

History of By-laws:
Adopted May 14, 1974
Amended: September 24, 1980
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Amended: April 25, 2008

Bylaws of St. Mark's Episcopal Church of Highland, Maryland

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

ARTICLE I: Members

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

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

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

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

Section 4. Special Meetings. At any time during the interval between annual meetings, special meetings of the Voting Members may be called by the Rector, or by the Senior Warden, or by not less than one-third of the members of the Vestry, or upon written request

of not less than twenty-five (25) per cent of the Voting Members filed with the Rector, or in his/her absence, with the Senior Warden. All Ordinary Members shall be welcome and may speak, but shall have no vote.

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

ARTICLE II. The Vestry

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

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

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

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

Section 4. Election. Vestrymembers shall be elected at the annual meeting by the Voting Members present and voting thereat. Voting by proxy shall not be permitted. The vote shall be taken by ballot. Each voter shall vote for no more than three candidates. The three candidates having the largest number of votes shall be elected. In the event of a tie for third place, a second ballot shall be taken considering only those names which tied for third place. On the second ballot, each voter shall vote for only enough candidates to fill a slate of three. In the event of a tie on the second ballot, the Chairman of the meeting shall break the tie.

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

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

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

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

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

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

Section 8. Conduct of Business. The Vestry may conduct business only when a quorum is present. A quorum shall consist of no less than five (5) lay members of the Vestry.

A quorum may approve minutes, accept the reports of the Rector, officers and committees, future agenda and make recommendations to the Rector, all by majority vote of the lay members of the Vestry present. However, decisions or actions affecting the approval or alterations of the budget, changes in congregational policy, unprogrammed expenditures, Vestry resolutions, statements of official Vestry position on any matter at issue in the Diocese, or selection of Standing Committee chairmen shall be enacted only by a majority vote of the entire lay membership of the Vestry, i.e., five (5) votes.

All members of the Church in good standing shall have the privilege of attending as observers and may, upon invitation of the presiding officer, participate in any discussion. At the request of the Rector or, in his absence, the Senior Warden, the Vestry may meet in executive session, for the purpose of considering reports or holding discussion upon matters which the Rector or, in his absence, the Senior Warden believes should be conducted in confidence in the interests of a member or members of the congregation; provided, however, that the Vestry shall not vote or otherwise take action on any matter while in executive session.

ARTICLE III. Officers

Section 1. Titles of Officers. The Officers of the Church shall be the Rector, a Senior Warden, a Junior Warden, a Registrar, a Treasurer, and such other Officers as the Vestry may from time to time designate.

Section 2. Election. The Senior Warden, Junior Warden, Registrar and Treasurer shall be elected by a majority vote at the first meeting of the Vestry held after the annual meeting. The Senior Warden and Junior Warden shall serve for terms of two years, with the Senior Warden's term beginning in odd numbered years and the Junior Warden's term beginning in even numbered years. No one shall serve as Senior or Junior Warden for more than two successive terms. The Registrar and Treasurer shall serve for terms of one year. Officers must be Voting Members of the Church and may, but need not be, members of the Vestry.

Section 3. The Rector. The Rector of the Church shall be the president and chief executive officer of the Church and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of The Episcopal Church and the Diocese of Maryland. The Rector shall preside at all meetings of the Vestry and meetings of the Voting Members when in attendance. The Rector shall be elected by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, shall continue to serve until death or resignation or until the pastoral relationship is severed by the mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese.

Section 4. The Church Wardens. The Senior Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned by the Vestry. The Senior Warden shall be the senior lay officer of the Church, and shall make provision for Divine Services to be held in St. Mark's Church every Sunday in the year, Christmas, Ash Wednesday, Good Friday, and any other appropriate days. The Senior Warden shall have the authority to require a special meeting of the Vestry to be called. In the absence of the Rector the Senior Warden shall preside at all meetings of the Vestry and meetings of the Voting Members in which he/she is in attendance.

The Junior Warden shall have general responsibility for the supervision and maintenance of all Church property, real and personal (other than securities and cash) and shall perform other such duties as may be assigned by the Vestry.

Section 5. The Registrar. The Registrar shall have custody of the corporate seal of the Church. The Registrar shall record the minutes of all meetings of the Vestry and of the Voting Members in a suitable minute book. The Registrar shall be charged with the responsibility of keeping up-to-date copies of the Bylaws which shall be open to inspection on the Church property at reasonable business hours by any Ordinary Member or Voting Member of the Church. The Registrar shall further determine and report to the Vestry whether or not all Vestrymembers and Wardens have complied with Canon XI (Oath of Office of Vestrymembers) of the Diocese of Maryland. In addition, the Registrar shall perform such other duties as may be assigned by the Vestry.

Section 6. The Treasurer. The Treasurer shall keep the financial records of the Church

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

Section 7. The Assistant Treasurer. The Vestry may at any time or from time to time elect one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as The Treasurer may assign to them.

Section 8. Other Officers. Such other officers as may be designated by the Vestry from time to time shall have and perform such powers and duties as may be assigned to them by the Vestry.

Section 9. Attendance of Officers at Vestry Meetings. All officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry.

ARTICLE IV. Committees and Delegates

Section 1. Designation by Vestry. The Vestry may designate regular or special committees for such purposes as may be indicated in the resolution or resolutions provided therefor. Committee appointments shall be made by the Rector with the advice and consent of the Vestry, or by the Vestry or other person or persons to whom the Vestry may, by its resolutions, give the power of appointment. Committee functions, chairmanships and membership shall be reviewed by the Vestry at its annual organizational meeting.

Section 2. Election of Lay Delegates. At the Annual Meeting of St. Mark's the voting members shall elect a lay delegate and an alternate lay delegate to the Diocesan Convention and Patapsco Valley Regional Council. Those persons shall assume office on January 1. Lay delegates and alternates shall serve as delegates to the Regional Council. Other delegates to which the Church may be entitled shall be appointed by the Rector, subject to the approval of the Vestry.

ARTICLE V. Fiscal Matters

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

Section 2. Signature on Commercial Paper. All checks and drafts shall be made, drawn

and endorsed in the name of the Church in such manner as the Vestry may from time to time authorize.

Section 3. Limitation on Expenditures. Any expenditure not specifically provided for in the annual current budget of the Church must be approved in advance by the Vestry.

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

Section 5. Fidelity Bond. In accordance with National Church Canons and State Law, the Treasurer and such other officers, employees or other persons handling Church funds, whether salaried or non-salaried, as the Vestry may direct from time to time, shall be bonded for the faithful performance of their duties at the expense of the Church, in such amounts and by such surety companies as the Vestry may determine.

ARTICLE VI. Amendment to Bylaws

These Bylaws may be altered, amended, repealed or added to by a two-thirds vote of those Voting Members who shall attend any meeting of members of the Church, provided, however, that any such alteration, amendment, repeal or addition, whether proposed by the Vestry or by the Voting Members who shall call a special meeting pursuant to Article I, Section 4 hereof, shall be specified in the notice of the meeting, whether it be an annual or a special meeting.