

**BY-LAWS FOR THE PARISH OF CHRIST EPISCOPAL CHURCH
COOPERSTOWN, NEW YORK**

INCORPORATED 1811

Article 1

NAME AND PURPOSE OF THE CORPORATION

Section 1. Name of the Corporation: The name of the corporation shall be Christ Episcopal Church, Cooperstown, New York, organized and incorporated as a not-for-profit corporation under the laws of the State of New York on January 1, 1811 and currently existing under Article 3 of the New York Religious Corporation Law.

Section 2. Purpose of the Corporation: The purpose for which this corporation is formed is to serve God according to the Doctrine, Discipline, and Worship of the Episcopal Church in the United States of America.

Article 2

MEMBERSHIP, MEETINGS, AND VOTING

Section 1. Voting membership of the parish

Persons not less than eighteen years of age belonging to the parish, who have been baptized and who have been regular attendants at its worship and contributors to its support for at least twelve months prior to such election shall be qualified voters at any such election or special meeting.

Section 2. Meeting of the parish

- The annual meeting of the parish shall be held following the Sunday liturgy on the third Sunday in May, at such time and place as shall be announced by the rector in the notice of the meeting. If it shall be necessary to adjourn the annual meeting due to the inability to obtain a quorum, the adjourned meeting shall be held on the earliest practical date necessary to allow for proper notice of a special meeting of the Parish as provided for under Section 43 of the New York Religious Corporations Law.

- Notice of meetings, conduct of elections, and qualification of voters and candidates and related matters shall be in accordance with Section 43 of the New York State Religious Corporations Law.

- Forty voting members in person shall constitute a quorum for transaction of any business at any meeting of the parish.
- Should less than forty persons qualified to vote attend the parish meeting, then the presiding officer shall declare the meeting postponed and the parish meeting adjourned. The postponed meeting shall possess the powers and be subject to the rules of a regular parish meeting.

Section 3. Voting Procedures

- Each voting member of the parish shall be entitled to one vote, cast in person, while the polls are open, on each matter submitted to the members.
- It shall be the responsibility of the voting members to elect a Junior Warden and replacements for retiring members of the Vestry and to decide by vote any other business that may have been brought before the meeting by the action of the Vestry.
- To be elected, each candidate must receive a majority vote of those voting members present.
- The Wardens and Vestry shall be elected in accordance with section 43 of the Religious Corporations Law.
- If there be two or more persons having the same number of votes so that the proper number for the Vestry are not elected, only names of those elected shall be announced, and a re-ballot called at once. In such re-ballot, only the names of those previously nominated and not elected and having the same number of votes shall be considered. The polls shall be reopened only long enough to allow each voter present sufficient time to choose sufficient names to fill the Vestry. The person or persons receiving the greatest number of votes on the re-ballot shall be considered elected to the remaining place (s) on the Vestry.

Article 3

OFFICERS OF THE PARISH

The officers of the parish shall be as follows: the Rector, Senior Warden, Junior Warden, Clerk, and Treasurer, and such other officers as may be deemed necessary. The Rector, Clerk and Treasurer shall be chosen by the Vestry. The Clerk and Treasurer need not be members of the Vestry. A warden shall be elected at each annual meeting of the parish for a two (2) year term and/or if necessary to fill out a vacant but unexpired term of

Warden. A Warden may run and serve as a Warden of the parish for two (2) successive two (2) year terms and no Warden will be permitted to serve as Warden for more than four (4) successive years. The designation of Senior or Junior Warden shall be determined by duration of service: the Warden having consecutively served the longest shall be designated the Senior Warden.

Article 4
DUTIES OF THE OFFICERS

Section 1. Rector

The Rector shall be a member of the Vestry and is the chief clerical officer of the parish and shall exercise the powers incident to the office as defined in the Constitutions and Canons of the National Episcopal Church and the Diocese of Albany and any additional powers delegated to the Rector. The Rector shall keep a statistical record of all incoming and outgoing transfers of members of the Parish. The Rector shall preside at meetings of the parish and at the Vestry. The Rector may vote at all parish meetings and at Vestry meetings.

Section 2. Senior Warden

The Senior Warden shall be the chief lay officer of the parish. In the absence of the Rector or during a vacancy in office, the Senior Warden shall provide for the temporary performance of the Rector's duties. The Senior Warden is the Warden who has served as Warden for the longer consecutive period of time.

Section 3. Junior Warden

In the absence of the Rector and the Senior Warden, the Junior Warden shall provide for the temporary performance of their duties. The Junior Warden serves as the chairperson of the nominating committee and is a member of the stewardship committee. The Junior Warden is the Warden who has served as Warden for the shorter period of time.

Section 4. Treasurer

The Treasurer shall be accountable for the funds of the Parish, and shall keep a record of all monies received and paid. The Treasurer shall present a full statement thereof and of the financial condition of the parish at the annual meeting and at the monthly Vestry meetings.

Section 5. Clerk

The Clerk shall record and publish monthly minutes of the Vestry meetings, take attendance at Vestry meetings, keep the minutes of the annual meeting, and perform such

other duties as assigned.

Section 6. Other

In addition to the duties stipulated above in this article, all officers shall have powers and duties as may from time to time be designated by the Vestry.

Article 5 **THE VESTRY**

Section 1. Composition

The Vestry shall consist of nine members in addition to the Rector and Wardens, who shall be baptized persons having the qualifications of voting as set forth in Section 43 of the Religious Corporations Law.

- Nine members of the vestry shall hold their offices for the term of three years. Three unexcused absences during a calendar year shall constitute grounds for removal from the Vestry.
- Nine members of the Vestry are divided into three groups of three. The term of one group shall expire each year. The retiring members of the Vestry shall be eligible for re-election, if they choose to run, for one additional three year term, after which they shall be ineligible for re-election for a period of one year.

Section 2. Powers and Duties

- It shall be the duty of the Vestry to take charge of the property of the church and to regulate all its temporal concerns, subject to the superior right of the rector to control the use of all parish property.
- The Vestry has continuing control over all property of the parish including furniture, equipment, and fixtures, as well as grounds and buildings, whether acquired by purchase or gift (see Title 3, Canon 14, Sec. 1C).

- The Vestry has control over all funds of the parish, including deposits with the Diocesan Trustees from time to time, and all invested funds of the Parish.
- The Vestry shall elect and call clergy, provide for the clergy's maintenance, pay all lawful assessments of the parish, keep order in the church during divine services, and, in general, help the clergy.

Section 3. Meetings

The Vestry shall meet regularly at least once each calendar month, at a time determined by the Vestry, except that the Vestry, by resolution, may dispense with regular meetings during the months of July and August in each year. Special meetings of the Vestry may be called by the Rector, or, by the Senior Warden, and shall be called at any time upon the request of two Vestry members.

Section 4. Filling Vacancies

Vacancies shall be filled in accordance with Section 42 of the Religious Corporations Law unless otherwise provided for under Article 8 covering Committees of the Vestry.

Article 6 **THE RECTOR**

Section 1. Powers and Duties

The Rector shall be in charge of all matters pertaining to the spiritual life of the parish. The Rector shall name those special and standing committees of the parish and Vestry not stipulated in these by-laws. The Rector, with the approval of the Vestry, may disband any organization or group of the parish.

Section 2. Establishment and Dissolution of Pastoral Relations

The establishment and dissolution of pastoral relations shall be conducted in accordance with Title III, National Canon 21 of the Constitution and Canons of The Episcopal Church.

Article 7

PROCEDURES FOR HANDLING FUNDS

Section I. Responsibility

Parish funds shall be the responsibility of the Vestry, and all matters thereto shall be handled by a Financial Planning Committee, under the direction of the Vestry.

Section 2. Financial Operating Procedures

The parish will use as a guideline the "Manual of Business Methods in Church Affairs" which was prepared by the Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the USA in accordance with Title I, Canon 7, "Of Business Methods in Church Affairs," and Resolution D-147 (1979 GC: "Accounting Principles and Practices for Dioceses, Parishes, and Other Congregations."

Section 3. Rules for Contracts and Notes

All contracts, notes, or other obligations of the corporation shall be executed by the Rector and Senior or Junior Warden or any two thereof.

Article 8

COMMITTEES OF THE VESTRY

Section 1. Standing Committees

A) Executive Committee

- Composition: The Executive Committee shall consist of the Rector, Sr, Warden, and Jr. Warden. In the absence of the Rector, the Wardens may conduct the business of the church.
- Term: until the next annual church meeting
- Duties: The committee shall transact all business requiring action prior to the next meeting of the Vestry, prepare an agenda for Vestry meetings, make appointments to fill vacancies of other committees, unless otherwise set forth in these by-laws, serve as the personnel committee, and generally be available for consultations and recommendations on subjects referred to it by the Rector.
- Meetings: The committee shall meet at least one week prior to each meeting of the Vestry and generally with the same frequency as regular meetings of the Vestry, and at other times as may be necessary. Any one member of the Executive

Committee may call a meeting of the committee. Actions taken by the Executive Committee shall be reported to the Vestry at the next meeting or sooner if deemed necessary.

- Notice: The member calling a special meeting of the Executive Committee shall give one week's notice prior to such meeting to other committee members.
- Quorum: The Rector and either the Senior Warden or Junior Warden shall comprise a quorum of the committee.
- Vacancies: Vacancies shall be filled in accordance with Religious Corporation Law 42.

B) Nominating Committee

- Composition: The committee shall consist of the Junior Warden as Chair and the Vestry members with one year remaining on their terms.
- Term: until the next annual church meeting
- Duties: The committee shall nominate candidates for positions on the Vestry and for Warden and for delegates to the annual diocesan convention, to be elected at the next annual meeting of the church membership.
- Meetings: The committee shall meet at least once eight weeks preceding the annual church meeting and at such other times as the Committee shall deem necessary.
- Quorum: Three committee members shall constitute a quorum.
- Vacancies: shall be filled by appointment of the Executive Committee

C) Financial Planning Committee

- Composition: The committee shall consist of the Executive Committee, the treasurer, and at least three (3) other church members nominated by the Executive Committee and elected by the Vestry.

- Term: The non-Treasurer positions of the committee shall be for three year term and shall be staggered such that the Executive Committee need nominate only one person to the committee each year. To effectuate a staggered committee, the Executive Committee may nominate persons for less than three years where necessary.
- Duties: The Financial Planning Committee shall have special and general charge and control, subject to approval by the vestry, of monies and securities of Christ Church, including the authority to invest and reinvest funds. It shall keep records of its proceedings and report monthly to the Vestry.
- The committee shall be responsible for ensuring that income from restricted funds and special gifts is used in accordance with the specified wishes of the donor(s), advise and report to the Vestry on these matters, prepare and maintain the annual budget of Christ Church, receive reports and recommendations from the Rector, the staff, and from Vestry committees on short- and long-range expenditures, develop plans for the financing of these projects and, in consultation with the Rector, make recommendations to the Vestry on staffing, wages, salaries, and benefits. These plans shall be incorporated into the annual budget and also into a longer term financial plan for the parish where appropriate.
- The committee shall also review periodically the insurance program for Christ Church to ensure the church is maintaining sufficient insurance to protect all church assets.
- Meetings: Meetings shall be held at the discretion of the chairperson.
- Notice: by the Chairman at least one week prior to each meeting
- Quorum: four committee members
- Vacancies: The Vestry shall fill all vacancies occurring on the committee.

C) Buildings and Grounds

- Composition: The Buildings and Grounds Committee shall consist of a chair appointed by the Executive Committee, and as many members as are necessary to

carry out its duties.

- Term: one year following the annual meeting
- Duties: The Building and Grounds committee shall have oversight of and responsibility for the maintenance of all buildings and grounds. It shall recommend to the Vestry, with the advice of the Financial Planning Committee, any capital improvements which it thinks should be made.
- Meetings: monthly

D) Columbarium Committee

The committee shall oversee applications for the purchase of columbarium wall niches, assignments and transfers of niche easements, review and approve the proposed wording of niche inscriptions, and otherwise shall enforce the rules and regulations with respect to the columbarium wall as set forth in the columbarium rules as adopted by the Vestry of Christ Church and amended from time to time. The committee shall be comprised of three members of the parish elected by majority vote of the Vestry of Christ Church. All actions of the Columbarium Committee shall be pursuant to a majority vote of the full committee. Committee members shall serve for a three-year term to be staggered such that only one new committee member need be appointed or elected each year at the first regular meeting of the Vestry following the annual meeting. To effectuate said staggered terms, during the first three years following the creation of said Columbarium Committee, one committee member shall serve a one-year term, the second shall serve a two-year term, and the third shall serve a three-year term, with all subsequent committee members thereafter serving three-year terms.

All appeals from decisions of the Columbarium Committee with respect to purchase of niches or enforcement of the columbarium rules shall be heard and decided by the Vestry of Christ Church.

Columbarium rules adopted by the Vestry of Christ Church govern admission to and the use and maintenance of the columbarium wall, and shall be enforced by the Columbarium Committee, subject to the right of any applicant to appeal an adverse decision to the Vestry of Christ Church. The columbarium rules shall be attached and incorporated by reference to each agreement and easement granted to purchasers of an individual niche or niches.

E] Other Committees:

- Selection of committee chairpersons: At its first meeting following the annual church meeting, the Vestry shall form such committees as are appropriate to guide the life and work of the parish and at such other times as the Vestry may deem necessary. The Executive Committee may nominate one or more church members to act as temporary chairperson of such committees as soon as practicable following the first annual organizational meeting of the Vestry. Selection of committee membership: The chairperson shall report on the activities of the committee to the Vestry at least annually, or otherwise as requested by the Vestry.
- Term: until next annual church meeting
- Duties: as set forth by charge of the Vestry
- Meetings: as necessary

Article 9

LEGAL, CANONICAL, AND PARLIAMENTARY AUTHORITY

The parish shall conform to the laws of the State of New York and the Constitutions and Canons of the National Episcopal Church and the Diocese of Albany. The parliamentary authority for the parish shall be the *Robert's Rules of Order*. National and Diocesan Canons supersede the parliamentary authority when in conflict.

Article 10

AMENDMENT OF BY-LAWS

These by-laws may be changed by an affirmative vote of two-thirds of the entire Vestry provided notice of the proposed amendment has been given with the notice of the meeting. Every motion to amend an article, or section thereof, shall contain the entire section or Sections to be amended, and if adopted, shall replace the original section or sections. If any of the provisions of these by-laws should be or become in conflict with the Constitution and Canons of the Diocese of Albany or the national church, or civil law, that provision shall be deemed to be amended or

repealed to such extent as to put it in harmony with said Constitution and Canons. It shall be the responsibility of the Vestry to publish changes in by-laws which have been enacted by the vestry in the preceding year at each annual meeting.

Any change in the by-laws made by the Vestry during the preceding year shall be placed on the agenda of the next occurring Annual Meeting and the members shall be asked to vote to approve or reject the amendment made by the Vestry. Should a majority of the voting members at the Annual Meeting reject the change in the by-laws as made by the Vestry, such by-law change shall be repealed and of no further force or effect, and the by-laws shall thereafter be read as they existed prior to the rejected amendment. Notwithstanding the foregoing, any action taken by the Vestry pursuant to or in accordance with the amended by-law prior to the Annual Meeting shall remain in effect and not be nullified or invalidated.

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