

BYLAWS
CHURCH OF THE HOLY SPIRIT
PLYMOUTH, NH

PREAMBLE:

Organized originally in 1932 as #57 among the Parishes and Missions of the Diocese of New Hampshire, the Parish is now organized for the purpose of maintaining the public worship of Almighty God, according to the faith, doctrine & discipline of the Episcopal Church in the United States of America and commits itself to the mission of the Church in the community and the world.

ARTICLE I: 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 II: Voting Membership

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

B. Every adult member of the congregation who has been faithful in corporate worship, unless for good cause prevented, and who has regularly contributed to the support of the congregation, whether personally or as a family member, shall have the right to vote. The clerk shall keep a list of qualified voter 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 Rector in consultation with the Clerk and such decision shall be final for the purposes of that meeting and any adjournment thereof.

ARTICLE III: Meetings of the Parish

A. Annual Meeting

The annual meeting of the congregation shall be convened in January at a date and time and place appointed by the vestry, except in circumstances provided in NH 4.2.1. The purpose of the meeting shall be to elect officers and other vestry 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.

B. Special Meetings of the Parish.

A special meeting of the congregation may be called at any time by the Rector or the wardens or the vestry. A special meeting may be called for the purpose of filling a vacancy on the vestry on the request of

five voting members of the congregation. At any special meeting the congregation may transact only such business as has been provided for in the notice of the meeting.

C. Notice of meetings

Written notice of a Parish meeting shall be given to the congregation no later than fourteen days before the meeting. Notice shall include the purpose of the meeting and, in the case of the annual meeting, the agenda, and the slate of candidates proposed by the Nominating Committee. Notice of said meeting shall be given by causing due notice to appear twice in the Parish Bulletin, once in the local newspaper and by verbal notice given by the officiating clergy or Lay Reader on at least two occasions of public worship.

D. Quorum

As many voting members as are present shall constitute a quorum for Parish Meetings.

E. Votes

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 the day prior to the meeting.

F. Presiding Officer

The member of the clergy in charge of the congregation or a designee appointed by the member of the clergy in charge shall preside at all meetings of the congregation. A warden shall preside in the absence of the member of the clergy in charge.

G. Rules of Procedure

In all matters of parliamentary procedure not governed by canon or these bylaws, Robert's Rules of Order Newly Revised shall govern.

ARTICLE IV. Rector

A. General

The Rector of a parish shall be elected by the vestry following a process that includes input from members of the congregation and has been arrived at through consultation with the diocese. The call for the new Rector shall not be made without the approval of the bishop. The elected member of the clergy shall be in good standing with the Episcopal Church or with a church in communion with the Episcopal Church.

B. Authority for Worship and Spiritual Matters

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

C. Authority for Assisting Clergy

The Rector has authority to select and direct any assistant clergy, who serve at the Rector's discretion.

D. Authority for Employees

The Rector has authority to select, supervise, direct, discipline, and terminate all employees of the congregation

E. Authority for Property and Furnishings

The Rector has specific authority for the use of parish property and furnishings of the congregation.

F. Implementation of Policy

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

ARTICLE V: Parish Officers

The officers of the vestry shall be the Wardens, Treasurer, and Clerk. Officers shall be elected by ballot at the annual meeting. Wardens shall be designated as Senior Warden or Junior Warden.

A. Qualifications and Terms

The holding of any Parish office shall not be denied on the basis of race, color, gender, sexual orientation, marital status, disability, age, or national or ethnic origin.

1. Wardens and shall be confirmed voting members of the congregation, 18 years of age or older, and shall be elected to a term of three years. The election of wardens shall be staggered so that only one warden is elected in a single year. A junior or senior warden may be elected to no more than two consecutive terms and shall be ineligible for one year for reelection to that office after having served six consecutive years in the same.

2. The treasurer shall be a voting member of the congregation, 18 years of age or older, and shall be elected to a term of two years.

3. The clerk shall be a voting member of the congregation, 18 years of age or older, and shall be elected to a term of two years.

B.. Dutues of Officers

1. Except as may be otherwise provided by the laws of New Hampshire, the warden[s], in conjunction with the vestry, shall be agents and legal representatives of the congregation in all matters concerning its property and the relations of the congregation to its clergy. The wardens, in concert with the vestry, shall:

- (a) elect a Rector subject to the bishop's call;
- (b) assist the clergy in developing and maintaining a mutual ministry and trust to promote the spiritual well-being of the congregation;
- (c) be responsible stewards of the property and physical assets of the congregation;
- (d) 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;
- (e) transact the temporal business pertaining to the congregation;
- (f) assist the preparation of and approve an annual parochial report;
- (g) collect and pay to the diocese the moneys committed for the support of the budget of the diocese; and
- (h) in general, assist the clergy in promoting the general interest of the congregation.

2. The Junior Warden shall be responsible for the maintenance of the church properties.

3. The Treasurer shall ensure that funds of the congregation are properly received and disbursed in accordance with vestry policy; verify and pay bills presented for payment; prepare monthly financial reports for presentation to the vestry, a report to the annual meeting, and the annual financial report to the diocese; present and recommend to the vestry a budget prior to the annual meeting; and annually submit the financial records of the congregation to audit or review by a qualified person. The treasurer shall be adequately bonded by inclusion in the congregation's directors and officers' liability insurance coverage.

4. The Clerk shall take and record minutes of all vestry, annual, and special meetings; give notice of all such meetings; 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

C. Vacancies

A vacancy in any of these offices, occurring between Annual Parish Meetings shall be filled by the Vestry from nominees presented to the Vestry by the Rector.

ARTICLE VI: Vestry

A. The Vestry shall consist of the Rector, Wardens, Clerk and Treasurer plus six other adult members of the congregation. The member of the clergy in charge of the congregation or a designee appointed by the member of the clergy in charge shall preside at all meetings of the vestry. A warden shall preside in the absence of the member of the clergy in charge.

B. One third of the elected Vestry members shall be elected at each Annual Parish Meeting for three year terms. They shall be adult voting members of the congregation. They shall hold office until their successors are selected and have qualified.

C. The vestry shall be agents and legal representative of the congregation in all matters in accordance with Article V.B.1 hereof.

D. Standing Committees

The Rector shall appoint members of the congregation to the following standing committees, designate the chair of each, and require such reports as will assist the Vestry in its work. Each standing committee shall include a member of the Vestry as Liaison.

1. The Executive Committee, consisting of the Rector, Wardens, Clerk and Treasurer, shall meet monthly to set the agenda for the Vestry meetings and handle such other business as may be necessary. It shall also act as the personnel committee and recommend to the Vestry policies affecting staff members, recommend salaries and wages to the Finance Committee, and assist the Rector in hiring and evaluation of staff. It shall hold an annual performance evaluation of the Rector.
2. The Finance Committee shall assist the Treasurer in fiscal management of the church, maintain oversight of expenditures, develop an annual budget, recommend financial policy to the Vestry, and perform such other duties as the Vestry may prescribe.
3. The Nominating Committee shall prepare a slate for election at the Annual Meeting. It shall normally consist of those members going off the Vestry plus any others the Rector may select when necessary.
4. The Stewardship Committee shall encourage the congregation in stewardship.
5. The Liturgy Committee shall coordinate with the Rector the seasonal worship services. Composition shall include: Rector, Acolyte Coordinator, LEM Coordinator, Music Director, and Altar Guild member, a choir member, and up to three at-large members
6. The Outreach Committee shall coordinate the church's efforts to reach out to the needy in the community and the wider world.

E. Ad hoc Committees or Task Forces

The Vestry may from time to time create and charge committees or task forces to undertake specific tasks in the governance of the parish. Members shall be appointed by the Rector. Each such committee or task force shall be dissolved upon completion of its work.

When the position of Rector becomes vacant the Vestry shall appoint a Search Committee of seven to nine people. Every effort shall be made to include members of all services and a balance of genders and ages, including a youth member if possible.

F. Meetings

There shall be held regular monthly meetings of the Vestry, except that the meeting falling during the Rector's vacation may be omitted by vote of the Vestry. Vestry meetings shall be open to all members of the congregation except when the Vestry adjourns to executive session.

A quorum shall consist of a majority of Vestry members provided that the Rector or member of the clergy in charge or one of the Wardens is present.

1. A special meeting of the Vestry may be called by the Rector or member of clergy in charge or by three members of the Vestry. The Clerk shall provide Vestry members notice of a special meeting at least three days in advance of the meeting.
2. Provision shall be made for meeting telephonically or for voting telephonically or by email or other electronic means. Such meetings or votes should be used only in situations where urgent action is required and 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. Any action taken telephonically or by email or other electronic means shall be ratified by the vestry at its next regular meeting.
3. No meeting of the vestry shall be held unless the Rector or member of the clergy in charge requests it or upon the call of three members of the vestry. The clerk shall provide all clergy and vestry members with notice of a meeting at least three days in advance of the meeting.
4. Except as may be otherwise required by law, canon, or these bylaws, any action of the vestry shall require the affirmative votes of a simple majority of those present and voting.
5. Robert's Rules of Order Newly Revised shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

G. Resignation

A member of the vestry, other than the Rector, may resign at any time by tendering his or her resignation in writing to the Rector or to a warden, effective as provided therein. Such resignation need not be accepted by the vestry in order to become effective.

H. Removal

A member of the vestry, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire vestry, provided notice of the proposed removal and the reasons for the same shall have been given to the said vestry member at least seven days in advance of the meeting. Grounds for removal shall include, without limitation, conduct in violation of the Canons of the Episcopal Church or the Constitution and Canons 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 vestry deliberations and determinations by reason of conflict of interest; absence without excuse or good cause shown from three consecutive convened vestry meetings or from four such meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the vestry 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; disability; failure to attend with reasonable diligence to his or her duties as a vestry member; failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the congregation, in either case without excuse or good cause shown.

I. Vacancies

If a vacancy occurs on the vestry or in another elected position between annual meetings of the congregation, the remaining members of the vestry shall choose another person to fill that position.

ARTICLE VII: Accounting and Financial Matters

A. 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 vestry to the wardens, the treasurer, either generally or as to specific instances, but subject to the ultimate direction and control of the vestry.

B. Fiscal Year

The fiscal year of the congregation shall coincide with the calendar year.

C. 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 vestry; nor without the written assent of the Bishop and Standing Committee of the Diocese of New Hampshire except as provided in the diocesan canons.

D. 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.

E. 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 Finance Committee may from time to time prescribe. The review report shall be filed as prescribed in the diocesan canons.

F. 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 vestry and distributed to the congregation at least seven (7) days prior to each annual meeting of the congregation

G. Bonding

The treasurer and any other custodians of the funds of the congregation, other than banking institutions, shall be adequately bonded.

H. 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 Rector and the vestry, 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 vestry. 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.

I. 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.

J. Real Property.

All buildings of the congregation and their contents shall be kept adequately insured. The vestry 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 VIII: Indemnification

If and to the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of the Episcopal Church and of the Diocese of New Hampshire, the congregation shall indemnify, defend and hold harmless past and present officers and vestry and committee members (including the Rector 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. Such indemnification shall be limited to instances in which the congregation, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding prior to a final and binding adjudication of the same, approved the terms of the settlement. 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 vestry in writing by the individual(s) in question prior to the effective date of such action.

ARTICLE IX: Action by the congregation; Agents

The congregation may from time to time delegate to one or both wardens, the treasurer and/or the Rector, 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 vestry 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 them. The vestry 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 vestry 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 vestry, no vestry 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 X. Delegates to Diocesan Convention and Convocation

1. The Parish shall have a number of delegates and alternate delegates to Diocesan Convention determined by the Diocese. The same delegates and alternate delegates shall also represent the Parish at meetings of the Lakes Region Convocation. .

2. Delegates and Alternate Delegates shall be elected at the Annual Parish Meeting for terms of two years and in such a manner that the terms of no more than two delegates and two alternates shall expire in anyone year. They shall have term limits of 3 consecutive terms but may serve again if elected after sitting out a year.

3. Vacancies in the delegate positions occurring between Annual Parish Meetings shall not be filled but shall remain vacancies until the next Annual Parish Meeting unless it appears that the prescribed quota delegates at Diocesan Convention would not be met. In such case one or more persons shall be appointed by the Rector, subject to confirmation by the Vestry. Such appointment shall be in force until the next Annual Parish Meeting.

4. Acceptance of election as a delegate or alternate delegate shall constitute full acceptance of the responsibility to attend Diocesan Convention and as many meetings of the Lakes Region Convocation as possible. Delegates and alternates shall discuss anticipated convention business with the vestry prior to Diocesan Convention, and shall report convention proceedings to the vestry within one month after each Diocesan Convention.

ARTICLE XI: Amendments

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 vestry or pursuant to a written petition executed by at least fifteen voting members of the congregation 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.