

**By-laws
for the
Organization of
St. Stephen's Memorial Church, Lynn
in
The Episcopal Diocese of Massachusetts**

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Article 1

PREAMBLE

The Protestant Episcopal Church in the United States of America is otherwise known as and hereafter referred to as “The Episcopal Church.”

The Protestant Episcopal Diocese of Massachusetts is otherwise known as the Episcopal Diocese of Massachusetts and hereafter referred to as “the Diocese.”

Saint Stephen’s Memorial Church, in Lynn, Massachusetts, is otherwise known as and hereafter referred to as “the Parish.”

St. Stephen’s Memorial Church, Lynn, Massachusetts, having associated as a Parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church, has adopted the Articles attached hereto as its By-laws.

Article 2

AUTHORITY ACKNOWLEDGED

The Parish accedes to the doctrine, discipline, and worship and the Constitution and Canons of The Episcopal Church, and to the Constitution and Canons of the Diocese, and acknowledges their authority.

Article 3

MEMBERSHIP

3.1 Definition

Any person shall be considered a member of the Parish who

- Is baptized,
- Is sixteen or more years of age,
- Acknowledges the authority of By-laws of the Parish, and
- Declares an intention to support the Parish by regular attendance at public worship and by financial support.

3.2 Voting

Members are entitled to vote in Parish affairs.

3.3 Removal

The Vestry may

1. give written notice to any member who, for one year, has refrained from regular worship, and from contributing toward the support of the Parish; and
2. after written notice by the vestry, and has been provided an opportunity to be heard; and
3. by a vote of the vestry, remove the member's name from the list of members of the Parish.

Article 4

OFFICERS, VESTRYPERSONS, DELEGATES

4.1 Officers

The officers of the Parish are

- a Senior Warden;
- a Junior Warden;
- a Treasurer; and
- a Clerk.

Together with the Rector, the officers form an Executive Committee and may meet from time to time, as necessary, to fulfill the responsibilities of their offices and any tasks assigned to them by the vestry.

4.2 Vestry Persons

In addition to the officers above, there shall be no fewer than SIX (6) and no more than NINE (9) vestry persons. The number of vestrypersons within these parameters may be changed with two (2) consecutive vestry votes. Two or more members of the same household or family shall not serve concurrently on the vestry.

4.3 Delegates

The Parish shall have such Delegates and Alternates to the Diocesan Convention and to the Deanery Assembly as it may be entitled to under the relevant canons and rules. Delegates and Alternates may be members of the Vestry.

Article 5

ELECTIONS and VACANCIES

5.1 Elections

The Officers shall be elected at each Annual Meeting of the Parish. Wardens, Treasurer, Clerk and Delegates shall hold office until the next Annual Meeting following their election.

Vestrypersons shall hold office until the third Annual Meeting following their election. All shall hold office until their successors are elected and qualify.

At the Meeting at which this Article takes effect one-third of the Vestrypersons shall be elected to hold office until the next Annual Meeting, a second third in the second year, and, in the third year, the final third.

5.2 Vacancies

Vacancies may be filled at any meeting of the Parish. Unless so filled, the Vestry may fill them until the next Annual Meeting of the Parish. In the absence or incapacity of either Warden, or of a vacancy in the office, the powers and duties of the Wardens shall devolve upon the remaining Warden, or there may be a Special Meeting of the Parish called by Warrant to elect a Warden to fill a vacancy. Any Warden, Treasurer, Clerk or Vestryperson serving in excess of fifty percent of a vacant term, shall be considered to have served the full term and thus be subject to the conditions aforementioned.

Article 6

NOMINATIONS

6.1 Nominating Committee

There shall be a Nominating Committee appointed by the Vestry consisting of the Rector, and three members of the Parish, who are not seeking any elected position. Members of the Nominating Committee shall serve one-year terms. Any appointed member whose third successive term has expired shall be ineligible to serve for one year. The Nominating Committee shall present at each Annual Meeting one or more candidates recommended for each position to be filled by vote at such meeting. The list of nominees so designated shall be posted with the notice of the Annual Meeting. No name shall be certified, for the ballot, by the Nominating Committee without prior consent of the nominee. Nominations for any office to be filled at an Annual Meeting may also be made at such meeting by any member of the Parish authorized to vote.

Article 7

MEETINGS OF THE PARISH

7.1 Annual and Special Meetings

The Annual Meeting shall be held in February at such date, hour and place as the Vestry shall determine.

Special meetings may be called at any time by the Wardens or Vestry. Special meetings shall be called by the Wardens whenever so requested in writing by the Rector or by ten members of the Parish. Robert's Rules of Order shall govern the conduct of all meetings.

7.2 Warrant

All meetings of the Parish shall be announced by posting an attested copy of the Warrant calling the meeting at a public entrance of the church or place of worship occupied by the Parish. The Warrant shall be posted at least fourteen days before the date fixed for an Annual Meeting and at least seven days before a special meeting. No action shall be taken at any meeting of the Parish other than that set forth in the Warrant for such meeting.

7.3 Presiding Officer

The Rector, or in the Rector's absence, one of the Wardens, shall preside; in the absence of all three, a moderator shall be chosen by the meeting.

7.4 Quorum

Members of the parish, numbering at least 20% of the average Sunday attendance as reported in the previous year's Parochial Report, and, in any event, not less than twice the number of persons who are members of the full vestry, present at an Annual or Special Parish Meeting shall constitute a quorum, and a majority vote of those present determine any matter presented except as provided in Article 16 respecting the amendment of these By-laws.

Article 8

THE RECTOR

8.1 Eligibility

To be eligible for the office of Rector, a person must be a qualified ordained minister of The Episcopal Church and has been certified by the Bishop to be in good standing.

8.2 Election

An election shall not take place until after all the steps required in Section 1 of Diocesan Canon 15 have been taken.

The Vestry shall elect the Rector at any Vestry meeting called for that purpose.

8.3 Powers and Duties

The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall hire, supervise and

direct the Parish staff. For the purposes of the office, its functions and duties, the Rector is entitled to the use and control of the Church and Parish buildings, equipment, and furniture, and to access all records and registers maintained by the parish.

8.4 Vacancy or Incapacity

If the office of Rector becomes vacant or the Rector is incapacitated, the Vestry shall consult with the Bishop and appoint an Interim. In case of a vacancy, the interim shall serve until such time as a new Rector is elected as provided under this Article; in the case of incapacity, the interim shall serve until the Rector can resume duty.

Article 9

WARDENS

9.1 Eligibility

Wardens shall be members of the Parish, confirmed communicants of The Episcopal Church, of eighteen or more years of age. The term of a Warden shall be one year. A Warden may not serve more than three consecutive full terms. Any Junior Warden whose third successive one-year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office. The Senior Warden whose third successive term expires at any Annual Meeting shall be ineligible for any position on the Vestry until the next succeeding Annual Meeting.

9.2 Powers and Duties

It shall be the duty of the Wardens, to provide for the temporary performance of the Rector's duties, when the Parish has no Rector, or in the Rector's absence. In the absences or incapacity of either warden, or of a vacancy, the powers and duties of the Wardens shall devolve upon the remaining Warden, or there may be a Special Meeting of the Parish called by Warrant to elect a Warden to fill a vacancy.

Article 10

TREASURER

10.1 Eligibility

The Treasurer shall be a member of the Parish, and of eighteen or more years of age. The term of the Treasurer shall be one year. Any Treasurer whose sixth successive one-year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office.

10.2 Duties

It shall be the duty of the Treasurer

- to receive and disburse all monies collected under the authority of the Vestry,
- to keep a true record of receipts and disbursements,
- to present a full statement of these and of the financial condition of the Parish at Annual Meetings and at other times required by the Vestry, and
- to maintain the records of all trusts and permanent funds belonging to the Parish, listing the source and date of such trusts and funds, the terms governing the use of principal and income, to whom and how often accounts are to be made and how the trusts and funds are invested.

10.3 Assistant Treasurer

The Vestry may appoint an Assistant Treasurer whose term shall be coterminous with that of the Treasurer, who shall have a seat and voice but no vote on the Vestry and whose duties shall be such as may be assigned by the Vestry or the Treasurer.

10.4 Voting of Securities

Except as the Vestry may otherwise designate, the Treasurer may act or appoint any member of the Vestry (with or without power of substitution) to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

10.5 Bonds

The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, the Parish shall procure adequate bonds and each bond shall be placed in the custody of some officer other than the person who is bonded.

Article 11

CLERK

11.1 Eligibility

The Clerk shall be a member of the Parish, and of eighteen or more years of age. The term of the Clerk shall be one year. Any Clerk whose sixth successive one-year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office.

11.2 Powers and Duties

It shall be the duty of the Clerk

- to keep the records of the Parish and of the Vestry, and
- to keep a list of the members entitled to vote in its affairs.
- to certify, as required, any documents.

The Clerk shall make available the names of persons on the list of members for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

Article 12

VESTRY PERSONS

12.1 Eligibility

A vestryperson shall be a member of the Parish. The term of a vestryperson shall be three years. Any vestryperson whose term expires at any Annual Meeting shall be ineligible for re-election to the same office, until the next succeeding Annual Meeting.

12.2 Powers and Duties

Vestrypersons shall have seat, voice, and vote at any meeting. Each shall have such duties as may, from time to time, be assigned by the vestry.

Article 13

VESTRY

The officers, together with the Rector, and the Vestrypersons shall constitute the full Vestry of the Parish.

13.1 Authority and Duties

The Vestry shall exercise all its powers in accordance with the usage and discipline of The Episcopal Church, in compliance with the statutes of the Commonwealth and the provisions of these *By-laws*. It shall be the duty of the Vestry:

- to manage the prudential affairs and to care for the property of the Parish;
- to provide for the furniture, books, vestments, and all things necessary for the celebration of public worship;
- to see that all buildings and personal property belonging to the Parish are adequately insured;
- to supervise the investment of funds of the Parish;
- to authorize and direct such purchases and sales as the Vestry may from time to time deem wise, and any and all transfers, assignments, contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper in this connection; and
- to supervise and direct the officers in the discharge of their duties.

The Officers and Vestrypersons, in consultation with the Rector, shall authorize staff positions and the terms of employment.

The handling of all or any of the investments may be delegated by the Vestry to the Wardens or Treasurer. This includes their purchase, custody, sale and transfer. The Vestry may delegate to the Wardens and/or Treasurer generally or in particular cases the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper.

The Vestry may appoint or authorize the appointment of any committee that it deems desirable. All such committees shall be accountable to the Vestry.

The Vestry shall follow the good practices set forth in the Manual of Business Methods, in so far as practicable.

13.2 Meetings

Meetings of the Vestry may be called by the Rector or either Warden or any three members of the Vestry. The Vestry may schedule regular meetings and determine the manner of notifying its members. The Rector, or such other member of the Vestry designated by the Rector, shall preside. A majority of the members shall constitute a quorum so long as there is at least the Rector or one Warden present. and a majority vote of those present shall determine any matter presented. The records of the Vestry shall be open to the members of the Parish at its meetings. Roberts Rules of Order shall govern the conduct of all meetings.

13.3 Annual Audit

The Vestry shall cause to be made an annual audit of the accounts of the Treasurer and other custodians of funds of the Parish. The audit shall be made by a certified or independent public accountant or by any alternative permitted by the Office of the Treasurer of the Diocese. The Vestry shall appoint such auditor at least thirty days before the end of the year.

13.4 Restrictions on Alienation or Encumbrance of Real Estate

No consecrated church or chapel, nor any church or chapel which has been used solely for divine service, nor any property which is being used as a Parish house or rectory, nor any land incidental to or regularly used in connection with any of the foregoing, shall be alienated or encumbered without the previous written consent of the Bishop, acting with the advice and consent of the Standing Committee.

13.5 Gifts and Memorials

No object intended as a permanent addition to the Church or Parish property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Officers. All objects so accepted may be removed when deemed necessary by the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

Article 14

CONFLICTS OF INTEREST

Whenever a Member of the Vestry, or a member of the same household of a Member of the Vestry, has a financial or personal interest in any matter coming before the Vestry, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Members of the Vestry determine that it is in the best interest of the parish to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 15

ORGANIZATIONS

All formal organizations connected with the Parish shall be responsible to the Rector. Each Organization shall have a Charter declaring its purposes, defining its members, and describing its scope of action. Each organization shall present at the Annual Meeting of the Parish a report containing a summary of its activities and finances and a list of its officers. Any organization

which has not met for three years, or whose members so declare, shall be defunct. The funds of any defunct organization shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

Article 16

AMENDMENTS

These By-laws may be amended in the following manner:

1. The proposed change shall be approved by vote of two thirds of the members of the Parish present at a Parish meeting;
2. The proposed change shall be submitted to the Bishop and Standing Committee.
3. If they approve the change without substantial revision, then the change as so approved shall become immediately effective upon receipt by the Parish; or
4. If they approve subject to a substantial revision affecting the intent or meaning of the proposed change, then the matter shall be resubmitted to Parish meeting and shall become immediately effective upon approval by vote of two thirds of the Members of the Parish present.

Article 17

INDEMNIFICATION OF PARISH OFFICERS

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Rector in his or her capacity as a member of the Vestry, or other officer of the Parish (collectively "Indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment

agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or
- (iii) the Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws; or
- (iv) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.
