

BY-LAWS OF SAINT CYPRIAN'S EPISCOPAL CHURCH

TABLE OF CONTENTS

- I. Preamble
- II. Authority Acknowledged
- III. Membership
- IV. Officers, Delegates and Elections
- V. Elections and Vacancies
- VI. Nominations
- VII. Meetings of the Parish
- VIII. Rector
- IX. Wardens
- X. Treasurer
- XI. Clerk
- XII. Vestry Persons
- XIII. Vestry
- XIV. Restrictions on Alienation or Encumbrance of Real Estate
- XV. Gifts and Memorials
- XVI. Organizations
- XVII. Amendments
- XVIII. Indemnification

I. PREAMBLE

The undersigned have associated as a Parish for the purpose of maintaining the public worship of Almighty God, according to the faith and usages of The Episcopal Church in the United States of America, under the name of St. Cyprian's Episcopal Church, located in Roxbury, Massachusetts and have adopted the following articles as the By-Laws of St. Cyprian's Episcopal Church, Roxbury, Massachusetts

II. AUTHORITY ACKNOWLEDGED

This Parish accedes to the Doctrine, Discipline, and Worship, and the Constitution and Canons of The Protestant Episcopal Church in the United States of America, and to the Constitution and Canons of The Protestant Episcopal Diocese of Massachusetts and acknowledges their authority.

III. MEMBERSHIP

3.1 Definition

Any baptized person of the age of eighteen years or more who declares their intention to aid in maintaining public worship by regular attendance at public worship and by financial support of the Parish, shall be considered a voting member of the Parish who is entitled to vote in its affairs.

3.2 Removal

The Vestry may:

- Give written notice to any member who for one year, has refrained from regular worship and from contributing to the support of the Parish.
- Provide an opportunity to be heard.
- Remove the member's name from the list of members of the parish.

3.3 Voting

Members are entitled to vote in Parish affairs.

IV. OFFICERS, DELEGATES AND ELECTIONS

4.1 Officers

The Officers of the Parish, all of whom shall be voting members and communicants of the Parish, shall include a Senior Warden, Junior Warden, Treasurer, and a Clerk.

4.2 Vestry

There shall be nine additional Vestrypersons. No more than two members of the same household or family shall serve concurrently on the Vestry. These persons, together with the Rector and the Officers, shall constitute the Vestry of the Parish.

The Parish shall also have such Delegates to the Diocesan Convention and to the Deanery Assembly as it may be entitled to under the relevant Canons and rules. Delegates may also be members of the Vestry.

V. ELECTIONS AND VACANCIES

5.1 Elections

The Wardens, a Treasurer, a Clerk, Delegates and three Vestrypersons shall be elected at each Annual Meeting of the Parish. All Officers and Delegates shall hold office until the next Annual Meeting of the Parish. Vestrypersons shall hold office until the third Annual Meeting following their election. All shall hold office until their successors are elected and qualify.

At the meeting at which this article takes effect, three Vestrypersons shall be elected to hold office for three years until their successors are elected and qualified. Any Vestryperson whose three-year term and any Warden or Clerk whose sixth consecutive one-year term expires at any Annual Meeting, shall be ineligible for re-election to the same office until the next succeeding Annual Meeting.

5.2 Vacancies

Vacancies may be filled at any meeting of the Parish. Unless so filled, the Vestry may fill them until the next Annual Meeting of the Parish. In the absence or incapacity of either Warden, or of a vacancy in the office, the powers and duties of the Warden shall fall to the remaining Warden.

Only such persons may be elected as Officers or as Delegates who have been in regular attendance in this Parish for one year and who have given regular financial support traceable to the giver for the same period.

VI. NOMINATIONS

6.1 Nominating Committee

There shall be a nominating Committee consisting of the Rector and three members of the Parish appointed by the Vestry. Members of the Nominating Committee shall serve one-year terms. The Nominating Committee shall present a slate at each Annual Meeting of one or more candidates recommended for each position to be filled by vote at the meeting. The list of nominees designated by the Nominating Committee shall be posted with the notice of the Annual Meeting. Nominations for any office to be filled at an

annual Meeting may also be made at the meeting by any member of the parish authorized to vote.

The Vestry may select from its own number or from the Parish at large an Assistant Clerk and an Assistant Treasurer.

VII. MEETINGS OF THE PARISH

7.1 Annual and Special Meetings

The Annual Meeting shall be held at such date, hour, and place, as the Vestry shall determine.

Special meetings may be called at any time by the Vestry, and may be called by the Vestry whenever so requested in writing by the Rector or five or more members of the Parish.

No action shall be taken at any meeting other than that set forth in the Warrant for such meeting.

7.2 Warrant

All meetings of the Parish shall be announced by posting an attested copy of the Warrant calling the meeting at the public entrance of the church, or place of worship occupied by the Parish. The Warrant shall be posted at least fourteen days before the day fixed for an Annual Meeting, and at least seven days before a Special Meeting, and/or written notice shall be sent to all members of the Parish giving the same prior notice. No action shall be taken other than that action that was specified in the announcement.

7.3 Presiding Officer

The Rector, or in his absence, one of the Wardens, shall preside. In the absence of all three, the meeting shall choose a moderator.

7.4 Quorum

The number of those members present after all members have been notified at least fourteen days prior to the Annual Meeting or at least seven days prior to a special meeting and/or due notice posted at the church, shall constitute a quorum, and a majority vote of those present shall determine any matter presented.

The names of those comprising the Nominating Committee shall be listed in the Annual Meeting notice.

VIII. RECTOR

8.1 Eligibility

No person shall be chosen for the office of Rector unless he/she is a qualified ordained Priest of the Protestant Episcopal Church or of a Diocese in Communion with the Episcopal Church who has been certified by the Bishop to be in good standing.

8.2 Election

An election shall not take place until after all the steps required in Section 1 of Diocesan Canon 15 have been taken.

8.3 Powers and Duties

The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff. For the purposes of the office, its functions and duties, the Rector is entitled to the use and control of the Church and Parish buildings, equipment, and furniture, and to access all records and registers maintained by the Parish.

8.4 Vacancy or Incapacity

If the office of Rector becomes vacant or the Rector is incapacitated, the Vestry shall consult with the Bishop and appoint an interim. In case of a vacancy, the interim shall serve until such time as a new Rector is elected as provided under this Article. In case of incapacity, the interim shall serve until the Rector can resume duty.

IX. WARDENS

9.1 Eligibility

Wardens shall be members of the Parish, confirmed communicants of the Episcopal Church, eighteen or more years old. The term of a Warden shall be one year. A Warden may not serve more than six consecutive full terms. Any Warden whose sixth successive one-year term expires at any Annual Meeting shall be ineligible until the next successive Annual Meeting for reelection to the same office.

9.2 Powers and Duties

The duty of the Junior Warden is to be in charge of the physical plant. The duty of the Senior Warden is the principal and lay officer of the parish. It shall be the duty of the Wardens, jointly, when the Parish has no Rector, or in his absence, to provide for the temporary performance of his duties.

X. TREASURER

10.1 Eligibility

The Treasurer shall be a member of the Parish, and eighteen or more years old. The term of the Treasurer shall be one year.

10.2 Duties

It shall be the duty of the Treasurer, under the direction of the Vestry, to:

- Receive and disburse all monies collected under the authority of the Vestry and to receive and keep a receipt of pecuniary gifts, trusts, legacies and permanent funds of the Parish.
- He/She shall keep a true record of receipts and disbursements, and present the full statement thereof, and of the financial condition of the Parish, at each Annual Meeting and when so ever required by the Vestry.
- He/she shall maintain a record of all trusts and permanent funds belonging to the Parish, listing the source and date of such trusts and funds, the terms governing the use of principal and income, to whom and how often accounts are to be made, and how the trusts and funds are invested.
- He/she shall pay no sum exceeding \$300.00 (three-hundred dollars), which is not in the current budget unless authorized by the Vestry.

10.3 Assistant Treasurer

The Vestry may appoint an Assistant Treasurer whose term shall be coterminous with that of the Treasurer and whose duties shall be such as may be assigned by the Vestry or the Treasurer.

10.4 Voting of Securities

Except as the Vestry may otherwise designate, the Treasurer may act or appoint any member of the Vestry (with or without power of substitution) to act as Proxy or Attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

10.5 Bonds

The Treasurer, Wardens, Trustees and other custodians of funds shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, adequate bond shall be procured by the Parish and each bond shall be placed in the custody of some officer other than the person who is bonded.

XI. CLERK

11.1 Eligibility

The Clerk shall be a member of the Parish who is eighteen or more years old. The term of the Clerk is one year. Any Clerk whose sixth successive one-year term expires at any annual meeting shall be ineligible for reelection to the same office until the next succeeding Annual Meeting.

11.2 Powers and Duties

It shall be the duty of the Clerk to keep the records of the Parish, and of the Vestry, as the Vestry shall direct, and to keep a roll of the members entitled to vote in its affairs. The clerk shall make available the names of persons on the list of members for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

XII. VESTRY PERSONS

12.1 Eligibility

A Vestryperson shall be a member of the Parish. The term of a Vestryperson shall be three years. Any Vestryperson whose term expires at any Annual Meeting shall be ineligible for reelection to the same office, until the next succeeding Annual Meeting.

12.2 Powers and Duties

Vestrypersons shall have seat, voice, and vote at any meeting. Each shall have such duties as may, from time to time, be assigned by the Vestry.

XIII. VESTRY

13.1 The Vestry

The officers, together with the Rector, and the Vestrypersons shall constitute the Vestry of the Parish.

13.2 Authority and Duties

The Vestry shall constitute the Standing Committee of the Parish, and shall exercise all its powers in accordance with usage and discipline of the Episcopal Church in compliance with the Statutes of the Commonwealth of Massachusetts and the provisions of these By-laws.

- It shall be the duty of the Vestry to:
 - Manage the prudential affairs and to care for the property of the Parish.
 - To provide for the furniture, books, vestments, and all things necessary for the celebration of public worship.
 - To see that all buildings and personal property belonging to the Parish are adequately insured;
 - To supervise the investment of funds of the Parish.
 - To authorize and direct such purchases and sales as a Vestry may from time to time deem wise, and any and all transfers, assignments, deeds or other instruments, which may be necessary or proper in that connection.
 - To supervise and direct the Officers in the discharge of their duties.

- The Officers and Vestrypersons, in consultation with the Rector, shall authorize staff positions and the terms of employment.
- The handling of all or any of the investments may be delegated by the Vestry to the Wardens or Treasurer and this includes their purchase, custody, sale and transfer.
- The Vestry may delegate to the Wardens and/or Treasurer, generally or in particular cases, the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments, which may be necessary or proper.
- The Vestry may appoint or authorize the appointment of any committee that it deems desirable. All such committees shall be accountable to the Vestry.
- The Vestry shall follow the good practices set forth in the *Manual of Business Methods* in so far as practicable.

13.3 Meetings

Meetings of the Vestry may be called by the Rector or either Warden or any two members of the Vestry. The Vestry may schedule regular meetings and determine the manner of notifying its members. The Rector, or such other member of the Vestry designated by the Rector, shall preside. A majority of the members shall constitute a quorum and a majority vote of those present shall determine any matter presented. The records of the Vestry shall be open to the members of the Parish at its meetings.

13.4 Absences

Whenever an Officer or Member of the Vestry shall absent him/herself, without due cause and without notification to the Rector or to either of the Wardens, for three consecutive regular Vestry meetings, he/she shall be notified by a warning, and upon failure to respond or to attend the next regularly scheduled meeting, his/her office or position shall be declared vacant, and the Vestry shall proceed to fill the vacancy as heretofore provided. And it is further provided that each prospective member of the Vestry be informed of this rule in advance of his election.

13.5 Annual Audit

The Vestry shall cause to be made an annual audit of the accounts of the Treasurer, and all other Custodians of Funds of the Parish. The handling of all or any of the investments, including purchasing, custody, selling and transferring is the responsibility of the Vestry.

The Vestry may appoint or authorize the appointment, of such committees, as it deems desirable. All such committees shall be accountable to the Vestry.

The audit shall be made by certified or independent public accountant or by any alternative permitted by the Office of the Treasurer of the Diocese. The Vestry shall appoint the auditor at least thirty days before the end of the year. The Annual Report submitted to the Diocese shall be certified by such auditor.

XIV. RESTRICTIONS ON ALIENATION OR ENCUMBRANCE OF REAL ESTATE

No consecrated church or chapel, nor any property which is being used as a Parish house or rectory, nor any land incidental to or regularly used in connection with any of the foregoing, shall be alienated or encumbered without the previous written consent of the Bishop, acting with the advice and consent of the Standing Committee.

XV. GIFTS AND MEMORIALS

No object intended as a permanent addition to the Church or Parish Property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Officers. All objects so accepted may be removed when deemed necessary by the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the parish.

XVI. ORGANIZATIONS

All formal organizations connected with the Parish shall be responsible to the Rector. Each organization shall have a Charter declaring its purposes, defining its members, and describing its scope of action. Each organization shall present at the Annual Meeting of the Parish a report containing a summary of its activities and finances and the list of its officers. The funds of any organizations not designated at the outset for a specific purpose shall be used as the Vestry may direct. Any organization which has not met for three years or whose members so declare, shall be defunct.

XVII. AMENDMENTS

These By-Laws may be amended in the following manner:

- The substance of any proposed change shall be approved by the Vestry
- Then the changes must be approved by a two-thirds or greater vote of the Parish present at a Parish Meeting.
- The proposed change shall be submitted to the Bishop and Standing Committee of the Diocese and:
 - If they approve it as submitted without substantial revision, it may be adopted and made immediately effective upon receipt by the Parish.
 - If they approve subject to a substantial revision affecting the intent or meaning of the proposed change, then the matter shall become immediately effective upon approval by vote of two thirds of the Members of the Parish present.

XVIII. INDEMNIFICATION OF PARISH OFFICERS

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Rector in his or her capacity as a member of the Vestry, or other officer of the Parish (collectively “Indemnified Officers”), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened,

pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if:

- (i) The payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or
- (ii) The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or
- (iii) The Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws; or
- (iv) A court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.