

**BYLAWS OF EMMANUEL EPISCOPAL CHURCH,
EPISCOPAL DIOCESE OF NEW HAMPSHIRE**

PREAMBLE

Pursuant to their founding document, the people of Emmanuel Episcopal Church, Ashland, Holderness, and Plymouth, New Hampshire, referred to in these bylaws as the “congregation,” having associated themselves for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church, have adopted the following as the Bylaws of Emmanuel Episcopal Church, Ashland, Holderness, and Plymouth, New Hampshire.

ARTICLE 1: Authority Acknowledged

The congregation accedes to the doctrine, discipline, and worship of the Constitution and Canons of The Episcopal Church and to the Constitution and Canons of the Protestant Episcopal Church in the Diocese of New Hampshire, otherwise known as the Diocese of New Hampshire (referred to herein as “the diocese”) and acknowledges their authority.

ARTICLE 2: Voting Membership

2.1 Membership in the congregation. Every baptized person whose name and baptism are recorded in the Parish Register is a member of the congregation. A member sixteen (16) years of age or older is an adult member of the congregation.

2.2 Voting membership. Every adult communicant member of the congregation shall have the right to vote. The clerk shall keep a list of qualified voters, and only those members listed shall be allowed to vote. Before voting proceeds, any question concerning a person’s eligibility for voting shall be decided by the Vicar, in consultation with the Clerk, and such decision shall be final for the purposes of that meeting and any adjournment thereof.

ARTICLE 3: Meetings of the Congregation

3.1 Annual meeting. The annual meeting of the congregation shall be convened in January at a date and time and place appointed by the Bishop’s Committee, except in circumstances provided in the Canons of the Diocese. The purpose of the meeting shall be to elect officers and other Bishop’s Committee members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive the budget and reports, and conduct such other business as may properly come before the meeting.

3.2 Special meeting. A special meeting of the congregation may be called at any time by the Vicar or the Warden(s) or the Bishop’s Committee. At any special meeting the congregation may transact only such business as has been provided for in the notice of the meeting.

3.3 Notice. Written notice of a meeting shall be given to the congregation no later than fourteen (14) days before the annual meeting, or seven (7) days before a special meeting. Notice shall

include the purpose of the meeting and, in the case of the annual meeting, the slate of candidates proposed by the nominating committee. Notice shall be given by announcement at regular worship services, in the service bulletin, by a posted warrant where the church gathers, and through electronic means, including the church website and by e-newsletter.

3.4 Quorum. As many voting members as are present shall constitute a quorum.

3.5 Vote. Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting. Voting by proxy shall not be permitted. An absentee ballot may be cast by a member who is, for good cause, unable to attend the meeting, by application in writing to the clerk. An absentee ballot must be submitted no later than two (2) days before the meeting.

3.6 Presiding officer. The Vicar or, in the Vicar's absence, a Warden shall preside at all meetings of the congregation. The Vicar, if present, may appoint a moderator to conduct the meeting.

3.7 Rules of procedure. Church meetings shall be conducted in accordance with an open and collegial manner to the end that the deliberations shall be cordial and the actions and decisions taken shall represent the will of the congregation and further the best interests of the church. To the extent the application of Robert's Rules of Order is consistent with the foregoing principles, it shall be used as a procedural guide for the conduct of church meetings.

ARTICLE 4: Vicar

4.1 General. The Vicar of a congregation shall be called in accordance with the Canons of the Episcopal Church.

4.2 Authority for worship and spiritual matters. The Vicar has authority for spiritual matters of the parish, including specific responsibility for worship. The Vicar may seek consultation and advice concerning these matters.

4.3 Authority for assisting clergy. The Vicar has authority to select and direct any assistant clergy, who serve at the Vicar's discretion.

4.4 Authority for employees. The Vicar has authority to select, supervise, direct, discipline, and terminate all employees of the congregation.

4.5 Authority for property and furnishings. The Vicar has authority for the use and control of the property and furnishings of the congregation.

4.6 Implementation of policy. The Vicar has general responsibility for administrative implementation of decisions and policies legislated or mandated by The Episcopal Church, the diocese, and the congregation.

ARTICLE 5: Officers

5.1 Officers. The officers of the Bishop's Committee shall be the Warden(s), Treasurer, and Clerk. Officers shall be elected at the annual meeting by vote on a slate of nominees presented by the Bishop's Committee to the congregation.

5.2. Qualifications and Terms.

(a) The Warden(s) shall be confirmed communicants of the congregation, eighteen (18) years of age or older, and shall be elected to a term of three (3) years. A Warden may be elected to no more than two (2) consecutive terms and shall be ineligible for reelection to that office for one year after having served six consecutive years in the same.

(b) The Treasurer shall be a communicant of the congregation, eighteen (18) years of age or older, and shall be elected to a term of three (3) years. The Treasurer may be elected to no more than two (2) consecutive terms and shall be ineligible for reelection to that office for one year after having served six (6) consecutive years in the same.

(c) The Clerk shall be a communicant of the congregation, eighteen (18) years of age or older, and shall be elected to a term of two (2) years. The Clerk may be elected to no more than two (2) consecutive terms and shall be ineligible for reelection to that office for one year after having served four (4) consecutive years in the same.

5.3 Duties

(a) Except as may be otherwise provided by the laws of New Hampshire, the Warden(s), in conjunction with the Bishop's Committee, shall be the agent and legal representative of the congregation in all matters concerning its property and the relations of the congregation to its clergy. The rights and duties of the Bishop's Committee shall be those of the vestry of a parish in the Diocese of New Hampshire, except that the Bishop's Committee shall not have the right to call a priest-in-charge, and its actions shall be subject to the approval of the bishop.

The Warden(s) in concert with the Bishop's Committee shall:

- (1) elect a Vicar subject to the bishop's call;
- (2) assist the clergy in developing and maintaining a mutual ministry and trust to promote the spiritual well-being of the congregation;
- (3) be responsible stewards of the property and physical assets of the congregation;
- (4) ensure regular worship services for the congregation by securing, in accordance with the Canons of The Episcopal Church and of this diocese, the services of clergy or qualified lay worship leaders or lay readers;
- (5) transact the temporal business pertaining to the congregation;

(6) assist the preparation of and approve an annual parochial report;

(7) through the particular duties of the Treasurer, collect and pay to the diocese the monies committed for the support of the budget of the diocese; and

(8) in general, assist the clergy in promoting the general interest of the congregation.

(b) The Treasurer shall ensure that funds of the congregation are properly received and disbursed in accordance with Bishop's Committee policy; verify and pay bills presented for payment; prepare monthly financial reports for presentation to the Bishop's Committee, a report to the annual meeting, and the annual financial report to the diocese; present and recommend to the Bishop's Committee a budget prior to the annual meeting; and annually submit the financial records of the congregation to audit or review as required by diocesan canon. The treasurer shall be adequately bonded.

(c) The Clerk shall take and record minutes of all Bishop's Committee, annual, and special meetings; give notice of all such meetings; report the names of delegates to diocesan convention to the secretary of the convention; furnish to the office of the Bishop the text of duly adopted parish bylaws including any amendment thereto; and keep a current list of all voting members of the congregation.

ARTICLE 6: Bishop's Committee

6.1 Composition. The Bishop's Committee shall consist of the Vicar, three officers (with the designated duties of Warden/s, Clerk, and/or Treasurer) and three at-large Bishop's Committee members, for a total of seven (7) voting members. A Deacon, assigned to the congregation by the Bishop, will have voice but no vote.

6.2 Qualifications. Bishop's Committee members shall be adult communicants of the congregation. The holding of any congregational office shall not be denied on the basis of race, color, gender, sexual orientation, gender expression, marital status, disability, adult age (18), or national or ethnic origin.

6.3 Terms. Bishop's Committee members other than the Vicar and officers (a member "at-large") shall serve a term of three (3) years and until their successors are selected and have qualified. An at-large member may be elected to one (1) term only, and shall be ineligible for reelection as an at-large member for one year after having served three (3) consecutive years in the same. An at-large member is eligible for election to the role of Warden, Clerk, or Treasurer without a gap year following their term as an at-large member.

6.4 Duties. The Bishop's Committee shall be agent and legal representative of the congregation in all matters in accordance with Article 5.3 hereof.

6.5 Standing Committees. The Vicar shall appoint members of the congregation to standing committees, designate the chair of each, and require such reports as will assist the Bishop's Committee in its work.

(a) The Finance Committee: The Treasurer plus four (4) members of the congregation will comprise the Finance Committee. They shall assist the Bishop's Committee in the fiscal management of the church, maintain oversight of expenditures, develop an annual budget, recommend financial policy to the Bishop's Committee, and perform such other duties as the Bishop's Committee may prescribe.

(b) Nominating Committee: The Vicar plus two (2) Bishop's Committee members in the final year of their term plus two (2) adult members of the congregation not currently serving on the Bishop's Committee will comprise the Nominating Committee. The Vicar will commission the Nominating Committee each year after Easter. They will conduct their work of preparing a slate of candidates for election at the Annual Meeting of the following calendar year in a timely way, so that the slate of candidates will be presented to the Bishop's Committee at its November meeting.

(c) Property Committee: Three (3) adult members of the congregation, with the Treasurer as an ex officio member, will serve as stewards of the congregation's buildings and grounds.

6.6 Ad hoc Committees. The Bishop's Committee may, from time to time, create and charge committees to undertake specific tasks in the governance of the congregation. Committee members shall be appointed by the Vicar. Each such committee shall be dissolved upon the completion of its work.

6.7 Meetings. The Bishop's Committee shall meet regularly with a minimum of ten (10) meetings annually. Bishop's Committee meetings shall be open to all members of the congregation except when the Bishop's Committee adjourns to executive session. Meetings may be held and votes may be taken telephonically, by video conference, or by email or other electronic means. Such meetings or votes should be used only in situations where urgent action is required and/or physical meeting is not possible or practical. In such situations, required notice of the meeting or vote must be given. The Clerk shall keep notes of any such meeting or vote.

(a) A majority of the Bishop's Committee shall constitute a quorum, provided the member of the clergy in charge or a Warden is present.

(b) The Vicar or a member of the Bishop's Committee, designated by the Vicar, shall preside. In the absence of the Vicar and such designation, a Warden shall preside.

(c) No meeting of the Bishop's Committee shall be held unless the Vicar requests it or upon the call of three members of the Bishop's Committee. The Clerk shall provide all clergy and Bishop's Committee members with notice of a meeting at least three (3) days in advance of the meeting.

(d) Except as may be otherwise required by law, Canon, or these bylaws, any action of the Bishop's Committee shall require the affirmative votes of a simple majority of those present and voting.

(e) Bishop's Committee meetings shall be conducted in an open and collegial manner to the end that the deliberations shall be cordial and the actions and decisions taken shall represent the will of the Bishop's Committee and further the best interests of the church. To the extent the application of Robert's Rules of Order is consistent with the foregoing principles, it shall be used as a procedural guide for the conduct of the Bishop's Committee's meetings.

6.8 Vacancy. If a vacancy occurs on the Bishop's Committee, or in another elected position between annual meetings of the congregation, the remaining members of the Bishop's Committee shall choose another person to fill that position for the unexpired term. A vacancy occurring among delegates to Convention shall be filled by an elected alternate delegate. A person who fills more than twelve (12) calendar months of an unexpired term member-at-large term will be considered to have filled a full three (3) year term in that elected position, and bylaws concerning reelection will apply. A person who fills twelve (12) calendar months or less of an unexpired member-at-large term will be eligible to run for a 3-year member-at-large term. Bylaws concerning re-election for members-at-large will then apply.

6.9 Resignation. A member of the Bishop's Committee, other than the Vicar, may resign at any time by tendering his or her resignation in writing to the Vicar or to the Warden, effective as provided therein. Such resignation need not be accepted by the Bishop's Committee in order to become effective.

6.10 Removal. A member of the Bishop's Committee, other than the Vicar, may be removed at any time for due cause by the votes of a two-thirds majority of the entire Bishop's Committee, provided notice of the proposed removal and the reasons for the same shall have been given to the said Bishop's Committee member at least ten (10) days in advance of the meeting. Grounds for removal shall include, without limitation: conduct in violation of the Constitutions or Canons of the Episcopal Church or of the Diocese of New Hampshire or otherwise detrimental to the mission and best interests of the congregation; failure to disclose and, if appropriate, abstain from Bishop's Committee deliberations and determinations by reason of conflict of interest; absence without excuse or good cause shown from two (2) consecutive duly convened Bishop's Committee meetings or from three (3) such meetings within one (1) calendar year; breach of confidentiality with respect to matters discussed or acted upon by the Bishop's Committee in a duly convened executive session; ineligibility for office; failure to support the congregation by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; incapacity; failure to attend with reasonable diligence to his or her duties as a Bishop's Committee member; failure to attend worship services with reasonable frequency and otherwise participate in the corporate life of the congregation, in either case without excuse or good cause shown.

ARTICLE 7: Convocation and Diocesan Convention Delegates

7.1 Election and term. Delegates and alternate delegates to the Convocation and Diocesan Convention shall be nominated by the Nominating Committee (with provision for nomination from the floor) and shall be elected at the annual meeting. Delegates and alternates shall be adult voting members and shall each serve a term of three (3) years. A delegate may be elected to no more than two (2) consecutive terms and shall be ineligible for reelection to the office of delegate for one year after having served in the office six (6) consecutive years.

7.2 Duties. Delegates shall attend all Convocation and Diocesan Convention functions unless for good cause prevented. Delegates and alternates shall discuss anticipated convention business with the Bishop's Committee prior to Diocesan Convention, and shall report convention proceedings to the Bishop's Committee within one (1) month after each Diocesan Convention.

ARTICLE 8: Accounting and Financial Matters

8.1 Funds. The handling of any or all of the cash, funds, and investments of the congregation, including the purchase, custody, sale and transfer of the same, may be delegated by the Bishop's Committee to the Warden(s), the Treasurer, either generally or as to specific instances, but subject to the ultimate direction and control of the Bishop's Committee.

8.2 Fiscal Year. The fiscal year of the congregation shall coincide with the calendar year.

8.3 Indebtedness. The congregation shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed, or extended by, or on behalf of the congregation, without the express approval of the Bishop's Committee; nor without the written assent of the Bishop and Standing Committee of the Diocese of New Hampshire except as provided in the diocesan canons.

8.4 Books of Account. Proper books of account for the congregation shall be kept by the treasurer so as to provide the basis for satisfactory accounting, reporting, and auditing.

8.5 Audits. All accounts of the congregation shall be reviewed annually by an independent certified public accountant, a licensed public accountant, or in such other manner as the diocesan CFO may from time to time prescribe. The financial review report shall be filed as prescribed in the diocesan canons.

8.6 Annual Reports. An annual report of all business and financial matters of the congregation, including complete financial statements, shall be prepared by or under the direction of the treasurer, approved by the Bishop's Committee, and distributed to the congregation at least seven days prior to each annual meeting of the congregation.

8.7 Bonding. The Treasurer and any other custodian of the funds of the congregation, other than banking institutions, shall be adequately bonded.

8.8 Gifts and Memorials. No object intended as a permanent addition to the property of the congregation, or to be used therein for public worship, shall be accepted as a gift or memorial without the approval of the Vicar and the Bishop's Committee, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed, or disposed of when deemed necessary or appropriate by the Bishop's Committee. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions thereof, and the dates of acceptance of the same shall be preserved in the permanent records of the congregation.

8.9 Property Held in Trust. All real and personal property of the congregation is held in trust for The Episcopal Church and the Diocese of New Hampshire, provided that such trust shall in no way limit the power and authority of the congregation, otherwise existing over such property, so long as it remains a part of and subject to said church and its Constitution and Canons.

8.10 Real Property. All buildings of the congregation and their contents shall be kept adequately insured. The Bishop's Committee may not encumber or alienate any real property of the congregation without the written consent of the Bishop and Standing Committee of the Diocese of New Hampshire.

ARTICLE 9: Indemnification

If and to the extent permitted by applicable law, unless proscribed or otherwise limited by the Constitutions or Canons of The Episcopal Church or of the Diocese of New Hampshire, the congregation shall purchase or otherwise arrange for, and keep in effect, a directors', officers', and entity liability insurance policy ("Policy"), through which Policy the congregation intends to indemnify, defend, and hold harmless past and present officers and Bishop's Committee members (including the Vicar and other members of the clergy in their capacities as such) and their respective heirs and legal representatives from and against any and all liabilities, costs, and expenses (including attorneys' fees and other defense costs) from time to time incurred by or imposed upon them respectively in connection with any threatened, pending, or completed civil, criminal, or administrative proceeding in which any of them may become involved by reason of their service to the congregation in such capacities, except with respect to matters as to which they may finally be adjudged in such proceeding to be liable for willful, wanton, or grossly negligent misconduct. Indemnification under this Article shall be limited to and governed by the terms and conditions of the Policy. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article shall be amended or repealed such action shall have prospective effect only, and shall not affect the indemnification rights of any individual with respect to proceedings in respect of which indemnification has been properly sought by application to the Bishop's Committee in writing by the individual(s) in question prior to the effective date of such action.

ARTICLE 10: Action by the Bishop's Committee; Agents

Consistent with these bylaws and with the Constitutions and Canons of The Episcopal Church and of the Diocese of New Hampshire, the Bishop's Committee may from time to time delegate to the Warden(s), the Treasurer and/or the Vicar, generally or as to specific instances, or to any

employee or agent of the congregation as to specific instances, due authority to execute and deliver, on behalf of the congregation, such contracts, deeds, mortgages, notes, bonds, checks, drafts, and other instruments and documents as the Bishop's Committee may deem necessary or proper. In the absence of such a general or specific delegation of authority, residual authority in this regard shall lie with the Warden(s) or the Treasurer, or any of those officers. The Bishop's Committee may appoint such employees, agents, and representatives of the congregation (including legal counsel) and delegate to them due authority to perform such acts and duties on behalf and in the name of the congregation as the Bishop's Committee may from time to time see fit, consistent with these bylaws and with the Constitutions and Canons of The Episcopal Church and of the Diocese of New Hampshire. Except as provided herein or as specifically authorized by the Bishop's Committee, no Bishop's Committee member, officer, or employee of the congregation or any other person shall have the power or authority to bind the congregation by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

ARTICLE 11: Conflict of Interest

11.1 Policy Governing Conflict of Interest. Any possible conflict of interest on the part of any officer, clergy member, or member of the Bishop's Committee shall be disclosed in writing to the Bishop's Committee and be made a matter of record through the Bishop's Committee minutes, and reported to the Bishop.

11.2 Disclosure of Possible Conflict of Interest and Voting Requirements. Per section 1 above, any officer, clergy member, or member of the Bishop's Committee shall disclose any conflict of interest when a specific issue or transaction comes before the Bishop's Committee. Where the transaction involving a Bishop's Committee member, or officer, or clergy member (and/or any member of his or her immediate family or his or her employer) exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is mandatory, together with written notice to the NH Charitable Trusts Unit. The minutes of the meeting shall reflect that a disclosure was made and that the interested officer or member (along with any other officer or member with a pecuniary transaction with the congregation) was absent during both the discussion and the voting on the transaction. Every new member of the Bishop's Committee will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of an agreement to this policy.

ARTICLE 12: Amendments to Bylaws

Bylaws may be amended at any annual meeting or at special meetings called for that purpose by the affirmative vote of two-thirds of those present and voting. Amendments may be proposed by the Bishop's Committee or pursuant to a written petition executed by individuals totaling at least one-third of average Sunday attendance (ASA) as reported on the previous year's parochial report, and delivered to the clerk in a timely fashion. Notice of any meeting at which a proposed amendment is to be taken up shall be given as required by these bylaws, and shall include the full text of any proposed amendment. The clerk shall promptly furnish to the Office of the Bishop the full text of the bylaws, including all amendments adopted.