

By-Laws of Christ Episcopal Church

Pottstown, PA

Adopted by Vestry January 10, 1991
Amended by the Vestry 8 March, 2001
Amended by the Vestry 18 December, 2008
Amended by the Vestry 18 December, 2014
Amended by the Vestry 14 December, 2017

Article 1.

of the relation of the Corporation to the Protestant Episcopal Church and to Diocesan Authority.

SECTION I. This Church acknowledges itself to be a member of, and to belong to, the Episcopal Church of the Diocese of Pennsylvania, and the Episcopal Church in the United States of America. As such it accedes to, recognizes and adopts the Constitution, Canons, Doctrines, Discipline and Worship of the Protestant Episcopal Church in the United States, and the Constitution and Canons of the Episcopal Church in the Diocese of Pennsylvania, and acknowledges their authority accordingly.

Article 2.

of the members of the Corporation and the qualification of voters.

SECTION I. The members of the Corporation who shall be qualified to vote at elections on members of the Vestry and on all questions which may come before any meeting of the corporation, shall be all Lay Baptized persons of the age of seventeen (17) years or upwards¹ who shall have been worshipers in this Church as their usual Place of Public Worship for one (1) year and upwards, and who shall appear by the books of the Corporation to have contributed to its support during the year immediately preceding such election or meeting.

Article 3.

of the Meetings of the Corporation and the Election of Vestrymen.

SECTION I. The annual meeting of the Corporation and the annual election of members of the Vestry shall be held in the Church edifice or such other place as the Vestry shall by resolution prescribe. The time and place for holding the meeting shall be announced to the congregation by the Rector or the Rector's Warden on the two (2) Sundays next preceding such day of election, and a written notice of the annual meeting shall be given to each member of record entitled to vote, at least ten (10) days prior to the day named for the meeting; if action to be taken by the members at the meeting includes alteration, amendment or repeal of the By-Laws, the notice thereof by announcement shall be given by the Rector or the Rector's Warden on the three (3) Sundays preceding such meeting.

SECTION II. The Wardens shall choose as judges of the election three (3) persons qualified to vote for members of the Vestry, and shall cause them severally to be notified in due time of their appointment, or the judges of election shall be appointed by the Rector if the

Wardens fail to appoint them for any reason.²

SECTION III. It shall be the duty of the judges to open the polls at the time and place for the meeting. Voting for the Vestry shall be by ballot in person and not by proxy. The Candidates shall include all qualified members nominated to the Secretary. The polls shall remain open for one hour unless the Vestry shall direct that they remain open for a longer period. Those candidates receiving the largest number of votes shall be declared elected. The result of the election shall be communicated to the Secretary who shall notify each of the persons elected, and shall be announced to the Congregation on the Sunday next succeeding the day of election. Each member elected to the Vestry shall be requested by the Secretary to attend a meeting of the Vestry to be held as soon thereafter as practicable, for the purpose of organizing, to which meeting the judges shall make their official return in writing, which shall be entered upon the minutes.

SECTION IV. At the Annual Meeting of the Corporation, the Congregation shall elect Lay Deputies to represent the Parish in the Diocesan Convention, in accordance with the Canons of the Church.

SECTION V. In case of failure to hold an election on the day specified the Vestry shall appoint another day within four weeks for holding such an election.

SECTION VI. Special meetings of the members may be called at any time by the Rector, or members of the Vestry, or upon request of at least twenty (20) members of the Corporation. Notice of the time and place of a special meeting shall be given in the same manner as Section I of this article prescribes for annual meetings.

SECTION VII. At all meetings of the members of the Corporation, ten percent (10%) of the members who would be qualified to vote if present in person shall constitute a quorum.

SECTION VIII. Voting for all matters other than election of members of the Vestry may be by ballot, voice vote, or show of hands, and voting by proxy shall not be permitted.

Article 4.

of the members of the Vestry, the appointment of Wardens and Officers, and Meeting of the Vestry.

SECTION I. Those qualified to serve on the Vestry shall be Baptized and Confirmed, Lay Persons, of the age of seventeen (17)¹ years and upwards, shall be members of the corporation and shall not concurrently be employees of the Corporation. Those qualified to serve on the Vestry shall not be a member of the same household as a concurrent Vestry member or nominee for Vestry.³

SECTION II. There shall be twelve (12) Vestry members, each serving staggered terms of three (3) years, so that four (4) members of the Vestry shall be elected at each annual meeting. Service of less than 18 months is not considered a full term. No retiring Vestry member, except the Rector's and Peoples' Wardens, shall be qualified to succeed themselves following the expiration of their full three year term. Members appointed or elected to fill less than a full term are eligible for re-election. The Rector's and Peoples' Wardens⁴, however, may

be elected to two consecutive full terms, and may not serve more than two (2) consecutive full term.⁵

SECTION III. Following the annual election of members of the Vestry the stated meeting of the Vestry shall be held as soon thereafter as practicable. Regular meetings of the Vestry shall be held once monthly except during July and August. Special meetings of the Vestry may be called by the Rector or by a majority of the members of the Vestry at any time upon five (5) days' notice.

SECTION IV. A majority of the members of the Vestry shall constitute a quorum for the transaction of all business.

SECTION V. The Rector shall be ex officio President of the Vestry and at all meetings of the same shall, if present, preside but without vote therein or appoint another member of the Vestry to preside.

SECTION VI. Vacancies in the Vestry occurring at any time may be filled by a majority of the remaining members of the Vestry, though less than a quorum, *provided* that no person shall be elected by the Vestry to fill a vacancy unless he shall be nominated at a meeting held at least one (1) week previous to the election, and notice of such nomination given to all members of the Vestry at least five (5) days prior to such election.

SECTION VII. At the stated meeting following the election of members of the Vestry in each year, the Vestry shall elect one of their number the People's Warden and the Rector shall appoint another member of the Vestry the Rector's Warden; provided that, if a vacancy exists in the office of Rector, the Vestry shall select one of their number to perform the duties of the Rector's Warden unless appointed by the Bishop. The Vestry shall also elect a Secretary, a Treasurer, and such other officers as may be directed by the Articles or By-Laws, none of whom need be a member of the Vestry.⁶

All elections shall be by ballot, unless the same shall be dispensed with by the unanimous consent of the Vestrymen present.

Section VIII.⁷ The Accounting Warden may be a member of the Vestry or another member of the Corporation qualified to serve on the Vestry. The term of office of the Accounting Warden shall be six (6) years and may be re-elected without limit. Requirements for election or re-election to the Vestry are separate from the rules for election (or re-election) as Accounting Warden or Treasurer.

Section IX.⁸ In the absence of an Accounting Warden, either by resignation, removal, or at the end of the term, the Vestry shall elect an Accounting Warden. The Accounting Warden may be a member of the Vestry or other member of the Corporation qualified to serve on the Vestry, and is eligible for re-election as Accounting Warden indefinitely. Requirements for election or re-election to the Vestry are separate from the requirements for election (or re-election) as Accounting Warden. The Accounting Warden is the primary financial officer of the corporation, filling the function referred to by the PA Code as Treasurer of a corporation.⁹

Article 5.

of Committees.

SECTION I. The Vestry may create such committees, standing or special, to perform such functions, and to serve such terms as it may deem appropriate. Chairpersons of committees shall be appointed by the Rector and committee members shall be appointed by the Chairperson, subject to the approval of the Vestry.

Article 6.

of the Qualification and Election of the Rector.

SECTION I. The Rector shall be elected by a two-thirds (2/3) majority of the Vestry upon written ballot.

SECTION II. The person to be elected shall have been openly nominated at a previous meeting of the Vestry, the notices for which meeting shall have been issued at least one (1) week previous to the holding thereof, and shall have stated that nominations would then be made and received; and the notices for the meeting at which such election is intended, shall state such intention; and no election as aforesaid shall be held until at least four weeks shall have elapsed from and after the nomination of the candidate.

SECTION III. The agreement with the person called shall be reduced to writing and signed by both parties, of which each party shall be furnished with a copy.

Article 7

of the Church Wardens, Secretary, Treasurer and Sexton.

SECTION I. The Church Wardens shall have a general superintendence of the property of the Corporation, except as delegated to the Committees and shall take care that the Sexton and other employees perform their respective duties in a satisfactory manner, and that order be maintained in and about the Church. They shall have power to make purchases of all articles necessary for the use of the Church within the limits of a budget adopted by the Vestry without further authorization from the Vestry.

SECTION II. The Accounting Warden shall have custody of all title and insurance papers of the Corporation. It shall be his duty to provide the registers as provided in Article 8.

SECTION III. The Accounting Warden shall have custody of and shall maintain the Books of Account of the Corporation. The Accounting Warden may delegate duties as needed to an Accountant/Bookkeeper who shall be an employee of the corporation selected by the Vestry, reporting to the Accounting Warden. The Accountant/Bookkeeper may perform any or all of the functions of Accounting Warden, unless not a member of the Corporation. In that case, the Accountant/ Bookkeeper may not be provided with the ability to transfer funds, whether electronically, by check, or by other means. Accounting Warden shall have charge of all the revenues of the Corporation, which he shall deposit in the bank or trust company designated by the Vestry, to his credit as Accounting Warden of Christ Episcopal Church of Pottstown. The said revenues shall be from time to time applied for the maintenance and support of the Rector, Minister, and officers of the said Church and in the erection and necessary repairs to the Church, Churchyard, Rectory, and such other houses as shall belong to the Corporation, and to any other purposes to which the corporate funds may be lawfully applied. All checks or orders for

the payment of money drawn against any funds belonging to the Corporation shall be signed by the Accounting Warden, provided that the Vestry may by resolution designate one or more alternates to sign if the Accounting Warden or Accounting Warden is unavailable. The Accounting Warden shall be responsible for managing all forms of electronic access to Corporation funds, and documentation of that access. Level of access to any account shall require Vestry approval. The Accounting Warden and Accountant/Bookkeeper shall be bonded by a reputable bonding company. The Accounting Warden shall render to the Vestry at the monthly meetings and to the annual parish meeting, accounts of all receipts and disbursements for the year. He shall, at the stated Vestry meeting and at other times as the Vestry may require lay before the Vestry, a statement of all debts and liabilities of the Corporation detail; showing to whom the same may be owing and also a statement of all property, claims and effects belonging to the Corporation, which accounts shall be audited annually in conformity with canonical requirements. His books shall be open at all reasonable times to the inspection of the Vestry.¹⁰

SECTION IV. The Rector's Warden shall have special charge of the Communion plate, etc., and shall, when required, provide from the Communion alms the bread and wine necessary for the administration of the Holy Communion. It shall be the duty of the Church Wardens, assisted by members of the Vestry or other fit persons, to collect the offerings from the Congregation.

SECTION V. The Secretary shall keep regular minutes of the proceedings of the Vestry, notify the members of all its meetings, call special meetings when ordered, and perform generally such duties as pertain to the office.

SECTION VI. All books, papers, etc., the property of the Corporation, shall be delivered by the Secretary, Treasurer and Wardens to their successors in office.

SECTION VII. The Sexton, besides his constant care of the Church, shall perform all other duties connected with his office, as directed by the Rector or either of the Wardens.

Section VIII.¹¹ The Peoples' Warden shall counsel with the Rector and congregation concerning the parish and will act as the representative of the congregation in matters that concern the welfare of the parish, and will share with the other Wardens in responsibility for the general welfare of the parish.

Article 8

of registers.

SECTION I. The Accounting Warden shall provide a register, to be kept in the custody of the Rector, in which shall be recorded by the Rector, or other Minister of the parish, a list of the communicants of the parish, all marriages, baptisms, confirmations and burials, at which he shall have officiated in the parish, together with all pertinent data as required by the Canons. This book shall belong to the Corporation as part of the Church records. Certificates from these records, under seal, shall, when requested, be provided by the Rector or the Wardens.

SECTION II. The Accounting Warden or his designee shall keep a register or record in which he shall enter the names of all persons who contribute to the current expenses of

the Corporation and the amount of such contribution. The Accounting Warden and the Rector shall prepare from the said register a list of members qualified to vote for the election of members of the Vestry and shall deliver the list to the judge of election on the day fixed for the election of members of the Vestry.

Article 9.

of the Church Building and Furniture.

SECTION I. No alteration of or addition to any part of the Church Building or the Church furniture, nor any decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monumental erection shall be placed in the Church, unless a complete design thereof shall have been first approved by the Vestry; provided, that nothing herein contained shall in any way be taken to affect or vary the rights of the Rector within the Chancel.

Article 10.

of Gifts to the Church.

SECTION I. All articles, monetary or otherwise, of every description given to the Church or placed in, upon or about the Church building, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.

Article 11.

of the Seal of the Corporation.

SECTION I. A metal seal having the following inscription: *Christ Episcopal Church, Pottstown*, shall be the corporate seal of this Corporation. It shall be used in all acts of the Vestry requiring the seal, and shall be attested by the Rector, a Warden, or the Secretary.

Article 12.

of Alteration of By-Laws.

SECTION I. Alteration, amendment, or repeal of the By-Laws at meetings of the Vestry shall be effective only if: 1) proposed at a Vestry meeting at least fourteen (14) days in advanced of the vote in accordance with the Articles and if notices for both meetings state that such alteration, amendment or repeal of the By-Laws will be proposed or acted upon, and signify the nature of such proposed action, and 2) approved by a two-thirds (2/3) vote.

SECTION II. Alteration, amendment, or repeal of the By-Laws may also be carried out by vote of a majority of the members qualified to vote present at any meeting of the members. This power in the membership includes the power to change or override any otherwise effective action by the Vestry to alter, amend or repeal the By-Laws taken pursuant to Section I of this Article. Notice of any such meeting of members shall set forth the proposed change or a summary thereof.¹²

¹ Amended 8 March 2001 changing the age from 18 to 17 in this and all other relevant locations

² By tradition, these are members of the outgoing class of Vestry members, excluding anyone running for reelection.

³ Amended 18 December 2008 to add “and shall not concurrently be employees of the Corporation.” and “Those qualified to serve on the Vestry shall not be a member of the same household as a concurrent Vestry member or nominee for Vestry.”

⁴ Amended 18 December, 2014 to separate the position of Accounting Warden from Vestry membership, to set the term of office and election method for the Accounting Warden, and to establish the position of People’ s Warden.

⁵ Jean Lee Barone Amendment - amended 8 March 2001 to change the language from “vestry men” to “vestry members” and to define “full term” for reelection purposes as “more than 18 months” .

⁶ See note 4

⁷ *ibid.*

⁸ *ibid.*

⁹ Amended 18 December 2017 to clarify position of Accounting Warden and Bookkeeper and to provide authority for the Accounting Warden to manage electronic banking security.

¹⁰ See note 9.

¹¹ See note 4.

¹² See note 4.