

**Bylaws of
St. Mark's Episcopal Church-Fairland, Maryland
Adopted April 13, 1997,
as amended January 19, 2003, January 22, 2006, December 6, 2020, and February 13, 2022**

PREAMBLE

These bylaws have been prepared with the intention of implementing the guidance of and being in conformance with the following sources:

- The Constitution and Canons of the Episcopal Church
- The Constitution and Canons of the Diocese of Washington, and
- The Maryland Vestry Act, Laws of Maryland (Session Laws)

Copies of these documents must be maintained in the Parish Office and available to members of the parish on request.

ARTICLE I – MEETINGS OF THE PARISH

Section 1 – Annual Meeting

There shall be a meeting of the entire parish every year. The vestry shall decide when and where the meeting will be held. Any parish business may be discussed at this meeting. However, its primary purpose shall be to elect new voting members to the vestry and delegates to the Diocesan Convention.

Section 2 – Special Meetings

A special meeting of the entire parish may be called at any time, and for any purpose, either by the Rector or priest-in-charge, by either warden, by one-third of the voting members of the vestry, or by a petition signed by a third of the parish's members. Only business described in the call may be discussed at a special meeting. The special meeting will be scheduled by the vestry within 60 days of receiving the call for such a meeting.

Section 3 – Notice of Meetings

The vestry must notify all of the parish's members of annual or special parish meetings. The notice must describe when and where the meeting will be held and must give the reason for any special meeting. The notice of the meeting must be announced in the church bulletin, sent via electronic mail (email), and mailed to members who do not have an email address on file with the parish at least thirty (30) days before the meeting. The notice will also be posted on the two main entrance doors of St. Mark's Church-Fairland no less than two weeks before the meeting. If that meeting must be rescheduled, the notice of the rescheduled meeting must be announced by the same methods at least two weeks prior to the new date.

Section 4 – Members Entitled to Vote in a Parish or Special Meeting

A qualified voter in a parish or special meeting must be a member of the church (as defined in Title I, Canon 17, Section I(a) of the Constitutions and Canons of the Episcopal Church); at least 16 years of age; a communicant in good standing in the church (as defined in Title I, Canon 17, section 3 of the Constitution and Canons of the Episcopal Church); and a contributor of record

at St. Mark's Episcopal Church-Fairland for at least three months prior to the parish or special meeting. A contributor of record is a member of St. Mark's who has given of his or her time, talent, or financial support toward the ministries of St. Mark's parish. The parish Registrar/Secretary shall record and maintain the list of qualified voters using the parish register, financial giving records, and participation lists maintained by the chairs of the various committees and heads of other service activities within the parish. This list shall be available upon request at any parish meeting.

Section 5 – Parish Meeting Administration

Opening: The meeting will begin with an opening prayer.

Rules of Conduct: The business of the meeting will be governed by Robert's Rules of Order.

Conduct of Meeting: Nothing in these bylaws prohibits an electronic parish Annual Meeting (including any telephonic meeting) provided:

- 1) all notification requirements for an Annual Meeting are followed;
- 2) a good faith effort is made to notify all eligible parish voters telephonically, either manually or automatically;
- 3) every eligible parish voter participating in the meeting is capable of simultaneously communicating with every other eligible parish voter participating in the meeting; and
- 4) the quorum rules for an in-person Annual Meeting are met either totally by electronic participation or by a combination of in-person and electronic participation.

Voting: Nothing in these bylaws prohibits electronic voting (including telephonic voting) at an Annual Meeting, including the reception of and the acting upon nominations from the floor, provided:

- 1) the full text of any motion, resolution, or election, except for floor nominations, is provided to all eligible parish voters in writing or electronically before any electronic vote; and
- 2) the vote results and the matters voted are entered into the official minutes for the Annual Meeting.

Quorum, Manner of Acting: A quorum will be 10% of the members of the parish qualified to vote, as reflected in the parish register of qualified voters. A simple majority of those present shall be necessary for the adoption of any matter voted upon by the members except where specified elsewhere in these bylaws. The quorum rules can be met either totally by electronic participation (including telephonic participation) or by a combination of in-person and electronic participation.

Section 6 – Specific Positions

Presiding Officer: The Rector or priest-in-charge is the presiding officer at all parish or special meetings. In the Rector's or priest-in-charge's absence, the Senior or Junior Warden will preside, in that order. If the parish is without a rector or priest-in-charge, the Bishop shall preside, if present.

Judges of the Election: Voting members of the vestry who are present at any parish meeting shall judge the election of members of the vestry, the qualifications of qualified voters and the qualifications of persons proposed as candidates for the vestry.

Secretary of Parish Meetings: The Secretary of the vestry shall act as secretary of any parish meeting. If the Secretary of the vestry is absent, the Rector or priest-in-charge, or authorized representative shall appoint a secretary. The secretary of any parish meeting shall make, or cause to have made for parish approval, a full and fair written record of the proceedings of the meeting and also disposition of the questions raised upon by the judges of election, which record shall be included in official records of the vestry.

Parish Registrar: The Secretary of the vestry shall act as the parish Registrar. If the Secretary of the vestry is absent, the Rector or priest-in-charge, or authorized representative shall appoint a secretary *pro tem*.

ARTICLE II – THE VESTRY

Section 1 – Elections

Eligibility: Any qualified voting member of St. Mark's parish who is at least 18 years of age and is not an employee of St. Mark's is qualified to be elected as a voting member of the vestry. This definition does not apply to the Rector or priest-in-charge, who is a non-elected member of the vestry.

Membership: The vestry can set the number of voting members, but a vestry shall have no less than nine voting members. The voting members include the Rector or priest-in-charge, two Wardens, and as many others as shall be deemed necessary based on the needs and abilities of the parish. Non-voting members include the Secretary of the vestry and the parish Treasurer.

Elections: Elections for membership on the vestry are held at the annual parish meeting, unless otherwise provided in these bylaws.

Terms: All voting members of the vestry serve for three years with the exception of the Rector whose tenure is addressed in Article IV, and the Wardens whose terms are addressed in Article III. Terms are measured from one annual meeting to the next. Every year the number of the voting members of the vestry will be elected to fill the number of vestry members whose terms are completed, unfilled, or vacant. If the vestry has elected to reduce or increase the number of voting members, sufficient members of the parish will be elected to complete the newly determined number of voting members. Voting members of the vestry may not serve consecutive terms with the exception of the wardens who may succeed themselves once. If a voting member of the vestry has served more than half of an incomplete term, he or she is considered to have served a full term for the purposes of reelection. The length of terms of vestry members may not be changed in a way that shortens the term of someone serving on the vestry when the change is made.

Nominations: The outgoing members of the vestry, together with the Rector or priest-in-charge, make up a vestry nominating committee. The nominating committee may add members to the committee. The nominating committee's task shall be to create a slate of qualified individuals who are to stand for election at the Annual Meeting. This slate should be included in the church bulletin and shall be provided to all members of the parish at least thirty (30) days prior to the election in the same methods as stipulated for the announcement of the

Annual Meeting. Nominations from the floor may be taken during the annual meeting if the nominator previously received the nominee's consent.

Vacancies: If a vacancy occurs among the voting members of the vestry, a majority of the remaining voting vestry members will appoint a qualified voting member of the parish to serve on the vestry until the next annual parish meeting at which time a vestry member will be elected to fill the remainder of the unexpired term. If a vacancy occurs within six months of the next annual parish meeting the vestry may elect not to fill the vacancy until the next annual meeting.

Removal Under Limited Circumstances: If a member of the vestry misses, without sufficient cause, three (3) consecutive regularly scheduled vestry meetings, that vestry member may be removed from the vestry by a vote of 2/3rds of the remaining voting members of the vestry. The determination of "sufficient cause" shall be in the sole discretion of a majority of the vestry.

Oath: Except for the Rector, all voting vestry members will take an oath before assuming their positions of the vestry. The oath is prescribed in the Maryland Vestry Act and reads as follows:

I (name of newly elected vestry member), do solemnly swear, that I will faithfully execute the office of a vestry member of St. Mark's parish, in Montgomery County, without prejudice, favor or affection, according to the best of my skill and knowledge.

The Bishop, Rector, priest-in-charge, or a previously sworn in and current voting vestry member may administer this oath.

Section 2 – Meetings

Schedule: The vestry shall meet monthly. The vestry sets the dates for its meetings. A special meeting of the vestry may be called by the Rector or priest-in-charge, either warden, or by a third of the voting members of the vestry. Three days' notice is required for a special vestry meeting unless this time is shortened by a waiver approved by a simple majority of the vestry at any regular meeting. Every effort shall be made to notify all vestry members of special meetings.

Quorum: A simple majority of voting members of the vestry, including one of the following: Rector or priest-in-charge, Senior Warden, or Junior Warden, shall be a quorum for the transaction of any business that it is authorized to do by law.

Rules of Conduct: The business of the meeting will be governed by Robert's Rules of Order as interpreted by the Parliamentarian.

Conduct of Meeting: Nothing in these bylaws prohibits an electronic vestry meeting (including any telephonic meeting) provided:

- 1) every vestry member participating in the meeting is capable of simultaneously communicating with every other vestry member participating in the meeting;
- 2) the quorum rules can be met either totally by electronic participation or by a combination of in-person and electronic participation; and
- 3) provisions are made for electronic participation by members of the parish.

Voting: Unless otherwise specified in these bylaws, a simple majority of voting members of the vestry is required to pass and to implement any actions of the vestry. Nothing in these bylaws

prohibits electronic voting (including telephonic voting) at a vestry meeting provided the vote results and the matters voted are entered into the official minutes of the vestry. In any electronic voting that is not conducted as part of an actual meeting or electronic meeting:

- 1) any action of the vestry is approved by unanimous vote of all voting members of the vestry; and
- 2) the full text of any motion or resolution is provided to all voting members in writing or electronically before any electronic vote.

Annual Parish Budget: The vestry shall adopt an annual parish budget. This budget will be presented to the parish at the annual parish meeting.

Presiding Officer: The Rector or priest-in-charge is always a voting member of the vestry and if present shall preside. If the Rector or priest-in-charge does not preside or is absent, the Senior Warden presides. The Junior Warden presides if the Rector or priest-in-charge and Senior Warden are absent.

Section 3 – Committees

Committees Having Authority of the Vestry: A majority of the voting members of the vestry in office may appoint one or more committees, each of which shall consist of two or more members of the vestry, which committee(s), to the extent provided by resolution of the vestry, shall have and exercise the authority of the vestry in the management of the parish, that is, carry out the mandate from the vestry.

Committees Not Having Authority of the Vestry: The Rector or priest-in-charge, either Warden, or the vestry shall be entitled to appoint committees not having the authority of the vestry in the management of the parish.

Standing Committees: The Standing Committees shall be defined by the vestry and shall include, but not be limited to: Financial Oversight, Buildings and Grounds, Stewardship, Christian Education, Evangelism, and Outreach. The vestry may add additional Standing Committees or eliminate current Standing Committees by a 2/3rds majority vote at a regular or special vestry meeting. Any addition or elimination of a Standing Committee will be deemed as an automatic amendment to this section of the Bylaws that is in effect until the next parish meeting (annual or special), where this section of the Bylaws must be approved to reflect the change or the change will be revoked.

Section 4 – Youth Vestry Position

Eligibility: Any member of St. Mark's parish who is between the ages of 15 and 18 years of age is qualified to be elected to the Youth Vestry position.

Responsibilities and Rights: The Youth Vestry member will be accorded full responsibilities and rights as Vestry members provided that they may not:

- Be used to compute a Vestry quorum; and
- Vote on matters concerning contractual obligations.

Election and Nomination: Nominations and election for the Youth Vestry position will be conducted by the Parish members who are 11 to 18 years of age. Election for the Youth Vestry position is to be held in May.

Term: The term for this position is one year from the date of election.

Vacancies: If a vacancy of the Youth Vestry position occurs, two-thirds of the remaining voting vestry members may appoint a qualified youth of the parish to complete the unexpired term.

ARTICLE III – PARISH OFFICERS AND DIOCESAN DELEGATES

Section 1 – Designated Positions

The lay officers of the parish shall include the Senior Warden, Junior Warden, Registrar/Secretary, Treasurer and Parliamentarian.

Section 2 – Specific Positions

Wardens

Elections: Each position shall be filled by an individual elected by a majority of the qualified voters present at an annual parish meeting.

Terms: The term of each position is two years, with alternating terms. An election for both Junior Warden and Senior Warden shall not normally occur in the same year.

Vacancies: If an unexpected vacancy occurs in either position, a majority of the voting members of the entire vestry may vote another member of the vestry to serve until the next annual parish meeting. Nominations for the interim position may be made by the Rector, priest-in-charge, or other voting members of the vestry. If the vestry does not fill such a vacancy within 60 calendar days, a special election at a special meeting shall be held to fill such a vacancy. At the next annual parish meeting the unexpired term will be filled by election of one of the candidates nominated for the position. Nothing in this article shall prevent the nomination of a warden from the floor at a parish annual meeting.

The Parish Treasurer

Treasurer: An individual shall become parish Treasurer by the vote of a majority of the voting members of the vestry.

Eligibility: The Treasurer is an unpaid, volunteer position. Membership at St. Mark's parish is not required to act as parish Treasurer.

Term: The parish Treasurer's term is two years. The Treasurer may serve consecutive terms.

Position on the Vestry: The parish Treasurer is a non-voting member of the vestry, and will be covered under any Directors and Officers insurance coverage maintained by the parish.

Removal: The Treasurer may be removed from that position by the vote of a simple majority of the vestry.

Final Audit: If the Treasurer does not complete his or her term, the vestry shall, unless otherwise determined by the vestry, order an audit of the parish's financial records before a new Treasurer assumes the position.

Vacancies: If the Treasurer does not complete a term, a replacement shall be appointed by simple majority vote at a regular vestry meeting.

Parish Registrar/Secretary of the Vestry

Parish Registrar/Secretary of the Vestry: An individual shall become Secretary of the vestry, and consequently parish Registrar, by a simple majority vote of the vestry.

Eligibility: Membership at St. Mark's parish is not required to act as the parish Registrar/Secretary of the vestry.

Term: The parish Registrar/Secretary of the vestry's term is two years. The parish Registrar/Secretary of the vestry may serve consecutive terms.

Position on the Vestry: The parish Registrar/Secretary of the vestry is a non-voting member of the vestry.

Removal: The parish Registrar/Secretary of the vestry may be removed from that position by a simple majority vote of the voting members of the entire vestry.

Parliamentarian

Parliamentarian: An individual shall become Parliamentarian by simple majority vote of the voting members of the vestry.

Eligibility: The Parliamentarian shall be a voting member of the vestry.

Term: The Parliamentarian's term is one year. The Parliamentarian may serve consecutive terms.

Position on the Vestry: The Parliamentarian shall be responsible for interpreting Robert's Rules of Order during vestry and parish meetings.

Removal: The Parliamentarian may be removed from that position by a simple majority vote of the voting members of the vestry.

Delegates to the Diocesan Convention

The number of delegates representing St. Mark's parish is set by the Diocese.

Delegate: An individual normally becomes a St. Mark's delegate to the Diocesan Convention after having served as an alternate delegate, and at the completion of the term of the current delegate. A delegate is authorized to vote at the Diocesan general and regional conventions for a term of one year.

Election of Delegates: An individual is elected as an alternate delegate by a simple majority vote of those present at a parish annual meeting. Alternate delegates serve in the place of delegates if a delegate is unable to attend a Diocesan general or regional convention. An alternate delegate becomes a delegate at the completion of the previous delegate's, or delegates', term(s). If there is no delegate in office at the time of the parish annual meeting, sufficient delegates and alternate delegates to match the number of delegates set by the Diocese will be elected by simple majority vote of those present at the parish annual meeting.

Eligibility: A delegate must be a qualified voting member of the parish.

Vacancies: If St. Mark's parish is not represented by a full quota of delegates as prescribed by the Diocese, a majority of the voting members of the vestry may vote another qualified voting member of the parish to serve until the next parish meeting. Nominations may be

made by the Rector, priest-in-charge, or other voting members of the vestry. If the vestry does not fill the vacant position within 60 calendar days, an election at a special meeting shall be held to fill such a vacancy.

Cemetery Trustees

There shall be at least two trustees responsible for overseeing the operation, maintenance, and improvement of the St. Mark's Cemetery and the management of the Cemetery Trust in accordance with the Amended and Restated Indenture to Establish the St. Mark's Memorial Cemetery Perpetual Care Trust Fund.

Trustee: An individual shall become cemetery trustee by the vote of a simple majority of the voting members of the vestry.

Eligibility: All trustees must be members of St. Mark's parish.

Term: The term of a trustee shall be two years. The trustees may serve consecutive terms.

Position on the Vestry: If elected, any trustee may also be a voting member of the vestry.

Removal: A trustee may be removed from that position by the vote of a simple majority of the voting members of the vestry.

Final Audit: If a trustee does not complete his or her term, the vestry shall, unless otherwise determined by the vestry, order an audit of the cemetery's financial records before a new trustee assumes the vacant position.

Vacancies: If a trustee does not complete a term, a replacement shall be appointed by a simple majority vote of the voting members of the vestry at a regular vestry meeting. If at least two trustees remain, replacement of an additional trustee may be waived by a simple majority vote of the voting members of the vestry at a regular vestry meeting.

ARTICLE IV – CLERGY

Section 1 – Selection

Election of a Rector: When the office of Rector becomes vacant, the vestry shall, by a two-thirds majority of the voting members of the entire vestry, elect to call a new Rector from among the presbyters or Bishops of the Protestant Episcopal Church. Such election shall conform with the National and Diocesan Canons.

Assistant Clergy: Any assistant clergy shall be elected by a two-thirds majority of the voting members of the entire vestry, from among the clergy of the Protestant Episcopal Church authorized to officiate in the Protestant Episcopal Church. Such election shall be at the nomination of the Rector, and after consultation with the Diocesan Bishop in conformance with the National and Diocesan Canons.

Calls to Rectors and Assistant Clergy: A call of a new Rector or assistant member of the clergy shall be made and accepted in writing and shall be in form and substance in conformance with the National and Diocesan Canons.

Agreement: The Rector and all assistants must have a written agreement with the parish. Any

agreement shall contain the elements required by the National and Diocesan Canons in effect at the time the agreement is written.

Section 2 – Ending the Pastoral Relationship

The Rector shall not be removed except in compliance with the National and Diocesan Canons. The vestry shall consult the Diocesan Bishop regarding this matter.

ARTICLE V – AMENDING THESE BYLAWS

These bylaws may be amended at any regular or special parish meeting by a two-thirds vote of those present, unless otherwise provided in these bylaws. Proposed amendments must be provided to all parish members at least thirty (30) days before such a meeting, using the same methods authorized in these bylaws for notification of annual and special meetings.

ARTICLE VI – OVERSIGHT OF FINANCES

All books of accounting and funds of the parish shall be audited as directed by the Diocese and determined jointly by the vestry and the Financial Oversight Committee. Personal financial information resulting from St. Mark's annual pledge drive or other giving programs benefiting St. Mark's shall not be accessible to anyone except those specifically authorized in the Financial Policy and Procedures Manual of St. Mark's and those authorized under canonical law, with the exception of the individual quarterly giving statements or other statements which are accessible to the individual to whom the giving statement belongs.