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CATOCTIN PARISH – BY-LAWS

ARTICLE I. PARISH MEMBERS

Section 1. Parish Meetings

Annual meetings of the parish will and special meetings may be held upon advance notice to begiven by the Rector, or by the authority of an absolute majority of the vestry. Notice of all meetings shall be given by announcement at services in the church on at least two Sundays immediately preceding the date of meeting, and by publication in the weekly bulletin of the church, if there be such a bulletin, in not less than two issues immediately preceding the meeting. Such notice shall indicate whether the meeting is an annual meeting or a special meeting, and the business to be transacted. No business other than that specified in the notice shall be transacted at special meetings.

The Rector shall preside at congregational meetings unless a majority of those present vote otherwise, in which case they shall elect from the eligible voters a chairman to preside at said meeting. A Secretary, who may also be the Vestry Secretary, shall be elected to record the minutes of the meetings. Minutes of the meetings shall be delivered to the Vestry Secretary as soon as practicable.

Section 2. Members

Every person over eighteen (18) years of age who has been for at least twelve (12) months preceding the day of the election a communicant in good standing in Catoctin Parish shall be eligible to vote in the election of vestry members and upon all other matters having to do with the affairs of the parish. In the event of any dispute as to the eligibility of any voter the question shall be referred to the vestry for resolution.

ARTICLE II. THE VESTRY

Section 1. Eligibility, Term of Office and Election

As of the date of the annual parish meeting held in 2013, the vestry shall consist of nine (9) members of the Parish who, after a transition period as herein provided, are elected for terms of three (3) vestry years and whose terms shall be so arranged that three (3) of them will expire each year.

During a period of transition from the previous practice of electing each year four (4) vestry members for terms of three (3) years, the vestry may set such terms and elections as may be necessary to accomplish the changed procedure.

Persons may serve two (2) consecutive three (3) year terms after which they are not eligible for re-election to the vestry for a period of one (1) year.Persons who were elected tofill unexpired terms are eligible for re-election provided they have not served more than four (4) vestry years in completing unexpired terms.Under no circumstances may a person serve more than six (6) consecutive vestry years.A vestry year shall be defined as the period from one annual parish meeting to the next.

Voting by phone, email, or other electronic media shall be permitted when approved by a majority vote of the vestry. Those nominees receiving the highest number of votes shall be deemed elected.

Those additional nominees (if any) shall be termed members-designate innumerical order of votes received.

Section 2. Vacancies

The vestry shall, in case of death, resignation, disqualification, or refusal or inability of a vestrymember to serve, elect an eligible member of the parish to serve until the next annual meeting of the parish. First consideration shall be given in order of votes received to those nominated for vestry members at the last congregational meeting. The Secretary of each congregational meeting shall promptly deliver the results of voting for vestry member to the Vestry Secretary. Vestry members who are absent from three (3) vestry meetings during a period of twelve (12) months without prior notification shall be considered as refusing or unable to serve on the vestry, except in unusual cases where the absences are excused by the vestry.Any member of the vestry unable to attend a vestry meeting shall contact the Rector, or officer, or any attending member of the vestry.

Section 3. Duties and Powers

Each vestry member upon entering theirofficial duties shall expressly declare their belief in the Christian religion and declare that they will faithfully execute the office of vestry member without prejudice, favoritism, desire for personal gain or animosity according to the best of their skill and knowledge. Each vestry member shall, if appointed as a delegate, attend the Diocesan Convention and Regional Council Meeting and participate in and assist with obligations, events or activities which have been undertaken by the vestry.

The vestry, as trustees of the parish, shall have an estate in fee and simple in all churches, chapels and in all glebes and other lands, and shall have good titles and estate in all other property now or hereafter belonging to the parish and the vestry shall manage and direct all such property as they think most advantageous to the interest of the parishioners; and they shall also have the property in all books and other

ornaments belonging to the parish. The vestry may not sell, alien, mortgage, transfer or otherwise commit, all or part of the estates or property belonging to the parish without the consent of at least the majority of the entire vestry (of which majoritythe Rector shall be one) and in case there be no Rector; then in addition to the said consent of the vestry it shall be necessary to obtain the consent of the Bishop of the Diocese for the time being, previous to any sale, mortgage, or other alienation.

Section 4. Meetings

The vestry shall hold meetings at such time and place as agreed upon by the majority of the vestry but not less frequently than quarterly each year. Special meetings may be held upon two (2) days' notice given to the vestry members by the Rector, by the Secretary at the direction of the Rector, or absence of a Rector, by the Senior Warden. At any regular or special meeting of the vestry, five (5) members plus the Rector shall constitute a quorum.If the Rector should not attend a meeting, then six (6) members of the vestryarerequired for a quorum. The Rector, if present, shall preside at all vestry meetings. In the absence of the Rector, the Senior Warden, or in their absence, the Junior Warden shall preside. The presiding officer may vote only in case of a tie.When there is need of a vestry vote to approve an item of business but circumstances will not allow for a regular meeting, voting by phone, email, or other electronic media shall be permitted when approved by a majority vote of the vestry.

Section 5. Call of Rector

When the office of Rector is vacant, the vestry shall call (subject to thirty (30) days prior notice to the Bishop of the Diocese) a priest to be Rector of the parish. The vestry shall also, subject to thirty (30) days prior notice to the Bishop of the Diocese, have the power to appoint additional priests or ministers for the parish.

Section 6. Parish Property – Provisions for Rector

The Rector shall have, except as he/shemay otherwise contract with the vestry, the possession, occupation and free use of the houses, grounds, glebe lands, books and other property belonging to the parish, and be entitled to the benefits thereof during the timehe/sheshall officiate therein as Rector.

Section 7. Parish Register – Records

It shall be the duty of the vestry to provide a suitable book to be known as the Parish Register, in which shall be recorded the essential facts and data regarding the individuals, date and place of all baptisms, marriages and funerals at the parish or performed or celebrated by the Rector or minister of the parish, outside of the parish but involving the members of the congregation of the parish. It shall be primarily the

duty of the Rector to make or to have made the entries in the register; but in the absence or inability of the Rector to do sosuch entries will be made by the Secretary,

upon information given by the minister or celebrant of said baptism, marriages or funerals.

The Rector shall have the custody of the Parish Register and shall safely and securely keep the same. It shall be the duty of the Rector to exhibit said register at any reasonable time to any party in interest, and upon request the Rector shall give a certificate as to the contents of any particular entry in the Parish Register. In the absence or inability of the Rector, the Secretary, subject to the authority of the vestry, shall have like duties withrespect to the Parish Register.

ARTICLEIII. OFFICERS AND ORGANIZATION

Section 1. Wardens

As soon after the annual election of vestry membersas possible, the vestry shall organize by choosing, by majority vote from the persons qualified to vote, two (2) discreet and faithful persons to be church wardens, one (1) to be classified a “Senior”, the other to be “Junior”, and also a Treasurer and Secretary, shall act as such, they shall make the declaration heretofore described to be made by vestry membersthat they will faithfully discharge the duties of their office.

The church wardens shall preserve order and decency in the churches and chapels and, if reasonably necessary to do so, they shall exclude any person guilty of any breach of the peace or any disorderly conduct or making any unnecessary or unseemly noise in the churches or chapels or yards, so as to disturb the congregation and to turn such person out of the churches, chapels or yards of the parish.

The Senior Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned to the Senior Wardenby the vestry. The Senior Wardenshall be the senior lay officer of the church. 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 such other duties as may be assigned to themby the vestry.

Section 2. Secretary

The Secretary shall have custody of the corporate seal of the church. The Secretaryshall record the minutes of all meetings of the vestry and of the voting members in a suitable and easy to read format. The Secretary will ensure that a final copy of the vestry meeting minutes will be posted and availablefor all members.He/She will also ensure that a record of the minutes is kept electronically or

in a notebook which shall be maintained in the church office. The Secretaryshall be charged with the responsibility of keeping at least two copies of up-to-date By-Laws which shall be

open to inspection in the church office at reasonable business hours by any ordinary member or voting member of the church. In addition, the Secretary shall perform other duties as may be assigned by the vestry.

Section 3. 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 monies received bythe church shall be delivered to the Treasurer, and all expenses and other payments shall be made by them or under theirdirection.The Treasurershall make a report as to the general financial condition of the church at the annual meeting of the voting members and such other reports from time to time as the vestry may request.

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 assignedtothem.

Section 4. Other Officers

Such other officers 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 5. 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.

Voting Rights of Officers. All officers who are not members of the vestry shall have the right to vote at vestry meetings on all questions except the following: (1) matters relating to the call of a Rector or the employment of an Assistant Rector or Curate; (2) matters affecting the contractual relationship between the Rector, Assistant Rector or Curate and the church; and (3) matters relating to the acquisition, alienation, conveyance, lease or encumbrance of church property, both real and personal.

Section 6. Parish Organization

As soon as practicable after the annual election for vestry members, the Rector (or if no Rector, the Senior Warden) shall, with the advice and consent of the vestry, appoint members to parish councils, committees or organizations as they deem necessary for the proper accomplishment of parish functions.

ARTICLE IV. AMENDMENT TO BY-LAWS

These By-Laws may be altered, amended, repealed or added to by a two-thirds vote of those voting members who shall attend any parish meeting, provided however, that any such

alteration, amendment, repeal or addition, shall be specified in the notice of the meeting, whether it be annual or special meeting.

ARTICLE V. ROBERT'S RULES OF ORDER

Vestry meetings and Parish meetings shall be conducted generally in accordance with Robert's Rules of Order. The Rector may appoint a Parliamentarian.

Revised 6/20/2012