

[Proposed amendments to St. James' By-Laws](#)

BY-LAWS

of

ST. JAMES' CHURCH

which was incorporated

under the New York State Religious Corporations Law

on April 3, 1812

[US-LEGAL-11986919/8_PENDING-002575](#)

**St. James' Church
Hyde Park, New York**

BY-LAWS

ARTICLE I

Vestry, Composition and Quorum

~~The vestry shall be composed of the rector, two churchwardens and twelve vestry persons. At the 9/98 quarterly Parish Meeting, the parish ratified the vestry's recommendation to reduce the number of vestry persons from 12 to 9 over the next three years. Therefore the number of vestry persons will be as follows: 11 in 1999, 10 in 2000 and 9 in 2001 and thereafter.~~

~~(a) **Composition.** The vestry, as the board of trustees of the corporation, shall be composed of the rector, two churchwardens and nine vestry persons. Each of the rector, the churchwardens and vestry persons is referred to herein as a member of the vestry (or a "vestry member").~~

~~(b) **Quorum.** To constitute a quorum at any meeting of the vestry, there must be present either:~~

- ~~1. The rector and at least a majority of the whole number of churchwardens and vestry persons;~~

~~Or~~

~~2. One churchwarden and one more than a majority of the vestry persons;~~

~~2. If the rector be incapable of acting to call the meeting, or if having refused or neglected to call the meeting, the meeting shall have been called by the clerk of the vestry as by Article II(a) provided, or if there be no rector, then one churchwarden and one more than a majority of the vestry persons or both~~

Commented [MM1]: NYS Religious Corporations Law (RCL) §42

churchwardens and a majority of the vestry persons;

Or

3. If the rector be absent from the diocese and shall have been so absent for over four calendar months, or if the meeting be called by the rector and the rector be absent therefrom or be incapable of acting thereat, one churchwarden and a majority of the vestry persons or both churchwardens and one less than a majority of the vestry persons.

(c) **Presiding Officer and Votes.** The rector shall be the presiding officer at each meeting of the vestry, but if the rector be absent, the churchwarden elected by a majority of the vestry present shall be the presiding officer.

At each meeting of the vestry, each member thereof shall be entitled to one vote.

All questions before the vestry shall be decided by a majority vote of those present ~~with the exception that a unanimous vote will be required relative to non-agenda items and expenditures of non-budgeted funds~~ and constituting a quorum.

(d) **Rector.** Any reference in these by-laws to the term “rector” shall be deemed at any time to refer to the rector if the corporation shall have one and, otherwise, to the priest-in-charge.

ARTICLE II

Vestry Meetings and Responsibilities

~~MEETINGS: A regular meeting of the vestry shall be held once a month on a date and a time set by the sitting vestry and announced to the parish.~~

(a) **Meetings and Notices.** Regular meetings of the vestry shall be held no fewer than ten times per calendar year on dates and times set by the sitting vestry and notified to all members of the parish. Regular meetings shall be held for the transaction of the usual matters of parish business, and

Commented [MM2]: RCL §42

special meetings may be held whenever required for the transaction of special matters of parish business. No meeting of the vestry, whether regular or special, shall be held unless either all of the members of the vestry are present, or three days' written notice of the meeting shall have been given to each member of the vestry (i) by the rector, or, if there be no rector or the rector be incapable of acting, by one of the churchwardens; except that twenty-four hours' notice of the first meeting of the vestry after an annual election of the corporation shall be sufficient if the meeting is held within three days after the election, or (ii) if the rector has refused or neglected to call a meeting, by the clerk of the vestry on written request of either (x) both churchwardens or (y) at least two-thirds of all the churchwardens and vestry persons, by giving at least fifteen days' written notice to be given to each member of the vestry.

Any notice or other communication required by these by-laws to be given to any member of the vestry shall be given in writing by delivery thereof (i) in person, (ii) by recognized overnight courier service, (iii) by facsimile transmission, (iv) by certified or registered mail, or (v) by e-mail or other recognized electronic messaging system, in the case of clauses (ii) through (v), to the intended recipient's address or number for such purposes most recently transmitted to each other member of the vestry.

(b) **Custody, Control and Administration of Temporalities.** The vestry shall have the custody and control of all the temporalities and property, real and personal, belonging to the corporation and of the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of the corporation, the Protestant Episcopal Church in the United States of America and the Diocese of New York, and in accordance with the provisions of law relating thereto, for the support and maintenance of the corporation or of some religious, charitable, benevolent or educational object or objects conducted by the corporation or in connection with it, or by the said Protestant Episcopal Church generally or in connection with it, and the vestry shall not use such property or revenues for any other purpose or divert the same from such uses.

Commented [MM3]: RCL §5, RCL §42, Canons of the General Convention of the Episcopal Church (Canon) §I.14.2

(c) **Attendance:** All members of the vestry are expected to attend all vestry meetings unless for good cause prevented. Any member of the vestry (other than a churchwarden or the rector) that has at least three (3) unexcused absences from vestry meetings, ~~or five (5) total~~ within the calendar year will be asked by the vestry to tender ~~his/hersuch member's~~ resignation. Any reference in these by-laws to a "calendar year" shall be deemed to refer to a period of time commencing on and including the date of any Annual Meeting of the parish and ending on but excluding the date of the next succeeding Annual Meeting of the parish.

(d) **Vacancies:** ~~The vestry shall have power to fill a vacancy occurring in the office of churchwarden or vestry person by death, resignation, or otherwise than by expiration of term, until the election at the next Annual Meeting of the parish, at which meeting, if such a vacancy would continue thereafter, it shall be filled for the remainder of the unexpired term. If vacancies exist in the office of churchwardens or vestry persons in such number that a quorum of the vestry is not in office at any time, the rector shall forthwith call a special election. Such special election shall be held, in accordance with the provisions of Article 3, Section 42 of the State Religious Corporation Law XII(d).~~

Commented [MM4]: RCL §42

(e) **Corporate Instruments:** Subject to paragraphs (f) through (i) below, all deeds, contracts and other instruments of the corporation shall be executed ~~under and by direction of~~ as duly authorized by the vestry and shall be signed by such officer or officers of the corporation as may be specified by the vestry and, in a proper case, sealed with the corporate seal attested by the clerk of the vestry.

(f) **Financial Obligations:** Subject to paragraph (g) below, no obligations or bills shall be contracted for the corporation nor commitments of any kind made or entered into on its behalf, nor disbursements made involving a liability or expenditure exceeding ~~\$500.00~~ 1,500.00 dollars, ~~by anyone purporting to represent the corporation in an official capacity or otherwise except as specifically directed or approved by the vestry in advance, or as specifically provided for as regularly accruing and recurring items of expense in a budget duly adopted by the vestry and currently in effect.~~

Commented [MM5]: Increase proposed by Jim Smyth at 1/29/2023 Annual meeting

~~Notwithstanding the foregoing in(g)~~ **Emergency Action.** In the case of emergency and if it be impossible or inexpedient to call a meeting of the vestry, a commitment of any kind may be made or entered into, ~~or an indebtedness may be incurred, or a payment may be made even though not so authorized on the corporation's behalf, and any disbursement or expenditure may be made, involving a liability or expenditure~~ for an amount not to exceed ~~\$2,000.00~~10,000.00 dollars, ~~even though not authorized by the vestry,~~ upon the approval of the treasurer, or if the treasurer be incapacitated or absent, of the assistant treasurer if there be one, and the concurrence of the two ~~wardenschurchwardens~~, or if one of the ~~wardenschurchwardens~~ be incapacitated or absent then the other ~~wardenschurchwarden~~ and one of the other members of the vestry, or if both ~~wardenschurchwardens~~ be incapacitated or absent, then of any two other members of the vestry. A report of any transaction consummated pursuant to the provisions of the section shall be made at the next succeeding vestry meeting.

~~(h) **Restrictions on Major Acts**~~. ~~Notwithstanding any other provision in these by-laws,~~ the vestry shall not take any measure to effect the sale, mortgage, lease for a term exceeding five years, or other disposition of all or any portion of the real property of the corporation, ~~or the sale of which~~ except as authorized by a meeting of the vestry after appropriate consultation with the members of the parish. Without limiting the foregoing, any sale, mortgage, lease or other disposition of all or any portion of the real property of the corporation that would impair the rights of the rector, ~~unless shall require the presence of the rector, if the parish then have one, be present at the meeting of the vestry held to authorize the same.~~ Further, the vestry shall not make application to any court for leave to sell, mortgage or lease for a term exceeding five years any of the corporation's real property (as in such cases by law required) without the consent of the Bishop of the Diocese of New York and the Standing Committee thereof, provided, however, that if the see be vacant, or if the Bishop be absent or unable to act, the consent of the Standing Committee with their certificate of the vacancy of the see or of the absence or disability of the Bishop shall suffice.

Commented [MM6]: RCL §12(2), Canon §1.7.3

(i) **Investments**. Subject to the limitations and conditions contained in any gift, devise or bequest, the vestry may invest the funds of the corporation in such securities, investments, or other property, real or personal, located within or without the state of New York, as to it shall seem advisable, without being restricted to those classes of securities that are lawful for the investment of trust funds under the laws of the state of New York.

Commented [MM7]: RCL §5-a, NYS Not-for-Profit Corporations Law (NPC) Article 5-A

(j) **Action by Conference Telephone or Electronic Video Screen Communication**. Any one or more members of the vestry or of any committee thereof may participate in a meeting of the vestry or such committee by means of a conference telephone or similar equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at such a meeting as long as all persons participating in the meeting can hear each other at the same time and each vestry member can participate in all matters before the vestry or such committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the vestry or such committee.

Commented [MM8]: NPC §708(e)

(k) **Action by Written Consent**. Any action required or permitted to be taken by the vestry or any committee thereof may be taken without a meeting if all members of the vestry or of the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the vestry or committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the vestry or committee member. The resolution and the written consents thereto by the members of the vestry or committee shall be filed with the minutes of the proceedings of the vestry or committee.

Commented [MM9]: NPC §708(b)

ARTICLE III

Order of Business at Vestry Meetings

The order of ~~business of the monthly meeting~~proceeding at all meetings of the vestry shall be as follows:

~~Call to order~~
~~Opening worship/reflection~~
~~Approval of minutes~~
~~Acceptance of reports~~
~~Concerns or new business~~
~~Business for action~~
~~Adjournment and closing Prayer~~

- a) Call to order
- b) Prayer
- c) Selection of the presiding officer if the rector be absent
- d) Approval of the minutes
- e) Report of the treasurer
- f) Reports of the clerk of the vestry, churchwardens, other officers, committees, and rector, if any
- g) Unfinished business
- h) New business
- i) Prayer
- j) Adjournment

Robert's Rules of Order shall be the employed conduct of the vestry meeting.

ARTICLE IV

Election of Treasurer, ~~Assistant Treasurer(s)~~ and Clerk of the Vestry

A treasurer, ~~assistant treasurers~~ and the clerk of the vestry shall be elected by the vestry as officers of the corporation at the ~~next~~ regularly scheduled vestry meeting ~~following~~immediately succeeding the Annual Meeting. An assistant treasurer or one or more other officers of the corporation may also be elected by the vestry, who shall exercise such powers and perform such duties as shall be determined from time to time by the vestry.

The election of said officers shall be either by *viva* ~~vocavoice~~ or by ballot, as the presiding officer shall decide.

The treasurer, any assistant treasurer, and clerk of the vestry do not have to be members of the vestry.

ARTICLE V

Duties of the Treasurer

~~The treasurer shall:~~

(a) **General.** The treasurer shall receive and keep all funds paid to him or her for the purposes of the corporation. The treasurer shall deposit these funds in the name of the corporation in the bank or banks, trust company or trust companies, or other depository or depositories, which the vestry shall from time to time designate. Except as otherwise provided in the by-laws or by resolution of the vestry, the treasurer, shall sign checks and drafts in connection with both the receipt and payment of money, and on the order of the vestry shall sign or countersign, as the treasurer may be directed, promissory notes, legal instruments, or other papers. The treasurer shall be responsible for ensuring that (a) all funds and all securities owned or held in trust by the corporation shall be held in one or more accounts, each maintained with an Approved Financial Institution, and (b) all funds owned or held by the corporation with any bank or trust company shall not be held in any account in excess of the applicable deposit insurance limit. As used herein, "Approved Financial Institution"

Commented [MM10]: Sample By-Laws, NPC §713(e), RCL §5

shall mean (a) in the case of funds, a bank chartered or organized under the laws of the United States or the State of New York whose deposits are subject to insurance (up to applicable deposit insurance limits) by the Federal Deposit Insurance Corporation and (b) in the case of securities, a broker dealer registered as such under the Securities Exchange Act of 1934 that (i) is a member of the New York Stock Exchange and the Securities Investor Protection Corporation and (ii) is of nationally recognized standing.

Further, the treasurer shall make and keep records of all trusts and permanent funds showing at least the following:

- (i) Source and date.
- (ii) Terms governing the use of principal and income.
- (iii) To whom and how often reports of condition are to be made.

~~Keep full and accurate accounts of all~~(iv) How the funds and moneys are invested.

~~Keep records of all disbursements in a computer at the Parish House that shall be the property of the vestry.~~

~~Collect or receive all moneys payable to the church corporation and receipt in its name for all subscriptions, gifts, legacies and other payments to the corporation.~~

~~Be adequately bonded, as provided in Title I, Canon 7. All funds and moneys shall be subject to the order and direction of the vestry and shall be kept by the treasurer in a manner to be identified and preserved as the property of St. James' Church at Hyde Park, New York.~~

~~At all times comply with the provisions of Title I, Canon 7 with respect to the care of funds and the keeping of the treasurer and such other person or persons as shall be designated by the vestry.~~

~~Make written reports for the meetings of the vestry as requested by the~~

vestry.

(b) **Property and Liability Insurance.** The treasurer shall keep the corporation's buildings and contents insured against fire and other customary hazards and shall take out public liability insurance on the corporation's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed; by the vestry.

Commented [MM11]: Canon §I.7.1(h)

(c) **Indemnification.** The corporation shall (and does hereby) indemnify each of the members of the vestry and the corporation's officers to the fullest extent permitted by and in accordance with the standards and procedures provided for in Sections 721 through 726 of the New York State Not For Profit Corporation Law. The treasurer shall ensure the corporation's compliance with this Article V(c).

Commented [MM12]: NPC §721-726

(d) **Reports.** At each regular meeting of the vestry, and at such other times as it may request, the treasurer shall present a written statement of all funds received and expended and of such other data as may be deemed pertinent or essential to a showing of the then current financial condition of the corporation. At the end of each calendar year, the treasurer shall prepare an annual report for said year and present the same at the next ensuing annual corporation election. At the termination of his or her service as such, the treasurer shall deliver into the hands of his or her successor, or of the churchwardens, all moneys, books, papers or other property of the corporation then in his or her hands or possessions.

Commented [MM13]: Sample By-Laws, NPC §519

(e) **Assistant Treasurer.** If an assistant treasurer shall have been elected as permitted by these by laws, he or she shall perform such duties, including those of treasurer, as may be assigned from time to time by the vestry, or by the treasurer with the vestry's approval. During the treasurer's absence or disability, the treasurer's full powers and duties shall devolve upon the assistant treasurer.

Commented [MM14]: Sample By-Laws, NPC §713(a)

(f) **Surety Bond.** The treasurer shall be adequately bonded for the faithful performance of his or her duties as such in an amount to be

Commented [MM15]: Canon §I.7.1(d), Sample By-Laws

determined by the vestry. Likewise, when specifically required by the vestry, and , in any event where the funds to be handled by him or her at any one time during the calendar year may exceed an amount to be determined by the vestry, the assistant treasurer, if one be elected, shall be adequately bonded for the faithful performance of his or her duties as such in an amount to be determined by the vestry. The expense incurred in procuring any such bond or bonds shall be borne by the corporation.

(g) **Audit.** As soon as conveniently may be done at the end of each calendar year and prior to the next ensuing annual election of the corporation, the treasurer's books and accounts for such year shall be audited by an independent Certified Public Accountant, or such audit committee as shall be authorized by appropriate diocesan authority, and a report thereof rendered to the vestry. If between annual elections, a vacancy shall occur in the office of treasurer, a like audit shall be made for the period beginning with the date as of which an audit was last previously concluded and ending with the date that such vacancy occurred, and a report thereof rendered to the vestry.

Commented [MM16]: Canon §I.7.1(f)

(h) **Treasurer pro tempore.** In case of the absence or disability of the treasurer, the presiding officer may appoint a treasurer *pro tem tempore*.

(i) **Fiscal Year.** The fiscal year shall begin January 1. ~~All accounts of the parish shall be audited annually by an independent certified public accountant.~~

(j) **Other duties.** Other duties of the treasurer, if any, shall be as defined in the Canons of the General Convention and in position descriptions maintained by the parish and reviewed from time to time by the vestry.

ARTICLE VI

Duties of the Clerk of the Vestry

(a) **Duties.** The clerk of the vestry shall keep a record of the proceedings of the vestry, shall attest to the minutes thereof and all corporate acts, shall preserve and have charge of all papers and books (other than those of a

Commented [MM17]: Sample By-Laws, NPC §713(e)

fiscal character) and of the seal of the corporation, and shall deliver the same to his or her successor, or, if circumstances render it necessary, to the rector or, if there be none, to the churchwardens. The clerk of the vestry shall sign, in his or her official capacity and in the name of and on behalf of the corporation such contracts, certificates, letters, communications and other documents and instruments as from time to time he or she may be specifically directed by the vestry so to do.

~~It shall be the duty of the clerk of the vestry to:~~

~~Preserve the papers and records of the vestry~~

~~Attend the meetings and record the proceedings in a book that shall be the property of this parish~~

~~Discharge such other lawful duties as may be assigned.~~

~~Have the custody of the corporate seal and therewith attest and authenticate papers and documents as he may be directed or authorized by the vestry~~

(b) Clerk pro tempore. In the absence of the clerk at a meeting of the vestry, the presiding officer shall appoint a clerk *pro tempore*.

ARTICLE VII

~~Standing~~ Committees

~~Standing committees may be established or dissolved by the vestry. Members shall be invited thereto by the committee chair or appointed by the rector unless otherwise specifically ordered by the vestry. Committee chairs shall be elected by the committee members. The term for committee chairs will be a maximum of two two-year terms before a mandated break.~~

The vestry may authorize and discontinue from time to time such committees as it may deem advantageous, and define the duties and powers of each and fix the number of members thereof. Unless otherwise specifically provided upon the creation of a committee, membership thereon need not be confined to members of the vestry. All appointments

Commented [MM18]: Sample By-Laws, NPC §712

to committees, both initially upon their organization and when vacancies shall have occurred, shall be made by the rector, unless otherwise specifically ordered by the vestry. Memberships of all committees shall terminate at the first meeting of the vestry held after the annual corporation election each year or as soon thereafter as the new members shall have qualified. The rector shall be ex officio a member of each committee.

ARTICLE VIII

Special Committees

~~All special committees shall be established and members appointed by the rector or presiding officer, unless otherwise ordered by the vestry.~~

Duties of Members of the Vestry and Officers of the Corporation

(a) **Good Faith and Diligence.** Members of the vestry and officers of the corporation shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill that ordinarily prudent persons would exercise under similar circumstances in like positions; provided that no member of the vestry or officer of the corporation shall have any liability for any action taken or omitted to be taken if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. In the administration of the powers to make and retain investments and to appropriate appreciation pursuant to the New York State Not-for-Profit Corporation Law, the vestry shall consider among other relevant factors the long- and short-term financial needs of the corporation, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.

Commented [MM19]: NPC §717(a)

(b) **Reliance Upon Financial Statements.** In discharging their duties the members of the vestry and officers of the corporation, when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the treasurer or other officer of the

Commented [MM20]: NPC §717(b)

corporation having charge of its books of accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation.

(c) **Churchwardens and Vestry Persons.** The duties of the churchwardens and vestry persons shall be as defined in the Canons of the General Convention and in position descriptions maintained by the parish and reviewed from time to time by the vestry.

ARTICLE IX

Budget

Commented [MM21]: Sample By-Laws

(a) **Preparation and Adoption:** ~~The finance committee,~~ An officer or committee designated by the vestry annually shall prepare and submit to the vestry ~~before the thirty-first day of December, by a date in the then current calendar year fixed by the vestry and subsequent to September 30 of that year,~~ an itemized statement of the anticipated expenditures of the parish for corporate purposes for the year beginning January first next ensuing, which statement, as so submitted, shall be subject to revision by the vestry. Upon said statement having been adopted by the vestry, either in revised or unrevised form, it shall become the tentative budget of corporation expenditures for the said calendar year next ensuing. Thereafter, and following the annual solicitation of subscriptions to the corporation from persons desiring to contribute to its support for the said ensuing year, the vestry, at a meeting held not later than the thirty-first day of December of the then current year, shall adopt in final and complete form, a budget of anticipated income and expenditures for the year beginning January first next ensuing.

(b) **Control and Revision:** The budget as so adopted in final and complete form shall control the operations of the corporation during the calendar year for which it was adopted, subject to the direction and control of the vestry. The vestry may revise and ~~re-adopt~~ the budget at any time or times during such year for reasons deemed sufficient by a unanimous vote of those present.

ARTICLE X

Appointment of Delegates to the Diocesan Convention

At ~~the~~ regular meeting of the vestry ~~in February~~ subsequent to the Call to Convention, the appropriate number of Lay Delegates and Provisional Lay Delegates to the Diocesan Convention shall be appointed by the vestry.

ARTICLE XI

Annual and Special Parish Meeting Meetings

(a) ~~Date.~~ The Annual Parish Meeting and the election of churchwardens and vestry persons of the corporation shall be held on the last Sunday in January. ~~The polls shall be open for at least one hour, at an hour to be fixed by the vestry. Special meetings of the corporation may be held on any day and hour fixed by the vestry.~~ If for good cause, a voter is unable to attend the Annual Meeting, he/she may, within ten days of the election, secure an absentee ballot from the rector. To be counted, the ballot must be returned to the rector prior to the closing of the polls.

(b) ~~Place.~~ Meetings of members may be held at such place, within or without this state, as determined by the vestry. The vestry may, in its sole discretion, determine that meetings of members be held partially or solely by means of electronic communication; the electronic service and/or platform by which the meeting is held shall be the place of the meeting for purposes of this article if a meeting is held solely by means of electronic communication. Whenever meetings are conducted partially or solely by means of electronic communications, the vestry shall implement reasonable measures to: (1) verify that each member participating electronically is a member; (2) provide each member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon specific action to be taken by the members, and to see, read or hear the proceedings of the meeting substantially concurrently with those proceedings; and (3) record and maintain a record of any votes or other actions taken by electronic communication at the meeting.

Commented [MM22]: RCL §43(1)

(c) **Notice**. Notice of such annual election or special meeting shall be read by the rector, or if there be none, or if the rector be absent, by the officiating minister or by a ~~wardenchurchwarden~~ of the parish, on each of the two Sundays next preceding such election or special meeting, in the time of divine service, or, if for any reason the usual place of worship of the parish be not open for divine service, the notice shall be posted conspicuously on the outer door of the place of worship for two weeks next preceding the election or special meeting. Such notice shall specify the place, day and hour of holding the election or special meeting. The notice of the annual election shall also specify the name and term of office of each ~~wardenchurchwarden~~ and ~~each~~ vestry ~~memberperson~~ whose terms of office shall then expire, or whose office shall then be vacant for any cause, and the office for which each such officer is to be then elected. The notice of a special meeting shall specify the matter or question to be brought before such meeting, and no matter or question not specified in such notice shall be acted on at such meeting.

Commented [MM23]: RCL §43(4)

(d) **Presiding Officer**. The presiding officer of annual elections and special meetings of the corporation shall be the rector, if there be one, or if there be none, or the rector be absent, one of the ~~wardenschurchwardens~~ elected for the purpose by a majority of the duly qualified voters present, or if no ~~wardenchurchwarden~~ be present, a vestry ~~memberperson~~ elected in like manner. Such presiding officer shall be the judge of the qualifications of the voters; shall receive the votes cast; and shall declare the result of the votes cast. The presiding officer of such annual or special meeting shall enter the proceedings of the meeting in the book of minutes of the vestry, sign his or her name thereto, and offer the same to as many qualified voters present as he or she shall think fit, to be also signed by them.

Commented [MM24]: RCL §43(5)

(e) **Qualified Voters**: ~~Persons who meet the qualifications of Article 3, Section 43 of the State Religious Corporation Law, i.e.,~~ Persons of the age of eighteen years or more belonging to the parish, who have been baptized and are regular attendants of its worship and contributors to its support for at least twelve months prior to an annual election or a special meeting of the corporation at which they are in attendance, shall be qualified voters thereat.

Commented [MM25]: RCL §43(6)

(f) **Quorum**. One hundred members qualified to vote, or ~~one-tenth~~one-quarter of the total number of members qualified to vote, whichever number is less, shall constitute a quorum at an annual or special meeting for the transaction of any business.

Commented [MM26]: NPC §608(a) and (b)

(g) **Voting**. The action of an annual or special meeting upon any matter or question shall be decided by a majority of the qualified voters voting thereon, but no votes may be cast by proxy. The polls of an election shall continue open for one hour, and longer in the discretion of the presiding officer or if required by a vote of a majority of the qualified voters present and voting.

Commented [MM27]: RCL §43(7)

ARTICLE XII

Terms of Office, Qualifications

(a) **Terms**. At each Annual Meeting one churchwarden shall be elected for a term of two years and three vestry persons shall be elected for terms of three years each.

Commented [MM28]: RCL §43(8)

(b) **Limitation on Terms**. Churchwardens may serve a maximum of three consecutive terms, and then are ineligible to serve as a churchwarden or vestry person ~~or churchwarden~~ for a period of one year.

~~If a churchwarden is to be elected to fill an unexpired term, the nominee receiving the second highest vote for churchwarden shall be elected.~~

Vestry persons may serve two consecutive elected terms, and then are ineligible to serve as a vestry person for a period of one year.

(c) **Qualifications**. Churchwardens and vestry persons shall be elected from persons qualified to vote in the election at which such officers are to be chosen, but no person shall be eligible for election as churchwarden or vestry person, unless he or she be also a communicant in the Protestant Episcopal Church.

Commented [MM29]: RCL §43(7)

(d) **Vacancies**. In the event of a vacancy occurring in the office of churchwarden or of any vestry person by reason of death, resignation, or

Commented [MM30]: RCL §42

otherwise than by expiration of term, the vestry shall fill such vacancy by majority vote of the remaining membership at any meeting thereof, if there be a quorum in office, until the next Annual Meeting of the parish; at which meeting, if such vacancy would continue thereafter, the unexpired portion of the term then remaining shall be filled by election at such Annual Meeting.

If a churchwarden is to be elected at such Annual Meeting to fill an unexpired term, the nominee receiving the second highest vote for churchwarden shall be elected.

If vestry persons are to be elected at such Annual Meeting to fill unexpired terms, the nominee receiving the fourth highest vote for vestry person shall be elected to fill the longest term and nominees receiving the next highest number of votes shall fill the next longest terms, in descending order.

~~Church wardens and vestry persons shall meet qualifications set forth in the State Religious Corporation Law (amended to specify eighteen (18) years of age or more), be confirmed, and be communicants in good standing, i.e. all communicants of this church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying and giving for the spread of the Kingdom of God. (Title I, Canon 17, Section 3; Title II, Canon 1).~~

If vacancies exist in the office of churchwardens or vestry persons in such number that a quorum of the vestry is not in office at any time, the rector shall forthwith call a special meeting of the corporation for the election of churchwardens or vestry persons. Such special meeting shall be held in accordance with the provisions of Article XI.

ARTICLE XIII

Nominating Committee

A Nominating Committee ~~is to~~shall be elected at the parish's Annual Meeting. The purpose of this Nominating Committee is to select men or women as nominees for the ~~office of church warden~~offices of churchwarden and vestry person for election at the next Annual Meeting.

Proposed amendments to St. James' By-Laws

Said committee ~~is to~~shall have six ~~members~~persons, three vestry persons and three ~~non-vestry persons~~members of the parish who are not members of the vestry.

The chairman of the committee shall be elected by the committee. The committee shall make their report of the selected nominees known directly to the parish at least four weeks prior to the Annual Meeting.

~~Church wardens~~Churchwardens and vestry persons may also be nominated by a letter to the presiding officer of the Annual Meeting, signed by nine ~~members~~persons in good standing, to be submitted to the rector at least two weeks prior to the Annual Meeting. The presiding officer of the vestry shall make known to the parish names of all nominees and cause their names to appear on the official ballot. Names of all nominees shall appear in alphabetical order. No differentiation as to source of nomination or incumbency shall appear.

ARTICLE XIV

Amendment of By-laws

Commented [MM31]: RCL §5

These by-laws may be amended by presenting proposed amendments at a regular or special meeting of the parish and voting on the proposed amendments at a subsequent regular or special meeting. The notice for that meeting shall contain the exact wording of the proposed amendment(s). A two-thirds vote of the qualified voters present and voting shall be required for adoption of the amendment(s).

Amended ~~4/27/2019~~January XX, 2024

(Previously revised and adopted on 10 December 1972, and on 8 December 1974, and on 5 December 1976, and on 6 December 1982, and on 7 December 1986, and on 21 May 2000, and on January 27, 2019.)