

THE BY-LAWS
of
SALISBURY PARISH,
Salisbury, Maryland

As Amended May 5, 2019

THE BY-LAWS OF SALISBURY PARISH, SALISBURY, MARYLAND, are drawn with the recognition that as a part of the Protestant Episcopal Church in the United State of America, we are bound by the Constitution and Canons of said Church as well as by the Vestry Act Affecting the Diocese of Easton in force at the time of incorporation of Salisbury Parish (1879), and the Constitution and Canons of the Diocese of Easton in the State of Maryland.

ARTICLE I: PARISH YEAR

The Parish year shall begin on the first day of January of each year.

ARTICLE II: ELECTIONS; CONDUCT OF MEETINGS

SECTION 1. The election of Vestry members and the appropriate number of delegates to the annual convention of the Diocese shall take place at an annual meeting of the qualified voters of Salisbury Parish which (*beginning in 2009*) shall be held between Easter Sunday and the fourth Sunday in May of each year at a time and date to be specified by the Vestry. Notice of said date and time shall be given to the members of the Parish at least thirty (30) days in advance of said meeting. The Vestry shall have the power to approve another day for sufficient reason. The Parish newsletter and/or Sunday bulletin may be used for and constitute sufficient notification. Announcement may also be made to the congregation during regular services.

SECTION 2. The Rector and Vestry shall make a report at the annual meeting, either orally or in writing, of the affairs which transpired during the preceding Parish year as are deemed necessary and appropriate to inform the congregation of the status of the Parish; and shall allow the opportunity for any qualified voter to question the Rector or any Vestry member present. In addition, excepting the amounts of individual contributions, the Treasurer shall exhibit his books of account for inspection at the annual meeting. Written reports shall be submitted by the chairs of all committees established pursuant to these By-Laws; or committees established by the Vestry, the Assistant Rector, the Senior Warden, the Junior Warden, the Treasurer, each endowment fund, and Parsons Cemetery.

SECTION 3. A Special Parish Meeting may be called for any reason by the Rector or a majority vote of the Wardens and Vestrymen, provided that the congregation shall be notified in writing not less than two (2) weeks before said special meeting.

SECTION 4. The following shall apply to all regular and special Parish meetings:

A. At all meetings the Rector, if present, shall preside. If the Rector is absent, then one of the following, in the order named, shall preside: (1) the Senior Warden; (2) the Junior Warden; (3) Vestry member selected by the Vestry present; or (4) any qualified voter elected by the remaining voters present.

B. Ten percent (10%) of the qualified voters of Salisbury Parish shall constitute a quorum for the transaction of business.

C. Every communicant in good standing in Salisbury Parish, sixteen years of age or over, who shall have been an enrolled member of this Parish for at least one year preceding the day of election, and who shall have shared in the

work of this Parish by contributions, donations or personal services, shall have the right of vote for the election of Vestry members and any other matter pertaining to the Parish on which the congregation may act.

D. The Registrar, if present, shall be the secretary of all Parish meetings, but if the Registrar is absent, then the presiding officer shall appoint a secretary from among the qualified voters present. If the Registrar does not act as secretary of a Parish meeting, the minutes of such meeting shall be delivered to the Registrar as soon as practicable after the meeting.

E. The presiding officers may appoint tellers and such other officers for the meeting from among the qualified voters present as he deems necessary.

F. The latest edition of Robert's Rules of Order shall govern parliamentary procedures of all meetings.

G. Voting by proxy will not be allowed.

SECTION 5. The Vestry by an affirmative vote of two-thirds (2/3) of its members shall have the right to fill any vacancy or vacancies caused by death or resignation and, after notice to and opportunity to be heard by the affected Vestry member or Warden, to remove any Warden or Vestry member who is incapacitated or refuses to serve, or neglects for six (6) months to fulfill the duties of his or her position, and to fill any vacancy created by such action for the balance of the unexpired term. The person elected to fill the unexpired term shall be eligible for election to a full term if the unexpired term being filled is less than one-half the full term. Any vacancy occurring among the convention delegates after the election and before the convention shall be filled by the Vestry in such a manner as they deem proper.

SECTION 6. There shall be at all times nine (9) Vestry members whose term of office shall be for three (3) years, three (3) vacancies occurring every year. Also there shall be at all times two (2) Wardens whose term of office shall be for two (2) years, one (1) vacancy occurring every year. The Warden elected shall serve the first year of the term as Junior Warden and the last year as Senior Warden. The Wardens shall be elected by the Vestry.

SECTION 7. No Warden or Vestry member shall be eligible for election to the Vestry until one (1) full year has expired between terms, except as provided in Section 5 concerning a person fulfilling an unexpired term and except for any Vestry member who is elected to a term of less than three (3) years during the transition period. All candidates for Warden must be a present or past member of a Vestry.

SECTION 8. Thirty (30) days prior to the Annual Meeting the Rector shall inform the members of the Parish by written notice of the number of vacancies occurring on the Vestry and number of delegates required for the annual convention of the Diocese. Written notice may be published in the December issue of the Keynote. A Nominating Committee shall be appointed by the Rector consisting of the Senior Warden, the retiring members of the Vestry, and two members at large from the congregation appointed by the Rector, with the consent of the Vestry. Two (2) weeks prior to the date of election the Committee shall make known to the Rector the names of the nominees, whose number shall be at least that which is necessary to fill the vacancies, and the Rector shall publish the same for two (2) successive Sundays to the congregation. Nominations may also be made from the floor at the annual meeting.

SECTION 9. At the discretion of the Rector, one Youth Vestry Member may be appointed for a one year term by the Rector and confirmed by the Vestry. The Youth Vestry Member is granted seat and voice at all meetings of the Vestry.

ARTICLE III: ORGANIZATION OF THE VESTRY

SECTION 1. The Vestry shall meet for organization immediately following the annual meeting at which elections take place. At this meeting a stated date for each monthly meeting shall be set. The Vestry shall meet monthly.

SECTION 2.

A. Quorum. At any regular or special meeting of the Vestry, a quorum shall consist of a majority of the Vestry entitled to voice and vote, including either the Rector or a Warden.

B. Voting. Each Vestry member, each Warden, the Treasurer and the Registrar shall have a voice and vote in the meetings of the Vestry.

SECTION 3. The Vestry shall at its organizational meeting each year proceed to elect a Registrar and a Treasurer who shall have voice and vote in the meetings of the Vestry. The term of each office shall be for one (1) year. Each officer may be re-elected. Such other officers and committees as are required from time to time shall be constituted.

SECTION 4. The Rector, if he be present, shall preside at all Vestry meetings and shall ascertain the votes of the Vestry on all questions. Should the Rector not be present, the Senior Warden shall preside, and if both shall be absent, the Junior Warden shall preside.

SECTION 5. The Vestry may elect a person, not from its membership, to act as Recording Secretary; said person shall not have voice or vote in the Vestry.

SECTION 6. The Vestry, except as provided by the law of this State or of this Diocese, shall be agents and legal representatives of Salisbury Parish in all matters concerning its corporate property and the relations of the Parish to its clergy. As trustee of the Parish property, the Vestry shall, subject only to the use and control of the Rector prescribed in the National Canons and the Vestry Act, manage, preserve and control all such property in such manner and by such means as shall be to the best interest of the parishioners.

SECTION 7. Subject to the National and Diocesan Canons, the Vestry shall have the power and authority by a majority vote of all its members, to call a priest to be the Rector of the Parish. The Rector shall have the power, by and with the consent of the Vestry, to appoint one or more assistant ministers on like terms, conditions and provisions.

SECTION 8. The Vestry shall have other powers and duties, not herein specifically set forth, as may be lawfully implied to give full force and effect to the aims and objects of this Parish as well as such other duties as may be required by any National or Diocesan Canonical mandate.

SECTION 9. No member of the Vestry shall be personally liable for a debt, contract or other obligation of the Parish unless he shall in writing assume personal liability therefore.

SECTION 10. The Rector, Parish Officers, members of the Vestry, or committees of the Vestry shall not make any contract or agreement obligating the Parish or expend any monies unless approved by the Vestry and properly recorded in the minute book by the Registrar.

SECTION 11. The Vestry shall adopt its own rules of order.

SECTION 12. The Chair can ask for the consent of the Vestry to meet in Executive Session. Only those Vestry members and officers having seat, voice and vote at meetings of the Vestry shall be present at an Executive Session. Any votes taken in Executive Session shall be recorded in the minutes of the Vestry meeting.

ARTICLE IV: SPECIAL MEETINGS OF THE VESTRY

SECTION 1. Special meetings of the Vestry may be called at any time on at least twenty-four (24) hours notice

given to the members by the Rector, or if the Rector be absent from the Diocese for three (3) calendar months, or incapable of acting, or if the Rector refuses or neglects to call such a meeting within one (1) week after the receipt of a request signed by the majority of the members of the Vestry, then by the Wardens. In the case of the failure of the Wardens to call such a meeting within one (1) week after receipt of such a request, then such meeting may be called by a majority of the members of the Vestry.

ARTICLE V: PARISH OFFICERS AND THEIR DUTIES

SECTION 1. The Rector, under the authority of the Bishop, the Constitution and Canons of the Diocese, and the provisions of the Vestry Act, shall have charge of all things pertaining to the spiritual interests of the Parish; shall order the worship of the Parish Church and all that accompanies it; may appoint fit persons for the performance of such duties as may be properly assigned to others; and shall at all times, be entitled to the use and control of all Parish buildings with the appurtenances and furniture thereof for the purpose of his office, and he shall exercise the same care that an ordinarily prudent person would exercise in the care of his own property. He shall make, or cause to be made, promptly and properly, all entries in the Parish register, and shall be responsible for the safekeeping of the same. He shall perform such other lawful acts from time to time as may be required of him in his official capacity as Rector, as well as such other duties and obligations as may be required of him by any National or Diocesan Canonical mandate.

SECTION 2. As the ranking lay officers of the Parish, the Wardens shall assume the major responsibility for the operation of the Parish in the absence of the Rector. They shall notify the ecclesiastical authority of the Diocese of a vacancy in the Parish rectorship forthwith. They shall perform such other lawful duties as may be required by the bylaws or by any National or Canonical mandate, as well as such duties as the Rector or Vestry may from time to time request.

SECTION 3. The Registrar, as secretary to the Vestry, shall take down and record, or cause to be taken down and recorded, the minutes of the Vestry and Parish meetings, including all resolutions and other matters proper to be recorded. The Registrar shall send out notices for all meetings of the Vestry and shall conduct the official correspondence unless otherwise ordered. In the absence or inability of the Rector so to do, the Registrar, subject to the authority of the Vestry, shall have and perform all of the duties of the Rector with respect to the Parish register. The Registrar shall enter, or cause to be entered, in the enrollment record, the names of all adult persons of the parish entitled to be enrolled as members of Salisbury Parish. The Registrar, or in his absence, one of the Parish Wardens, shall certify the election of lay delegates to the Diocesan convention pursuant to the Diocesan canonical mandate. The Registrar shall preserve all records, seals, documents, and other papers belonging to the Parish not in the care of the Rector or Treasurer, and shall deliver the same immediately unto the hands of his successor. The Registrar shall have and perform such other powers and duties as the Vestry may from time to time delegate to or require of him, as well as such duties as may be required by any National or Diocesan Canonical mandate.

SECTION 4. The Treasurer or a designee appointed by the Vestry shall receive and disburse all Parish moneys from whatever source the same shall be derived or received. Such moneys shall be deposited by the Treasurer or the designee appointed by the Vestry in the name of the Vestry in such depositories as the Vestry may direct, subject to the withdrawal of the Treasurer, or such member of the Vestry, jointly or otherwise, as the Vestry may from time to time direct. All securities and other intangible property owned by the Parish as well as other valuable documents and instruments of writing shall be deposited by the Treasurer or the designee appointed by the Vestry in the name of the Vestry in such safe deposit box as the Vestry may direct, subject to withdrawal by the Treasurer, or such member of the Vestry, jointly or otherwise, as the Vestry may from time to time prescribe. No money shall be expended for any purpose unless authorized by the Vestry; ordinary recurring expenditures may be authorized by a general order through the establishment of an annual budget; but non-recurring expenditures shall be specifically authorized from time to time as they occur. The Treasurer shall render a report at each regular Vestry meeting of the receipts and disbursement of the Vestry funds. The Treasurer's accounts shall be reviewed in appropriate detail once yearly, at least thirty days before the annual parish meeting by persons selected by the Vestry, and the accounts shall be

reviewed in appropriate form before his successor assumes the office. The Treasurer shall have and perform such other powers and duties as the Vestry may from time to time delegate to or require.

ARTICLE VI: COMMITTEES OF THE VESTRY

SECTION 1. The Standing Committees of the Vestry shall be appointed by the Rector and confirmed by the Vestry for each work area and each endowment fund. But be it understood that the Vestry may add to said committees, persons from the congregation at large who shall have knowledge and expertise in the matters of a given committee. Such co-opted members shall have voice and vote in the meetings of the said committee, but not at meetings of the Vestry. The Standing Committees shall be as follows:

A. Finance Committee - The Wardens, the Treasurer, and at least five other members of the congregation. The Junior Warden shall chair the Finance Committee.

B. Property Committee - A member of the Vestry, shall be liaison to the Property Committee. The Property Committee shall consist of such other members of the congregation as are selected by the Committee Chair. The Vestry shall designate the chair of the Property Committee.

C. Committee for Planned Giving - Members shall be appointed by the Vestry.

D. Christian Education Committee - The Rector or an Assistant and at least one (1) member of the Vestry.

E. Parsons Cemetery Advisory Committee - At least one member of the Vestry shall act as liaison to the Parson's Advisory Committee.

SECTION 2. The Rector and Vestry may constitute such other committees as they deem necessary.

SECTION 3. The Rector shall be ex-officio member of all committees of the vestry.

ARTICLE VII: FINANCE COMMITTEE

SECTION 1. The duties of the Finance Committee shall be to monitor the financial operations and investments of the Parish and Parsons Cemetery; to prepare budget proposals of the Parish and review those of Parsons Cemetery; devise means for meeting the expenses of the Parish and to approve the use of funds for contemplated major expenditures of the Property Committee before submission to the Vestry for final action; and make recommendations to the Vestry on all such matters.

SECTION 2. It shall supervise the status of all the real and personal property and keep all papers relating thereto. It shall direct the investment of all trust funds, and for that purpose shall have power to dispose of any of the securities and purchase others in their place, with the approval of the Vestry. Two (2) members of and appointed by this committee shall be custodians of securities.

SECTION 3. All monies received by the committee shall be promptly paid over to the Treasurer.

SECTION 4. The Finance Committee shall review in appropriate detail the books of the Treasurer as provided in Article V, Section 4. An annual review of the Parish finances and Parson's Cemetery finances shall be made by the Finance Committee or by an agent selected by the Finance Committee from outside the Parish in accordance with the spirit of the "Manual of Business Methods in Church Affairs".

SECTION 5. The Treasurer and other members of the committee having securities of the Parish in their charge shall immediately report to the committee all arrearage of interest or defaults on investments.

ARTICLE VIII: PROPERTY COMMITTEE

SECTION 1. The Property Committee shall be responsible for the care and maintenance of the real and personal property of the Parish, and shall recommend, from time to time, improvements and additions thereto.

ARTICLE IX: COMMITTEE FOR PLANNED GIVING

SECTION 1. This committee shall constitute a standing committee to pursue a program to educate the members of the Parish concerning the options and benefits of planned giving to or for the benefit of St. Peter's and to recognize such gifts.

ARTICLE X: CHRISTIAN EDUCATION COMMITTEE

SECTION 1. The duties of this committee shall be to further all work among the children and young people of the Parish and to assist the Rector when called upon.

ARTICLE XI: PARSONS CEMETERY COMMITTEE

SECTION 1. Day-to-day operations of Parsons Cemetery shall be managed and administered by the Parsons Cemetery Advisory Committee and its designated agents.

SECTION 2. The Advisory Committee shall be a self-perpetuating board consisting of three to seven voting members, with their successors selected by the Advisory Committee, subject to the approval of and removal by the Vestry of the Parish.

Section 3. The Advisory Committee members shall serve three year terms, with no limitation on the number of terms a member may serve.

SECTION 4. The Advisory Committee shall be composed of members of the Parish, as well as non-members, but at all times at least fifty percent of the Advisory Committee members shall be members of the Parish.

SECTION 5. A member of the Finance Committee shall serve as liaison to the Advisory Committee.

SECTION 6. The Advisory Committee shall select from its membership a Chair and such other officers as it deems appropriate, subject to the approval of and removal by the Vestry.

SECTION 7. Minutes of the meetings of the Advisory Committee, together with monthly financial reports, shall be regularly distributed to the Rector, Wardens and members of the Finance Committee of the Parish.

ARTICLE XII: AMENDMENTS

SECTION 1. These By-Laws, after once being adopted, shall subsequently be subject to amendment, modification or repeal at any properly convened Parish meeting by a two-thirds majority vote of qualified voters present. Proposed amendment(s) to the By-Laws must be made available to all qualified voters at least fifteen days prior to such meeting.

ARTICLE XIII: REPEAL

All previously By-Laws are hereby repealed.