Twenty (20) Certified Voting Members present and voting shall constitute a quorum at any Congregational Meeting.

Section 5. Conduct of Meetings: All Congregational Meetings shall be conducted using Roberts' Rules of Order or as the Vestry may direct.

## ARTICLE III

### THE VESTRY

Section 1. Eligibility: Every Voting Member of Grace Episcopal Church who is duly certified by the Registrar and who is sixteen (16) years of age shall be eligible to serve on the Vestry.

Section 2. Number and Term of Office: The Vestry shall consist of the Rector and nine (9) lay members chosen from among the Voting Members. The Rector and Officers of the Vestry shall have the right to vote at meetings of the Vestry. Of the nine lay members, three (3) shall be elected each year and shall serve three-year (3) terms. A lay member shall take office immediately upon election. No lay member shall be eligible for renomination and reelection to the Vestry for a period of one (1) year after the term has expired. Filling an unexpired vacancy shall not disqualify a person from being eligible for reelection.

Youth Representative. In addition to the nine members of the Vestry serving three-year terms, the Parish may choose to elect one (1) youth representative with voice and vote, from among those Voting Members. This representative may not be older than eighteen (18) years of age at the time of the election. The youth representative shall serve a one-year (1) term, beginning immediately upon election. The youth representative would be eligible for renomination and re-election for not more than two successive one-year terms. If for any reason the youth representative position is or shall become vacant, the Vestry may, by a majority vote of those present at a duly constituted meeting, elect an eligible person to fill the vacancy for the unexpired term.

Section 3. Nominations: Voting Members shall be nominated to serve on the Vestry in the following manner:

At least two (2) months in advance of the annual meeting, the Rector shall appoint a Nominating Committee consisting of three (3) Certified Voting Members, one of who shall be a current member of the Vestry. The Rector and the Nominating Committee shall nominate at least the same number of voting members as there are vacancies to be filled.

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 bulletin, newsletter, and electronic means, the names of those so nominated.

Any Voting Member may nominate a candidate(s) for Vestry by submitting such nomination(s) to the Rector at least ten (10) days prior to the annual meeting. The Rector shall immediately make known to the congregation by publication in the bulletin, newsletter, and electronic means, the name(s) of those so nominated. Nominations may also be made from the floor during the annual meeting.

Section 4. Election: Vestry positions shall be filled by election at the annual meeting by those eligible Voting Members who are present. 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 in which a vacancy shall occur on the Vestry, the remaining members may, by a majority vote of those present at a duly constituted meeting, elect an eligible person to fill the vacancy for the unexpired term. At the discretion of the Vestry, any such vacancy may also be filled by nomination and election by the Certified Voting members at the Annual Meeting in the manner provided in Section 3, above.

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, to the Constitution and Canons of the Protestant Episcopal Church

in the United States of America and to those of the Diocese of Maryland. The Vestry shall have and exercise all corporate powers and privileges of the Church under such laws.

Section 7. Meetings: Regular and routine meetings of the Vestry shall generally be held monthly. Special meetings may be held at any time or place, called by the Rector or by not less than four (4) Vestry members and/or Officers. Notice of the time and place of all special meetings and the purpose for this meeting shall be given to each Vestry member and Officer in reasonable advance of the meeting. No business shall be transacted at special meetings except that specified in the notice.

Section 8. Attendance at Vestry meetings: It is expected that all Vestry members will attend Vestry meetings. Vestry members who are absent from three (3) consecutive meetings without an acceptable excuse shall have their seat declared vacant upon a voice vote of the Vestry.

Section 9. Quorum and Presiding Officers: A majority of the Vestry and Officers shall constitute a quorum for the transaction of business at any meeting of the Vestry. The Rector shall preside at all meetings of the Vestry. In the absence of the Rector, the Senior Warden shall preside. In the absence of the Senior Warden, the Junior Warden shall preside.

## ARTICLE IV

### OFFICERS

Section 1. Titles of Officers: The Officers of the Church shall be the Rector, a Senior Warden, a Junior Warden, a Registrar, a Treasurer and such other officers as the Vestry may from time to time designate. Officers must be of legal age.

Section 2. Election: The Senior Warden, Junior Warden, Registrar and Treasurer shall be elected annually by a majority vote at the first meeting of the Vestry held after the annual meeting, and shall serve until their successors are duly chosen and qualified. Officers must be Certified Voting Members of the Church and may also be members of the Vestry, concurrently. Any vacancy in any office shall be filled for the unexpired term thereof by the Vestry.

Section 3. The Rector: The Rector of the church shall be the President and Chief Executive Officer (CEO) of the Church and perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Protestant Episcopal Church in the United States of America and of the Diocese of Maryland. The Rector shall preside at all meetings of the Vestry, unless absent. The Rector shall be elected by a majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, he or she shall continue to serve until his or her death 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.

Section 4. The Church Wardens:

1. Senior Warden : The Senior Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned by the Rector or the Vestry. The Senior Warden is the senior lay officer of the Church.

2. Junior Warden : The Junior Warden shall have general responsibility for the supervision and maintenance of all Church property, real and personal (other than securities and cash), and shall perform other duties as

may be assigned to him or her by the Vestry.

Section 5. Registrar. The Registrar shall have custody of the Corporate Seal of the Church. The Registrar shall be responsible for recording the minutes of all meetings of the Vestry and of the Certified Voting Members in a suitable minute book, which shall be maintained in the Church office and shall be available for viewing during office hours. A copy of the By-Laws shall be open for inspection in the Church office during office hours and available to any member of the church. In addition, the Registrar shall perform such other duties as may be assigned by the Vestry.

Section 6. Treasurer: The Treasurer shall keep the financial records of the church and shall have general custody of all Church funds, securities and other investments. All monies received by the church shall be recorded by the Treasurer, and all expenses and other payments shall be made by the Treasurer or under the Treasurer's direction. At the Annual Congregational Meeting, the Treasurer will make a report as to the general financial condition of the Church, and such other reports as the Vestry may request.

Section 7. Other Officers: Other officers may be designated by the Vestry and shall have and perform such powers as assigned to them by the Vestry.

Section 8. Attendance of Officers at Vestry meetings: It is expected that all Officers will attend Vestry meetings. Officers who are absent from three (3) consecutive meetings without an acceptable excuse shall have their seat declared vacant upon a voice vote of the Vestry.

Section 9. Voting Rights of Officers: All Officers who are not members of the Vestry shall have the right to vote at Vestry meetings on all questions.

## ARTICLE V

### COMMITTEE AND LAY DELEGATES

Section 1. Committees: The Vestry may designate regular and special committees for such purposes as determined by the Vestry. Committee appointments shall be made by the Rector with the advice and consent of the Vestry, or by the Vestry or others to whom the Vestry may give such power of appointment.

Section 2. Election of Lay Delegates: The congregation at the Annual Meeting shall elect Lay Delegates to the Diocesan Convention and Regional Council.

## ARTICLE VI

### FISCAL MATTERS

Section 1. Fiscal Year: The fiscal year of Grace Episcopal Church shall be the calendar year.

Section 2. Signature to Commercial Paper: All checks and drafts shall be made, drawn, and endorsed in the name of Grace Church in such manner as the Vestry may authorize.

Section 3. Limitation on expenditures: Expenditures not specifically provided for in the current annual budget or otherwise authorized by the Vestry must be approved in advance by the Vestry.

Section 4. Audit: The financial books and records of Grace Church shall be audited annually by a Certified Public Accountant (CPA) chosen by the Vestry. Such audit shall be submitted to the Vestry within sixty (60) days following the close of the fiscal year of the Church and shall be filed with the records of the Church.

Section 5. Fidelity Bond: The Treasurer and such other Officers, employees or other persons handling Church funds, whether salaried or non-salaried, as the Vestry may direct, 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.

Section 6. Liability: Liability insurance will be in effect for the Rector, Officers and Vestry members.

## ARTICLE VII

### AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended, or repealed by a two-thirds (2/3) vote of those Certified Voting Members who shall attend any Congregational Meeting of the members of Grace Episcopal Church, provided, however, that any such alteration, amendment, or repeal shall be specified in the notice of the meeting, whether it be an Annual or Special meeting.

## ARTICLE VIII

### ADOPTION OF 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 members of the Church over the age of sixteen (16) for favorable action at any Annual meeting of such members, or any Special meeting called for that purpose. Copies of the 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 two-thirds (2/3) vote of the membership attending such meeting, they shall stand adopted, and shall have the effect of repealing all prior By-Laws.

I certify that the Vestry acted favorably upon these By-Laws by a vote of \_\_ to \_\_ on \_\_\_\_\_. I further certify that the Congregation acted favorably by a vote of \_\_ to \_\_ at the Annual Congregational Meeting on Sunday, January 25th, 2009.

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Dave Blackburn Taylor M. Smith  
Registrar Rector