

THE CHURCH OF THE HOLY SPIRIT, ORLEANS, MA 02653

AMENDED BY-LAWS

~~(Approved January 29th 2012)~~

Adopted at Annual Meeting held on _____

PREAMBLE

The Church of the Holy Spirit, Orleans, Massachusetts, having associated as a Parish since Whitsunday, 4 June 1933, for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Protestant Episcopal Church in the United States, ~~(otherwise known as and hereafter referred to as "The Episcopal Church;"),~~ has adopted the Articles attached hereto as its By-laws.

Article I

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 Protestant Episcopal Diocese of Massachusetts, ~~otherwise~~ (also known as the Episcopal Diocese of Massachusetts ~~{and~~ hereafter referred to as the "Diocese"), and acknowledges their authority.

Article II

VOTING AND MEMBERSHIP

Any baptized ~~member~~person of the age of sixteen years or more, who acknowledges the authority of the By-laws of the Parish, and by declaring ~~his or her~~their intention to support the Parish by regular attendance at public worship, and by being faithful in working, praying, and giving for the Kingdom of God, shall be considered a ~~voting~~ member of the Parish and entitled to vote at Parish meetings.

Article III

OFFICERS, VESTRYPERSONS, DELEGATES AND ELECTIONS

Section 1. Officers and Vestrypersons. The officers of the Parish shall include two Wardens, a Treasurer and a Clerk (hereafter referred to as "Officer(s)"), all of whom shall be at least eighteen years of age; and there shall be eight Vestrypersons. All Officers and Vestrypersons shall be voting members of the Parish and communicants in good standing of The Episcopal Church.

The Officers and eight Vestrypersons, together with the Rector, shall constitute the Vestry of the Parish.

Section 2. Delegates. The Parish shall also have such Delegates to the Diocesan Convention and to the Deanery Assembly as it may be entitled to under the relevant canons and rules, and to any other organizations as deemed necessary by the Vestry. Delegates may also be members of the Vestry.

Section 3. Elections. The Wardens shall be elected for two-year terms, and the Treasurer and Clerk for a one-year term, at an Annual Meeting of the Parish. All shall hold office until the Annual Meeting following ~~at~~ the end of their elected terms, and all shall hold office until their successors are elected and qualify.

Four Vestrypersons shall be elected for a two-year term at each Annual Meeting, and Delegates shall be elected for a two-year term at every other Annual Meeting. All shall hold office until the Annual Meeting following the end of their elected terms, and all shall hold office until their successors are elected and qualify.

The Wardens, Treasurer, Clerk, Vestrypersons and Delegates may be re-elected for additional terms up to a maximum of four years total in office and shall then be ineligible for re-election to the same office until the next succeeding Annual Meeting.

Vacancies may be filled at any meeting of the Parish. Unless so filled, they may be filled by the Vestry until the next Annual Meeting of the Parish. Any sitting Warden, Treasurer, Clerk or Vestryperson, who is filing an unexpired term, may stand for election at the next Annual Meeting.

Article IV

NOMINATIONS

There shall be a Nominating Committee consisting of five persons, one of whom shall be a retiring member of the Vestry, and the remaining four shall be members of the Parish and appointed by the Vestry ~~no later than its June meeting~~. The Rector will be consulted for pastoral considerations in the process and discussions of the prospective candidates with the committee.

The Chairperson of ~~the~~the Committee shall be elected by a majority of the Committee. Members of the Nominating Committee shall serve one-year terms and 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 a slate of candidates for each elective office. The slate of nominees shall be posted with the notice of the Annual Meeting.

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. Consent of the individual to be so nominated must be received prior to voting.

Article V

MEETINGS OF THE PARISH

Section 1. Annual and Special Meetings. The Annual Meeting shall be held at such date, hour and place as the Vestry shall determine. Special meetings may be called at any time by the Wardens or by a majority of the Vestry. They may also be called by a Warden whenever so requested in writing by the Rector or by twenty members of the Parish.

Section 2. Manner of Parish Meetings. Vestry shall determine whether any meeting of the Parish will occur (i) in-person at a physical location, or (ii) by means of remote communication, or (iii) a combination of in-person at a physical location and remote communication. Members participating in a meeting by means of remote communication shall be deemed present to the same extent as members physically present in-person, and entitled to vote. If Vestry authorizes meeting participation via remote communication, Vestry shall implement reasonable measures to (i) verify that individuals participating via remote communication are members, (ii) provide members a reasonable opportunity to participate in the meeting and vote on matters including an opportunity to hear the proceedings substantially concurrently with such proceedings, and (iii) maintain a record of any vote or other action taken by a member participating remotely.

Section 3. 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. If Vestry authorizes Parish meeting participation via remote communication, then the Warrant will include notification to members of such ability to so participate by means of remote communication. 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.

Section ~~34~~. Presiding Officer. The Rector, or in the Rector's absence, one of the Wardens, shall preside at the Annual and any special meetings; in the absence of all three, a moderator shall be chosen by the meeting. ~~Seventy-five members present shall~~

Section 5. Quorum and Voting. Members of the Parish numbering at least Fifty-one percent (51%) of the average Sunday attendance as reported in the Parish's previous year's parochial report shall constitute a quorum, and as for any meeting. A majority vote of those present shall determine any matter properly presented except as otherwise provided in Article XIV respecting the amendment of these By-laws.

Article VI

THE RECTOR

Section 1. ~~Election~~ ~~The Rector shall be elected by the Parish at a meeting duly called for that purpose by the Vestry. The Rector may also be elected by the Vestry if a Parish meeting has so authorized. Such election shall not take place, however, until after all the steps required in Section 1 of the Diocesan Canon 15 have been taken.~~ Eligibility. No person shall be eligible for the office of Rector unless ~~he or she~~ such person is a qualified ordained minister of ~~the~~ The Episcopal Church and has been certified by the Diocesan Bishop to be in good standing. ~~The Rector shall have jurisdiction over the spiritual affairs of the Parish and supervise and direct the Parish staff.~~

Section 2. Election. The Vestry shall elect the Rector at any Vestry meeting called for that purpose. Such election shall not take place unless the requirements of Section 1 of Diocesan Canon 15 (as such canon may be amended from time to time) have been satisfied.

Section 2. Duties. The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff.

Section 3. Vacancy. If the office of Rector becomes vacant or the ~~Rector~~ Rector is incapacitated, the Vestry shall appoint an interim after consultation with the Bishop, until such time as a new Rector is elected as provided under this Article in case of a vacancy, or until the Rector can resume ~~his or her~~ their duties.

Article VII

WARDENS

It shall be the duty of the Wardens, when the Parish has no Rector, or in the Rector's absence, to provide for the temporary performance of the Rector's duties. In the absence

or incapacity of either Warden, or a vacancy, the powers and duties of the Wardens shall devolve upon the remaining Warden.

Article VIII

TREASURER

Section 1. 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, and 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.

The Treasurer shall also 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.

Section 2. 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.

Section 3. Assistant Treasurer. The Vestry may appoint one or more Assistant Treasurer(s). As directed by the Treasurer, the Assistant Treasurer shall receive and disburse Parish funds and shall perform such other duties as the Treasurer may assign.

Article IX

CLERK

It shall be the duty of the Clerk to keep the records of the Parish and of the Vestry, and ~~of the Vestry and~~ to keep a roll of the members entitled to vote in its affairs. The Clerk shall make available a membership list for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

Article X

BONDS AND RELATED THEFT INSURANCE

The Treasurer, employees, volunteer persons and other custodians of funds as designated by the Vestry shall be bonded or covered under Employee Theft Insurance designed to cover ~~direct~~ loss of money, securities or property resulting from theft or forgery committed by a person above acting alone or in collusion with others.

Article XI

VESTRY

Section 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~~Officers in the discharge of their duties. The Vestry, in consultation with the Rector, shall authorize staff positions and the terms of employment.

The managing of all or any of the investments, including their purchase, custody, sale and transfer, may be delegated by the Vestry to the Wardens or the Treasurer. The Vestry may delegate to the Wardens and/or ~~treasurer~~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.

Section 2. Annual Audits. 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. Such auditors shall be appointed by the Vestry at least thirty days before the end of the year.

Section 3. Restrictions on Alienation or Encumbrances 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 Diocesan Standing Committee.

Section 4. Meetings. Meetings of the Vestry may be called by the Rector or either Warden or any two members of the Vestry. ~~The Vestry may schedule regular meetings and determine the manner of notifying its members. The Rector, or such~~The Vestry may allow one or more of its members to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all vestry members

participating may simultaneously hear each other during the meeting. A vestry member participating in a meeting by this means is deemed present in person at the meeting. The Rector, or any other member of the Vestry designated by the Rector, shall preside. The records of the Vestry are available to the members of the Parish in the Parish office. A majority of the members shall constitute a quorum and a majority vote of those present shall determine any matter presented, subject to Section 5 of this Article.

Section 5. Conflict of Interest. Whenever a member of the Vestry has a financial or personal interest in any matter coming before the Vestry, such person shall (i) fully disclose the nature of the interest, and (ii) withdraw from discussion, lobbying and voting on the matter. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale.

Article XII

ORGANIZATIONS

All formal organizations connected with the Parish shall be responsible to the Rector. 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~~Officers. The funds of any organization which has not met for three years shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

Article XIII

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 Vestry. All gifts or memorials 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. Memorial gifts and memorials of cash or the equivalent which are so designated may become undesignated in the discretion of the Vestry when the purpose therefor has been satisfied or fulfilled. Memorial gifts of cash or the equivalent which upon receipt have been without designation may, in the discretion of the Vestry, be added to the Church endowment or considered unrestricted.

Article XIV

AMENDMENTS

These By-laws may be amended in the following manner: first, the proposed change shall be approved by vote of two-thirds of the members of the Parish present at a properly called meeting, next, the proposed change shall be submitted to the Bishop and Diocesan Standing Committee and if approved by them without substantial revisions, the change as so approved shall become immediately effective upon receipt by the Parish. If the Bishop and Diocesan Standing Committee shall approve subject to a substantial revision affecting the intent or meaning of the proposed change, the matter shall be resubmitted to a properly called meeting of the members of the Parish and shall become immediately effective upon approval by vote of two-thirds of the members of the Parish present.

Article XV

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, Vestryperson, the Rector in ~~his or her~~their capacity as an ~~officer~~Officer, or other ~~officer~~Officer of the Parish (collectively “Indemnified ~~Officers~~”,Officer(s)”), 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~~an Indemnified Officer 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~~such Indemnified Officers may become involved by reason of ~~his or her~~such person’s serving or having served in such capacity (other than a proceeding voluntarily initiated by ~~such person~~an Indemnified Officer unless ~~he or she~~such Officer 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~~Indemnified Officer with respect to any matter in which ~~he or she~~such Indemnified Officer 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~~Indemnified Officer agrees to repay such payment if ~~he or she is~~they are not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such ~~person~~Indemnified Officer to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each ~~officer~~Officer of the Parish approving such payment shall be wholly protected, if one or more of the following occurs:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members 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~~Indemnified Officer 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~~any Indemnified Officer's acts of omissions which occurred at any time prior to such amendment or repeal without ~~his or her~~such Indemnified Officer's written consent.

Final – Approved 01-29-2012