

PROPOSED BYLAW AMENDMENTS 2024

ORIGINAL

PREAMBLE: These Bylaws are adopted pursuant to the authority granted by Article 23, Section 275 (d) of the Annotated Code of Maryland relating to religious corporations affiliated with the Episcopal Diocese of Maryland. These Bylaws 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 Episcopal Church and to those of the Episcopal Diocese of Maryland. A copy of these Bylaws together with a copy of the Compilation of the Constitution, Canons, and appropriate Religious Laws of Maryland, as provided in a loose-leaf binder by the Diocesan Office of the Diocese of Maryland, shall at all times be kept in a convenient place on the Church property, for the convenient reference of the congregation and vestry.

REVISED

PREAMBLE: These Bylaws 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"). These Bylaws shall govern the corporate and temporal affairs of St. Mark's Episcopal Church in Highland, MD 20777 ("Church"), 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 (the "Episcopal Church") and to those of the Diocese of Maryland. A copy of these Bylaws together with a copy of the Compilation of the Constitution, Canons, and appropriate Religious Laws of Maryland, as provided in a loose-leaf binder by the Diocesan Office of the Diocese of Maryland, shall always be kept in a convenient place on the Church property, for the convenient reference of the congregation and vestry.

COMMENT: Updates the reference to the Annotated Code of Maryland, uses the complete name of the National church as well as the Diocese of Maryland and St. Mark's. Changes "at all times" to "always."

ORIGINAL

ARTICLE I: Members

Section 1. Voting Members. All persons of at least 16 years of age, who are recorded at St. Mark's Episcopal Church of Highland, Maryland (St. Mark' s) as baptized and confirmed (either at St. Mark's, or by reception of the Bishop, or by transfer of letter), and who are active, contributing, communicants at St. Mark's, shall be Voting Members, with the right to vote in the election of Vestry members and upon all other matters having to do the affairs of the Church.

The Rector shall maintain a list of voting members, determined by his/her best judgment. In the event of any dispute as to the eligibility of any voter, the question shall be referred to the Vestry for resolution. The decision of the Vestry shall be binding upon all parties.

Section 2. Ordinary Members. persons not eligible as Voting Members but who regard St. Mark's as their regular place of worship shall be Ordinary Members.

REVISED

ARTICLE I: Members

Section 1. Ordinary Members.

All persons who have been baptized, whether in the Episcopal Church or in another Christian Church and who regard St. Mark's Highland, as their regular place of worship are Ordinary Members.

Section 2. Voting Members.

Voting Members are Ordinary Members who:

- (1) Are at last 16 years of age;
- (2) Have received Holy Communion at least three (3) times in the preceding year;
- (3) Are faithful in corporate worship, prayer and giving for the spread of the Kingdom of God; and
- (4) Are contributors of record in the parish via time, talent, and finances.

The Rector shall maintain a list of voting members.

COMMENT:

The Article has been re-formatted. Baptism is entry (“full initiation”) into church membership. The definition of Ordinary Members is placed first, as individuals who have been baptized and who recognize St. Mark’s as their primary place of worship.

Voting members are at least 16 years old and are faithful and regular supporters of parish life. Children and young people under 16 are “ordinary members.” This amendment also removes the requirement that Voting Members be confirmed (received, etc.), which is a standard consistent with Diocesan policy. Also it does not use any distracting language about “communicants in good standing,” a term not in the current Bylaws and unnecessary for these Bylaws. In addition, this amendment removes the language about the resolution of disputes as to the eligibility of any voter.

ORIGINAL

Section 3. Annual Meetings. There shall be an annual meeting of the Voting Members of the Church on the first Sunday in November or within seven days thereof. All Ordinary Members shall be welcome and may speak but shall have no vote. The business to be transacted at the annual meeting of the Voting Members shall include the election of Vestry members, the election of lay delegate(s) to Convention and alternate(s), the consideration and action on the reports of the Rector, Officers, Vestry members, and committees, and any other business within the power of the Church as a religious corporation of the State of Maryland.

REVISED

Section 3. Annual Meetings.

- (1) There shall be an annual meeting of the Church in November. The meeting shall be within 14 days of the first (1st) Sunday of said Month.
- (2) All Ordinary Members shall be welcome and may speak but shall have no vote.
- (3) Voting Members shall have the right to vote in the election of vestry members and upon all other matters transacted at the Annual Meeting or at any Special Meeting.
- (4) The business to be transacted at the annual meeting shall include:
 - a. the election of Vestry members,

- b. the election of any lay delegates or alternates, if necessary;
- c. consideration and action on the reports of the Rector and officers as appropriate; and
- d. any other business within the power of the Church as a religious corporation of the State of Maryland.

COMMENT: The section has been re-formatted. It specifies that the annual meeting must be held within the first 14 days of the first Sunday in November, a more flexible period than previously, and specifies the rights of Voting Members.

ORIGINAL:

Section 4. Special Meetings. At any time during the interval between annual meetings, special meetings of the Voting Members may be called by the Rector, or by the Senior Warden, or by not less than one-third of the members of the Vestry, or upon written request of not less than twenty-five (25) per cent of the Voting Members filed with the Rector, or in his/her absence, with the Senior Warden. All Ordinary Members shall be welcome and may speak but shall have no vote.

Section 5. Notice and Place of Meetings. All meetings of members, both annual and special, shall be held at a time and place convenient for the Parish. Notice of all meetings, including time and place, shall be given in the weekly bulletin for services in the Church on at least two Sundays immediately preceding the date of the meeting and other regular parish communications. Such notice shall indicate the business to be transacted, time and place, and whether the meeting is an annual meeting or a special meeting. No business other than that specified in the notice shall be transacted at meetings.

REVISED:

Section 4. Special Meetings. At any time during the interval between annual meetings, special meetings of the Voting Members may be called by the Rector, or by the Senior Warden, or by not less than one-third (1/3) of the members of the Vestry, or upon written request of not less than twenty-five (25) per cent of the Voting Members filed with the Rector, or in his/her absence, with the Senior Warden. All Ordinary Members shall be welcome and may speak but shall have no vote.

Section 5. Notice and Place of Meetings. All meetings of members, both annual and special, shall be held at a time and place convenient for the Parish. Notice of all meetings, including time and place, shall be given in the weekly bulletin and other regular parish

communications at least two Sundays immediately preceding the date of the meeting. Such notice shall indicate the business to be transacted, time and place, and whether the meeting is an annual meeting or a special meeting. No business other than that specified in the notice shall be conducted.

NEW:

Section 6. Presiding Officer. The Presiding Officer at the annual meeting and at any special meeting shall be either the Rector or Senior Warden.

COMMENT: These amendments move all provisions for “presiding officer” to the sections dealing with the meetings themselves, using a flexible standard and reflecting current practice.

ORIGINAL:

ARTICLE II. THE VESTRY

Section 1. Eligibility. No person shall be eligible for election as a lay member of the Vestry who is not a Voting Member of the Church as defined in Section 1 of Article I of these Bylaws.

Section 2. Number and Term of Office. The Vestry of the Church shall consist of the Rector and nine (9) lay members chosen from among the eligible Voting Members. The Rector shall cast a vote only in the event of a tie. Of the nine (9) lay members, three (3) shall be elected each year and shall serve three (3) year terms. A lay member shall take office as a Vestry member on January 1 following the election. No lay member shall be eligible for re-nomination and re-election to the Vestry for a period of one (1) year after his or her term has expired, provided, however, that prior service on the Vestry in filling a vacancy shall not be considered a disqualification for re-election.

REVISED:

ARTICLE II. The Vestry

Section 1. Eligibility. No person shall be eligible for election as a lay member of the Vestry who is not a Voting Member of the Church as defined in Section 2 of Article I of these Bylaws.

Section 2. Number and Term of Office. The Vestry of the Church shall consist of the Rector and nine (9) lay members chosen from among the eligible Voting Members.

Of the nine (9) lay members, three (3) shall be elected each year and shall serve three (3) year terms. A lay member shall take office as a Vestry member on January 1 following the election. Newly elected vestry are encouraged to attend any meetings prior to the beginning of their term.

No lay member shall be eligible for re-nomination and re-election to the Vestry for a period of one (1) year after his or her term has expired, provided, however, that prior service on the Vestry in filling a vacancy shall not be considered a disqualification for re-election.

COMMENT:

This amendment removes the provision that the rector should vote to break a tie. If a matter before the Vestry fails to muster a majority of lay votes, the Rector should not be placed in the position of choosing between sides in an equally-divided body. On an evenly-divided vote, the matter or motion should be treated as failed or perhaps taken up at a later date. As a practical matter, your Committee could not recall an episode at St. Mark's where the rector was called upon to break a tie vote.

This also encourages newly elected vestry to attend any meetings prior to the beginning of their term.

ORIGINAL:

Section 3. Nominations. Any Voting Member may stand for election and/or may nominate any other Voting member by submitting a written application or nomination form to the Elections Committee, not less than 30 days prior to the election.

The Vestry shall appoint an Election Committee at least 60 days prior to an election. The Elections Committee shall receive all applications and nominations, shall publish the slate to the parish at least two weeks prior to the election, and shall prepare the ballots. The Election Committee does not accept or deny nominations. Rather they ensure that all nominees are Voting Members eligible for election; are informed of duties and expectations if elected and have agreed to serve if elected.

REVISED:

Section 3. Nominations.

- (1) A Nominating Committee shall consist of three (3) outgoing Vestry members plus one (1) to two (2) other Voting Members as designated by the Rector, if necessary.
- (2) The Nominating Committee shall nominate as many Voting Members to serve as Vestry members as there shall be vacancies on the Vestry to be elected at the annual meeting.
- (3) Candidates shall be announced to the congregation by publication in the Church bulletin or by other appropriate means at least 15 days prior to the annual meeting.
- (4) Any Voting Member or group thereof may nominate a candidate or candidates for Vestry by submitting their names and acceptance of nomination to the Chairperson of the Nominating Committee at least 15 days prior to the annual meeting. Such candidates shall have their names and relevant information published in the same manner as the Nominating Committee nominees.
- (5) Nominations from the floor of the annual meeting are permitted.

COMMENT:

Re-formatted. This streamlines the time to submit nominations before the Annual Meeting and replaces the “Election Committee” with a Nominating Committee; it generally reflects our existing practice.

This revision makes clear that nominations from the floor are permitted. This has been our custom; the parish expects the presiding officer to call for floor nominations. The procedure also covers the instance

where the Nominating Committee does not present enough candidates to fill all vestry positions, as happened in 2021.

ORIGINAL:

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. The vote shall be taken by ballot. Each voter shall vote for no more than three candidates. The three candidates having the largest number of votes shall be elected. In the event of a tie for third place, a second ballot shall be taken considering only those names which tied for third place. On the second ballot, each voter shall vote for only enough candidates to fill a slate of three. In the event of a tie on the second ballot, the Chairman of the meeting shall break the tie.

Each vestry member shall continue to serve as vestry member until his or her successor has been elected.

REVISED:

Section 4. Election

- (1) Vestry members shall be elected at the annual meeting.
- (2) Voting by proxy is not allowed.
- (3) If the number of nominees exceeds the number of open Vestry positions, the vote shall be by ballot.
- (4) If by ballot, each voter shall vote for no more than 3 candidates. The 3 candidates having the largest number of votes shall be elected. In the event of any tie, a second ballot shall be taken considering only those candidates which are tied.
- (5) If the number of nominees is equal to the number of open Vestry positions, the vote shall be by acclamation.
- (6) Each Vestry member shall continue to serve as Vestry member until his or her successor's term begins.

COMMENT: This provision reflects actual practice and has been re-formatted. This amendment eliminates the requirement that every election be done by ballot. Note that there is no requirement that a voter vote for three candidates: If there is a contested election the voter may choose to vote for only

one or two candidates. It also clarifies that Vestry members will continue to serve until his/her successor's term begins.

ORIGINAL:

Section 5. Vacancies. If a vacancy shall occur in the Vestry for any cause, the remaining Vestry members may, by a majority vote of the Vestry at a duly constituted meeting elect an eligible person to fill such vacancy. Such person shall serve until the next congregational meeting, at which time an eligible person shall be elected to fill the unexpired term. This election shall be separate from the regular election of the Vestry members.

Section 6. Duties and Powers. The Vestry shall act as trustees for the Church in accordance with the public general laws for the State of Maryland regulating religious corporations affiliated with the Episcopal Diocese of Maryland and shall have and exercise all corporate powers and privileges of the Church under such laws.

REVISED:

Section 5. Vacancies. If a vacancy shall occur in the Vestry for any cause, the remaining Vestry members may, by a majority vote of the Vestry at a duly constituted meeting elect an eligible person to fill such vacancy. Such a person shall serve until the next annual meeting, at which time an eligible person shall be elected to fill the unexpired term. This election shall be separate from the regular election of the Vestry members.

Section 6. Duties and Powers. The Vestry shall act as trustees for the Church in accordance with the public general laws for the State of Maryland regulating religious corporations affiliated with the Episcopal Diocese of Maryland and shall have and exercise all corporate powers and privileges of the Church under such laws.

COMMENT: Changes “congregational meeting” to “annual meeting,” for clarity.

ORIGINAL:

Section 7. Meetings and Presiding Officer. Unless otherwise provided for good cause, the Vestry shall hold regular meetings once each month at a time and place established by majority vote of the full Vestry. In the event neither the Rector nor Senior Warden is present, any member may call the meeting to order at the appointed hour and the Vestry shall choose from their number a person to preside at the meeting. The person so chosen shall not by this act lose the right to vote.

Special meetings may be held at any time or place on call by the Rector or by not less than one-third of the number of lay Vestry members. Notice of the time and place of all special meetings and their purpose shall be given to each Vestry member not less than twenty-four hours preceding the meeting. No business shall be transacted at special meetings except that specified in the notice.

Except as otherwise provided in these Bylaws, any action required or permitted to be taken at any meeting of the Vestry or any committee thereof may be taken without a meeting if, prior to such action, written consent thereto is signed by all members of the Vestry or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Vestry.

REVISED

Section 7. Meetings and Presiding Officer.

- (1) The Vestry shall hold regular meetings once a month.
- (2) Time and location shall be established by majority vote of the full vestry.
- (3) Members of the congregation are invited to attend and participate in discussions.
 - a. Such visitors shall have no voting privileges.
 - b. Unruly visitors will be asked to leave any meeting by the Rector or Presiding Officer.
- (4) Members may be present in person or present online.
- (5) For items arising before a regularly scheduled meeting, the Vestry can vote by electronic/email ballot provided:
 - a. Notice of subject and need for prompt action is distributed to each member and all officers including fiscal impact.
 - b. A majority of Yes votes of eligible vestry members will pass the measure.
 - c. Such a passage is the same as if it occurred at the regularly scheduled meeting.
 - d. Any action taken outside a regularly scheduled meeting shall be duly recorded in the minutes for the next monthly meeting.
- (6) Vestry minutes from a prior meeting can be approved by a majority vote of all eligible Vestry members by electronic/e-mail sent in response to the Registrar's distribution of said minutes and attachments.
- (7) Special meetings may be held at any time or place on call by the Rector or Senior Warden or by no less than 1/3 (one-third) of the number of Vestry members.
 - a. Notice must be given at least 24 hours in advance.

- b. No business other than that specified as the reason for the meeting shall be transacted.
- (8) The Presiding Officer at any Vestry meeting shall be either the Rector or Senior Warden.
 - a. In their absence, any member can call the meeting to order.
 - b. Vestry members present shall choose a member to preside. Such Presiding Vestry member retains the right to vote.

COMMENT:

Re-formatted. This amendment allows attendance in person or online and also provides for handling matters between meetings by way of email balloting, under specific rules, including approval of minutes.

Requires that any action taken between meetings by electronic communication shall be duly recorded in the minutes of the next regular meeting.

Also provides that either the senior warden or the rector may preside.

Invites members of the congregation to attend and participate in discussions but with no voting privileges. Provides unruly visitors will be asked to leave.

ORIGINAL:

Section 8. Conduct of Business. The Vestry may conduct business only when a quorum is present. A quorum shall consist of no less than five (5) lay members of the Vestry. A quorum may approve minutes, accept the reports of the Rector, officers and committees, future agenda and make recommendations to the Rector, all by majority vote of the lay members of the Vestry present. However, decisions or actions affecting the approval or alterations of the budget, changes in congregational policy, unprogrammed expenditures, Vestry resolutions, statements of official Vestry position on any matter at issue in the Diocese, or selection of Standing Committee chairmen shall be enacted only by a majority vote of the entire lay membership of the Vestry, i.e., five (5) votes. All members of the Church in good standing shall have the privilege of attending as observers and may, upon invitation of the presiding officer, participate in any discussion. At the request of the Rector or, in his absence, the Senior Warden, the Vestry may meet in executive session, for the purpose of considering reports or holding discussion upon matters which the Rector or, in his absence, the Senior Warden believes should be conducted in confidence in the interests of a member or members of the congregation; provided, however, that the Vestry shall not vote or otherwise take action on any matter while in executive session.

REVISED:**Section 8. Conduct of Business**

- (1) **Regular meetings:** The Vestry may conduct business only when a quorum of Vestry members (five (5) lay members) are attending in person or attending online.
- i. All individuals present at the meeting may address the Vestry prior to any Vestry vote.
 - ii. Lay Vestry members may vote on any issue provided they are attending in person or attending online.
 - iii. No proxy voting is allowed.
 - iv. Officers may not vote on any issue unless they are also Vestry members.
 - v. A quorum of Vestry members may approve minutes, accept the reports of the Rector, officers and committees, discuss future agenda and make recommendations to the Rector, all by majority vote of the lay members of the Vestry present.
 - vi. However, decisions or actions affecting the approval or alterations of the budget, changes in congregational policy, unprogrammed expenditures, Vestry resolutions, statements of official Vestry position on any matter at issue in the Diocese, or selection of Standing Committee chairperson shall be enacted only by a majority vote of the entire lay membership of the Vestry, i.e., five (5) votes.
- (1) **Executive Session of the Vestry.** An executive session of the Vestry may be called at the request of Rector or Senior Warden or 3 lay members of the Vestry.
- a. The matter to be considered must be one that needs to be discussed in confidence in the opinion of the meeting caller.
 - b. No vote or any action can be taken while in the Executive Session.
 - c. Time and place shall conform to bylaws.

COMMENT:

Formatting is changed. This amendment clarifies provisions for voting. Only lay members of the vestry may vote, and may vote whether attending in person or online; proxy voting is not permitted. Officers may vote if they are also vestry members; see note on “Officer Voting,” below. Provides that any individuals present at the meeting – not just members – may address the Vestry prior to any Vestry vote.

ORIGINAL: None

NEW:

Section 9. Other Requirements

Each Vestry member and Officer shall take any classes required by the Episcopal Diocese of Maryland.

COMMENT: Added to ensure that all Diocesan guidelines and requirements are met.

ORIGINAL: ARTICLE III. 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.

Section 2. Election. The Senior Warden, Junior Warden, Registrar, and Treasurer shall be elected by a majority vote at the first meeting of the Vestry held after the annual meeting. The Senior Warden and the Junior Warden shall serve terms of two years. The Wardens shall be elected on alternate years, so that their terms overlap and are not concurrent. No one shall serve as Senior or Junior Warden for more than two successive terms. The Registrar and Treasurer shall serve for terms of one year. Officers must be Voting Members of the Church and may, but need not be, members 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 and meetings of the Voting Members when in attendance. The Rector shall be elected by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, shall continue to serve until death or resignation or until the pastoral relationship is severed by the mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese.

Section 4. The Church Wardens. 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 Vestry. The Senior Warden shall be the senior lay officer of the Church and shall make provision for Divine Services to be held in St. Mark's Church every Sunday in the year, Christmas, Ash Wednesday, Good Friday, and any other appropriate days. The Senior Warden shall have the authority to require a special meeting of the Vestry to be called. In the absence of

the Rector, the Senior Warden shall preside at all meetings of the Vestry and meetings of the Voting Members in which he/she is in attendance.

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 such duties as may be assigned 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 minute book. The Registrar shall be charged with the responsibility of keeping up-to-date copies of the Bylaws which shall be open to inspection on the Church property at reasonable business hours by any Ordinary Member or Voting Member of the Church. The Registrar shall further determine and report to the Vestry whether or not all Vestry members and Wardens have complied with Canon XI (Oath of Office of Vestry members) of the Diocese of Maryland. In addition, the Registrar shall perform such other duties as may be assigned by the Vestry.

Section 6. The 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 moneys received by the Church shall be delivered to the Treasurer, and all expenses and other payments shall be made by him/her or under his/her direction. The Treasurer shall make a report as to the general financial condition of the Church at the annual meeting of the Voting Members. The Treasurer shall keep an accurate report of all the money received and disbursed and shall submit a written report to the Vestry monthly. The Treasurer shall disburse no money except as provided by the Bylaws, or upon authorization of the Vestry; and no authorization of the Vestry shall be considered to be effective beyond one month after the next regular congregational meeting. The Treasurer shall make such financial reports to the Diocese of Maryland as are required by the Canons thereof. The Treasurer shall pay the Rector's salary monthly, and the authorized apportionment to the Diocese of Maryland monthly. If, at the time the payment is due, it shall be the judgment of the Treasurer that the funds available are insufficient, the Treasurer shall have the authority to require a special meeting of the Vestry to be called and the Vestry shall instruct the Treasurer what action to take.

Section 7. The Assistant Treasurer. The Vestry may at any time or from time to time elect one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as the Treasurer may assign to 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. Attendance of Officers at Vestry Meetings. All officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry.

REVISED:

ARTICLE III. 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.

Section 2. Election. Any Voting Member is eligible to be elected as an officer.

The Senior Warden, Junior Warden, Registrar, and Treasurer shall be elected by a majority vote at the first meeting of the Vestry held after January 1st. The Senior Warden and the Junior Warden shall serve terms of two years. The Wardens shall be elected on alternate years, so that their terms overlap and are not concurrent. No one shall serve as Senior or Junior Warden for more than two successive terms. The Registrar and Treasurer shall serve for terms of one year. Officers must be Voting Members of the Church and may, but need not be, members of the Vestry.

COMMENT: Changes the election of officers to the January meeting instead of the first Vestry meeting after the Annual Meeting – again, reflecting current practice.

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 be elected by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, shall continue to serve until death or resignation or until the pastoral relationship is severed by the mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese.

COMMENT

We have removed language in the position descriptions defining who presides at annual or vestry meetings and located those provisions in the specific section dealing with those meetings.

Section 4. The Church Wardens. 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 Vestry. The Senior Warden shall be the senior lay officer of the Church and shall make provision for Divine Services to be held in St. Mark's Church every Sunday in the year, Christmas, Ash Wednesday, Good Friday, and any other appropriate days.

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 such duties as may be assigned by the Vestry.

COMMENT: Deletes the authority of Senior Warden to call a special meeting of the Vestry and to preside over meetings of the Vestry and the Voting Members, which are separately provided for in Articles I and II.

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 minute book. The Registrar shall be charged with the responsibility of keeping up-to-date copies of the Bylaws which shall be open to inspection on the Church property at reasonable business hours by any Ordinary Member or Voting Member of the Church. The Registrar shall further determine and report to the Vestry whether or not all Vestry members and Wardens have complied with Canon XI (Oath of Office of Vestry members) of the Episcopal Diocese of Maryland. In addition, the Registrar shall perform such other duties as may be assigned by the Vestry.

Section 6. The Treasurer. The Treasurer shall keep the financial records of the Church and shall have general custody of all Church funds, securities, and other investments. The Treasurer will update and maintain the financial records in accordance with generally accepted accounting principles as appropriate. This includes Cemetery funds, Dream Builders funds and other designated funds. All money received by the Church shall be accounted for by the Treasurer, and all expenses and other payments shall be made by him/her or under his/her direction. Any financial Investment will be made in accordance with the approved Vestry policy. The Treasurer shall make a report as to the general financial condition of the Church at the annual meeting of the Voting Members. The Treasurer shall keep an accurate report of all the money received and disbursed and shall submit a written report to the Vestry monthly. The Treasurer shall disburse no money except as provided by the Bylaws, or upon authorization of the Vestry; and no authorization of the Vestry shall be considered to be effective beyond one month after the next regular congregational meeting. The Treasurer shall make such financial reports to the Diocese of Maryland as are required by the Canons thereof.

COMMENT: The amendment names designated funds maintained by the Treasurer.

The Treasurer shall pay the Rector's salary monthly, and the authorized apportionment to the Diocese of Maryland monthly. If, at the time the payment is due, it shall be the judgment of the Treasurer that the funds available are insufficient, the Treasurer shall have the authority to require a special meeting of the Vestry to be called and the Vestry shall instruct the Treasurer what action to take.

Section 7. The Assistant Treasurer(s). Subject to vestry approval, the Treasurer may select one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as the Treasurer may assign to them.

COMMENT: Updated to reflect actual policy; Treasurer selects Assistant Treasurer, subject to vestry approval.

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. Attendance of Officers at Vestry Meetings. All officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry.

NEW:

Section 10. Vacancies. If a vacancy occurs in any Vestry-elected Officers, the Vestry may, by a majority vote of the Vestry at a duly constituted meeting, elect an eligible person to fill the vacancy. Such a person shall serve until the first meeting of the Vestry held after January 1st.

COMMENT

Adds new section on Vacancies in officer positions.

ORIGINAL:

ARTICLE IV. Committees and Delegates

Section 1. Designation by Vestry. The Vestry may designate regular or special committees for such purposes as may be indicated in the resolution or resolutions provided therefor. 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 the power of appointment. Committee functions, chairmanships, and membership shall be reviewed by the Vestry at its annual organizational meeting.

Section 2. Election of Lay Delegates. At the Annual Meeting of St. Mark's, the voting members shall elect a lay delegate and an alternate lay delegate to the Diocesan Convention and a representative to the Patapsco Valley Regional Council. Those persons shall assume office on January 1.

REVISED:

ARTICLE IV. COMMITTEES AND DELEGATES

Section 1. Designation by Vestry

The Vestry may designate regular or special committees for such purposes as may be indicated in the resolution or resolutions provided therefor. 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 the power of appointment. Committee functions, chairmanships, and memberships shall be reviewed by the Vestry annually.

Each Committee member shall have taken any classes as required by the Episcopal Diocese of Maryland.

Section 2. Election of Lay Delegates to Convention or Diocesan Regional Council.

At the Annual Meeting of St. Mark's, the voting members shall elect lay delegates (a delegate and an alternate) to the Diocesan Convention who shall serve two-year terms. Those persons shall assume office on January 1. An eligible person shall be a Voting Member of St. Mark's Episcopal Church.

If a vacancy shall occur in the Lay delegate, the alternate shall become the Delegate. The Vestry may, by a majority vote of the Vestry at a duly constituted meeting elect an eligible person to fill the vacancy as Alternate. Such a person shall serve until the next annual meeting, at which time an eligible person shall be elected to fill the unexpired term. A vacancy in the Alternate shall be filled by the Vestry election of an eligible person.

A representative to any Diocesan established Regional Council shall also be elected, if required at the Annual Meeting. If a vacancy occurs, the Vestry shall by majority vote elect an eligible person to fill the vacancy.

COMMENT: Updated to reflect actual practice of electing Delegate and Alternate as well as handling vacancy. We understand that Patapsco Regional Council is inactive or has been dissolved.

ORIGINAL:

ARTICLE V. FISCAL MATTERS

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

Section 2. Signature on 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 not specifically provided for in the annual current budget of the Church must be approved in advance by the Vestry.

Section 4. Audit. In accordance with National Church Canons and State Law, the financial books and records of the Church shall be audited annually by a certified public accountant chosen by the Vestry. Such audit shall be submitted to the Vestry within one hundred twenty (120) 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. In accordance with National Church Canons and State Law, the 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.

REVISED:

ARTICLE V. FISCAL MATTERS

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

Section 2. Signature to Commercial Paper and Contracts. All checks, drafts, and contracts 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.

The vestry should approve an annual Operating Budget prior to the end of the Fiscal Year. The budget should serve as guidelines for each designated Committee or Designee to expend funds on behalf of the Church.

Any expenditure that is extraordinary or non-recurring in nature should be forwarded by the Church Committee or Designee to the Treasurer and Vestry for funding review and approval.

Section 4: Audit.

(1) In accordance with National Church Canons and State Laws, the financial books and records of the Church shall be reviewed/audited annually. This review/audit shall be done by a designated committee of the Vestry. Individuals outside of St. Mark's may be included on said review/audit committee.

(2) A review/audit by a non-Church related Certified Public Accounting firm shall be done as appropriate to prepare Official Public Financial reports.

(3) All reviews/audits shall be submitted to the Vestry and the Episcopal Diocese of Maryland within 60 days of completion and filed with the records of the Church.

(4) All reviews/audits shall be available for review at the Church Office in hard and electronic format.

Section 5. Fidelity Bond. In accordance with National Church Canons and State Law, the 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, may 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.

COMMENT: Section 2 adds “contracts.” Section 4 has been revised to reflect realistic timing of audit/review. Allows usage of a committee to perform audit/review, but retaining the capability for this to

be handled by an outside CPA firm. Section 3 has been revised to remove restrictive provisions and now provides that Vestry must approve only extraordinary or non-recurring off-budget expenditures -- again reflecting current practice.

ORIGINAL:

ARTICLE VI. Amendment to Bylaws

These Bylaws 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 1, Section 4 hereof, shall be specified in the notice of the meeting, whether it be an annual or a special meeting.

COMMENT: Unchanged

Note on “Officer Voting”: The Diocese of Maryland provides a sample set of bylaws for consideration by its parishes, and that sample set – with comments – may be found on the diocesan website at: <https://s3.amazonaws.com/mywt5-files/wp-content/uploads/sites/38/2019/04/11104439/Sample-Parish-By-Laws.pdf>

It appears that St. Mark's used this Sample (or a predecessor set) back in the 1970s to draw up its initial bylaws. The Sample Maryland Bylaws provide that officers may vote on vestry matters, with certain exceptions. The Bylaws Committee has proposed that the Bylaws provide that the officers not vote.

First, our guideline is to codify current practice at St Mark’s, and it is clear that current practice is that parish officers – unless they separately were vestry members – do not vote. Presumably the parish decided against officer voting when the bylaws were initially adopted almost 50 years ago.

Second, the option for “officer voting” seems most appropriate for smaller parishes with smaller vestries, where the parish might want a broader decision-making body – not a concern at St. Mark’s. (According to the diocesan website, there may be vestries with as few as four members.)

Also, the three-fold exception in the sample (for items of “signal importance”) is itself unwieldy and subject to all manner of interpretation.

The thought also was expressed that the vestry members were elected by the Parish and looked to Parish as their constituency, which was separate from the role for the parish officers, who were elected by the vestry for more specific and defined roles.

Faithfully submitted,

Kathleen Huffman
Dick Mitchell
Kay Morice

Your Bylaws Committee