# BYLAWS OF

ST. STEPHEN’S EPISCOPAL CHURCH SEVERN PARISH

As amended through May 7, 2023

Preamble: These Bylaws are adopted pursuant to the authority granted by Section 5-334 of the Corporations and Associations Article of the Annotated Code of Maryland relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland (the “Diocese of Maryland”) (1985 Replacement Vol.). These Bylaws shall govern the corporate and temporal affairs of the parish or separate congregation herein named, subject to the Public General Laws of the State of Maryland, to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (“the Episcopal Church”) and to those of the Diocese of Maryland.

The Principles of Religion. The members of this Church (St. Stephen’s Episcopal Church-Severn Parish) shall instruct their families in the principles of the Christian Religion and shall cause their children to attend the catechetical instructions of their Rector, and the Church School of this Parish, and as soon as they are sufficiently informed and impressed with the importance and sacredness of their baptismal vow, they shall present them to the Rector as candidates for Confirmation, who shall examine them, and if satisfied of their fitness, recommend them to the Bishop for Confirmation with Holy Scriptures of the Old and New Testaments as the ultimate authority. In obedience to The Great Commission of Jesus Christ (MT.28.17-20) we will be active in seeking and nurturing new members. Foundational to this is a strong Christian Formation program for all ages: Working within the sacramental tradition of the Church, Holy Baptism and a mature public affirmation of our Baptismal Covenant at Confirmation will be the framework of Christian formation for our young people and for adult new members. For all members continual growth in our life in Christ calls us to an ongoing practice of prayer, study of God’s Word and service in Christ’s name.

# ARTICLE I MEMBERS

Section 1. Ordinary Members. All persons who have been baptized, whether in the Episcopal Church or in another Christian Church, and whose baptisms have been duly recorded in the Episcopal Church, and who regard **St. Stephen’s Episcopal Church-Severn Parish** (the “Church”), as their regular place of worship, shall be Ordinary Members of the Church.

Section 2. Communicants. All Ordinary Members not less than sixteen years of age who have received Holy Communion in this Church at least three times in the previous twelve (12) months are Communicants. Communicants in good standing are communicants who are faithful in their corporate worship, and have been faithful in working, praying and giving to the Church for the spread of the Kingdom of God.

Section 3. Voting Members. Communicants in good standing are qualified as Voting Members with the right to vote in the election of Vestry Members and upon all other matters placed before a quorum of the parish of the Church.

Section 4. Vestry Eligibility Voting Members are eligible to become Vestry Members of the Church.

The Rector shall maintain a current list of communicants in good standing, determined in the Rector's best judgment according to the Canons of the Episcopal Church. In the event of any dispute as to eligibility of any voter, the question shall be referred to the Vestry for resolution. If the determination by the Vestry is not satisfactory to the objecting party or group, and if the differences cannot be resolved after consultation with the Bishop or Ecclesiastical Authority of the Diocese, the matter shall be referred to a panel of three arbitrators, communicants in good standing of one or more other parishes or congregations in the Diocese of Maryland, one of whom shall be named by the objecting party or group, one by the Vestry and the third by the two arbitrators so named. The decision of such panel shall be binding on all parties.

Section 5. Annual Meetings. There shall be an Annual Meeting of all Ordinary Members of the Church, at which other than qualified Voting Members shall have no vote. The Annual Meeting date shall be as the Vestry determines, preferably the first Sunday of May, with notice given in accordance with the Bylaws. The business to be transacted at the Annual Meeting by the Voting Members shall include election of Vestry Members, consideration and action upon reports of the Rector, the Treasurer, the Wardens, other Officers, Vestry Members, Vestry Committees and Church Ministries. Annual reports shall be written and distributed to the congregation one week prior to the annual meeting. Reports shall identify accomplishments for the past year with resources expended, and goals for the next year with resource requirements. Any other business within the power of the Church as a religious corporation of the State of Maryland may also be addressed.

Section 6. Special Meetings. At any time during the interval between Annual Meetings, Special Meetings of the Voting Members, at which all Ordinary Members shall also be welcome, may be called by the Rector or by not less than one-third of the Vestry Members. If a Special Meeting is called, then the business to be considered is limited to the exact purpose stated in the notice of the meeting.

Section 7. Notice and Place of Church Meetings. All Annual and Special Church Meetings shall be held in the Church or other designated location at the time specified by the notice to the Ordinary Members. Notice shall be given by announcement at Sunday morning services in the Church on at least two Sundays immediately preceding the date of the meeting and by publication in the respective Sunday morning bulletins. Such notice shall indicate whether the meeting is an Annual Meeting or a Special Meeting. No business other than that specified in the notice shall be transacted at Special Meetings.

Section 8. Quorum and Presiding Officer. At least thirty Voting Members must be present at any Parish Meeting for a quorum to transact business. The Rector shall preside at all meetings of

the Parish at which the Rector shall be present. In the absence of the Rector, the Senior Warden, or in the Senior Warden’s absence, the Junior Warden shall preside.

# ARTICLE II THE VESTRY

Section 1. Eligibility. Every Voting Member of the Church as defined in Article I, Section 2 of these Bylaws, shall be eligible to serve as a Vestry Member. Only one member of an immediate family may serve on the Vestry at a time, with the exception of a Youth member.

Section 2. Number and Term of Office. The Vestry of the Church shall consist of twelve lay members chosen from among the qualified Voting Members of the Church and the Rector. The Rector shall not vote. In addition, any qualified Voting Member whose age is between sixteen and twenty is eligible, if elected, to serve as a Youth Member of the Vestry (a thirteenth lay member of the Vestry) with full voting rights. The Youth Member can be elected only at an Annual Meeting of the Church. Youth Member vacancies shall not be filled.

Of the twelve lay members of the Vestry, four shall be elected each year and shall serve full three-year terms. The full term of the Youth Member is one year. No lay member shall be

eligible for re-nomination and re-election to the Vestry for a period of one year after serving their allowed full term. Prior service less than three years in filling a vacancy shall not be considered a disqualification for re-election. Lay and Youth Members of the Vestry shall take office immediately upon election. Graduating Wardens shall serve without vote in the interim period between the Annual Meeting and the first Vestry meeting of the new Vestry where nomination and election of new Wardens by the Vestry occurs.

Section 3. Nomination. Voting Members shall be nominated to serve as Vestry Members in one of the following manners:

1. In advance of each Annual Meeting, a Nominating Committee, consisting of the graduating class of the Vestry whose terms are expiring shall nominate at least as many verified Voting Members to serve as Vestry Members as there shall be vacancies on the Vestry. The Nominating Committee shall submit to the Vestry the names of those qualified Voting Members so nominated, and who have been verified as Adult Communicants by the Rector, at least one month prior to the Annual Meeting. The Vestry shall immediately make known to the Church by publication in the Sunday bulletins or by such other means as the Vestry may select, the names of those so nominated, or
2. At each Annual Meeting, the Rector or Warden presiding shall request nominations from those Voting Members in attendance. Any Voting Member may at that time nominate

any qualified Voting Member (who has been confirmed or received) who is present at that meeting.

1. In no event shall any Voting Member be nominated as a candidate for Vestry Member unless that person has agreed to serve, if elected, and that they are verified to be properly qualified.

Section 4. Election. Vestry Members shall be elected at the Annual Meeting by the Voting Members who are either present or have submitted an absentee ballot in accordance with administrative procedures outlined below. Each voting member shall have the right to vote for one candidate to fill each vacant seat. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected.

1. Voting by proxy shall not be permitted.
2. Procedure for voting by Absentee Ballot: Voting members who are hospitalized, shut-in, and/or are too ill to attend the meeting, or who will be physically located beyond a commuting distance (50) miles from the Parish on the date of the Annual Meeting shall be allowed to submit an absentee ballot. Absentee ballots are to be available from the church office at least two weeks before the Annual Meeting. Absentee ballots may be obtained by the member or, in the event that the member is physically unable to travel to the church office by either the member’s nearest adult relative, the Rector, or a designated Lay Minister of the Parish. Completed ballots must be sealed within a self-addressed envelope provided by the church office, and may be either physically returned or mailed so that they are received at the church office no later than the Last Business Day falling immediately before the date of the Annual Meeting. The absentee ballots shall remain sealed until they are counted with the regular ballots at the Annual Meeting.

Section 5. Vacancies. If by reason of health, death, resignation or any other cause (including absence without excuse at three regular meetings within a calendar year) a vacancy shall occur on the Vestry, a Special Meeting of the Church may be called to elect an eligible Voting Member to fill such vacancy for the unexpired term thereof. Vestry Youth Member vacancies occurring between Annual Meetings shall not be filled. At the discretion of the Vestry, any Vestry vacancy may also be filled by nomination and election by the Voting Members at the next Annual Meeting in the manner provided in Section 3 above.

If by reason of death, resignation or any cause a vacancy shall occur in the Vestry, the remaining Vestry members may, by a majority vote of those present at a duly constituted meeting, elect an eligible person to fill such vacancy for the unexpired term thereof. In the discretion of the Vestry, any such vacancy may also be filled by nomination and election by the Voting Members at any annual meeting in the manner provided in Section 3 above.

Section 6. Duties and Powers. The Vestry shall act as trustees for the Church in accordance with the public general laws of the State of Maryland regulating religious corporations affiliated with the Diocese of Maryland and shall have and exercise all corporate powers and privileges of the Church under such laws.

Section 7. Vestry Meetings. Regular meetings of the Vestry shall be held as decided by the existing Vestry. Special Meetings of the Vestry may be held at any time and place on the call by the Rector or by not less than one-third of the number of Vestry Members. Vestry Meeting agendas will be established jointly by the Rector and Wardens. Notice of the time and place of all Regular and Special Vestry Meetings and of the purpose of all Special Vestry Meetings shall be given to each Vestry Member in person or by telephone not less than twenty-four hours preceding the meeting or by mail (or e-mail) posted not less than two days preceding the meeting date of such meeting. No business shall be transacted at Special Vestry Meetings other than that specified in the notice.

Section 8. Quorum and Presiding Officer. A simple majority of the current Lay Vestry Members and the Rector, if present, shall constitute a quorum for the transaction of business at any meeting of the Vestry. The Rector shall preside at all meetings of the Vestry at which the Rector is present. In the absence of the Rector, the Senior Warden, or in the absence of the Senior Warden, the Junior Warden shall preside.

Section 9. Standing Committees. The Vestry shall have the power to appoint standing and temporary committees consisting of Vestry Members, Voting Members or Ordinary Members of the Church to conduct or oversee the operation and missions of the Church. Two standing committees that shall be appointed are the Finance and Investment Committee and the Compensation Committee, which shall be done at the first vestry meeting following the Annual Meeting. The Finance and Investment Committee may be appointed with members who may be Vestry Members, Voting Members or Ordinary Members. The Chair of The Finance and Investment Committee will be an Ex-Officio non-voting member of the Vestry. The Compensation Committee shall consist of three Vestry Members. The annual review with the Rector will conform to the Resolution set forth in Canon 4-140 and Section B-Compensation, Rector Letter of Agreement. A compensation report will be forwarded upon the requested date to the Diocese. The Annual Ministry Review, based on the Rector Position Description, Rector Letter of Agreement, shall be prepared by the Wardens and approved by the Vestry.

# ARTICLE III OFFICERS

Section 1. Titles of Officers. The Officers of the Church shall be the Rector, the Senior Warden, the Junior Warden, the Registrar, the Treasurer, the Archivist, the Cemetery Administrator and such other officers as the Vestry may from time to time designate. The Senior Warden and the Junior Warden shall be Vestry Members nominated and elected by the Vestry. As Vestry Members, the Senior Warden and the Junior Warden shall have voting rights at all Vestry Meetings. The Rector who serves as the presiding official shall not vote. All other officers may be chosen by the Vestry from among the Voting Members of the Church. They will have voice but no vote at Vestry Meetings unless they are already members of the Vestry.

Section 2. Election of Officers. At the first vestry meeting after each Annual Meeting, the Vestry shall nominate and elect by majority vote the Senior Warden, the Junior Warden, the Registrar, and the Treasurer. The Archivist and the Cemetery Administrator shall be appointed by the Rector and approved annually by the Vestry. The Registrar, the Treasurer, the Archivist and the Cemetery Administrator shall be selected from the Voting Members of the Church, but need not be existing members of the Vestry. If not chosen from the Vestry, the Registrar, the Treasurer, the Archivist and the Cemetery Administrator shall have voice but not vote at Vestry Meetings. Any vacancy in any office shall be filled for the unexpired term thereof by the Vestry.

Section 3. Oath of Office of Vestry Members and Officers. Those persons who have been elected to the Vestry or elected by the Vestry to be Officers shall make and sign the following solemn declaration: “I., A.B., do declare my belief in the Christian Religion and do declare that I accede to the doctrine, discipline and worship of the Protestant Episcopal Church in the United States of America, and that in obedience to the same, I shall execute the office of a Vestry Member (or Officer of the Church) without prejudice, favor or affection, according to the best of my skill and knowledge. So help me God. Amen.” Anyone refusing to make and sign the above solemn declaration shall not serve as a Vestry Member or Officer of the Church.

Section 4. The Rector. The Rector of the Church shall be the president and chief executive officer of the Church and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Episcopal Church and of the Diocese of Maryland. The Rector shall preside at the Annual and Special Meetings of the Church and at all meetings of the Vestry at which the Rector is in attendance. The Rector shall be elected by a three-fourths vote of the entire Vestry as provided in the terms of the call, and the Rector shall continue to serve until attaining the age of seventy-two (72), death, resignation, or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority of the Diocese of Maryland. The Vestry may initiate the process to sever the pastoral relationship by a three-fourths vote of the entire Vestry. As befits the spirit of our faith, if required by the situation, good faith efforts at reconciliation by all parties will be undertaken before invoking the canonical process of intervention.

Section 5. The Senior and Junior Wardens. 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 Warden by the Vestry. The Senior Warden shall be the senior lay officer of the Church and shall preside at all meetings at which the Rector would normally preside but is not in attendance.

The Junior Warden shall have the following general responsibilities: 1. Overseeing the Church buildings, property and other real and corporate assets (other than securities and cash), 2. Managing maintenance and repairs to the facilities and property; including contractual services,

3. Serving as chairman of any body of the Church overseeing the buildings and grounds, and 4. Performing such other duties as may be assigned to the Junior Warden by the Vestry.

Section 6. The Registrar. The Registrar shall record the minutes of all meetings of the Vestry and of the overall Parish in a suitable minutes’ book which shall be maintained in the Church office. The Registrar shall be charged with the responsibility of keeping current at least one copy

of the Bylaws which shall be open to inspection in the church office at reasonable business hours by any Ordinary Member of the Church. The Registrar shall coordinate with the Archivist to ensure the safekeeping of pertinent Church records. In addition, the Registrar shall perform such other duties as may be assigned to the Registrar by the Vestry.

Section 7. The Treasurer. The Treasurer shall be appointed by the Vestry for a term of two years. The Treasurer shall keep the financial records of the Church and shall have custody of all Church funds, securities and other investments as determined from time to time by the Vestry. Records and reports of all monies received or expended by the Church shall be delivered to the Treasurer, or under the Treasurer’s direction. The Treasurer shall report at each Vestry meeting the cumulative income and expenses of the Church with regard to the Annual Budget. An annual audit of the financial records and reports of the Church shall be directed by the Vestry in compliance with the requirements of the Diocese of Maryland. The Treasurer shall also make a verbal report as to the general financial condition of the Church at the Annual Meeting of the Church and such other reports from time to time as the Vestry may request

Section 8. Assistant Treasurers. One or more Assistant Treasurer(s) shall be appointed by the Vestry for a term of one year. The Assistant Treasurer shall perform such duties of the Treasurer as the Vestry may assign to them.

Section 9. The Archivist. The Archivist shall preserve and store such items and records pertinent to the legal and historical mission of the Church in a safe and protected environment. A memorial book shall be maintained to list the donor and gift, including the amount. Memorial gifts of valued items shall be included in the parish property inventory. The Archivist shall coordinate with the Registrar and the Cemetery Administrator to insure preservation of pertinent Church and Cemetery items and records. The Archivist shall also perform such duties as the Vestry may from time to time assign.

Section 10. The Cemetery Administrator. The Cemetery Administrator shall oversee cemetery operations and administration. The Cemetery Administrator shall record grave assignments in a permanent legal cemetery grave registration record. Individuals purchasing a grave are given a Cemetery Easement citing the identification of the gravesite and documenting the policies and procedures governing the grave maintenance. The Cemetery Administrator receives confirmation of deaths and burials from the Rector and coordinates with the funeral director and grave excavator as necessary. Placement of all monuments shall be approved by the Cemetery Administrator. The Cemetery Administrator shall also perform such duties as the Vestry may from time to time assign.

Section 11. Other Officers. Such other officers as may be designated by the Vestry from time to time shall have and perform such powers and duties as the Vestry may assign to them.

Section 12. Attendance of Officers at Vestry Meetings. All officers who are not voting members of the Vestry are requested to attend all regular Vestry Meetings. Such officers shall have voice at these meetings, but no vote.

Section 13. Voting Rights of Officers. Only officers who are elected by the Voting Members of the Parish to be members of the Vestry have the right to vote at Vestry Meetings. As officers chosen from the Vestry, the Senior and Junior Wardens would always have the right to vote at all Vestry Meetings. Officers who have not been elected to the Vestry by the Voting Members of the Church shall have voice but no vote at regular Vestry Meetings.

# ARTICLE IV

COMMITTEE APPOINTMENTS AND LAY DELEGATES

Section 1. Committee Designation by the Vestry. The Vestry may designate regular and special committees for such purposes as may be indicated in various resolutions providing for such committees. Committee appointments shall be made by the Rector with the advice and consent of the Vestry or by the Vestry or other person or persons to whom the Vestry may by its resolutions give such power of appointment.

Section 2. Selection of Lay Delegates. At the first meeting of the Vestry after the Annual Meeting the Vestry shall nominate and elect a new Lay Delegate who will serve a two-year term. The first year will normally be served as a non-voting Alternate Lay Delegate and the second year as the voting Lay Delegate representing the Church to the Annual Meeting of the Convention of the Diocese of Maryland and to the Meetings of the Regional Council with which the Church is affiliated.

# ARTICLE V FISCAL MATTERS

Section 1. Fiscal Year. The fiscal year of the Church shall be the calendar year.

Section 2. Signature to Commercial Paper. All checks and drafts shall be made, drawn and endorsed in the name of the Church by an appointed officer of the Vestry in such manner as the Vestry may from time to time authorize. Any check above $2,000 not identified in the current annual budget shall require an approved Vestry resolution prior to being disbursed and the date of the vestry meeting and resolution shall be annotated in the memo section of the check, as designated by the Vestry. The Treasurer will report all checks over $2000.00 in the monthly Treasurer’s Report, noting the signatories in the report.

Section 3. Limitation on Expenditures. Any expenditure in excess of $250 not identified in the current Annual Budget shall be approved in advance by the Vestry.

Section 4. Audit. The financial documents and/or designated records of the Church shall be audited annually by three Voting Members or designated responsible person, such as a certified public accountant other than the Treasurer, to be appointed by the Vestry within six months following the close of the fiscal year of the Church. A copy of the audit report(s) shall be filed with the records of the Church and with the Diocese of Maryland.

Section 5. Fidelity Bond. The Treasurer and such other officers, employees or other persons handling Church funds exceeding $500, whether salaried or non-salaried, as the Vestry may direct from time to time, shall be bonded for the faithful performance of their duties at the expense of the Church, in such amounts and by such surety companies as the Vestry shall determine.

Section 6. Physical Custody of Assets. The Vestry shall be responsible for the investment of Church assets and shall designate those officers who shall maintain physical custody of the assets of the Church including securities and other investments. Where appropriate, custody of Church assets shall be placed in the name of the Vestry, as the governing body of the Church.

Section 7. Annual Parochial Report. A report shall be prepared annually for the year ending December 31 of the preceding year upon a form adopted by the General Convention, and shall be sent to the Diocese by the specified date. An on-line filing of the report shall also be submitted to The Episcopal Church Center, New York, by the specified date. The preparation and delivery of this report shall be the joint duty of the Rector and Vestry.

# ARTICLE VI

AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, repealed or added to by a two-thirds vote of those Voting Members who shall attend any meeting of all Ordinary Members of the Church, provided, however, that any such alteration, amendment, repeal or addition, whether proposed by the Vestry or by the Voting Members pursuant to Article I, Section 4 thereof, shall be specified in the notice of the meeting, whether it be an Annual or Special Meeting of the Church.

# ARTICLE VII ADOPTION OF THESE BYLAWS

These Bylaws shall be submitted to and approved by a majority vote of the entire Vestry and shall be recommended to the Voting Members of the Church for favorable action at any Annual Meeting of such members or at any Special Meeting called for that purpose. Copies of these Bylaws shall be reproduced and made available to all Ordinary Members for their inspection at least ten days prior to the meeting at which these Bylaws shall be submitted for approval. If ratified by a two-thirds vote of the Voting Members attending such meeting, the Bylaws shall

stand adopted. This article, being of a transitory nature, shall stand repealed immediately upon adoption of the Bylaws.