

**BY-LAWS OF THE CHURCH OF THE ASCENSION
WESTMINSTER, MARYLAND**

Revised 02/12/2023

PREAMBLE

These By-laws are adopted pursuant to the authority granted by the Annotated Code of Maryland relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland (the “Diocese of Maryland”). These By-laws shall govern the corporate and temporal affairs of the Church of the Ascension, 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.

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 the Church of the Ascension (the “Church”), as their regular place of worship, shall be Ordinary Members of the Church.

Section 2. Voting Members. Every person not less than 16 years of age who is an Ordinary Member of the Church, and who is a confirmed communicant in good standing in the Episcopal Church and enrolled as such in the records of the Church, shall be a Voting Member thereof, with the right to vote in the election of Vestry members and upon all other matters having to do with the affairs of the Church. A confirmed communicant in good standing means a confirmed or received member of the Church over the age of 16 who has received Holy Communion in the Church at least three (3) times in the preceding year, and who for the preceding year has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying and giving for the spread of the Kingdom of God.

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 as a 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 3. Annual Meetings. There shall be an Annual Meeting of the Voting Members of the Church, to be held within the first sixty (60) days of the calendar year on a Sunday or other day which the Rector and Vestry shall determine to be convenient. All Ordinary Members of the Parish shall be welcome at such Meeting but shall have no vote. The business to be transacted at the Annual Meeting of Voting Members shall include the election of Vestry members, necessary reports from the Rector and other Parish leaders, and any other business within the power of the Church as a religious corporation of the State of Maryland.

Section 4. Special Meetings. At any time during the interval between annual meetings, special meetings of the Voting Members, at which all other Ordinary Members shall also be welcome, may be called by the Rector or by not less than one-third of the members of the Vestry or upon written request of not less than 25 Voting Members filed with the Rector, or in the Rector's absence, with the Senior Warden.

Section 5. Notice and Place of Meetings. All meetings of Members, both annual and special, shall be held at the Parish House of the Church or at such other place as shall be specified in the notice. Notice of all meetings shall be given by announcement at services in the Church, and in the bulletin on at least two (2) Sundays immediately preceding the date of the meeting; and if a special meeting, by mail posted not less than ten (10) days prior to the meeting. Such notice shall indicate the time of the meeting and whether the meeting is an annual or a special meeting, and if a special meeting, the business to be transacted. No business other than that specified in the notice shall be transacted at special meetings.

Section 6. Quorum. Twenty-five (25) Voting Members or one half of the Voting Membership of the Church, whichever is less, shall constitute a quorum for either an annual or special meeting of the Voting Members of the Church.

Section 7. Parliamentary Procedure. The Chairperson of the Annual Meeting, or any Special Meetings, shall appoint a Parliamentarian at the beginning of each Annual or Special Meeting. It shall be the duty of the Parliamentarian to rule upon any question of Parliamentary Procedure that may arise during the course of the meeting. Robert's Rules of Order (latest revision) shall be the parliamentary authority for all such meetings.

ARTICLE II

THE VESTRY

Section 1. Eligibility. Every Voting Member of the Church, as defined in Section 2 of Article I of these By-Laws, shall be eligible to serve as a Vestry Member.

Section 2. Number and Term of Office. The Vestry of the Church shall consist of the Rector and twelve (12) lay members chosen from among Voting Members, each of whom shall have a vote. Of the 12 lay members, 4 shall be elected each year and shall serve 3 year terms. A lay member shall take office as Vestry member immediately upon election. No lay member shall be eligible for renomination and re-election to the Vestry for a period of two years after the member's term has expired, provided, however, that prior service on the Vestry in filling a vacancy shall not be considered a disqualification for re-election.

Section 3. Nomination. Voting Members shall be nominated to serve as Vestry Members in the following manner: There shall be a Nominating Committee comprised of the Rector and five (5) Voting Members appointed by the Rector at least three months in advance of each annual meeting. The Committee shall choose its own chairman at its first meeting. The Nominating Committee shall attempt to nominate at least twice as many Voting Members to serve as Vestry Members as there shall be vacancies in the Vestry to be filled by the election of Vestry Members at the annual meeting. The Nominating Committee shall submit to the Vestry the names of those persons so nominated at least one month prior to the annual meeting, and the Vestry shall immediately make known to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of those so nominated.

Any group of two (2) or more Voting Members may nominate a candidate or candidates for the office of Vestry Member by submitting such nomination or nominations, over their signatures, to the Registrar at least two (2) weeks prior to the Annual Meeting. The Vestry shall immediately make known to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of any additional nominees. No person shall be nominated for Vestry Member unless the person has agreed in writing to serve if elected.

Section 4. Election. Vestry Members shall be elected at the Annual Meeting by the Voting Members present and voting. Voting by proxy shall not be permitted. Any candidate shall be elected upon receiving a majority of the votes cast in any ballot.

Section 5. Vacancies. If by reason of death, resignation or any other 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. At 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. Meetings. Regular meetings of the Vestry shall be held on the second Tuesday of each month of each year unless the Vestry votes to suspend or postpone such meeting. Special meetings may be held at any time or place on call by the Rector or by not less than one-third of the number of Vestry Members. Notice of the time and place of all regular and special meetings and of the purpose of all special meetings shall be given to each Vestry Member in person or by telephone, or by email, not less than twenty-four (24) hours preceding the meeting or by mail posted not less than three (3) days preceding the date of such meeting. No business shall be transacted at special meetings except that specified in the notice.

Section 8. Quorum and Presiding Officer. Seven lay Vestry Members and the Rector, if present, or nine lay Vestry Members if the Rector is not present, shall constitute a quorum for the transaction of business at any meeting of the Vestry.

Section 9. Informal Action. Any action required or permitted to be taken at any meeting of the Vestry, or of any commission of the Vestry, may be taken without a meeting by informal action secured by telephone or otherwise, provided that written consent of such action is later signed by members of the Vestry, or the committee as the case may be, and filed with the minutes of the Vestry, or the committee as the case may be.

Section 10. Meeting by use of Telecommunications. Some or all of the Members of the Vestry, or of any Committee of the Vestry, may participate in any Meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a Meeting by such means shall constitute presence in person at such meeting.

ARTICLE III

OFFICERS

Section 1. Titles of Officers. The Officers of the Church shall be the Rector, a Senior Warden, a Junior Warden, a Registrar, a Treasurer and such other officers as the Vestry may from time to time designate.

Section 2. Election of Junior and Senior Warden. The Senior Warden shall be nominated by the Rector at the first Vestry meeting following the Annual Meeting and elected by majority vote of the Vestry. The Junior Warden shall also be nominated by the Rector at the first Vestry meeting following the Annual Meeting and elected by majority vote of the Vestry. Such Wardens shall have both a voice and a vote at all Vestry meetings, whether or not they are also serving as elected Vestry members. Any vacancy in the office of Senior or Junior Warden shall be filled for the unexpired term thereof by the Rector and Vestry in similar manner. If at any time the Parish is without a Rector or Interim, the Chair of the Annual Meeting shall convene the Vestry immediately following that Meeting for the purpose of electing Wardens and other Parish Officers.

Section 3. Election of Other Officers. The Registrar, Treasurer and Assistant Treasurer shall be elected annually by a majority vote at the first meeting of the Vestry held after the Annual Meeting. The officers, elected above, shall hold one (1) year terms. Officers must be Voting Members of the Church and may, but need not be Members of the Vestry. Any vacancy in any office shall be filled for the unexpired term thereof by the Vestry.

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 the Diocese of Maryland. The Rector shall preside at all meetings of the Vestry and unless otherwise provided in the terms of the call, the Rector shall continue to serve until death or 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.

Section 5. The Church 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.

The Junior Warden shall have general responsibility for the supervision of all Church property, real and personal, (other than securities and cash), and shall chair the annual meeting. In the event that the Junior Warden is unable to chair the annual meeting, the Rector or other officer of the Church (Sr. Warden, Treasurer or Registrar), will act in the Junior Warden's place, The Junior Warden shall perform such other duties as may be assigned to the Junior Warden by the Vestry.

Section 6. The Registrar. The Registrar shall have custody of the corporate seal of the Church. The Registrar shall record the minutes of all meetings of the Vestry and of the Voting Members in a suitable minute book which shall be maintained in the Church office. The Registrar shall be charged with the responsibility of keeping up-to-date at least two (2) copies of the By-Laws which shall be open to inspection in the Church office at reasonable business hours by an Ordinary Member or Voting Member of the Church. 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 keep the financial records of the Church and shall have general custody of all Church funds, securities and other investments. All monies received by the Church shall be delivered to the Treasurer, and all expenses and other payment shall be made by the Treasurer, or under the Treasurer's direction. The Treasurer shall make a report to the general financial condition of the Church at the Annual Meeting of the Voting Members and such other reports from time to time as the Vestry may request.

Section 8. Assistant Treasurer. The Vestry may at any time or from time to time elect one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as the Treasurer may assign to them.

Section 9. 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 may be assigned to them by the Vestry.

Section 10. Attendance of Officers at Vestry Meetings. All officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry.

Section 11. Voting Rights of Officers. Officers shall not have the right to vote unless they are also members of the Vestry.

ARTICLE IV

COMMISSIONS: DIOCESAN AND REGIONAL COUNCIL DELEGATES

Section 1. Designation by Vestry. Within sixty (60) days following the annual meeting, the Vestry shall establish an operational structure that addresses the ministry of the Church and the stewardship of its funds, buildings, and properties. Said structure shall provide for the effective and efficient functioning of the Church to best serve God, the parish, and the community.

Section 2. Election of Lay Delegates. At least six (6) months prior to each annual meeting of the Convention of the Diocese of Maryland, the lay delegates from the Church to the Convention and to the Regional Council with which the Church is affiliated shall be elected by the Vestry from among the Voting Membership of the Church.

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 in such manner as the Vestry may from time to time authorize.

Section 3. Limitation on Expenditures. The Rector and the Senior Warden are each authorized to incur expenditures and to enter contracts for and in the name of the Vestry of a value not greater than fifteen hundred dollars (\$1,500.) without prior approval of the Vestry. Any expenditure or contract of sale greater than \$1,500. shall require approval in advance by a majority of the members of the Vestry.

Section 4. Business Transactions. The Rector and the Senior Warden are each authorized, with the Treasurer or assistant Treasurer, to execute sales or purchase of stocks, bonds, or other securities, to open or close accounts of cash or funds of the church, and to take such other actions as may be deemed by them to be necessary or desirable for the conduct of the business and affairs of the Church.

Section 5. Audit. The financial books and records of the Church shall be audited annually by a certified public accountant chosen by the Vestry or three or more responsible persons other than the Treasurer to be appointed by the Vestry. Such audit shall be submitted to the Vestry sixty (60) days following the close of the fiscal year of the Church and shall be filed with the records of the Church.

Section 6. Fidelity Bond. The Treasurer and such other officers, employees or other persons handling Church funds, 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 may determine.

ARTICLE VI

AMENDMENT TO BY-LAWS

These By-Laws may be altered, amended, repealed, or added to, by a two-thirds vote of those Voting Members who shall attend any meeting of the Members of the Church at which a quorum is present; provided, however, that any such alteration, amendment, repeal, or addition, whether proposed by the Vestry or by the Voting Members who shall call a special meeting pursuant to Article I, Section 4 hereof, shall be specified in the notice of the meeting, whether it be an annual or special meeting.