

Bylaws

of

St. John's Church

South Salem, New York

which was incorporated on

August 16, 1852

Under the New York Religious Corporations Law.

Amended November 15, 2016.

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**AMENDED AND RESTATED BYLAWS
OF
ST. JOHN'S CHURCH 1852**

Article I

GENERAL

Section A. The name of the Corporation is St. John's Church 1852, hereinafter called "St. John's." Members, belonging to St. John's as a whole, are part of what is known as "Parish" or "parishioners."

Section B. The principal offices of St. John's will be at 82 Spring Street, South Salem, New York. St. John's may also have offices at such other places as the Vestry may from time to time designate.

Article II

DEFINITIONS

Section A. All references to personal pronouns (masculine or feminine) shall be construed to be gender neutral.

Section B. "Vestry" means the group of persons vested with the management and affairs of St. John's. A "Vestry Member" means an individual member of the Vestry. "Associate Vestry Member" means an appointed non-voting member of the Vestry.

Section C. "Member of the Parish" means:

- a qualified voter who is a person eighteen (18) years of age or older belonging to this Parish;
- who has been baptized or received into the Episcopal Church;
- is a regular attendant of its worship;
- and a regular contributor to the financial and spiritual support of the Parish for at least twelve consecutive months prior to an annual meeting or any special meeting of the Corporation at which he is in attendance.

Section D. "Proceeding" includes: civil or criminal suit, administrative or investigatory action.

Section E. The "Annual Corporate Meeting," ("Annual Meeting") or "Special Corporate Meeting" indicates those meetings at which the affairs of the parish are conducted by the clergy, wardens and vestry in the presence of parish members. At such meetings, the members exercise their rights as members.

Article III

MEMBERS AND MEETINGS

Section A. Eligible Voters: See Article II, Section C.

Section B. Each voting member, in good standing, shall be qualified to vote on any issue that may properly come before any Annual Meeting or a Special Membership Meeting. Voting members are also capable of holding any office of the Vestry to which that person may be elected or appointed. (See also Article IV Section B – term limits and required elapse of time)

Section C. Date: The Annual Meeting shall be held, according to its Certificate of Incorporation as amended, nearest the fourth Sunday of January at an hour and place set by the Vestry. Special Meetings may be held on any day at an hour and place set by the Vestry stating the purpose thereof.

1. Notice: Notice of such annual meeting or special meeting shall be read by: the Rector; or if there be none, or if the Rector be absent, by the officiating minister; or by a Warden of the Parish - on each of the two Sundays preceding such annual or special meeting, during the time of divine service.

If for any reason the usual place of worship of the Parish is not open for divine service, the notice shall be posted conspicuously on the outer doors of the places of worship, or on bulletin boards, or electronically for two weeks preceding the annual or special meeting. Such notice shall specify the place, day and hour of holding the annual or special meeting.

The notice of the annual meeting shall also specify the name and term of office of each Warden and vestry members whose term of office shall then expire, or whose office shall then be vacant for any cause, and the office for which each such officer is to be then elected.

The notice of a special meeting shall specify the matter or question to be brought before such meeting, and no other matter or question, not specified in such notice, shall be acted on at such meeting.

2. Presiding Officer: The presiding officer of annual meetings and special meetings of the Corporation shall be the Rector or clergy by any other title, or if there be none, or the clergy be absent or disabled, the Warden, present, with seniority shall preside. If no Warden be present, a vestry member shall be elected by the existing Vestry. Such presiding officer shall be the judge of the qualifications of the voters; shall receive the votes cast; and shall declare the result of the votes cast. The presiding officer of such annual or special meeting shall enter, or cause to be entered, the proceedings of the meeting into the minutes of the Vestry, and sign her name thereto.
3. Clerk, Treasurer, Assistant Treasurer & Counsel:
 - a) Clerk of the Vestry: At the first meeting of the Vestry after each Annual Meeting, a Clerk of the Vestry shall be designated to serve for one year or until a successor is qualified and appointed.
 - (i) Duties of Clerk: The Clerk of the Vestry shall keep a record of proceedings; shall attest the minutes thereof and all corporate acts; shall preserve and have charge of all papers and books (other than those of a fiscal character) and the seal of the Corporation; and shall deliver the same to his successor or, if circumstances render it necessary, to the Wardens. The Clerk of the Vestry shall sign, in his official capacity and in the name of and on behalf of the Corporation,

such contracts, certificates, letters, communications and other documents and instruments as from time to time she may be specifically directed by the Vestry or the Rector in accordance with the Canons of the Church. *(Further duties are specified in ARTICLE IV, Section G)*

b) Treasurer: At the first meeting of the Vestry after each Annual Meeting, the Vestry shall appoint a Treasurer, and may at its discretion appoint an Assistant Treasurer, neither of whom need be members of the Vestry, to serve for one year or until their respective successors are qualified and appointed.

(i) General Duties: The Treasurer shall receive and keep all monies paid for the purposes of the parish. She shall deposit, or cause to be deposited (oversee), these monies in the name of the parish in the bank or banks, trust company or trust companies, or other depository or depositories, which the Vestry shall designate from time to time. The Vestry also recognizes the use of "Pledge Recorders" to record monies received by the Church and deposited as set forth herein under the oversight of the Treasurer. Except as otherwise provided in the Bylaws or by Vestry resolution, the Treasurer 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, the treasurer may be directed, promissory notes, legal instruments or other papers. The Treasurer shall be responsible for the deposit and safekeeping in banks, trust companies or other depositories designated by the Vestry of all permanent funds and all securities owned or held in trust by the Parish, but only such institutions as shall be so designated as Federal or New York State banks or Diocesan Corporations, and shall agree in writing, on behalf of themselves as well as any nominee or nominees of theirs, to be responsible for the safe return of the securities received, upon written

demand made therefor signed by any two of the following: the Rector; a Warden to be designated by the Vestry; the Treasurer. Further, the Treasurer shall make or cause to be made and keep records of all trust and permanent funds showing at least the following: source and date; terms governing the use of principal and income; to whom and how often reports of condition are to be made; and how the funds are invested.

(i-a) The Treasurer shall prepare, or cause to be prepared, the annual church budget and present same to the Vestry for approval. (See Article VII Section A).

(i-b) She shall prepare, or cause to be prepared, all necessary documentation for the annual diocesan assessment.

(ii) Property and Liability Insurance: The Treasurer, along with the Vestry, shall keep the Corporation's buildings, together with the contents thereof, 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 as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the Vestry.

(iii) Reports: At each regular meeting of the Vestry, and at such other times as it may request, the Treasurer shall present a written statement of all monies received and expended and of such other data as may be deemed pertinent or essential to a showing of the then current financial condition of the Corporation. At the end of each calendar year, he shall prepare an annual report for said year and present the same at the next ensuing Annual Meeting. At the termination of his service as such, the Treasurer shall deliver into the hands of his successor, or of the Wardens, all monies, books, papers or other property of the Corporation then in his possession.

- (iv) Assistant Treasurer: If an Assistant Treasurer shall have been appointed as permitted by these bylaws, he shall perform such duties, including those of Treasurer, as may be assigned from time to time by the Vestry, or by the Treasurer with the Vestry's approval, and during the Treasurer's absence or disability, the Treasurer's full powers and duties shall devolve upon the Assistant Treasurer.
 - (v) Surety Bond: The Treasurer shall be required to give a good and satisfactory surety bond or bonds for the faithful performance of his duties as such in an amount to be determined by the Vestry. Likewise, when specifically required by the Vestry, the Assistant Treasurer, if one be chosen, shall give a similar bond or bonds for the faithful performance of his duties as such in an amount to be determined by the Vestry. The expense incurred in procuring any such bond or bonds shall be borne by the Corporation.
 - (vi) Audit: As soon as conveniently may be during each calendar year, but prior to September 1 of each calendar year as mandated by the Canons of the Church, and prior to the next ensuing annual meeting of the Corporation, the Treasurer's books and accounts for such year shall be audited by an independent public accountant or Certified Public Accountant, or such audit committee as shall be authorized by appropriate diocesan authority, and a report thereof rendered to the Vestry, the parish and the Diocese. If between annual elections a vacancy shall occur in the office of Treasurer, a like audit may be made for the period beginning with the date as of which an audit was last previously concluded and ending with the date that such vacancy occurred, and a report thereof rendered to the Vestry.
4. Counsel: The Vestry may, in its discretion, appoint a member of the Bar of the State of New York as counsel to the Corporation who shall be the legal advisor of the Vestry in all matters affecting the corporate status of the Parish and the management of its temporal affairs. She need not be a member of the Vestry.

Section D. Meeting Transactions:

1. Quorum: In order that any business may be transacted at a meeting of the Vestry, there must be a quorum constituted as follows:
 - a) The Rector and at least a simple majority of the whole number of Vestry (including Wardens) , or;
 - b) If the Rector be incapable of acting to call the meeting, or if having refused or neglected to call the meeting, or if there be no Rector, then one Warden and one more than a majority of the Vestry's or both Wardens and a majority of the Vestry..
 - c) See also Article IV Section B.
2. Action by Conference Telephone: Any one or more members of the Vestry or of any committee thereof may participate in a meeting by means of a conference telephone or similar equipment 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.
3. Action by Written Consent: Any action required or permitted to be taken by the Vestry or any committee thereof may be taken without any physical meeting if all Vestry (or committee) members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents of Vestry or Committee members shall be filed with the minutes of the proceedings of that body.
4. Committees: See Article V, Section A.

Article IV

GOVERNING/VESTRY

Section A. Custody, Control and Administration of Temporalities: The Vestry, as the Board of Trustees of the Corporation, shall consist of: the Rector, two Wardens, and six Vestry members. They shall have the custody and control of all the temporalities and property, real and

personal, belonging to the Corporation and of the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of this Corporation, the Protestant Episcopal Church of the United States of America and the Episcopal Diocese of New York, and in accordance with the provisions of law relating thereto, for the support and maintenance of the Corporation. The Vestry shall not use such property or revenues for any other purpose or divert the same from such uses, such as: religious, charitable, benevolent or educational object or objects.

Section B. Number, Qualifications and Terms: The Parish shall have two Wardens and 6 vestry members to be elected by ballot from persons qualified to vote in the election at which such officers are to be chosen. To be eligible for election as Warden, that person must be also an adult confirmed communicant in good standing in this Church. At each annual election, one Warden shall be elected to serve for a term of two years and the two Vestry members shall be elected each to serve for a term of three years, and until their respective successors are duly elected and qualified. If, prior to an annual election, a vacancy shall have occurred in the office of Warden or Vestry by reason of the death, resignation or removal, the Vestry by majority vote of the remaining membership (if there be a quorum in office) may at any vestry meeting thereafter, fill the vacancy occurring in the office of a Warden or Vestry to serve until the next annual Corporation election. If such vacancy would continue thereafter, it shall be filled, as hereinbefore provided, for the remainder of the unexpired term.

Section C. Any Warden or Vestry member may be removed from office, with or without cause, by the affirmative vote of two-thirds of the Vestry present at any regular meeting or special meeting called for that purpose at which a quorum is present. Any Warden or vestry member proposed to be removed shall be given notice in writing at least ten days prior to such meeting called for that purpose and shall be entitled to appear and be heard by the V at such meeting.

Section D. Any Warden or Vestry Member is allowed to serve a total of six (6) years, after which one year's time must have elapsed before being eligible to serve again. The Vestry shall have the authority to make an exception to this rule.

Section E. No member of Vestry shall receive any salary or compensation for their services as such but shall be entitled to reasonable reimbursement for expenses actually incurred in connection with their duties.

Section F. The Vestry may make Emeritus Member appointments in recognition of meritorious service by a former member by affirmative vote of two-thirds of Vestry present at any regular or special meeting called for that purpose at which a quorum is present. Such Emeritus Members shall have privilege of the floor at meetings but shall have no vote and shall not be counted for quorum purposes.

Section G. Clerk of the Vestry. The clerk shall be a member of the parish, of eighteen or more years and shall be appointed during the first vestry meeting after the annual Parish meeting. The Clerk may (but is not required to) be an elected member of the Vestry. The Clerk shall keep an accurate record of vestry meetings and acts and to sign all documentation in accordance with the laws of this parish and the Canons of the Episcopal Church.

Article V

COMMITTEES OF THE VESTRY

Section A. Committees shall be standing or special. Standing committees shall be the: An Executive Committee consisting of the Rector and the two Wardens); Investment Committee; Finance Committee; Strategic Planning Committee; and such other standing or special committees as the Vestry should so designate, authorize, and discontinue from time to time. The creation of new standing or special committees and all committee member appointments and numbers must be approved by the Vestry. Committee members need not be members of the Vestry, though it is strongly recommended that a at least one (1) vestry member be on each committee. All committees shall be responsible to the Vestry and shall report their doings either directly or their Vestry liaison. Any committee acting under delegated Vestry authority is subject to the procedural, quorum and voting requirements of the full Vestry. All committees shall present their recommendations to the Vestry for approval before any expenditure of monies shall occur or project work of any sort started. The Rector reserves the right to appoint or remove any and all committee chairpersons. The Rector shall be an ex-officio

member of all committees. The prohibitions, restrictions and limitations contained in Sections B and C of Article VIII of these Bylaws shall apply to committees as well as to individuals.

1. The Full Vestry shall consist of two Wardens and six members to be elected by ballot from persons qualified to vote in the election at which such officers are to be chosen. The Executive Committee shall consist of the Rector and the two Wardens.
2. The Investment Committee shall meet annually and as required upon the call of the Chair of the Committee. The Investment Committee, through its voting members, shall have fiduciary responsibility for the investments of the parish. The Committee shall establish and maintain the investment policies and oversee a prudent investment process that organizes, formalizes, implements and monitors investments, considers the advice of financial and legal counsel, preserves and protects the assets and includes appropriate diversification. The Committee shall also be responsible for evaluating and engaging investment managers and custodians. The Committee shall appoint from their own number a Vice Chairman and a Secretary.
3. The Finance Committee shall meet annually and as required upon the call of the Chair of the Committee. The Finance Committee shall consist of at least three (3) but no more than five (5) persons. The Chair of this Committee shall be the Church Treasurer or Delegate. This Committee shall be responsible for recommending policy for the direction of the financial affairs of the parish; monitoring and advising on the management of those affairs; and safeguarding its assets. The Committee shall review and propose to the Vestry the annual operating budget of the parish. The Committee shall appoint from their own number a Vice Chairman and a Secretary.

Article VI

DUTIES OF VESTRY AND OFFICERS

Section A. Good Faith and Diligence: Members of the Vestry, as officers of the Corporation, shall discharge the duties of their respective positions in good faith and with that degree of diligence and fiduciary responsibility, care and skill which ordinarily prudent persons

would exercise under similar circumstances in like positions. In the administration of the powers to make and retain investments pursuant to Section 512 of the Not-for-Profit Corporation Law and to appropriate appreciation pursuant to Section 513 of that law, the Vestry shall consider (with input from the Investment Committee), among other relevant considerations, safety of principal, the long and short term financial needs of the Corporation, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.

Section B. Reliance upon Financial Statements: In discharging their duties, the Vestry members as 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 officers of the Corporation having charge of its books of accounts, or stated in a written report by an independent public accountant or Certified Public Accountant or firm of such accountants fairly to reflect the financial condition of the Corporation, or audit committee approved by "appropriate diocesan authority."

Section C. Audit: See Article III Section C-3-b-vi (page 8)

Article VII

BUDGET

Section A. Preparation and Adoption of Budget: The officer or committee designated by the Vestry shall annually prepare and submit to the Vestry, no later than the October Vestry meeting prior to the annual meeting each year, an itemized statement of the anticipated expenditures of the Parish for corporate purposes for such calendar year which statement, as so submitted, shall be subject to revision by the Vestry. Upon said statement having been adopted by the Vestry, either in revised or unrevised form, it shall become the tentative budget of Corporation expenditures for such calendar year. Thereafter and following the annual solicitation of pledges to the Corporation from persons desiring to contribute to its support for such year, the Vestry, at the annual meeting shall adopt in final and complete form, a budget of anticipated income and expenditures for such year.

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Section B. Control and Revision: The budget as so adopted in final and complete form shall control the operations of the Corporation during the calendar year from which it was adopted, subject to the direction and control of the Vestry. The Vestry may revise and re-adopt the budget at any time or times during such year for reasons deemed sufficient by an affirmative vote of not less than two-thirds of the Vestry.

Article VIII

BANKS/SAFE DEPOSIT BOXES

Section A. Access to Safe Deposit Boxes: All safe deposit companies shall be designated by the Vestry and the terms of rental of any vault space shall limit access thereto to any two, but not less than two, of the following: the Rector; a Warden to be designated by the Vestry; the Treasurer. Similar procedures for any banking or investment relationship should apply as above in this Section.

Section B. Corporate Instruments: All deeds, contracts and other instruments of the Corporation shall be executed under and by direction of the Vestry and shall be signed by such officer or officers as may be specified by the Vestry and, in a proper case, sealed with the corporate seal attested by the Clerk of the Vestry.

Section C. Financial Obligations: No obligations or bills shall be contracted for the Corporation, nor commitments of any kind made or entered into on its behalf, nor disbursements made, involving a liability or expenditure by anyone purporting to represent the Corporation in an official capacity or otherwise, except as specifically directed or approved by the Vestry in advance, or as specifically provided for as regularly accruing and recurring items of expense in a budget duly adopted by the V and currently in effect.

Section D. Restrictions on Major Acts: The Vestry shall not take any measure to effect the sale, mortgage, lease or other disposition of the real property of the Corporation, or the sale or disposition of the capital or principal of the personal property of the Corporation, nor take any action which would impair the rights of the Rector, unless the Rector, if the Parish then has one, be present. Further, the Vestry shall not make application to any court for leave to sell, mortgage or lease for a term exceeding five (5) years any of the Corporation's real property (as in such cases by law required) without the consent of the Bishop of the Diocese of New York

and of the Standing Committee thereof in accordance with the Canons of the Episcopal Church. However, if the See be vacant, or if the Bishop be absent or unable to act, the consent of the Standing Committee with the certificate of the vacancy of the See or of the absence or disability of the Bishop shall suffice provided that this action is permitted by the Canons of the Episcopal Church.

Section E. Investments: Subject to the limitations and conditions contained in any gift, devise or bequest, the Vestry may invest the funds of the Corporation in such securities, investments or other property, real or personal, located within or without the State of New York, as to it shall seem advisable, without being restricted to those classes of securities that are lawful for the investment of trust funds under the laws of the State of New York. Funds of the Corporation shall be invested in accordance with the teachings of the Church to the best available knowledge.

Article IX
CORPORATE SEAL

Section A. Seal: The corporate seal of the Corporation shall be in the form impressed upon the margin opposite this Article IX, to wit: two concentric circles, the inner circle containing the words, "St. John's Church 1852" and the outer circle containing the words "Lewisboro, New York." The corporate seal is located in the church safe in the sacristy.

Article X
AMENDMENTS TO BYLAWS

Section A. These bylaws may be amended or new bylaws adopted by the Vestry at any meeting thereof at which a quorum is present by the vote of at least two-thirds of the vestry members present, provided that written notice embodying such proposed amendments or new bylaws shall have been openly given at a previous meeting of the Vestry and also in the notice of the meeting at which such amendments or new bylaws are to be acted upon.

Section B. Notice of Proposed Changes of Articles of Incorporation must be openly communicated to the congregation at least two contiguous Sundays in the Sunday Parish bulletin, pulpit announcement and/or electronically prior to the Vestry acting on such changes.