



St. John's Episcopal Church
365 Strawtown Road
New City, NY 10956

**BY-LAWS OF
ST. JOHN'S EPISCOPAL CHURCH
AS ADOPTED AT THE ANNUAL MEETING
JANUARY 24, 2021**

**BY-LAWS
INTEGRATED WITH STATE STATUTORY
AND CHURCH CANONICAL LAWS
GOVERNING
THE CORPORATION OF THE RECTOR,
CHURCH WARDENS AND VESTRY MEMBERS
OF SAINT JOHN'S EPISCOPAL CHURCH
IN THE TOWN OF CLARKSTOWN AND COUNTY OF ROCKLAND**

ARTICLE I

CORPORATION ANNUAL MEETING AND SPECIAL MEETINGS

Section 1. The Annual Meeting of this parish which shall include the Parish Corporation Elections shall be held during the month of January at a date and time set by the vestry. Meetings may occur virtual or in-person. Voting may occur either by voice or electronically.

Section 2. Notice of the Annual Meeting or a special meeting shall be read by the Rector, or if there is none, or if the Rector is absent, then by the officiating minister or by a church warden of St. John's, on the two Sundays before the Annual or special meeting, during the divine service(s), or if, for any reason, St. John's is not open for divine service, then notice shall be posted conspicuously on the outer door, of the church building during the two weeks before the Annual or special meeting. Such notice shall specify the place, date and time of the Annual or special meeting. The notice of the Annual Meeting shall also specify the name and term of office of each church warden and vestry member whose term of office shall then expire, or whose office shall then be vacant for any cause, and the office for which each such officer is to be then elected. The notice of the Annual Meeting or a special meeting shall specify the matter or question to be brought before such meeting. Any matter or question which is not specified in such notice shall not be acted upon at such meeting.

Section 3. The presiding officer of Annual and special meetings of the Parish Corporation shall be the Rector, or if there is no Rector, or if the Rector is absent, one of the church wardens elected for the purpose by a majority of the duly qualified voters present, or if no church warden is present, a vestry member elected in like manner. Such presiding officer shall be the judge of the qualifications of the voters; shall receive the votes cast; and shall declare the result of the votes cast. The presiding officer of the Annual or special meeting shall enter the proceedings of the meeting of the book of the minutes of the Vestry, sign his/her name thereto, and offer the same to as many qualified voters present as he/she shall think fit, to be also signed by them.

Section 4. All persons present at the Annual or special meeting who are eighteen years of age or older, belong to St. John's, have been baptized, are regular attendants at its worship and are regular contributors to its support for at least twelve months immediately prior to the Annual or special meeting are qualified to vote at the meeting.

Section 5. Any matter or question presented at an Annual or special meeting shall be decided by a majority of the qualified voters voting thereon, but no votes may be cast by proxy. The polls of an election shall continue open for one hour, and longer in the discretion of the presiding officer or if required by a vote of a majority of the qualified voters present and voting.

Section 6. The presiding officer of the Annual or special meeting shall appoint a qualified voter as defined in Section 4 of this Article to serve as Clerk for said meeting.

ARTICLE II

VESTRY

Section 1. The Vestry, as the board of trustees of the Parish Corporation, shall consist of the Rector, church wardens and vestry members. They shall have the custody and control of all the temporalities and property, real and personal, belonging to the Parish Corporation and of the revenues therefrom, shall ensure that all funds raised within the parish shall be used to further the mission of the church, and shall administer the same in accordance with the discipline, rules and usages of such Corporation and of The Episcopal Church in the United States of America and of the Diocese of New York thereof, and in accordance with the provisions of law relating thereto, for the support and maintenance of the Parish Corporation or, providing the members of the Parish Corporation at a meeting thereof shall so authorize, of some religious, charitable, benevolent or educational object conducted by the Parish Corporation or in connection with it, or by the said Episcopal Church generally or in connection with it, and the Vestry shall not use such property or revenues for any other purpose or divert the same for such uses. The Vestry shall also

- (a) Act as legal representatives of the Parish in all matters concerning its Corporate property and the relations of the Parish to its Clergy;
- (b) Select new clergy leadership when necessary;
- (c) Review the Diocesan Budget;
- (d) Determine that appropriate programs, policies and procedures have been developed and are followed.

In addition the Wardens shall:

- (a) Act as coordinators between the clergy and the parishioners;
- (b) Make arrangements for services, pastoral care and crisis ministry in the absence of the Rector;
- (c) In the absence of the Rector, announce any Parish Corporation Meetings, annual or otherwise as specified in Article I, Section 2 of these By-Laws and serve as presiding officer at said meeting as specified in Article I, Section 3.

Section 2. St. John's shall have two church wardens and six vestry members. They shall be elected by qualified voters at the Annual Meeting. Any person elected as a vestry member at an Annual Meeting, who is a communicant in good standing and a regular contributor to the financial support of St. John's, and who has served a minimum of one year on an Episcopal vestry and who is a confirmed/received communicant in the Episcopal Church, and those baptized members from denominations recognized at The General Convention as being in full communion with the Episcopal Church, shall be eligible for election as church warden. Any baptized person who is a communicant in good standing and a contributor to the financial support of the church shall be eligible for election as a vestry member. The presiding officer shall be the judge of the qualifications of the nominees. At each Annual Parish Corporation Election one church warden shall be elected to serve for a term of two years and two vestry members shall be elected each to serve for a term of three years, and until their respective successors shall be elected. If prior to an Annual Parish Corporation election, a vacancy shall have occurred in the office of church warden or vestry member by reason of death, the resignation or removal therefrom, of any person elected, as hereinbefore provided, to such office, and there shall remain unexpired at the time of such Annual Meeting at least one year of the term for which such person was so elected, the unexpired portion of the term then remaining shall be filled at such Annual

Meeting. Reflecting a gradual and orderly transition of these revisions to the 2004 By-Laws at the 2010 Parish Meeting, at the Parish Meeting of 2012 the full implementation of three two-member classes of vestry members will be achieved.

Section 3. The Vestry, by majority vote of the remaining membership, if there be a quorum in office, may, at any meeting thereof, fill a vacancy occurring in the office of a church warden or vestry member by reason of death, resignation or otherwise than by expiration of term, with any person who would qualify under Article II, Section 2, until the next Annual Parish Corporation Election, at which, if such vacant term has at least one year remaining on the term then it shall be filled at the Annual Parish Corporation Election by any person who would qualify under Article II, Section 2 for the remainder of the unexpired term.

Section 4. Any vestry member who has served continuously for three consecutive years and whose term expires at the Annual Parish Corporation Election shall be ineligible for election to the office of vestry member for one year, however said person is eligible for election as church warden if qualified. Any person who has served as church warden continuously for a period of four consecutive years shall be ineligible for election as church warden for one year. This section does not apply either to vestry members or church wardens appointed by the vestry to fill a vacancy up to the Annual Parish Corporation Election, when the vacancies are occasioned by death, resignation or otherwise than by expiration of term.

Section 5. Regular and special meetings of the vestry shall be called by the Rector.

- (a) Regular meetings of the vestry shall be held for the transaction of the usual matters of Parish business, and special meetings may be held whenever required for the transaction of special matters of business, provided, however, that no meeting of the Vestry, whether regular or special, shall be held unless either all of the members of the Vestry are present or three days notice of the meeting shall have been given to each member thereof, by the Rector, in writing either personally or by mail, or if there is no Rector or he/she is incapable of acting, notice will be given by one of the church wardens; except that twenty-four hours notice of the first meeting of the Vestry after an Annual Election of the Parish Corporation shall be sufficient if the meeting is held within three days after the election.
- (b) In the event of the Rector refusing or neglecting to call a meeting of the Vestry, the Clerk of the Vestry, on the written request of at least two-thirds of all the church wardens and vestry members, shall call a meeting of the Vestry by giving at least fifteen days written notice to be served on each member of the Vestry personally, if personal service cannot be had, then upon such member by mailing the notice to his/her last known place of residence.

Section 6. The presiding officer of the Vestry shall be the Rector, or his/her vestry member designee, or if there is no Rector, or if the Rector or his/her nominee is absent, the church warden who shall be called to the chair by a majority of the votes, if both church wardens are present; or the church warden present, if only one church warden is present. At each meeting of the Vestry each member thereof shall be entitled to one vote.

Section 7. In order that any business may be transacted at a meeting of the Vestry, there must be a quorum constituted as follows:

- (a) The Rector and at least a majority of the whole number of church wardens and vestry members shall be present [i.e., 4 plus rector] or

- (b) If the Rector is incapable of acting to call the meeting, or if he/she refuses or neglects to call the meeting, the same shall be called by the Clerk of the Vestry as by Section 5 of this Article provided, or, if there is no Rector, one church warden and one more than a majority of the vestry members or both church wardens and a majority of the vestry members shall be present, or
- (c) If the Rector is absent from the diocese and shall have been absent for over four calendar months, or if the meeting be called by the Rector and he/she is absent therefrom, or is incapable of acting there at, one church warden and a majority of the vestry members or both church wardens and one less than a majority of the vestry members shall be present.

Section 8. All deeds, contracts and other instruments of the Parish Corporation shall be executed under and by direction of the Vestry in the corporate name of the Parish and shall be signed 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 Clerk of the Vestry.

Section 9. No obligation or bills shall be contracted for the Parish Corporation, nor commitments of any kind be made or entered into on its behalf, nor disbursements be made, involving a liability or expenditure exceeding two hundred dollars, by anyone purporting to represent the Corporation in an official capacity or otherwise, except as specifically directed or as approved by the vestry in advance or as specifically provided for as a regularly accruing and recurring item of expense in a budget duly adopted by the Vestry and currently in effect. Any vestry approved payment or obligation shall bear any two (2) of the following signatures: Rector, Warden, Designee of the Vestry or Treasurer. However, in case of emergency when it is impossible or inexpedient to call a meeting of the Vestry, a commitment may be entered into, or an indebtedness may be incurred, or a payment may be made, even though not so authorized, for an amount not to exceed five hundred dollars, upon the approval of the Treasurer, or if he/she be incapacitated or absent, or the Assistant Treasurer if there be one, and the concurrence of the two church wardens, or if one of the wardens is incapacitated or absent, then of the other church warden and one of the Vestry members, or if both church wardens are incapacitated or absent, then any two vestry members. A report of any transaction consummated pursuant to the provisions of this section shall be made at the next succeeding meeting of the Vestry.

Section 10. The Vestry shall not take any measure to effect the sale, mortgage, lease, or other disposition, of the real property of the Parish Corporation, or the sale or disposition of the capital or principal of the personal property of the Corporation, nor take any action which would impair the rights of the Rector, unless the Rector is present, if the Parish then has one. Further, the Vestry shall not make application to any court for leave to sell or mortgage the Parish Corporation's real property (as in such cases by law required) without consent of the Bishop of the Diocese of New York and of the Standing Committee thereof, nor shall the Vestry execute and deliver a lease of the Parish Corporation's real property for a term exceeding five years without similar consent of said Bishop and Standing Committee, provided, however, that if the see be vacant, or the Bishop absent or unable to act, the consent of the Standing Committee with their certificate of vacancy of the see or of the absence or disability of the Bishop shall suffice.

Section 11. Subject to the limitations and conditions contained in any gift, devise or bequest, the Vestry may invest the funds of the Parish Corporation, except the Endowment Funds, in such securities, investments or other property, real or personal, located within or without the State of New York, as to it shall seem advisable without being restricted to those classes of securities which are lawful for the investment of trust funds under the laws of the State of New York.

Section 12. St. John's Episcopal Church Endowment Fund was established to enable the Parish to fulfill its mission more completely than would be possible through its annual operating funds. The Vestry has the ultimate responsibility for managing the endowment, and it has adopted a separate Resolution on November 13, 2012, (which may be amended from time to time, and its current version is incorporated by reference herein), that defines the endowment's purposes, establishes an Endowment Committee and provides for basic operating policies and guidelines.

ARTICLE III

CLERK, ASSISTANT CLERK, TREASURER, ASSISTANT TREASURER AND COUNSEL

Section 1. At the first meeting of the members of the Vestry, after each Annual Parish Corporation election, a Clerk of the Vestry shall be elected from among their number or from the parish at large to serve for one year and until his/her successor is elected and qualified.

Section 2. The Clerk of the Vestry shall keep a record of the proceedings of the Vestry, shall attest the minutes thereof and all corporate acts, shall preserve and have charge of all papers and books (other than those of a financial character) and of the seal of the Parish Corporation, and shall deliver the same to his/her successor, or, if circumstances render it necessary, to the Rector, or if there is none, to the church wardens. The Clerk of the Vestry shall sign, in his/her official capacity and in the name of and on behalf of the Parish Corporation, such contracts, certificates, letters, communications and other documents and instruments as from time to time he/she may be specifically directed by the Vestry or Rector so to do.

Section 3. At the first meeting of the Vestry after each Annual Parish Corporation election it may, in its discretion, elect an Assistant Clerk of the Vestry from among their number to serve for one year and until his/her successor is elected and qualified.

Section 4. The Assistant Clerk of the Vestry shall perform such specific duties as may be assigned by the Vestry, Clerk or Rector.

Section 5. At the first meeting of the Vestry after each Annual Parish Corporation election, it shall elect a Treasurer, and may, in its discretion, elect an Assistant Treasurer, neither of whom need be members of the Vestry, to serve for one year and until their respective successors are elected and qualified.

Section 6. The Treasurer shall account for all moneys received by the Parish. Such receipts shall be deposited in the name of the Corporation in the bank or banks, trust company or trust companies, or other depository or depositories, which the Vestry shall from time to time designate. Except or as otherwise provided in the By-Laws or by resolution of the Vestry expenditure checks must be signed by any two of the following: Rector, a Warden, Designee of the Vestry or the Treasurer. The Treasurer shall be responsible for the deposit in banks, trust companies, or other depositories designated by the Vestry, of all permanent funds and all securities owned or held in trust by the Parish Corporation, but not to include funds in the Endowment Fund. Further the Treasurer shall make and keep records of all trust and permanent funds showing at least the following:

- (a) Source and date
- (b) Terms governing the use of principal and income
- (c) To whom and how often reports of conditions are to be made
- (d) How the funds are invested or otherwise disposed of.

Section 7. At each regular meeting of the Vestry, and at such other times as it may request, the Treasurer shall present a written statement of all moneys received and expended and of such other data as may be deemed pertinent or essential to a showing of the then current financial condition of the Parish Corporation. At the end of each calendar year, he/she shall prepare an annual report for said year and present the same at the next ensuing Annual Meeting. At the termination of his/her service as such, the Treasurer shall deliver into the hands of his/her successor, or of the church wardens, all moneys, books, papers or other property of the Parish Corporation then in his/her hands or possession.

Section 8. If an Assistant Treasurer shall have been elected as by these By-Laws permitted, he/she shall perform such duties, including those of Treasurer, as may be assigned to him/her from time to time by the Vestry, or by the Treasurer with the Vestry's approval, and during the Treasurer's absence or disability, his/her full powers and duties shall devolve upon the Assistant Treasurer.

Section 9. The Treasurer shall be required to give good and satisfactory surety bond or bonds for the faithful performance of his/her duties as such in an amount to be determined by the Vestry, or as provided by the blanket bond issued by the diocese. Likewise, when specifically required by the Vestry, and, in any event, where the funds to be handled by him/her at any one time during the calendar year exceed five hundred dollars, the Assistant Treasurer, if one be elected or staff members, if one be so appointed, shall give a similar bond or bonds for the faithful performance of his/her duties as such in an amount to be determined by the Vestry. The expense incurred in procuring any such bond or bonds shall be borne by the Parish Corporation.

Section 10. As soon as conveniently may be done at the end of each calendar year and prior to the next ensuing Annual Meeting, the Treasurer's books and accounts for such year shall be audited by a Certified or Independent Public Accountant, not a member of the Vestry, or by such an accounting agency as shall be permitted by the Finance Committee or Department of Finance of the Diocese of New York, and a report thereof rendered to the Vestry. If between Annual Meetings, a vacancy shall occur in the office of Treasurer, a like audit shall be made for the period beginning with the date as of which an audit was last previously concluded and ending with the date that such vacancy occurred, and a report thereof rendered to the Vestry.

Section 11. The Vestry may, in its discretion, appoint a member of the Bar of the State of New York as counsel to the Parish Corporation who shall be legal advisor of the Vestry and Rector in all matters affecting the corporate status of the Parish and the management of its temporal affairs. He/She need not be a member of the Vestry.

ARTICLE IV

COMMITTEES

Section 1. The Vestry may authorize and continue from time to time such standing committees and such special committees as it may deem advantageous and define the duties and powers of each and fix the number of members thereof. Unless otherwise specifically provided upon the creation of a committee, membership thereon need not be confined to members of the Vestry. All appointments to committees, both initially upon their organization, and when vacancies shall have occurred, shall be made by the Rector, unless otherwise specifically ordered by the Vestry. Membership of all standing committees and such special committees shall terminate at the first meeting of the Vestry held after the

Annual Meeting in January of each year or as soon thereafter as the new members shall have qualified. The Rector shall be ex-officio a member of each standing committee.

Section 2. The prohibitions and restriction and limitations contained in Section 4 of Article I and Sections 8 and 9 of Article II of these By-Laws shall apply to committees as well as to individuals.

ARTICLE V

VACANCIES IN VESTRY APPOINTMENTS

Section 1. Vacancies for any cause whatever in the office of Clerk of the Vestry, Assistant Clerk, Treasurer, Assistant Treasurer or Counsel, or in any membership appointment by the Vestry to a committee, occurring during the term for which such election or appointment was originally made, may be filled by the Vestry, by a majority vote of those present, at any regular or special meeting thereof.

ARTICLE VI

BUDGET

Section 1. The officer or committee designated by the vestry annually shall prepare and submit to the Vestry, no later than ten days prior to the November meeting of that year, an itemized budget of anticipated income and expenditures of the Parish for corporate purposes for the next calendar year. Such budget as submitted, shall be subject to revisions by the Vestry. Upon said budget having been adopted by the Vestry, either in revised or unrevised form, shall become the budget of the Parish Corporation for the next calendar year.

Section 2. The budget so adopted in final and complete form, shall in general, control the operations of the Parish Corporation during the calendar for which it was adopted in all category items, subject to the direction and control of the Vestry. The Vestry may revise and readopt the budget at any time or times during such year for reason deemed sufficient by an affirmative vote of not less than two-thirds of the Vestry present.

Section 3. The budget as so adopted by the Vestry shall be presented to the Parish at the Annual Meeting for their information.

ARTICLE VII

SEAL

The corporate seal of the Parish Corporation shall be in the form impressed upon the margin opposite this Article VII, to wit: Two concentric circles, the outer containing the words **RECTOR, CHURCH WARDENS AND VESTRYMEN, ST. JOHN'S CHURCH** – and the inner words and figures **INCORPORATED DEC. 28, 1866**. The center is an empty Christian Cross.

ARTICLE VIII

ORDER OF PROCEDURE AT VESTRY MEETINGS

Section 1. The order of proceeding at all regular meetings of the Vestry shall generally be as follows:

- (a) Opening prayers
- (b) Call to Order
- (c) Roll Call
- (d) Selection of presiding officer if Rector is absent
- (e) Reading of minutes
- (f) Report of Treasurer
- (g) Report of Clerk of the Vestry
- (h) Report of Standing Committees
- (i) Report of Special Committees
- (j) Communications from Rector
- (k) Unfinished Business
- (l) New Business
- (m) Closing Prayers
- (n) Adjournment or recess

Section 2. The Vestry shall meet monthly at an hour and at a place to be fixed by the Vestry except during the months of July and August when it may meet subject to the Call of the Chair or a Warden.

ARTICLE IX

AMENDMENTS AND NEW BY-LAWS

Section 1. These by-laws may be amended or new by-laws added by the Vestry at any regular meeting thereof at which a quorum is present by the vote of at least two-thirds of the members present, provided that written notice embodying such proposed amendments or new by-laws shall have been openly given at a previous regular meeting of the Vestry and also in the notice of the meeting at which such amendments or new by-laws are to be acted upon and shall be effective only when adopted by the Parish pursuant to Article I, Sections 2 and 5, shall take effect immediately thereafter and shall supersede any previous conflicting by-laws.

ARTICLE X

The Parish Corporation may, to the full extent permitted by law, indemnify and advance expenses to each individual made, or threatened to be made, a party to any action or proceeding by reason of the fact that such individual is or was a member of the Vestry or officer of the Corporation.