

**BYLAWS OF THE EPISCOPAL CHURCH OF THE HOLY SPIRIT**

**Lebanon, New Jersey**

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## PREAMBLE

The Episcopal Church of the Holy Spirit, Lebanon, New Jersey, is a parish of the Protestant Episcopal Church in the United States of America in the Diocese of New Jersey. All persons are welcome to worship with the parish, to participate in church activities and programs, and to join our faith community. Those who wish to take part in the governance of the parish – to vote and/or run for office – must meet certain qualifications, itemized in these bylaws, which describe the rules by which the Church of the Holy Spirit is governed.

## ARTICLE I: THE CORPORATION

**Section 1. Authority.** The parish has been duly incorporated as a non-profit organization, in accordance with the provisions of New Jersey Statutes 16:12-1 *et seq*, as “the Rector, Wardens and Vestrymen [herein after “Vestrypersons”] of the Episcopal Church of the Holy Spirit in Lebanon, New Jersey.” All temporalities and property, both real and personal, belonging to the Corporation and all revenues therefrom, shall be administered in accordance with the Constitution and Canons of the Episcopal Church of the United States of America [“the Episcopal Church”], the Constitution and Canons of the Diocese of New Jersey, and the laws of the state of New Jersey.

**Section 2. Presiding Officer.** The Rector is the presiding officer of the Corporation, but, if there is no Rector, the two Wardens (Senior and Junior) and nine Vestrypersons constitute the Corporation, and one of the Wardens shall be elected the presiding officer, or, if no Wardens are present, a Vestryperson shall be elected presiding officer.

**Section 3. Name and Corporate Seal.** The full corporate name of the parish is “Church of the Holy Spirit, Clinton Township, New Jersey.” Parish agreements must be signed by the Rector or both Wardens, sealed and attested by the Clerk of the Vestry, using the full corporate name of the parish. In correspondence, press releases, and other similar uses, the parish may use these shortened versions of its name: “CHS” or “Holy Spirit, Lebanon.”

The Vestry authorizes a corporate seal for sealing documents. The seal must bear the full corporate name, the words, “Corporate Seal,” and the year of incorporation. The seal must be kept at the parish offices in the custody of the Clerk of the Vestry.

**Section 4. Office and Records.** The parish office is located at 3 Haytown Road, Lebanon, New Jersey 08833. Record books, minutes, deeds, documents, and other papers and records belonging to the parish must be kept at the parish office or such other place as the Vestry may authorize. Parish financial records must be kept in accordance with requirements set by the diocese.

**Section 5. Good Faith and Diligence.** Vestrypersons and officers of the Corporation shall discharge the duties of their respective positions in good faith and with the degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances in like positions.

**Section 6. Reliance upon Financial Statements.** In discharging their duties, Vestrypersons and officers of the Corporation, when acting in good faith, may rely upon financial statements of the

Corporation represented to them to be correct by the Treasurer or other officer of the Corporation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation.

## **ARTICLE II. THE RECTOR**

The Rector shall be a member and the presiding officer of the Corporation and shall preside (or may request the Senior Warden to preside), with right to vote, at all Vestry Meetings, Annual Parish Meetings, or Special Parish Meetings.

The Rector is responsible for the worship and spiritual jurisdiction of the parish, under the Constitution and Canons of the Episcopal Church, subject only to the rubrics of the Book of Common Prayer, and the pastoral direction of the Bishop of the Diocese. In addition, the church and parish buildings and furnishings are under the control of the Rector, who at all times is entitled to access the church, to open it for public worship or for religious instruction, marriages, baptisms, funerals, and all other offices authorized by the Episcopal Church.

The Rector has spiritual direction and control of all Sunday schools, parish schools, and other educational and charitable associations connected with the parish.

The Rector is responsible for selection of all assistant clergy, and they serve at the Rector's discretion. Likewise, from time to time, the Rector may appoint or hire lay persons to perform such duties relative to the service and decorations of the church. Such lay assistants will be supervised by the Rector.

The Rector has final authority to employ or discharge any employee of the parish, provided that the Vestry has sole authority to determine salary or any other compensation of employees.

## **ARTICLE III: THE ANNUAL PARISH MEETING**

**Section 1. Purpose.** The main purpose of the Annual Parish Meeting is to elect Wardens, Vestrypersons, Deputies and Alternates to the Diocesan Convention, and Delegates and Alternates to the District Watchung Convocation. At each Annual Parish Meeting, three (3) Vestrypersons are elected for terms of three (3) years; one (1) Warden is elected for a term of two (2) years; and three (3) Diocesan Convention Deputies and three (3) Alternates and three (3) District Convocation Delegates and three (3) Alternates are elected each for a term of one (1) year (numbers of Deputies, Delegates, and Alternates may change based on what is required by the New Jersey Diocese). Also, any vacancies shall be filled. Other business that requires a vote by the whole parish may also be conducted, and reports on church activities and finances are presented, in accordance with the bylaws.

**Section 2. Schedule and Notice.** The Annual Parish Meeting shall be held each year on the fourth Sunday in January. In case of inclement weather or other emergency, the meeting shall be held on the following Sunday, or, if that is not possible, the next following Sunday.

Notice of the time and place of the Annual Parish Meeting shall be given by advertisement set up in open view at the door of the church and by all regular modes of communication currently in use parish-wide, such as email bulletins or newsletters, two (2) weeks prior to the meeting. In

addition, the advertisement should be read by the Rector or officiating minister on the two Sundays next preceding the meeting during the time of public service.

**Section 3. Presiding Officer.** The Rector shall preside as chair of the Annual Parish Meeting (or may request the Senior Warden to preside), with the right to vote, or, if there is no Rector settled in the parish, the meeting shall choose by consensus one of the Wardens, or, if neither of the Wardens is present, the meeting shall choose one of the Vestrypersons, or, if no Vestrypersons are present, a duly qualified voter, to act as presiding officer. The presiding officer shall be the judge of the qualification of the voters, receive from the tellers the votes cast [see Article IV.6, below], and declare the result.

**Section 4. Quorum.** Three (3) qualified voters shall constitute a quorum at any Annual Parish Meeting or Special Parish Meeting.

**Section 5. Minutes.** The Clerk of the Vestry [see Article VII, below] or, if the Clerk is absent, a person appointed by the presiding officer shall function as secretary of the meeting, take minutes of the proceedings, enter them in the minute book of the Vestry, and sign the same together with the presiding officer.

**Section 6. Robert's Rules of Order.** The Annual Parish Meeting, as well as Special Parish Meetings, meetings of the Vestry, and parish committee meetings shall be conducted according to Robert's Rules of Order.

#### ARTICLE IV. VOTING AT ANNUAL MEETINGS

**Section 1. Qualifications of Voters.** Persons qualified to vote at any meeting of the parish shall be

- (a) baptized, whether in this church or another Christian church (if in another church, a record of the baptism shall be duly recorded in this church);
- (b) at least sixteen years of age;
- (c) of good moral character;
- (d) adherents of the Protestant Episcopal Church and of no other religious body;
- (e) regular participants in worship services; and
- (f) regular contributors of time, talent, and treasure for the support of the current activities of the parish for six (6) months prior to the said Annual Meeting, as attested by the Rector or the Senior Warden in the Rector's absence.

No one shall be permitted to vote or be eligible for office in more than one parish in this diocese [see Diocese of New Jersey Canon 50, Sec. 2].

**Section 2. List of Voters.** The Rector or, if there is no Rector, the Wardens shall keep a list of all eligible voters, which list shall be open to inspection by the members of the parish.

**Section 3. Selection of Nominees.** At each Annual Parish Meeting, the presiding officer shall appoint three (3) persons to serve on a Nominating Committee for the following year's election of officers. Two (2) of the three (3) persons shall be qualified voters but not members of the Vestry. The Rector and both Wardens shall be *ex officio* members of the Nominating Committee.

The Nominating Committee shall propose for election qualified nominees to fill the offices of members whose terms are expiring and any vacant offices. The Nominating Committee shall propose sufficient nominations to complete the number of officers to be elected and shall verify the qualifications and willingness to serve of all nominees.

The list of nominees must be completed so that it may be posted on the church premises at the same time notice of the following year's Annual Parish Meeting is posted, *i.e.*, two (2) weeks prior to the meeting.

In addition to nominees proposed by the Nominating Committee, other qualified persons may be nominated by qualified voters either prior to the Annual Parish Meeting in writing, or at the Annual Parish Meeting orally or in writing, prior to the opening of the polls of an election.

**Section 4. Qualifications for Nominees.** All nominees shall be qualified voters; in addition, nominees for Wardens and Deputies or Alternate Deputies to the Diocesan Convention and Delegates or Alternates to the District Convocation shall be communicants in good standing in the Episcopal Church. According to the Canons of the Episcopal Church, communicants are persons "who have received Holy Communion at least three times during the previous year," and communicants in good standing are those communicants "who for the previous year have been faithful in corporate worship, unless for good cause prevented, and in working, praying, and giving for the spread of the Kingdom of God."

**Section 5. Eligibility for Service.** No person on the staff of this parish, volunteer or paid, including a member of the clergy (for example, a sexton, a director of music, or a parish secretary), shall be elected to the Vestry, nor otherwise deemed eligible for appointment or election by the Vestry of this congregation to any position on the Vestry. No person related by blood or marriage to any clergy, paid or unpaid, engaged in ministry in this parish shall be eligible for election or appointment to any position on the Vestry.

**Section 6. Voting Procedures.**

**(a) By Ballot.** The election of all nominees shall be by ballot, except as noted in (b) below. Voting by proxy is not allowed, but the Vestry may by resolution provide for absentee ballots for parishioners unable to attend a meeting. Three (3) or more tellers, all qualified voters but not candidates for the election, shall be appointed by the Rector to receive ballots, count and tabulate them, determine the result, and do anything else necessary to conduct the election with fairness to all parishioners. The polls shall remain open for one-half hour and for such longer time as may be required to receive the ballots of qualified voters present and ready to vote.

The nominee for Senior or Junior Warden receiving a majority of the votes cast is elected. If none of the nominees receives a majority, the nominee with the fewest votes is taken off the ballot and a second vote shall be taken. This process shall be repeated until a nominee receives a majority and is thus elected.

Nominees for the three (3) Vestrypersons to serve full terms as well as for those nominated to fill vacancies are elected by plurality. Each voter casts votes equal to the total number of Vestrypersons to be elected. The nominees with the greatest number of votes shall be elected to the three full terms. Those with the next highest number of votes shall be elected to the vacancy or vacancies with the longest unexpired terms in order, until all vacancies have been filled. Run-off votes shall be taken as necessary to decide a tie between two final candidates.

Convention Deputies and Alternates and Regional Convocation Delegates and Alternates shall also be elected by plurality.

If a Warden is elected from the present Vestry, that person's unexpired term shall be filled by election at the same Annual Parish Meeting.

**(b) By Acclamation.** Notwithstanding the provisions of (a) above, a motion may be made to have the secretary of the Annual Parish Meeting cast a unanimous vote for the nominees of any ballot section that is uncontested after nominations from the floor are closed.

**(c) Votes on Other Business.** Any other matter at an Annual Parish Meeting or Special Parish Meeting shall be decided by a majority vote and shall, upon the demand of any qualified voter, also be taken by ballot.

## ARTICLE V. SPECIAL PARISH MEETINGS

Special Parish Meetings may be called by the Rector at any time, or, if there is no Rector, by the Wardens. The Rector must notice a Special Parish Meeting upon the written request of a majority of the Vestrypersons. Notice of the meeting shall specify the object for which the meeting is called, and no vote shall be taken upon any question not specified in the notice.

Procedures for giving notice of and conducting a Special Parish Meeting are the same as for the Annual Parish Meeting, but the votes cast shall be counted and declared immediately upon any question other than the election of a Warden or Vestryperson.

## ARTICLE VI. THE VESTRY

**Section 1. Make-up of the Vestry.** The Vestry is comprised of the Rector, two Wardens (Junior and Senior), and nine (9) Vestrypersons. The Wardens and Vestrypersons are elected by qualified voters of the parish.

The Rector shall preside over all meetings of the Vestry but may ask the Senior Warden to preside instead. If the Rector is absent, the Senior Warden shall preside, or, if the Senior Warden is absent, the Junior Warden shall preside.

The Senior Warden leads the parish in the absence of the Rector and is a support person for the Rector. Should the office of Rector be vacant, the Senior Warden, or if the Senior Warden is absent, the Junior Warden, shall regularly provide for all services in the church, act as *ex-officio* member of all committees, and make proper entry in the church register of all marriages, baptisms, confirmations, deaths, and transfers of membership of parishioners.

**Section 2. Duties and Responsibilities.** The Vestry shall be agents and legal representatives of the parish in all matters concerning its corporate property and the relations of the parish to its clergy. It shall be the duty of the Wardens and Vestrypersons, under the Rector, to protect the church property, to see that all things needed for the orderly worship of God, and for the administration of the sacraments and ordinances of the church are provided and that the funds of the parish are expended properly. The Vestry also helps to define and articulate the mission of the congregation and to support the church's mission by word and deed. It is the Vestry's responsibility to elect, call, and provide for the maintenance of the Rector. Vestrypersons must serve on such committees as

appointed by the Rector and fulfill such other functions as may be prescribed by the Vestry. They are expected to attend all regular and special Vestry meetings.

**Section 3. Terms of Office.** The term of office of a Vestryperson shall be three (3) consecutive years from the date of the Annual Parish Meeting or, when elected to fill an unexpired term, until the expiration of the predecessor's original term of office. The term of a Warden is two (2) consecutive years running from the date of the Annual Parish Meeting or, when elected to fill an unexpired term, until the expiration of the predecessor's original term of office. No person who has served two full consecutive terms either as Vestryperson or Warden or both offices in tandem is eligible for re-election for a period of one year after the conclusion of the second term.

The terms of office for lay Deputies and Alternates to the Diocesan Convention and Delegates and Alternates to the District Convocation shall be one year, commencing with the Diocesan Convention held the year following the meeting of election. Deputies and Delegates, both regular and alternate, are eligible to run for six consecutive terms. At the conclusion of six years of service, Deputies and Delegates and Alternates will not be eligible to run again as Deputy or Delegate or Alternate, or Warden, or Vestryperson for a period of one year.

**Section 4. Vestry Vacancies.** Should a vacancy occur in the office of Warden or Vestryperson caused by the death, resignation, removal, incapacity, or refusal or neglect of any duly elected Warden or Vestryperson, the Vestry may, by majority vote, fill the vacancy by the election of a suitable person to serve until a successor is elected by the next Annual Meeting.

**Section 5. Meetings.** The Vestry shall meet regularly at least once a month for at least ten (10) months of each calendar year. Special Vestry meetings may be called as necessary. All meetings of the Vestry shall be called on at least twenty-four (24) hours of notice,

(a) by the Rector at any time;

(b) by the Wardens if there is no Rector or if the Rector is absent from the diocese for three (3) calendar months, or is incapable of acting, or if the Rector has refused to call the meeting within one (1) week after the receipt of a written or electronic request signed by a majority of the members of the Vestry; or

(c) by a majority of the members of the Vestry in case of the failure of the Wardens to call such meeting within one (1) week after receipt of such a request.

**Section 6. Participating by Tele- or Video-Conferencing.** Any member of the Vestry or any committee of the Vestry may participate in a meeting of the Vestry or committee by means of tele- or video-conferencing that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

**Section 7. Action by Written Consent.** Any action of the Vestry or committee of the Vestry may be taken without a meeting if the Rector and all members of the Vestry or of a given committee consent in writing to the adoption of a resolution authorizing the action. Such resolutions and written consents shall be filed with the minutes of the Vestry or committee.

**Section 8. Quorum.** To constitute a quorum of the Vestry, there shall be present either:

(a) the Rector, one of the Wardens, and a majority of the Vestry persons; or

(b) the Rector, both Wardens, and one fewer than a majority of the Vestrypersons; or

(c) the Rector and two-thirds of the Vestry persons; or  
(d) if, however, the Rector is absent from the diocese, or is incapable of acting, and shall have been so absent or incapable for more than three (3) calendar months; or if the meeting is called by the Rector and the Rector is absent therefrom; or if the meeting is called by the Wardens or Vestrypersons and the Rector is absent therefrom, then one Warden and a majority of the Vestrypersons, or both Wardens and one fewer than a majority of the Vestrypersons will constitute a quorum.

**Section 9. Limitations on Vestry Actions.** If there is a Rector settled in or called to the parish, the Vestry may take no action, in the absence of the Rector or Rector-designate, 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 10. Removal from Office of Vestry Members.** If a Vestryperson or Warden is absent from four consecutive meetings or attends fewer than half of the regular meetings of the Vestry in any twelve-month period, the Rector, or, if there is no Rector, one of the Wardens shall inquire, on behalf of the Vestry, as to the reason for the absence. If such reason is inability to fulfill the duties of the office, the person shall be encouraged to resign. If the person declines to resign, the Vestry may, upon a vote of two-thirds majority of the Vestry members, declare the term of office vacant and may at the next regular meeting fill the vacancy as provided in these by-laws.

## **ARTICLE VII. CLERK AND TREASURER OF THE VESTRY AND OTHER VESTRY OFFICERS**

**Section 1. Election of Clerk.** At the first meeting of the Vestry after each Annual Parish Meeting, or in the event of a vacancy, the Vestry shall elect a Clerk, who shall be a member of the Vestry. The Rector or any member of the Vestry shall nominate one or more candidates, who shall be elected by majority vote. The Vestry may appoint a recording secretary to assist the Clerk; the recording secretary does not have to be a Vestry member.

**Section 2. Duties of the Clerk.** The Clerk of the Vestry shall attend and take, or direct a recording secretary to take, regular and accurate minutes of the proceedings of the Vestry at all Vestry meetings and shall distribute said minutes to members of the Vestry by the next meeting. The Clerk shall attest to the minutes thereof and all corporate acts, and shall sign, in the name of the corporation such contracts, certificates, letters, communications, and other documents and instruments as directed by the Vestry.

The Clerk shall have custody of the seal of the Corporation and of the papers, deeds, documents, and books, of or relating to the Corporation. Upon application to the Clerk of the Vestry, any member of the congregation shall have free access to true copies of all such papers, deeds, writings, minutes, documents, and books with the exception of personnel documents or documents pertaining to financial contributions of named parishioners.

**Section 3. Election of Treasurer and Assistant Treasurer.** At the first meeting of the Vestry after each Annual Parish Meeting, the Vestry shall elect a Treasurer, and, if required, an Assistant Treasurer. Treasurers and Assistant Treasurers must be qualified voters and communicants in good standing [see Article IV, 4]. Neither the Treasurer nor the Assistant Treasurer is required to be a member of the Vestry, but, if they are not members, they shall have voice but no vote at Vestry meetings. After serving for six (6) consecutive terms, a Treasurer or Assistant Treasurer may not serve additional terms as either Treasurer or Assistant until a period of a year has elapsed.

**Section 4. Duties of the Treasurer.** The Treasurer shall be the custodian of all funds of the parish and shall deposit these funds in the name of the parish in a bank, trust company, or other depository, which the Vestry shall from time to time designate. Except as otherwise provided in these by-laws, the Treasurer shall be one of the persons who shall sign checks and drafts in connection with both the receipt and payment of money, and, on the order of the Vestry, shall sign or countersign promissory notes, legal instruments, or other papers. Payments for expenses not in the budget or not for normal monthly expenses must be approved in writing by the Rector or one of the Wardens and by the Treasurer or Assistant Treasurer.

The Treasurer shall be responsible for ensuring that funds held in trust, endowment, and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, are deposited with a National or State Bank, or a Diocesan Corporation, or with some other agency approved in writing by the Finance Committee of the Diocese or the Department of Finance of the Diocese, under a deed of trust, agency or other depository agreement providing for at least two signatures on an approval form for any order of withdrawal of such funds or securities. The two signatures shall be the Treasurer or Assistant Treasurer and the Rector or one of the Wardens.

The Treasurer shall keep the Corporation's buildings and contents insured against fire and other customary hazards and shall take out public liability insurance on the Corporation's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance, including officer liability insurance and other insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the Vestry.

At each regular meeting of the Vestry, the Treasurer shall present a statement, in writing, of the receipts and disbursements of the Corporation for the current fiscal year (calendar year), and of other data deemed pertinent to show the then-current financial condition of the Corporation. At the end of each calendar year, the Treasurer shall prepare an annual report and present the same at the next Annual Parish Meeting.

**Section 5. Duties of the Assistant Treasurer.** An Assistant Treasurer, if elected, shall perform such duties, including those of Treasurer, as may be assigned by the Vestry, or by the Treasurer with the Vestry's approval. During the Treasurer's absence or disability, the Treasurer's full powers and duties shall devolve upon the Assistant Treasurer.

**Section 6. Surety Bond.** The Treasurer and Assistant Treasurer shall be adequately bonded.

**Section 7. Other Parish Officers.** The Vestry may also elect other parish officers from time to time as it deems necessary for the proper administration of the business of the parish, including, but not limited to: comptroller, auditor, legal counsel, parliamentarian. All such officers of the parish so

elected shall be qualified voters of the parish and shall serve a term of one year, with the option to be reelected for one additional year.

**Section 8. Vacancies in Vestry Offices.** Vacancies from any cause whatever in the office of Clerk of the Vestry, or Treasurer or Assistant Treasurer, or other parish officer, occurring during the term for which such election or appointment was originally made, may be filled by the Vestry, by a majority vote, at any regular or special meeting thereof.

## ARTICLE VIII. VESTRY COMMITTEES

**Section 1. Authority.** In order to assist the parish in the fulfillment of its obligations, commitments and responsibilities, appropriate committees shall be appointed by the Rector, in coordination with the Vestry. These committees shall periodically report to the Vestry as to their progress in fulfilling their obligations and commitments.

**Section 2. Make-up of Committees.** Each committee shall consist of at least one Vestryperson and one or more members of the parish who are not on the Vestry. The Rector and the Senior Warden are *ex-officio* members of all committees.

**Section 3. Standing Committees.** The following standing committees shall be appointed by the Vestry and shall be chaired by either a Warden or a Vestryperson. The Rector is a member or an *ex-officio* member of each standing committee. Standing committee reports shall be called for at each regular Vestry meeting as well as the Annual Parish Meeting. Additional committee or subcommittee reports shall be called for at the discretion of the Rector and/or Vestry.

**(a) Executive.** The Executive Committee, consisting of the Rector, Wardens, Clerk of the Vestry, and Treasurer and Assistant Treasurer, if there is one, shall meet and act in the place of the Vestry as duly appointed by the Vestry subject to the authority of the Rector and the Vestry.

**(b) Finance.** The Finance Committee, consisting of the Rector, the Wardens, the Treasurer and Assistant Treasurer, if there is one, and chair of the Stewardship Committee, shall meet regularly to review parish finances and budgets and prepare an annual budget for presentation to and approval by the Vestry. It shall also be responsible for securing an independent audit of the parish's books and records, if required, or for appointing an audit committee for such purpose. The audit report shall be filed with the Diocese of New Jersey thirty (30) days following the date of such report, but in no event, not later than September 1 of each year, covering the financial reports of the previous calendar year. In addition, the Finance Committee shall be responsible for such financial matters as the Vestry may determine.

**(c) Nominating.** [See Article IV.3, above.]

**(d) Buildings and Grounds.** The Buildings and Grounds Committee is responsible for the maintenance of all buildings and property belonging to the Corporation. Such maintenance includes organizing work parties as required, supervision of the sexton, if any, and housekeeping staff in matters of regular housekeeping, and making recommendations to the Vestry of major repair work

and capital improvements when required. In addition, this committee shall be responsible for such matters pertaining to the parish's buildings and grounds as the Vestry may determine.

**Section 4. Other Committees.** The Rector and Vestry may establish other parish committees as needed to carry out Vestry responsibilities. Examples, include, but are not limited to, Christian Formation, Worship and Music, Christian Service, Personnel, Publicity, Evangelism, and Stewardship.

## **ARTICLE IX. AMENDMENT AND REPEAL**

**Section 1. Amendments in Basic Terms of Incorporation.** A vote upon a change in the title of the Corporation, the number of Vestrypersons, the terms of office of Wardens and Vestrypersons, or the date of the Annual Meeting, shall be taken only at a Special Parish Meeting and upon a recommendation of a two-thirds vote, by ballot, of all members of the Vestry; each such change shall be voted upon separately, and shall require the affirmative vote of two-thirds of those present.

### **Section 2. Amendment and/or Repeal of Bylaws**

These bylaws may be adopted, altered, or amended by a majority vote of all members of the Vestry at two successive regularly scheduled monthly Vestry meetings, provided that a copy of the proposed bylaw alteration, or amendment, shall have been included in the notice of the first meeting at which it is voted upon, and provided further that the Clerk of the Vestry posts the original and proposed amendment or alteration in the narthex and causes the same to be published in the Sunday leaflet at least one (1) week after its first passage and at least two (2) weeks prior to its second passage by the Vestry.

**Section 3. Authority.** All bylaws made by the Corporation shall be consistent with the laws of the United States, the State of New Jersey, and with both the Constitution and Canons of the Episcopal Church in the United States of America, and those of the Diocese of New Jersey.

Approved, January 18, 2024; copyediting non-substantive corrections, February 15, 2024, and May 30, 2024