

BYLAWS
of
ST. PAUL'S CHURCH, CHESTNUT HILL

ARTICLE 1
MEMBERS

A. As specified in Article 6 of the Charter, Members of the Corporation who shall be qualified to vote at any election of members of the Vestry and upon all questions which come before any meeting of the Corporation, shall be all Baptized persons of the age of sixteen years or upwards who shall have been worshippers in this Church as their usual place of public worship for at least one year, and who shall appear by the books of the Corporation to have contributed to its support.

B. The annual contribution of a Member shall be monetary support of at least five dollars.

C. Each Member shall be entitled to one vote on matters to be acted on by the Corporation. Members shall not be entitled to vote by proxy or to cumulate their votes for the election of members of the Vestry.

ARTICLE 2
COMMITTEE ON NOMINATIONS

A. On or before February 1 of each year, a Committee on Nominations shall be established to propose nominees for members of the Vestry, Lay Deputies and their alternates to the Diocesan Convention, and Deanery delegates who are to be elected by the Members at the next Annual Meeting. No member of the Committee shall be eligible for any such nomination.

B. The Committee shall be composed of not more than seven persons appointed by the Rector with the consent of the Vestry. The Committee shall include at least one current member of the Vestry who shall not be designated to chair the Committee.

C. The Committee shall file its report with the Secretary by April 1, proposing in its discretion a single nomination for each vacancy to be filled or multiple nominations for such vacancy. The report of the Committee shall be distributed by the Rector or the Secretary to all Members of the Corporation at least three weeks before the Annual Meeting.

D. Additional nominations for any such vacancy may be proposed by any Member present at the Annual Meeting of the Corporation, but no such nomination shall be effective unless it is approved as a nomination by a majority vote of the Members present.

ARTICLE 3
MEETINGS OF THE CORPORATION

A. Annual Meeting

1. The Annual Meeting of the Corporation shall be held in the Church edifice or such other place and at such time and on such day during the month of May of each year, as the Vestry by resolution may prescribe.

2. The Secretary, in consultation with the Rector and the Wardens, shall send a written notice of the Annual Meeting to all Members at least two weeks in advance thereof. The written notice of the Annual Meeting shall specify the items of business to be considered at the Annual Meeting and shall set forth the text of any resolutions pertaining thereto proposed by the Vestry, a committee, or a Member. To be included in the written notice of the Annual Meeting, a resolution by a committee or a Member must be submitted in writing to the Secretary at least four weeks before the Annual Meeting.

3. The Rector shall serve as the presiding officer unless unavoidably absent. In such absence, the Rector's Warden, the Parishioners' Warden, or the Accounting Warden, in that order, shall preside. Upon the close of the nominations, the presiding officer shall appoint three Members to serve as judges of election, none of whom may be a candidate for office.

4. It shall be the duty of the judges of election to open the polls. When all Members present have had an opportunity to vote, the judges shall declare the polls closed, proceed with the count and announce to the Annual Meeting the results of the elections. The judges shall have available the records of membership, should the Membership of a person present be challenged.

5. The presence of Members entitled to cast at least ten percent of the votes which all Members are entitled to cast on matters to be acted upon at a meeting shall constitute a quorum.

6. At a meeting, voting shall be by voice or a show of hands unless a Member requests a written ballot. It shall be the responsibility of the Secretary to ensure that sufficient written ballots are available at a meeting.

7. Unless otherwise specified by these Bylaws, duly authorized resolutions may be approved by an affirmative vote of a majority of the Members present and voting.

8. On a two-thirds vote of the Members present at the Annual Meeting, any resolution amended or introduced at the Annual Meeting shall be brought to a vote.

B. Elections

1. When the Committee on Nominations nominates one individual for a Vestry, Convention Deputy, or alternate, or Deanery delegate vacancy, and when or insofar as no nominations have been made for any such vacancy in addition to those proposed by the Committee on Nominations, the nominees shall be elected by a majority vote of the Members present at the Annual Meeting.

2. Whenever there are multiple nominations for the same Vestry, Convention or Deanery vacancy, the multiple nominations shall be acted on by a written ballot supplied by the Secretary. The nominee receiving the largest number of votes, whether or not they constitute a majority of the votes cast for all nominees to fill the vacancy, shall be elected.

3. The Secretary shall send written confirmation of the elections to those elected accompanied by a statement of expectations in the performance of the offices to which they have been elected.

C. Special Meetings of the Members

1. Special Meetings of the Members may be called at any time by the Rector, a majority of the members of the Vestry, or upon the written request of at least twenty Members of the Corporation. The Secretary shall send a written notice of such meeting to all Members at least three weeks in advance thereof.

2. No business shall be considered at a Special Meeting other than matters specified in the written notice of the Special Meeting.

3. The provisions of this Article governing procedures at the Annual Meeting apply, insofar as relevant, to Special Meetings.

4. Public Notice of Meetings of the Corporation. Announcement of meetings of the Corporation shall be made at the principal services on each of the three Sundays preceding a given meeting, appear in the service leaflets for those Sundays, and be posted in the narthex of the Church.

ARTICLE 4 MEMBERS AND MEETINGS OF THE VESTRY

A. Members

1. The Vestry shall be constituted as follows:

a. The Rector as President ex officio, without vote.

b. By May of 2021: Twelve Baptized lay persons eighteen years of age or older elected in accordance with the procedures specified in Articles 2 and 3 of these Bylaws. In any given year, the majority of the members must be Members of the Corporation and residents of Pennsylvania.

2. Four members of the Vestry shall be elected to three-year terms by the Members of the Corporation at each Annual Meeting. Any member of the Vestry may be reelected for a second three-year term following the completion of his/her first term after which the member will be ineligible for reelection for at least one year.

3. Whenever a vacancy occurs among the elected members of the Vestry, a successor shall be chosen by the Members of the Corporation in accordance with Articles 2 and 3 of these Bylaws, except that when a vacancy occurs as a result of death, resignation or removal of a member prior to the expiration of his or her term, the vacancy may be filled by a majority of the remaining members of the Vestry, even if such majority does not constitute a quorum. Any person so selected by the Vestry to fill an interim vacancy shall serve only until the next Annual Meeting of the Corporation (or earlier Special Meeting called for the purpose of electing a new member) at which meeting the Members of the Corporation shall elect a new member (who may be the person that has been selected by the Vestry to fill the vacancy on an interim basis). Any successor shall be elected by the Members of the Corporation for the unexpired term of the predecessor in office unless only one year remains in the unexpired term, in which case the successor shall be elected for a full term in addition to that one year.

4. The terms of the Vestry members shall commence immediately upon the conclusion of the Annual Meeting for the year in which they were nominated and expire upon the conclusion of the election of their respective successors. A Vestry member who has served continuously for six years or more is not eligible for immediate re-election.

5. No person shall remain a member of the Vestry who has not attended at least half of the regular meetings during the year.

B. Meetings

1. Monthly meetings of the Vestry shall be held September through June at times and places approved by resolution of the Vestry and made known to the Members of the Corporation. If so approved by resolution of the Vestry, up to two meetings per year may be canceled.

2. Special meetings of the Vestry may be called by the Rector, one of the Wardens, the Secretary, or any three members of the Vestry, provided that at least three days' notice is given to each Vestry member.

3. The Rector, or a member of the Vestry designated by the Rector for such purpose either prior to or at such meeting, shall preside at each meeting of the Vestry.

4. At all meetings of the Vestry, the presence of a majority of the entire number of Vestry members shall be necessary to constitute a quorum and sufficient for the transaction of business, and any act of a majority present at a meeting at which there is a quorum present shall be implemented, except as may be specifically otherwise provided by the Charter or these Bylaws.

ARTICLE 5 VESTRY OFFICERS

A. Officers

1. The Rector shall serve as President of the Vestry.

2. There shall be three Wardens: a Rector's Warden, a Parishioners' Warden, and, in accordance with Article 7.3 of the Charter, a Treasurer - hereafter referred to as the Accounting Warden. The Rector's Warden shall be appointed annually by the Rector at the first meeting of the Vestry following the Annual Meeting, or at such times as a vacancy occurs. On nomination by one or more members of the Vestry, the Parishioners' Warden shall be annually elected by the Vestry at the same meeting, or at such times as a vacancy occurs. On nomination by the Rector, the Accounting Warden and the Secretary shall be annually elected by the Vestry at the same meeting, or at such times as a vacancy occurs.

B. Authorities and Responsibilities

1. In addition to the Canonical authorities and responsibilities with respect to Assistant Clergy, spiritual life, worship, music, education, use of Church property, candidates for baptism, confirmation, and reaffirmation, maintenance of the Parish rosters, and preparation of an annual report, the Rector shall fulfill the responsibilities designated in these Bylaws.

2. The Rector's Warden shall provide support and assistance to the Rector in the fulfillment of the duties of that office as well as fulfilling canonical responsibilities with respect to the Communion plate and collection of offerings from the Congregation, and the responsibilities designated in these Bylaws or by action of the Vestry. When there is a vacancy in the office of the Rector, the Rector's Warden, with the Parishioners' Warden and the Accounting Warden, shall be responsible for the religious services of the Parish.

3. The Parishioners' Warden shall have responsibility for seeking to maintain at all times open, effective, and constructive communication and dialogue among the Congregation, the clergy, and the Vestry; shall provide support and assistance to the Rector and

the Rector's Warden, and shall fulfill the responsibilities designated in these Bylaws or by action of the Vestry.

4. The Accounting Warden shall serve as Treasurer of the Parish and, in fulfillment of canonical responsibilities with respect to business matters of the Parish, the designation of depositories, and the disposition of or encumbrance on Church property, shall have custody of all title and insurance papers of the Corporation; to be the final signatory on all contracts between the Parish and any provider; have charge of all the revenues of the Corporation and oversee the disposition thereof in accordance with the instructions of the Vestry with respect to expenditures, loans, trusts, endowment, maintenance of the Rector and of the Church buildings and property; arrange for an annual audit of all Church funds,; and oversee the preparation of the annual budget for action at the November meeting of the Vestry, and regular reports on the accounts of the Parish to the Vestry and the Corporation. All checks or orders for the payment of money drawn against any fund belonging to the Corporation shall be signed by the Accounting Warden or alternate and one or more duly designated signatories. By resolution of the Vestry, one or more alternates, including the Rector's Warden, the Parishioners' Warden, and the Secretary, may be designated as signatories. Further the Accounting Warden shall fulfill such other responsibilities as may be designated in these Bylaws or by action of the Vestry.

5. The Secretary shall keep minutes of meetings of the Corporation and the Vestry and oversee the filing thereof in the appropriate Parish minute books. In consultation with the Rector, the Secretary shall oversee the preparation of announcements with respect to said meetings and agendas thereof. Further, the Secretary, as instructed by the Vestry, shall insure that a Parish Policy Manual is maintained and regularly reviewed, updated and distributed. All persons elected by the Parish, or appointed to chair Parish committees, shall be so notified by the Secretary; such notifications shall be accompanied by copies of the Charter and Bylaws and appropriate excerpts from the Policy Manual. The Secretary shall also fulfill such other responsibilities as may be designated in these Bylaws or by action of the Vestry.

ARTICLE 6 LIMITATION ON LIABILITY

A member of the Vestry shall not be personally liable, as such, for monetary damages for any action taken, unless, as provided in Section 5713 of the Pennsylvania Nonprofit Corporation Law of 1988 as now in effect or as hereafter amended: (i) he or she has breached or failed to perform the duties of his or her office under section 5712 of such Nonprofit Corporation Law (relating to standard of care and justifiable reliance), and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing shall not apply to (i) the responsibility or liability of a member of the Vestry pursuant to any criminal statute, or (ii) the liability of a member of the Vestry for the payment of taxes pursuant to local, state, or Federal law. Any repeal or modification of this Article shall be prospective only, and shall not affect, to the detriment of a member of the Vestry, any limitation on his or her personal liability existing at the time of such repeal or modification.

**ARTICLE 7
INDEMNIFICATION**

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any pending, threatened or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such suit, action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful; provided, however, that in the case of actions, suits or proceedings by or in the right of the Corporation to procure a judgment in its favor no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless indemnification is ordered by a court.

B. Unless ordered by a court, any indemnification shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth above and required by law. Such determination shall be made:

1. by the Vestry by a majority vote of a quorum consisting of members of the Vestry who were not parties to such action, suit or proceeding;
2. if such a quorum is not obtainable, or even if obtainable and a majority vote of a quorum of disinterested members of the Vestry so directs, by independent legal counsel in a written opinion; or
3. by the Members.

The reasonable expenses (including attorneys' fees) of a representative in prosecuting a successful claim for indemnification, and the fees and expenses of any independent legal counsel engaged to determine the propriety of indemnification, shall be borne by the Corporation.

**ARTICLE 8
CONFLICT OF INTEREST**

All members of the Vestry shall be required to sign a document identifying any areas where the member might have a conflict of interest with those of the Corporation. After a conflict of

interest is disclosed to the Rector or the Rector's Warden, the conflict shall be brought to the Vestry's attention so that it may make the determination of what further steps need to be taken.

ARTICLE 9 STANDING COMMITTEES OF THE VESTRY

A. There shall be a Coordinating Committee comprised of the Rector and six incumbent members of the Vestry. Chaired by any of the Wardens, this Committee shall serve as a council of advice and support to the Rector and the Vestry. In addition to the Rector's Warden, the Rector shall appoint two members of the Committee; the remaining members, one of whom shall be the Parishioners' Warden, shall be elected by Vestry ballot. Members of this Committee shall serve one year terms and be eligible for reappointment or reelection. This Committee shall formulate recommendations with respect to the appointment of persons to chair Parish committees. Further, the Committee shall develop recommendations on personnel matters, including appointments and salary and benefit authorizations. This Committee shall perform such other functions as may be assigned by resolution of the Vestry.

B. There shall be the following Standing Committees, appointed by the Rector in consultation with the Coordinating Committee and the Committee chairpersons and with the consent of the Vestry; the Rector shall be a member, ex officio, of all such Committees:

1. A Finance Committee, comprised of at least seven members chaired by the Accounting Warden, which shall advise the Vestry with respect to the Parish budget, investment strategy, depositories, trusts, insurance, and accounting and auditing processes. Members may be appointed for terms of one year and are eligible for reappointment. This Committee shall regularly review the monies, investments, and securities held in the name of the Parish, and oversee the preparation of regular reports thereon to the Corporation and Vestry by the Accounting Warden. This Committee shall perform such other functions as may be assigned by the Accounting Warden or by resolution of the Vestry.

2. A Property Committee comprised of at least seven members chaired by a member of the Vestry. Members may be appointed for terms of up to three years. This Committee shall have responsibility for the real estate belonging to the Corporation, prepare recommendations for Vestry action with respect to the maintenance and development thereof, and exercise superintendency over contracts involving changes, improvements, or extensions of the Church, Rectory, or other real estate of the Corporation. This Committee shall perform such other functions as may be assigned by its chairperson or by resolution of the Vestry.

3. A Stewardship Committee comprised of at least seven members chaired by a member of the Vestry. Members of this Committee may be appointed for terms of up to three years. The Committee shall have the responsibility for the annual campaigns of the Parish with respect to its potentialities for sharing its talents, time and monies in support of the Parish's ministry, operations, and outreach. In consultation with the appropriate committees, it shall prepare

an annual fund-raising goal and oversee the solicitation in support thereof, develop strategies for strengthening Parish ministries through visitations and oversight of a talent roster. This Committee shall perform such other functions as may be assigned by its chairperson or by resolution of the Vestry.

4. Such other Standing or Special Committees as may be constituted by action of the Vestry. Chairpersons of these committees, if not a Vestry member, shall, from time to time, be invited to report to the Vestry.

C. Standing Committees shall set their own meeting protocols and file reports with the Vestry as determined by that body. Where necessary, the appointment of persons to chair these Committees shall be made at the first meeting of the Vestry after the Annual Meeting of the Corporation or the authorization of a new committee, and the appointment of new members to all committees shall be made as soon as thereafter is practical. They shall be charged with filing annual budget requests and accounting for monies appropriated for their use.

ARTICLE 10 RECTOR, ASSISTANT CLERGY, AND STAFF

A. As provided in Article 8 of the Charter, the Rector and Assistant Clergy shall have had Episcopal ordination, be in good standing with the Protestant Episcopal Church in the United States and the Episcopal Church in the Diocese of Pennsylvania and recognized as such by the Diocesan Bishop, or in the case of a vacancy in the Episcopate, by the Standing Committee of the Diocese.

B. Election of the Rector:

1. In the event of a vacancy in the office of the Rector, the Vestry shall appoint a search committee of at least nine members, three of whom shall be members of the Vestry. The committee shall have a chairperson who shall be a Vestry member. The committee shall be charged with the responsibility for conducting a search and for preparing a slate for action by the Vestry. Prior to the nomination of the person elected to fill the vacancy in the office of the Rector, opportunities shall be provided for the members of the Vestry to meet the candidate(s) being considered.

2. The chairperson of the Search Committee shall nominate at a meeting of the Vestry the person the Committee recommends to fill the vacancy in the office of the Rector. Notice for this meeting shall be issued at least seven days prior to the meeting. The notice shall state that the nomination will be made at the meeting.

3. The Vestry shall vote on the nomination no sooner than seven days after the meeting at which the nomination was made.

4. The Rector shall be elected by a two-thirds vote upon written ballot of the Vestry.

5. The agreement between the person called and the Corporation shall be reduced to writing and signed by both parties. Each party shall be furnished a copy.

C. The Rector shall appoint any Assistant Clergy and other staff members who are authorized in the budget. Further, the Rector shall be responsible for appointing the Parish staff and overseeing their performance, assisted, where appropriate, by the Wardens.

ARTICLE 11 PARISH REGISTERS

A. The Accounting Warden shall provide a register, to be kept in the custody of the Rector, in which the Rector, or other minister of the Parish, shall keep a list of the communicants of the Parish and personally record or attest by signature each marriage, baptism, confirmation, and burial at which said member of the clergy shall have officiated in the Parish, together with all pertinent data as required by the Canons. This register shall belong to the Corporation as a part of the Church records. When requested, certificates from these records shall be provided by the Rector or Wardens, under seal.

B. The Accounting Warden shall keep a register or record in which there shall be entered the names of all persons who contribute to the current expenses of the Corporation and the amounts of such contributions.

ARTICLE 12 CHURCH AND PARISH HALL BUILDINGS AND FURNITURE

No alteration of or addition to any part of the Church or Parish Halls or the furniture therein, 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 shall have been first approved by the Vestry; provided that nothing herein contained shall in any way be taken to affect or vary the rights of the Rector within the chancel.

ARTICLE 13 GIFTS TO THE CHURCH

All articles of every description given to the Church or placed in, upon or about the Church or Parish Halls, whether as memorials or otherwise, shall become the absolute property of the Corporation and, except to the extent otherwise required by law, subject to the exclusive control and disposition of the Vestry in all respects.

ARTICLE 14
SEAL OF THE CORPORATION

A seal of the Corporation shall be in such form and shall bear such words or symbols as the Vestry may determine. It shall be used in all acts of the Vestry requiring the seal and shall be attested by the Rector, a Warden, or the Secretary.

ARTICLE 15
AMENDMENTS

A. Any member of the Vestry may propose an amendment of these Bylaws. Any such proposal must be presented in writing at a meeting of the Vestry. At least two weeks must elapse before the amendment is submitted for Vestry action. Amendments shall require a two-thirds vote of the full Vestry.

B. The Bylaws may be amended or repealed by action of the Members of the Corporation at an Annual Meeting or Special Meeting convened in accordance with Articles 2 and 3 of these Bylaws. Such amendment or repeal shall require an affirmative vote of two-thirds of the Members present and voting. The power of the Members of the Corporation includes the power to change or override any otherwise effective action of the Vestry so to amend.

These Bylaws were adopted by a unanimous vote of the St. Paul's Vestry on September 16, 2019. They were amended March 16, 2020.