

## RESOLUTION

Whereas the Rector, Wardens and Vestry of St. Mary's by-the-Sea have recognized the need for by-laws for the governing of this Church; and

Whereas any by-laws which may have heretofore existed have been lost or their use abandoned; and

Whereas the Rector, Wardens and Vestry have drafted and considered by-laws; and

Whereas the said by-laws have been unanimously approved for submission to the parish for ratification;

Therefore; it is on this thirteenth day of November, 1985

RESOLVED that the proposed by-laws be made available to the parish for review; and it is further

RESOLVED that copies of the proposed by-laws shall be posted at the rear of the church and in Farnsworth Hall; and it is further

RESOLVED that said by-laws shall be submitted to the parish for ratification at the annual meeting of the parish to be held on a Sunday in January 1986; and it is further

RESOLVED that notice of the submission of the proposed by-laws for ratification be read by the Rector during services on the two Sundays immediately prior to the annual parish meeting; and it is further

RESOLVED that said by-laws shall be ratified upon a vote of two-thirds of the voters at the annual parish meeting.

THE RECTOR, WARDENS AND VESTRY  
ST. MARY'S BY-THE-SEA

## **ARTICLE I**

### **NAME AND PRINCIPAL OFFICE: SEAL**

Section 1: The name of this corporation shall be St. Mary's By-The-Sea Episcopal Church, having its principal office at Bay and Atlantic Avenues, Point Pleasant Beach, New Jersey.

Section 2: The corporate seal shall have inscribed thereon the name of the corporation.

## **ARTICLE II**

### **MEMBERSHIP**

Section 1: All members of the church in good standing shall be members of this corporation.

Section 2: All baptized persons who, for the preceding year, shall have celebrated and kept the Lord's Day, commonly called Sunday, by regular participation in the public worship of the Church, by hearing the Word of God read and taught, and by other acts of devotion, are members of this Church in good standing.

## **ARTICLE III**

### **MEETINGS**

Section 1: There shall be an annual meeting of the corporation in the month of January in each year at the principal office of the corporation, at which time Church elections and any business properly coming before such meeting may be transacted.

Section 2: Notice of time and place of the annual meeting shall be given by advertisement set up in open view at the door of the Church or usual place of worship, 10 days prior to the meeting and shall also be read by the rector or officiating minister on the 2 Sundays next preceding the meeting, in time of public service.

Section 3: Special meetings of the parish for any purpose allowed by law may be called by the rector at any time or if there be no rector, by the wardens, upon the same notice as prescribed in Section 2 hereof. The notice shall specify the object for which the meeting is called, and no vote shall be taken upon any question not specified in the notice. Special meetings shall be conducted in the same manner as the annual meeting, but the votes may be counted and declared forthwith upon any question except the election of wardens and vestrymen.

Section 4: The rector shall preside, with the right to vote, or if he is absent or if no rector is settled in the parish, the meeting shall choose one of the wardens, or if neither of the wardens is present, then some duly qualified voter to act as chairman. The secretary of the vestry, or in his absence a person appointed by the chairman, shall enter the proceedings in the minute book of the vestry, and shall sign the same together with the chairman.

Section 5: No one shall be permitted to vote or be eligible to hold office in this parish if such person is a member of another parish.

Section 6: The voters shall be baptized, at least eighteen years of age, domiciled in the Parish or adjacent thereto, of good moral character, adhering to this Church and to no other religious body, regular attendants at the services of the Church in this Parish, meaning thereby those who are more frequently present than absent unless for a good cause prevented and regular contributors to the current expenses of the Parish for six months next before the annual meeting in the manner prescribed by the Vestry of the Parish.

Any voters not baptized or confirmed in the Parish must have been received as communicants in accordance with the provisions of the Canons, or must be baptized persons who have been received on their written request, to the Rector or to one of the Wardens if there be no Rector; and said Rector or Wardens shall keep a list of all who have been received as voters, which list shall be open to inspection by the members of the Parish.

Section 7: Each voter shall be entitled to cast one vote and the chairman shall be the judge of the qualifications of the voters.

Section 8: The chairman shall receive the votes and declare the result.

Section 9: Elections shall be by ballot, and the polls shall remain open for one-half (1/2) hour, and for such longer time as may be required to receive the ballots of the persons present and ready to vote. In case of failure to elect on the first ballot the required number of wardens or vestrymen to be elected at the meeting, one or more further ballots shall be taken in the same manner.

Section 10: Three (3) persons shall constitute a quorum.

Section 11: At the annual meeting the qualified voters shall elect by ballot, by a majority of the votes cast, to serve for the ensuing year, from among the voters in the parish, three Delegates and three alternate Delegates to the Diocesan Convention, and a warden or wardens who shall all be communicants in good standing; and also such vestrymen and other officers as may be provided for by the charter of the parish, who shall be communicants.

All other business properly before the meeting shall be carried by a majority of votes cast.

Section 12: Meetings shall be run in an orderly manner with reference to Robert's Rules of Order, should the chairman deem it necessary.

Section 13: At the conclusion of all business the meeting shall be adjourned on motion, duly seconded, and carried, by the voters.

## **ARTICLE IV**

### **OFFICERS**

Section 1: The Rector shall be a member and the presiding officer of the corporation, but if there be no Rector, the wardens and vestrymen shall constitute the corporation, and one of the wardens shall be elected the presiding officer. A clerk or secretary, who shall be one of the vestrymen, and a treasurer, shall be elected annually by the vestry, in such manner and subject to such restrictions as may be provided elsewhere in these By-laws.

## **ARTICLE V**

### **RECTOR**

Section 1: The Rector shall be a member of the corporation and the presiding officer thereof.

The Rector shall have exclusive charge, under the Canons, of all things affecting the spiritual interests of the parish, subject only to the Bishop. It shall be the duty of the rector to give orders concerning the worship of the Church, together with all that appertains thereto. He may from time to time appoint fit and proper persons to perform under his supervision, such duties relative to the service and the decoration of the church as may be properly done by lay men or women.

The Rector shall be at all times entitled to access to the church, to open the same for public worship, for catechetical or other religious instruction, marriages, baptisms, funerals and all other offices authorized by the Church. He shall have spiritual direction and control of all Sunday Schools, and other educational and charitable associations connected with the parish, and shall preside, with right to vote, at all parish and vestry meetings.

Section 2: When a vacancy shall occur in the office of Rector, in any manner whatsoever, the wardens and vestrymen, two-thirds (2/3) of them concurring in the choice, may, subject to the constitution and canons of the Episcopal Church in the United States, and of this Diocese, choose some fit person, duly qualified, to be Rector of the parish.

## **ARTICLE VI**

### **VESTRY**

Section 1: The Vestry shall be composed of two Wardens and nine Vestry members” shall be amended to read: “The Vestry shall be composed of two Wardens and not less than six, but not more than nine, Vestry members” amended January 27, 2019.

Section 2: The Vestry shall be the agents and the legal representatives of the parish in all matters concerning its corporate property and the relations of the parish to its clergy.

Section 3: It shall be the duty of the vestry, under the Rector, to protect the Church property, and to see that all things needed for the orderly worship of God, and for the administration of the Sacraments and Ordinances of the Church, be provided.

Section 4: It shall be the duty of the vestry to see that funds of the parish are expended properly, and to elect and call the Rector and provide for his maintenance.

Section 5: The Vestry shall have authority to authorize, establish, and empower such committees and commissions, both vestry and non-vestry as it deems necessary to facilitate and transact church business, maintain church property, and ensure the orderly worship of God.

Section 6: At the church election, one warden shall be elected to hold office for two years or until his successor is chosen and one-third of the total number of vestrymen shall be elected to hold office for three years, or until their successors are chosen.

No vestrymen shall immediately succeed himself in that office, but this shall not preclude a vestryman from succeeding the seat he has filled due to a vacancy as contemplated in section 15 hereof.

No warden shall serve more than three consecutive terms as warden; but this shall not preclude a Junior Warden from succeeding to the office of Senior Warden.

Section 7: The qualifications for wardens or vestrymen shall be those of a voter as defined in Section 5 of ARTICLE III. They shall also be communicants in good standing.

Section 8: Meetings of the vestry shall be called on at least twenty-four (24) hours notice by:

- a. The Rector at any time;
- b. The wardens, if there is no Rector, or if the Rector is absent from the diocese for three calendar months, or is incapable of acting, or if the Rector has refused to call the meeting within one week after the receipt of a request signed by a majority of the members of the vestry; or
- c. A majority of the members of the vestry, in case of failure of the wardens to call such meeting within one week after the receipt of such request.

Section 9: Meetings of the vestry shall be open only to members thereof, the Rector, and to such other persons who the vestry or rector deem necessary for the conducting of business.

Section 10: Each member of the vestry and the rector shall have one vote. No other person attending a meeting of vestry shall have the right to vote.

Section 11: To constitute a quorum of the vestry there must be present either:

- a. The rector, one of the wardens and a majority of the vestrymen;

- b. The rector, both wardens and one less than a majority of the vestrymen; or
- c. The rector and two-thirds (2/3) of the vestrymen; or
- d. If the rector is absent from the diocese, or is incapable of acting, and shall have been so absent or incapable for more than three calendar months, or if the meeting is called by the rector and he is absent therefrom, or if the meeting is called by the wardens or vestrymen and the rector is absent therefrom, one warden and a majority of the vestrymen, or both wardens and one less than a majority of the vestrymen.

If there is a rector called to or settled in the parish, no action shall be taken in his absence, relating to or affecting the personal or exclusive rights of the rector, or the alienation of the capital or principal of any investments held by the corporation, or the sale of its real estate, or the encumbrance thereof; except as may be necessary for ordinary repairs.

Section 12: Meetings of vestry shall be run in an orderly manner with reference to Robert's Rules of Order, should the presiding officer deem it necessary.

Section 13: The clerk of the vestry shall enter the proceedings in the minute book of the vestry and shall sign same.

Section 14: The rector, when present, shall preside at meetings of vestry.

Section 15: In the event of a vacancy caused by the death, resignation, removal, incapacity, refusal or neglect for six months of any duly elected warden or vestryman to serve in such capacity, the vacancy may be filled by the vestry until the next annual meeting.

Section 16: In the event of a vacancy in the office of warden or vestryman caused by the failure of any candidate to receive a majority of the votes cast, the vacancy shall be filled at a special meeting of the parish as provided for in Section 3 of Article III.

## **ARTICLE VII**

### **PARISH REGISTER**

Section 1: The wardens of the parish shall provide a parish register.

Section 2: The rector, or in his absence the wardens and vestrymen, shall record in the parish register all baptisms, confirmations, marriages and burials and the names of all communicants in the parish.

Section 3: The parish registry shall be kept in accordance with the canons of the Church.

## **ARTICLE VIII**

### **ANNUAL REPORT**

Section 1: An annual report of the corporation shall be prepared by the wardens and vestry and rendered to the parish on or prior to the date of the annual meeting. The report shall include, but not be limited to, a financial statement of the preceding year, a budget for the current year, a report of the rector, such committee reports and reports of church organizations as shall be deemed appropriate, and such other reports as may be necessary to present the true and accurate status of the parish.

## **ARTICLE IX**

### **TREASURER**

Section 1: The treasurer of the parish shall be adequately bonded.

Section 2: The treasurer shall have custody of all money and securities of the corporation. He shall sign all checks of the corporation and shall make a report of the general financial condition of the corporation at each annual meeting of the parish.

## **ARTICLE X**

### **CHURCH PROPERTY**

Section 1: No sale, conveyance or mortgage of any real estate other than burial lots in churchyards or cemeteries and no lease for a longer term than one year shall be made by the corporation without the previous written consent of the bishop and a majority of the standing committee of the Diocese. Without such consent of the sale, conveyance, mortgage, or lease shall be void.

Section 2: All buildings and their contents shall be kept adequately insured.

Section 3: Nothing contained in these by-laws shall preclude the vestry from offering the use of the premises to such organizations or persons as the vestry may provide.

## **ARTICLE XI**

### **ORGANIZATIONS**

Section 1: Nothing contained in these by-laws shall prohibit the formation of charitable, religious or service organizations within this parish. Such organizations shall not violate these by-laws or the canons of the Church.

Section 2: Any such organization shall be permitted to hold meetings on the church property, elect officers, and carry on such business as is purposeful for such organization.

Section 3: The rector shall be a member of each such organization, but shall not be required to be present at meetings.

Section 4: The secretary of each organization, or some other person appointed for the purpose, shall submit a report of the status of the organization at the annual meeting.

## **ARTICLE XII**

### **SUNDAY SCHOOL**

Section 1: A Sunday school shall be maintained in the parish.

Section 2: Sunday school shall be held for the purpose of religious training and shall be open to all children of the parish. The term of said school shall roughly coincide with the term of local public schools, but nothing herein contained shall preclude the Sunday School term from being shortened or extended as the Rector and vestry may deem appropriate.

Section 3: A Sunday school superintendent may be appointed by the rector with the approval of the vestry. It shall be his duty to see that the school is run in an orderly manner so as to ensure the purposes for which the school exists.

## **ARTICLE XIII**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1: The vestry may authorize any officer or officers in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the vestry. In the absence of such determination by the vestry, such instruments shall be signed by the treasurer or an assistant treasurer.

Section 3: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the vestry may select.

Section 4: The vestry may accept on behalf of the church any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.



## **ARTICLE XIV**

### **EMPLOYEES**

Section 1: The Rector or vestry shall have the authority to hire and employ such persons as it deems necessary to facilitate the transaction of church business, maintain church property, and ensure the orderly worship of God.

Section 2: Employees shall be under the charge of the Rector and the vestry.

Section 3: The Rector, or in the absence of the Rector, the vestry, shall have the authority to discharge from employment such employees. All such employees shall be considered to be employees at will.

## **ARTICLE XV**

### **ASSISTANTS, CURATES, SEMINARIANS**

Section 1: From time to time it may be determined by the Rector and vestry that it is necessary to hire or contract for the services of, and install an assistant priest, curate, or seminarian. Nothing contained in these by-laws shall preclude such hiring, contracting or installation.

Section 2: Any such assistant priest, curate or seminarian shall be considered to be a member in good standing of the parish, and a voter at any annual or special meeting, but shall not have a seat, voice or vote at meetings of vestry.

Section 3: Any such assistant priest, curate or seminarian shall be subordinate to and under the charge of the Rector.

## **ARTICLE XVI**

### **DEACONS**

Section 1: Nothing contained in these by-laws shall preclude the installation of parish deacons in this parish.

Section 2: Any such parish deacons shall serve under the oversight of the Bishop exercised through the Rector.

Section 3: Any such parish deacons shall not have a seat, voice or vote at meetings of vestry.

## **ARTICLE XVII**

### **AMENDMENT OF BY-LAWS**

Section 1: Amendments of these by-laws shall be initiated by the vestry. If the vestry, by a two-thirds vote thereof shall recommend such change or changes, the proposed change or changes shall be submitted to the parish for vote at the annual meeting or at a special parish meeting. If the meeting of the parish shall ratify the recommendations of the vestry by a two-thirds vote of those present balloting separately upon each proposed change, then the clerk of the vestry shall forthwith prepare the amendment and incorporate it into the by-laws.

## **ARTICLE XVIII**

### **MISCELLANEOUS**

Section 1: These by-laws shall be subordinate to, and consistent with, the canons of the Episcopal Church and the laws of the State of New Jersey.

Section 2: These by-laws shall be effective immediately upon ratification by a two-thirds (2/3) vote of the parish meeting at which they are presented for ratification.

Section 3: As used in these by-laws, the masculine shall include the feminine and the feminine the masculine.

Amended January 27<sup>th</sup>, 2019 (article VI page 4)