

By-Laws
St. Thomas Episcopal Church
Glassboro, New Jersey

Preamble

St. Thomas' Episcopal Church is a parish of the Protestant Episcopal Church in the United States of America ("the Episcopal Church") in union with the Diocese of New Jersey of the Episcopal Church. As such, it accedes to the Constitution and Canons of the Diocese of New Jersey, and promises conformity and obedience to the Doctrine, Discipline and Worship of the Episcopal Church.

ARTICLE I

Annual Parish Meeting and Special Meetings of St. Thomas Church

Section 1. The Corporation. The parish has been duly incorporated in accordance with the provisions of N.J.S. 16:12-1 et seq., as "The Rector, Wardens and Vestrypersons of St. Thomas Episcopal Church in Glassboro, New Jersey." The rector is a member and presiding officer of the corporation, but if there is no rector, the wardens and vestry persons constitute the corporation, and one of the wardens shall be elected the presiding officer. The vestry shall elect a secretary, who shall be a member of the vestry, and a treasurer, who need not be a member of the vestry, annually.

Section 2. Date. The Annual Parish Meeting for the election of officers ("Annual Meeting") of St. Thomas Church shall be held on a Sunday in January. If for any reason, an election is not held on the day of the Annual Meeting, the rector and wardens shall call an election to be held within thirty days thereafter, and continue such call each thirty days, until an election is held in accordance with the provisions of these By-Laws.

Section 3. Notice. Notice of the time and place of such Annual Meeting shall be given by advertisement set up in open view at the door of the church at least 10 days prior to the meeting and shall also be read by the rector or other officiating minister on the 2 Sundays next preceding the meeting, in the time of public service.

Section 4. Presiding Officer. The rector shall preside at the Annual Meeting, with the right to vote, or if the rector is 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 members of the vestry, or if no member of the vestry is present, then some duly qualified voter, to act as presiding officer. The secretary or clerk of the vestry, or in the absence of the secretary or clerk, a person appointed by the presiding officer shall enter the proceedings in the minute book of the vestry, and shall sign the same together with the presiding officer. The presiding officer shall be the judge of the qualification of the voters, shall receive the votes cast, and shall declare the result. The presiding officer shall appoint counters who shall not be persons whose names have been nominated for vestry.

Section 5. Qualification of Voters. The persons entitled to vote at any meeting of the Parish, shall be:

- (a) Baptized;
- (b) At least 16 years of age;

- (c) Of good moral character;
- (d) Adherents of the Protestant Episcopal Church;
- (e) Regular attendees at the services of the Parish, meaning thereby those who are more frequently present than absent;
- (f) Regular contributors to the current operations of the Parish; and
- (g) Ineligible to vote or hold office in more than one parish in the Diocese of New Jersey.

Section 6. Call for Candidates. No less than thirty (30) days prior to each annual meeting the rector or designee shall announce the officer positions that are open for election at the next annual parish meeting and place a call for candidates. Such announcement and call shall be either verbally stated at Parish services or published in the service bulletin.

Candidates are encouraged to submit a biography to the rector or designee that will be published preceding the election.

Qualified persons may be nominated at the annual meeting. Nominations will remain open until the presiding officer of the meeting determines that no further nominations are being offered.

Section 7. Eligibility of Election Candidates.

- (a) Candidate must meet the qualifications under Article 1, Section 5 of these By-Laws;
- (b) Candidate must be a confirmed communicant in good standing in the Protestant Episcopal Church;
- (c) No member of the parish congregation shall be eligible to serve as warden or vestryperson who is concurrently an employee of the parish.

Section 8. Voting.

All elections shall be by ballot, and the polls shall remain open for one-half (1/2) hour, and for such longer time as may be required to receive the ballots of the persons present and ready to vote. No votes may be cast by proxy. In case of failure to elect on the first ballot, one or more further ballots may be taken in the same manner.

Cumulative voting shall not be permitted. In case of a tie, another ballot is to be taken for those tied only.

No ballot shall be counted for any person or persons other than those who have been duly nominated in accordance with these By-Laws.

Section 9. Special Parish Meetings. Special meetings of the parish may be called by the rector at any time, or if there be no rector, by the wardens, upon the same notice as provided in Section 3 of this Article. The notice shall specify the object for which the meeting is called, and no vote shall be taken upon any question not specified in the notice. Special meetings shall be conducted in the same manner as the Annual Meeting, but the votes cast shall be counted and declared immediately upon any question other than the election of a warden or member of the vestry.

ARTICLE II Church Officers

Section 1. Number, Qualifications and Terms. The parish shall have two wardens and seven vestry members (hereinafter collectively "the vestry") who will be elected by ballot from persons qualified to vote in parish elections. At each Parish meeting one warden

shall be elected for a term of two years, and an appropriate number of vestry members shall be elected each year to serve for terms of three years, and each shall continue to hold office until his/her successor is elected. No warden shall be elected unless he/she has served one term on the vestry of St. Thomas Episcopal Church.

- (a) At each Parish meeting, there shall be elected three Deputies and three Alternate Deputies to the Diocese Convention each to serve a one-year term. At each Parish meeting, there shall be elected six Delegates to the Woodbury Convocation each to serve a one-year term. The three Woodbury Convocation Delegates with the lowest votes received are designated as the Alternates to the Woodbury Convocation. All Deputies, Delegates, and Alternates will be elected by ballot from persons qualified to vote in parish elections. In addition to those qualifications listed under Article I, Section 5, no person shall be qualified for election as Deputy, Delegate, or Alternate unless he/she is also a communicant in good standing in the Protestant Episcopal Church.

Section 2. Vacancies. Should a vacancy occur in the office of warden or member of vestry caused by the death, resignation, removal, incapacity, or refusal or neglect for six months of any duly elected warden or vestry member, the Rector may recommend a person to fill the vacancy and, with Vestry confirmation, that person shall hold office until a successor is elected at the next Annual Meeting for the duration of the unexpired term.

Section 3. Limitation on Terms. The term of office of a vestry member shall be three years, running from the date of the parish meeting. No person who has served two full consecutive terms is eligible for re-election as a vestry member for a period of one year after the conclusion of the second term. However, vestry members who have served two full-terms are eligible for election only to warden or junior warden positions, and only in those specific cases, the one-year election ineligibility does not apply. The term of office of warden shall be two years. No warden who has served two full consecutive terms as warden is eligible for re-election as warden or vestry member for a period of one year after the conclusion of the second consecutive term. The maximum number of consecutive years that may be served as either warden or vestry member shall be eight. The Limitation on Terms provision described herein begins with the adoption of these By-Laws; however, any former years of service prior to the adoption of these By-Laws will not apply in the calculation of limitation on terms. No person shall be elected to serve as Deputy to the Convention of the Diocese of New Jersey or as Delegate to the Woodbury Convocation (or its successor body) thereof if such person shall have previously served six or more consecutive years on such body until one year shall have elapsed following the conclusion of such service, with service filling an unexpired term or as an alternate on such body not to be counted as part of any such six year period. The limitation of term provision regarding delegates and deputies to convention or convocation shall be waived if no appropriate successor can be found.

Section 4. Regular and Special Vestry Meetings. Regular monthly meetings of the Vestry shall be held as needed for the transaction of the usual matters of parish business. Special meetings of the Vestry shall be called on at least twenty-four (24) hours notice by a) the rector at any time; b) the Wardens, if there is no Rector, or if the Rector is absent from the Diocese for three (3) calendar months, or is incapable of

acting, or if the Rector has refused to call the meeting within one (1) week after the receipt of a request signed by a majority of the members of the Vestry; or c) a majority of the members of the Vestry, in case of a failure of the Wardens to call such meeting within one week after the receipt of such request.

Section 5. Presiding Officer and Votes. The Rector is the presiding officer at all meetings of the Vestry. If there is no Rector, the Senior Warden shall so act. In the absence of the Senior Warden, the Junior Warden shall preside. At each meeting of the Vestry, each member shall have one vote.

Section 6. Quorum. To constitute a quorum of the Vestry, there must be present either a) the Rector, one of the Wardens and a majority of the Vestry members; or b) the Rector, both Wardens and one less than a majority of the Vestry members; or c) the Rector and two-thirds (2/3) of the Vestry members; or (d) if the Rector is absent from the Diocese, or is incapable from acting, and shall have been so absent or incapable for more than three (3) calendar months, or if the meeting is called by the Rector and he or she is absent there from, one Warden and a majority of the Vestry members, or both Wardens and one (1) less than a majority of the Vestry members. If there is a Rector called to or settled in the Parish, no action shall be taken in his or her 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 repairs.

Section 7. Removal from Office. If a member of the Vestry is absent from four consecutive meetings or attends less than half of the regular meetings of the Vestry in any twelve-month period, the Rector (if there is no Rector, one of the Vestry persons) on behalf of the Vestry shall inquire as to the reason for the absence. If such reason is for lack of interest, negligence, inability or refusal to fulfill the duties of the office, the Vestry may, upon a vote of two thirds (2/3) majority of the Vestry, declare the term of office vacant and may at the next regular meeting fill the vacancy as provided in Article II, Section 2 of these By-Laws.

ARTICLE III

Responsibilities of Senior Warden

Section 1. The Senior Warden shall, in the absence of the Rector, preside over all meetings of the Vestry.

Section 2. Should the office of Rector be vacant, the Senior Warden shall:

- (a) Regularly provide for all services in the Church.
- (b) At his or her convenience, act as ex-officio member of all committees.
- (c) Make proper entry in the Church Register of all marriages, baptisms, confirmations, deaths and transfers of membership of parishioners.

ARTICLE IV

Responsibilities of Junior Warden

Section 1. It shall be the duty of the Junior Warden to preside over all meetings of the Vestry in the absence of the Rector and Senior Warden.

Section 2. The Junior Warden shall either chair or appoint a chair of the Buildings and Grounds Committee.

ARTICLE V

Responsibilities of Treasurer/Assistant Treasurer

Section 1. Treasurer. A treasurer, who need not be a member of the Vestry, shall be appointed annually.

Section 2. General. The treasurer shall be the custodian of all funds of the parish. The treasurer shall deposit these funds in the name of the parish in a bank, trust company, or other depository, which the Vestry shall from time to time designate. Except as otherwise provided in these by-laws, the treasurer shall be the person who shall sign checks and drafts in connection with both the receipt and payment of money. The treasurer shall be responsible for ensuring that funds held in trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, are deposited with a National or State Bank, or a Diocesan Corporation, or with some other agency approved in writing by the Department of Finance of the Diocese, under a deed of trust, agency or other depository agreement.

Section 3. Budget. The Treasurer shall prepare and submit to the Vestry an itemized statement of the anticipated expenditures and revenues of the Parish for the following year. The Vestry may revise this statement and then adopt it in revised or unrevised form as the budget of the Parish for the following year. The budget may be revised at any time thereafter by a majority vote of the Vestry.

Section 4. Property & Liability Insurance. The treasurer shall keep the corporation's buildings and contents 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, including officer liability insurance and other insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed, by the Vestry. The Vestry shall annually review the insurance coverage of the Church buildings upon renewal.

Section 5. Reports. At each meeting of the Vestry, and at other times if requested, the treasurer shall present a written statement of all funds received and spent and such other data as may be deemed pertinent to show the then current financial condition of the corporation. At the end of each calendar year, the treasurer shall prepare an annual report and present the same at the next Annual Parish meeting.

Section 6. Assistant Treasurer. If an Assistant Treasurer is appointed, said Assistant Treasurer shall perform such duties, including those of Treasurer, as may be assigned from time to time by the Vestry or by the Treasurer with Vestry's approval. During the Treasurer's absence or disability, the Treasurer's full powers and duties devolve upon the Assistant Treasurer.

Section 7. Surety Bond. The treasurer and assistant treasurer shall be adequately bonded, and the Church shall pay such expense.

Section 8. Audit. All accounts of the Parish shall be audited annually by an independent Certified Public Accountant, or independent Licensed Public Accountant, or such audit committee as shall be authorized by the appropriate diocesan authority. All reports of such an audit are to be filed with the Bishop of New Jersey in accordance with Canon Law.

Section 9. Books & Records. The Treasurer, and/or Assistant Treasurer, shall, upon request of the Vestry, surrender all books, papers and records of any kind relative to his or her office, to such person or committee as the Vestry may direct, for examination and audit, and at the end of his or her term of office, the Treasurer, and/or Assistant Treasurer, shall surrender the same to his or her successor.

Section 10. Corporate Instruments. All deeds, contracts and other instruments of the corporation shall be executed under and by the direction of the Vestry by the Rector, if there is one, or if there is no rector, 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 secretary of the Vestry.

ARTICLE VI

Responsibilities of Secretary or Clerk

Section 1. A Secretary, who shall be a member of the Vestry, shall be elected annually.

Section 2. It shall be the duty of the Secretary to attend and keep regular and accurate minutes of all meetings of the Vestry to be distributed by the next meeting.

Section 3. The Secretary shall conduct the correspondence of the Vestry and shall

perform all reasonable and customary duties of the Office of Secretary.

Section 4. The Vestry may, but shall not be required to, appoint a Clerk of the Vestry to perform certain functions which otherwise would be performed by the Secretary. The Clerk may be appointed on a year-to-year basis and shall have voice but no vote at vestry meetings.

ARTICLE VII Counsel

Section 1. Counsel. The Vestry may, in its discretion, appoint a member of the bar of the State of New Jersey 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. The counsel need not be a member of the Vestry.

ARTICLE VIII Revenue and Legacies

Section 1. All revenues and income of the estate of the corporation, of any kind whatever, shall be turned over to the Treasurer and shall be at the disposal of the Vestry, to be applied in such manner as it shall direct, provided, that any legacy, or bequest, or gift, that may be given for any specified purpose or pious use in the Parish, be constantly appropriated to the purpose or use for which it has been or may be given, so long as that purpose or use may continue to exist.

Section 2. All articles of every description given to the Church or placed in, upon or about the Church building, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.

ARTICLE IX Building & Grounds Committee

Section 1. The Building and Grounds Committee, acting under the Vestry, shall have supervision of the maintenance of the Church property and grounds.

ARTICLE X Real Estate Property

Section 1. Sale, Conveyance, Mortgage or Lease of Real Estate. No sale, conveyance or mortgage of any real estate other than burial lots in churchyards or cemeteries, and no lease for a longer term than one year shall be made by such corporation without the previous consent of the bishop and a majority of the standing committee of the diocese within which the corporation is located, or in case of a vacancy in the office of bishop, or of his absence from the diocese, then of a majority of the standing committee. Such consent shall be acknowledged or proved and recorded with the deed, lease, mortgage or instrument of conveyance. Without such consent, the sale, conveyance, mortgage or lease shall be void.

ARTICLE XI Committees

Section 1. Committees. The Vestry may authorize and discontinue from time to time such standing and special committees as it may deem advantageous, and define the duties and powers of each and fix the number of members thereof. The Rector shall

approve all appointments to committees, both initially upon their organization and when vacancies shall have occurred, with the advice and consent of the Vestry. The Rector shall be ex-officio a member of each standing and special committee.

ARTICLE XII

Duties of Members of the Vestry and Officers of the Corporation

Section 1. Good Faith and Diligence. Members of the Vestry and Officers of the corporation shall discharge the duties of their respective positions in good faith and with the degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances in like positions.

Section 2. Reliance Upon Financial Statements. In discharging their duties the members of the Vestry and 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 officer of the corporation having charge of its books of accounts, or stated in a written report by an independent public or certified accountant or firm of such accountants fairly to reflect the financial condition of the corporation.

ARTICLE XIII

Amendments and New By-Laws

Section 1. All By-Laws made by the Corporation shall be consistent with the laws of the United States, the State of New Jersey, and with both the Constitution and Canons of the Protestant Episcopal Church in the United States of America, and those of the Diocese of New Jersey.

Section 2. These By-Laws may be amended or new By-Laws accepted by the Vestry at any regular meeting thereof at which a quorum is present by a two-thirds (2/3) vote of the Vestry, provided that the proposed amendment(s) or new By-Laws were introduced at the preceding regular meeting, or by a unanimous vote of the Vestry at any regular meeting if the proposed amendment(s) or new By-Laws were not previously introduced. Adopted by the Vestry on: January 19, 2005