

ST. PETER'S EPISCOPAL CHURCH
South Street at Miller Road
Morristown, New Jersey 07960

Adopted April 24, 1984
Amended February 12, 1995
Amended November 5, 2006
Amended April 29, 2012
Approved at 5/28/13 and 6/25/13 Vestry meetings
Amended April 25, 2016(Article IV, section 9)
Approved at 5/24/16 and 6/28/16 Vestry meetings

BY-LAWS

ARTICLE I - Membership

- Sec. 1. Church Membership All persons who have received the Sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, and whose baptism has been duly recorded in this Church are members thereof. (E.C.Can. I-16-1) *
- Sec. 2. Voting Membership All persons who have met the requirements of Section 1 and, in addition, are at least sixteen years of age and have been regular attendants at the services of this parish for six months prior to any meeting, and have been regular contributors for the same period to the current expenses of this Parish shall be deemed members in good standing and entitled to vote at any meeting of the Parish. (D.N.Can. 9-5; N.J.S.A. 16:12-10)
- Sec. 3. Communicants in Good Standing All such members in good standing who have been confirmed by a Bishop of this Church or a Bishop of a Church in communion with this Church or have been received into this Church by a Bishop of this Church, and who shall, unless for good cause prevented, have received Holy Communion at least thrice during the next preceding year, are communicants in good standing. (E.C.Can. I-16-3)

ARTICLE II - Parish Meetings

- Sec. 1. Annual Meeting The annual meeting of the members of the Parish for the election of Wardens, Vestrypersons, Deputies and Alternates to the Diocesan Convention, Representatives to the District Convocation, and members of the Outreach Commission shall be held each year on one Sunday in February. Notice of the annual meeting shall be disclosed to the Parish at least 60 days prior to the meeting. (N.J.S.A. 16:12-10; Cert. of Incorp. as amended 3/22/66)

* Throughout these by-laws, there appear, in parentheses, references to the authority or authorities which support the text. Abbreviations used are: N.J.S.A. - New Jersey Statutes Annotated; E.C.Can. - Canons of the General Convention of the Protestant Episcopal Church; D.N.Cons. - Constitution of the Protestant Episcopal Church in the Diocese of Newark; D.N.Can. - Canons of the Diocese of Newark; Cert. of Incorp. as amended, followed by a date - Certificate of Incorporation of St. Peter's Church as amended on the particular date mentioned.

- Sec. 2. Special Meetings Special meetings of the Parish may be called by the Rector at any time, or if there be no Rector, by the Wardens. (N.J.S.A. 16:12-13) No vote shall be taken at a special meeting upon any question not specified in the notice of that meeting. A vote upon a change in the corporate title, the number of vestrypersons, the terms of office of the wardens or vestrypersons, or the date of the Annual Meeting shall be taken only at a special meeting and in the following manner: A meeting of the Vestry shall be called on at least one week's notice, the notice stating the object thereof. If the Vestry, by a two-thirds vote of all the members, shall recommend such change or changes, a special Parish meeting shall be called. At such meeting, each recommended change shall be voted upon separately, two-thirds of those present. (N.J.S.A. 16:12-14)
- Sec. 3. Notice of Meetings Notice of the time and place of a meeting shall be given by advertisement set up in open view at the door of the Church ten days prior to the meeting and also shall be read by the Rector or officiating minister on the two Sundays next preceding the meeting, in time of public service. The notice shall specify the object for which the meeting is called. (N.J.S.A. 16:12-10, 16:12-13)
- Sec. 4. Quorum Three persons qualified to vote shall constitute a quorum. (N.J.S.A. 16:12-10)
- Sec. 5. Chairperson The Rector shall preside, with the right to vote, or if absent, or if no Rector is settled in the parish, the meeting shall choose one of the Wardens, or if neither of the Wardens is present, then one of the Vestrypersons, or if no Vestryperson is present, then some duly qualified voter to act as chairperson. The chairperson shall be the judge of the qualifications of the voters, shall receive the votes and declare the results. (N.J.S.A. 16:12-10)
- Sec. 6. Clerk The Clerk or Secretary of the Vestry, or, if he or she be absent, a person appointed by the chairperson, shall enter the proceedings in the minute book of the Vestry and shall sign the same together with the chairperson. (N.J.S.A. 16:12-10)
- Sec. 7. Proceedings for Nominations
- A. Not later than November 1 of each year, the Rector shall announce that the following persons shall be forthwith constituted as the Nominating Committee:
 - (1) The retiring members of the Vestry, whose terms expire with the next annual meeting of the Parish.
 - (2) Four other members of the Parish appointed by the Rector with the advice and consent of the Wardens.
 - (3) The Rector shall serve *ex officio*.
 - (4) The Rector shall appoint a chairperson from among the members of the Committee so constituted.
 - B. A notice containing the names of the members of the Nominating Committee and inviting submission, to its chairperson, of recommendations for nomination, shall be posted on the bulletin board in the Parish House and published in the next

regular Parish mailing following November 1 but not later than November 15 preceding the Annual Meeting.

- C. As soon as practicable after their appointment, the Rector shall call a meeting of the Nominating Committee and instruct it as to the offices for which nominations are to be made and as to the requirements for eligibility as set forth in these By-Laws or elsewhere.
- D. On or before December 15, the Nominating Committee shall prepare and present to the Rector a written report setting forth the names of the person or persons nominated for each office. The chairperson shall immediately post a notice of the names of the persons so nominated on the bulletin board in the Parish House. The Rector shall, no later than January 8, cause the notice to be mailed to every family unit in the Parish. The notice shall also state that other nominations may be made, by petition in writing, signed by five qualified voters in the Parish with a deadline for submission of January 24.
- E. If any such other nominations are received, the Clerk shall immediately cause a notice as to the names of the persons so nominated to be posted on the bulletin board in the Parish House and published in the next regular Parish mailing.
- F. If the number of persons duly nominated for any office exceeds the number of vacancies in that office, the Rector shall cause ballots to be prepared for use in the election and shall appoint three qualified voting members of the Parish to act as tellers at the election.

Sec. 8. Proceedings for Elections

- A. The election of Wardens and Vestrypersons shall be by ballot. The polls shall remain open for one-half hour and for such longer time as may be required to receive the ballots of the persons present and ready to vote. In case of a failure to elect, on the first ballot, the required number of Wardens and Vestrypersons to be elected at the meeting, one or more further ballots shall be taken. (N.J.S.A. 16:12-10)
- B. To be elected a Warden or member of the Vestry, a nominee must receive a majority of votes cast on a particular ballot. If any nominee is elected to the Vestry on the first ballot, then all remaining nominees shall be included on the second ballot. If, however, (1) no nominee is elected to the Vestry on the first ballot, or (2) all vacancies shall not have been filled on the second ballot, then in either such event, in respect of each subsequent ballot, the nominees shall be reduced by one-third of those included on the last previous ballot. The nominees remaining on the ballot in each such case shall be those who have received the largest number of votes on the immediately preceding ballot.
- C. One Deputy to the Diocesan Convention shall be elected at the Annual Meeting, to serve a three-year term. The nominee receiving the next largest number of votes

shall serve as Alternate for one year. In the event that the elected Deputy is unable to serve for the term elected, the Alternate will serve as the Deputy to the Diocesan Convention until the next Annual Meeting. [See Section 8.G. below.]

- D. Representatives to the District Convocation shall be the elected Deputies to the Diocesan Convention who shall have held such positions the longest. The remaining Deputy shall be the Alternate.
- E. Two members of the Outreach Commission shall be elected at the Annual Meeting, each for a three-year term. In addition, each year, two members of the Outreach Commission will be appointed by the Rector, each for a three-year term, with the advice and consent of the Vestry.
- F. In respect of Deputies to the Diocesan Convention and members of Outreach Commissions, if the number of persons nominated for any position shall exceed the number of vacancies, then the person or persons having the greatest number of votes upon the first ballot shall be deemed elected to such positions, whether or not any such person shall have received a majority of the votes cast.
- G. In the event of a vacancy caused by the death, resignation, removal, incapacity, refusal, or neglect for six months of any duly elected Deputy to the Diocesan Convention or elected member of the Outreach Commission to serve in such capacity, the vacancy may be filled by the Vestry until the next Annual Meeting. A nomination must be put before the next Annual Meeting for the candidate to fill the unexpired term of the Deputy to the Diocesan Convention or member of the Outreach Commission so appointed by the Vestry. In the event of a vacancy caused by the death, resignation, removal, incapacity, refusal or neglect for six months of any member to the Outreach Commission appointed by the Rector to serve in such capacity, the Rector may appoint a person to fill the remaining term with the advice and consent of the Vestry.

ARTICLE III - The Rector

- Sec. 1. Presiding Officer The Rector shall be a member and the presiding officer of the corporation. (N.J.S.A. 16:12-6) The Rector, when present, shall preside at all meetings of the Vestry. (E.C.Can. I-13-3) If there is a Rector called to or settled in the Parish, no action shall be taken in his absence relating to or affecting the personal or exclusive rights of the Rector, or the alienation of the capital or principal of any investments held by the corporation, or the sale of its real estate, or the encumbrance thereof, except as may be necessary for ordinary repair. (N.J.S.A. 16:12-9)
- Sec. 2. Vacancy When a vacancy shall occur in the office of Rector, the vacancy shall be filled in the manner specified in E.C.Can. III-23 and N.J.S.A. 16:12-7.
- Sec. 3. Powers The powers of the Rector shall include the following:

- (1) Control of the worship and spiritual jurisdiction of the Parish, subject to the rubrics of the Book of Common Prayer, the Canons of the Church, and the godly counsel of the Bishop. (E.C.Can. III-21-1a)
- (2) For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall, at all times, be entitled to the use and control of the Church and Parish buildings with the appurtenances and furniture thereof. (E.C.Can. III-21-1b)

ARTICLE IV - The Wardens and Vestry

- Sec. 1. The Vestry shall consist of the Rector, two Wardens, and twelve other voting members of the Parish who have been elected to this office pursuant to ARTICLE II hereof.
- Sec. 2. The Vestry shall meet regularly at least once every month except during the months of August and December. A meeting of the Vestry may be called on at least twenty-four hours notice by either the Rector, the Wardens, or others in accordance with the laws of the State of New Jersey (N.J.S.A. 16:12-8)
- Sec. 3 To constitute a quorum of the Vestry there must be present either:
- A. The Rector, one of the Wardens, and a majority of the Vestrypersons; or
 - B. The Rector, both Wardens, and one less than a majority of the Vestrypersons; or
 - C. The Rector and two-thirds of the Vestrypersons.

The provisions of the laws of the State of New Jersey shall apply to a quorum in the absence of the Rector. (N.J.S.A. 16:12-9)

- Sec. 4. The Rector shall act as Chairperson of meetings of the Vestry. (E.C.Can. I-13-3) If absent, one of the Wardens shall act in this capacity.
- Sec. 5. Except as provided by the laws of the State of New Jersey or the Canons of the General Convention of the Protestant Episcopal Church or those of the Diocese of Newark, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy. (E.C.Can. I-13-2)
- Sec. 6. At the first meeting of the Vestry after the Annual Parish Meeting, it shall do the following:
- A. Elect a Clerk or Secretary, who shall be an elected member of the Vestry. (N.J.S.A. 16:12-6)
 - B. Elect a Treasurer. (N.J.S.A. 16:12-6)

C. Establish by resolution one or more Standing Committees. The members and chairpersons of each such Committee shall be appointed by the Rector with the advice and consent of the Vestry. They shall serve until the next succeeding election of the Vestry and until their successors shall have been appointed.

Sec. 7. At each Annual Meeting, one Warden shall be elected to hold office for two years, or until his or her successor is chosen, and one-third of the total number of Vestrypersons shall be elected to hold office for three years, or until their successors are chosen. In the event of a vacancy caused by the death, resignation, removal, incapacity, refusal, or neglect for six months of any duly elected Warden or Vestryperson to serve in such capacity, the vacancy may be filled by the Vestry until the next Annual Meeting. A nomination must be put before the next Annual Meeting for the candidate to fill the unexpired term of a Warden or Vestryperson so appointed. (N.J.S.A. 16:12-11; 16:12-12)

Sec. 8. No person shall be eligible for re-election to the Vestry until one year shall have elapsed since the expiration of his or her last term as Vestryperson. Any person, however, who has been appointed or elected to fill an unexpired term may be re-elected following the expiration of such term. A Warden may be re-elected to a second consecutive term. Thereafter he or she may not be re-elected to this office until one year shall have elapsed since the expiration of his or her last term.

Sec. 9. Vacancies, Resignations and Absences.

(a) 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. The person so elected shall then serve the unexpired term and shall be eligible for nomination and re-election at the end of such unexpired term.

(b) A member of the Vestry may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden. The Vestry need not accept the resignation to be effective.

(c) Three unexcused absences by a Vestry member within a calendar year constitute an automatic resignation. The definition of "unexcused" is having not informed in advance either the Rector (or Priest-in-Charge) or any Vestry member attending of their absence. Filling the unexpired term will be conducted in accordance with Section 9(a) above.

ARTICLE V - By-Laws

Sec. 1. The By-Laws of this Corporation shall be consistent with the laws of the United States, the laws of the State of New Jersey, with both the Constitution and Canons of the Protestant Episcopal Church in the United States of America, and those of the Diocese of Newark.

Sec. 2. These By-Laws may be altered or amended by a majority vote of the whole Vestry at two successive regularly scheduled monthly Vestry meetings provided that a copy of the proposed By-Law alteration or amendment shall have been included in the notice of the first meeting in which it is to be voted upon, and provided further that the Clerk posts the original and altered or amended By-Law in the Parish House and causes the same to be printed in the regular Sunday leaflet at least one week after its first passage and two weeks prior to its second passage by the Vestry. Such altered or amended By-Law shall become effective immediately upon its passage at the second Vestry meeting.