

By-Laws of The Church of the Epiphany

Royersford, Pennsylvania

Diocese of Pennsylvania

ARTICLE I
OF THE RELATION OF THE CORPORATION TO THE EPISCOPAL
CHURCH AND TO DIOCESAN AUTHORITY

Section 1: This Church acknowledges itself to be a member of, and to belong to, The Episcopal Church of the Diocese of Pennsylvania, and the Episcopal Church in the United States of America. As such it accedes to, recognizes and adopts the Constitution, Canon, Doctrine, Discipline and Worship of the Episcopal Church in the United States, and the Constitution and Canons of the Episcopal Church in the Diocese of Pennsylvania, and acknowledges their authority accordingly.

ARTICLE II
OF THE MEMBERS OF THE CORPORATION AND THE
QUALIFICATIONS OF VOTERS

Section 1: The members of the Corporation who shall be qualified to vote at any election for members of the Vestry, Deputies and Delegates, and upon all questions which may come before any meeting of the Corporation, shall all be baptized persons, 14 years of age and above, who have made Epiphany their place of worship for at least six months prior to the meeting.

ARTICLE III
OF THE MEETING OF THE CORPORATION AND THE ELECTION
OF MEMBERS OF THE VESTRY, DEPUTIES AND DELEGATES

Section 1: The annual meeting of the members of the Corporation and the annual election of members of the Vestry, Deputies and Delegates shall be held in the Church edifice or other adjacent building of the Corporation on the first Sunday after Epiphany Sunday. The time and place for holding this meeting and election, and any special meeting of the Corporation, shall be announced to the congregation by the Rector or the Rector's Warden at all services on the two Sundays before the day of election, and a written notice of such meetings shall be given to each member of record entitled to vote, at least fourteen days prior to the day named for the meeting. Notice shall be sent to the last address on the Corporation's Record Book.

The Vestry shall appoint a nominating committee at least two months prior to the annual meeting. This committee shall prepare a list of qualified candidates for Vestry Members, Deputies, Delegates and any other election to be held at the annual meeting. Any member of the Corporation may submit to the nominating committee qualified nominees for election to any office, provided that the nomination be accompanied by the signature of the nominator, a seconder and the consent of the nominee. Any nomination so submitted to the nominating committee shall be listed with other nominees of the nominating committee. Nominations may also be made and seconded from the floor at the meeting and will be accepted upon the consent of each such nominee.

Section 2: The Rector's Warden shall choose, as judges of the election, three persons qualified under ARTICLE II, Section 1 and shall cause them severally to be notified in due time, or the judges of election shall be appointed by the Accounting Warden if for any reason the Rector's Warden fails to appoint them.

Section 3: It shall be the duty of the judges to open the polls at the time and place specified for the meeting, and to count all votes. Proxy voting shall not be permitted. The judges may challenge any vote and if the challenge is sustained by the Accounting Warden or Rector's Warden, under the provisions of ARTICLE II, Section I or under the provisions of this Section of ARTICLE III, it shall be disqualified.

Section 4: In case of failure to hold an election on the day specified the Vestry shall appoint another day within four weeks for holding such election.

Section 5: In the election for members of the Vestry, if the number of candidates is equal to the number of open seats, the Corporation may decide by voice vote to dispense with paper balloting and vote by acclamation. When all persons present have had an opportunity to vote, the judges shall declare the polls closed, proceed with the count, and announce to the meeting the results of the balloting. To be elected, a candidate must receive a number of votes equal to a majority of those members voting. If all vacancies are not filled on the first ballot, additional ballots shall have the names of elected candidates removed. If more candidates receive the required majority of votes than there are vacancies, those candidates with the highest number of votes shall be elected. If election cannot be determined because of a tie vote, a separate ballot shall be taken with only those candidates previously tied on the ballot. If one or more vacancies are of a shorter term than the other, the shorter term shall be filled by the elected candidate elected on the later ballot or with the least number of votes. The Rector's Warden or, in his or her absence, the Accounting Warden, shall notify each of the persons elected, and due notice of the next meeting of the Vestry shall be given to each of them. The results of the balloting shall be transmitted to the Secretary of the Vestry by the judges of election

The first Vestry meeting following the election shall include outgoing members of the Vestry who shall have voice but no vote. Incoming

members' terms of office shall begin with the opening of this meeting and shall end when they are replaced.

Section 6: There shall be elected three delegates to the Valley Forge Deanery, each to serve for a one year term.

Section 7: There shall be elected three Deputies and a maximum of three Alternates to the annual Convention of the Diocese of Pennsylvania.

Section 8: Special meetings of the Corporation shall be called whenever requested by the Rector or by any two members of the Vestry or upon the request of at least 20 members of the Corporation.

Section 9: At all annual or special meetings of the members of the Corporation, one-tenth of the members who would be qualified to vote, if present in person, shall constitute a quorum, and no business shall be transacted without a quorum. If a quorum is not present at the annual meeting, a special meeting shall be called by the vestry to dispose of the business on the agenda.

ARTICLE IV OF THE MEETING OF THE VESTRY

Section 1: The stated meeting of the Vestry shall be held every month at such time and place as may be fixed by the Vestry. Any stated meeting may be omitted by the Vestry but not two in succession. All meetings are open to members of the corporation with voice but not vote.

Section 2: Special meetings of the Vestry shall be called whenever requested by the Rector or by any two members of the Vestry. No business shall be transacted at special meetings unless it has been stated in the notice calling the meeting.

Section 3: A majority of the members of the Vestry shall constitute a quorum and no business shall be transacted without a quorum.

Section 4: The Rector, during his or her continuance in said office of Rector, shall be President of the Corporation and Ex-Officio President of the Vestry. At all Vestry meetings, the Rector shall preside but without vote therein. In the absence of the Rector, the Rector's Warden or the Accounting Warden shall preside, in the order named, and in the absence of the Wardens, the Vestry shall choose one of its number to preside.

Section 5: All parliamentary procedure at meetings of the Vestry shall be in accordance with Roberts' Rules of Order.

ARTICLE V OF THE QUALIFICATIONS OF VESTRY MEMBERS AND THE APPOINTMENT OF WARDENS AND OFFICERS

Section 1: Those qualified to be elected as members of the Vestry, Deputies and Delegates must be members of the Parish in good standing for 6 months prior to the election. (See ARTICLE II, Section 1)

Section 2: There shall be a total of 9 members of the Vestry including the Rector's Warden and the Accounting Warden. The Rector's Warden shall be appointed by the Rector from the Vestry at the first Vestry Meeting following the annual election. If a vacancy exists in the office of Rector, the Vestry shall select one of their own number to perform the duties of Rector's Warden until the office of Rector is filled or until the first Vestry meeting after the next annual meeting.

Section 3: The Accounting Warden shall be elected annually by the Vestry to serve for a one-year term. This term shall commence at the first Vestry Meeting following the election, and shall end when he or she is replaced.

Section 4 Candidates for the Secretary of the Vestry shall be nominated from the Vestry and elected at the first meeting of the Vestry following the Annual Meeting.

Section 5: There shall be three members of the Vestry elected annually by the Corporation, each to serve for a three-year term. No member of the Vestry shall be eligible to serve more than two consecutive terms.

Section 6: Vacancies in the Vestry occurring at any time may be filled at the discretion of the Vestry by nominations from and majority vote of the remaining members of the Vestry. Such replacements serve until replaced by a member who shall be elected at the next Annual Meeting to fulfill the unexpired term.

ARTICLE VI O THE QUALIFICATIONS AND ELECTION OF THE RECTOR

Section 1: The Rector shall be elected unanimously by the Vestry.

Section 2: The person to be elected shall have been openly nominated at a previous meeting of the Vestry. The notices for said meeting shall have been issued at least one week previous to the holding thereof, and shall have stated that the nomination would then be made and received. The notice for the meeting, at which such election is intended, shall state such intention and shall have been issued at least one week previous to the holding thereof.

Section 3: No election as aforesaid shall be held until at least one week shall have elapsed from and after the nomination of the candidate.

Section 4: The agreement between the person called and the Corporation shall be in writing and signed by the person called and the presiding Rector's Warden, and each party shall be furnished with an executed copy. The Corporation's copy shall be placed in the custody of

the Secretary of the Vestry. An additional executed copy shall be on file in the Parish office and available for inspection by members of the Corporation.

ARTICLE VII OF THE CHURCH WARDENS, SECRETARY AND EMPLOYEES

Section 1: The Rector's Warden shall have general supervision of the property of the Corporation and shall substitute for the Rector in the Rector's absence, in actions permitted a Lay Person by the Canons of the Diocese of Pennsylvania.

Section 2: The Accounting Warden shall have the responsibility for the safe-keeping of all title papers, insurance policies, funds and account books for the Corporation. He or she shall collect all the revenues of the Corporation, deposit them in a federally insured bank and disperse the same, subject to the budget approved by the Vestry. He or she shall prepare and present to the Vestry an annual budget of income and expenditures, which must be unanimously approved by the Church Wardens and adopted by majority vote of the Vestry. It shall be his or her responsibility to propose such alterations to the budget, which in his or her judgment may become necessary. Any other Vestry members proposing an alteration in the approved budget must propose such changes through the Accounting Warden. He or she shall, with the approval of the Vestry, appoint a finance committee that shall advise the Accounting Warden on all matters related to revenue, collection and disbursement. All checks or orders for the payment of money drawn against any funds of the Corporation shall bear the signatures of one or more of the following: The Accounting Warden, the Rector's Warden, or another Vestry member appointed by the vestry. However, none of the aforementioned shall sign checks payable to themselves or a family member. The presigning of blank checks is not permitted. The Accounting Warden may require his or her signature be affixed to all checks or other financial instruments. The Accounting Warden may approve other cash dispersing procedures for organizations within the

Parish. He or she shall render an accounting of all receipts and expenditures at each stated meeting of the Vestry, and a final accounting at the end of the fiscal year. He or she shall, at stated meetings, and at other times as the Vestry may require, lay before the Vestry a statement of liabilities of the Corporation in detail, showing to whom the same are owed and also a statement of all the property, claims and effects belonging to the Corporation. The accounts shall be audited annually in accordance to the procedure required by the Diocesan Canon. The Accounting Warden shall see that adequate insurance and bonding coverage is secured as the Vestry deems necessary. He or she shall see that proper account books are kept and that the same shall be open to the inspection of the Vestry at all reasonable times.

Section 3: Any Warden may call for a special meeting of the members of the Corporation to consider purchase or sale of real or personal property of the Corporation.

Section 4: The Secretary of the Vestry shall have custody of the seal and shall authenticate all documents therewith. The Secretary shall keep regular minutes of the proceedings of the meetings of the Vestry and of the Corporation, notify members of all stated and regular meetings of the Vestry or of the Corporation, and generally perform such duties as pertain to the Office.

Section 5: All books, papers and records which are the property of the Corporation shall be delivered by the Rector, Wardens and Vestry to their successors in office.

Section 6: The employees of the Corporation, such as the Director of Music, Administrative Assistant, Sexton, etc. shall be employed and their tenure in office determined by the Vestry in consultation with the Rector. The Vestry shall determine salaries to be paid and shall see that an annual review of all salaries is conducted.

ARTICLE VIII REGISTERS

Section 1: The Accounting Warden shall provide a register, to be kept in the custody of the Rector, in which shall be recorded by the Rector, or other Minister, a list of the communicants of the Parish, all Marriages, Baptisms, Confirmations and Burials, at which he or she shall have officiated in the Parish, together with all pertinent data as required by the Canons. This book shall belong to the Corporation as part of the Church records. Certificates from these records, under seal, shall, when requested, be provided by the Rector or the Wardens.

ARTICLE IX OF THE CHURCH BUILDING AND FURNITURE

Section 1: No alteration to any part of the Church building or the Church furniture nor any decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monument shall be placed in the Church unless a complete design thereof has been first approved by the Vestry; provided that nothing herein is implied to be in conflict with the Canon of the General Convention: "For the purposes of his or her office and the full and free discharge of all functions and duties pertaining thereto, the Rector shall, at all times, be entitled to use and control the Church and the Parish Buildings, with all the appurtenances and furniture thereof."

ARTICLE X OF GIFTS TO THE CHURCH

Section 1: 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 XI
OF THE EPIPHANY ENDOWMENT FUND

Section 1: There shall be a fund to be known as the Epiphany Endowment Fund (Fund) with principal of this Fund unavailable for expenditure, and interest derived from investment of the Fund available for the program of the Church as determined from time to time by the Vestry.

Section 2: The existence of the Epiphany Endowment Fund shall be given wide publicity throughout the parish on a continuing basis. Those persons who are contemplating a gift to the parish or establishing a memorial shall be made aware of the existence of the Epiphany Endowment Fund as being an appropriate designation for such gift or memorial.

Section 3: Record of all donations, income and disbursements to or from the Fund shall be the responsibility of the Accounting Warden.

ARTICLE XII
OF THE SEAL OF THE CORPORATION

Section 1: A metal seal, having the following inscription: “The Church of the Epiphany, Royersford, PA” shall be the corporate seal of the Corporation. It shall be used in all acts of the Vestry requiring the seal, and shall be attested by the Rector, Wardens or Secretary of the Vestry and shall be in the custody of the Secretary.

ARTICLE XIII
OF ALTERATIONS OF BY-LAWS

Section 1: No repeal or alteration of these By-Laws shall be made unless proposed at a meeting of the Vestry. The proposed changes shall be announced to the Corporation at least fourteen days prior to a Vestry vote at which such proposed alteration or repeal is to be acted upon.

Amended November, 2008