BY-LAWS
CHRIST CHURCH PARISH OF PLYMOUTH
PREAMBLE

Christ Church Parish of Plymouth, Mass., Inc., having associated as a parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of the Episcopal Church in the United States of America, has adopted the articles attached hereto as its By-Laws.

Article I

AUTHORITY ACKNOWLEDGED

The Parish accedes to the doctrine, discipline and worship and the Constitution and Canons of the Episcopal Church in the United States of America, and to the Constitution and Canons of the Episcopal Diocese of Massachusetts and acknowledges their authority.

Article II

MEMBERSHIP

Any baptized person of the age of sixteen years or more, who acknowledges in writing the authority of the Constitution/Bylaws of the Parish, and by declaring his or her intention to support the Parish by regular attendance at public worship and by financial aid, shall be considered a member of the parish and entitled to vote in its affairs. Any member who, for one year, shall have refrained from regular worship, and from contributing toward the support of the parish, may, after written notice and an opportunity to be heard, by vote of the Vestry be removed from the list of active members of the Parish. No person who disclaims or refuses conformity to the authority of the Episcopal Church shall be eligible to hold office in the Parish or entitled to vote in its affairs.

Article III

OFFICERS, DELEGATES AND ELECTIONS

Sec. 1 - Officers

The officers of the parish, all of whom shall be members of the parish, shall include two wardens, who shall be confirmed communicants of the Episcopal Church, a treasurer, a clerk and nine vestry persons. The officers, together with the rector, shall constitute the vestry of the parish.

Sec. 2 - Delegates

The parish shall also have such delegates to the Diocesan Convention and to the deanery assembly as it may be entitled to under the relevant canons and rules. Delegates may also be members of the vestry.

Sec. 3 - Elections

The wardens, treasurer, clerk, delegates and vestrypersons shall be elected at each annual meeting of the parish. The number of vestry persons shall be nine. The wardens, treasurer, clerk, and delegates shall hold office until the next annual meeting. The vestry persons shall hold office until the third annual meeting following their election and the first vestry meeting following the next succeeding annual meeting. Any vestry person whose three-year term, and any warden, treasurer or clerk whose sixth successive one-year term, expires at any annual meeting shall be ineligible for reelection to the same office until the next succeeding annual meeting.

Vacancies may be filled at any meeting of the parish. Unless so filled, they may be filled by the vestry until the next annual meeting of the parish.

Article IV

NOMINATIONS

Sec. 1 – Nominating Committee

There shall be a Nominating Committee consisting of the rector, the wardens and three members of the parish appointed by the vestry. Members of the Nominating Committee shall serve one year terms and any appointed member whose third successive term has expired shall be ineligible to serve for one year. The Nominating Committee shall present at each annual meeting one or more candidates recommended for each position to be filled by vote at such meeting. The list of nominees so designated shall be posted with the notice of the annual meeting. Nominations for any office to be filled at an annual meeting may also be made at any such meeting by any member of the parish authorized to vote.

Article V

MEETINGS OF THE PARISH

Sec. 1 – Annual/Special Meetings

The annual meeting shall be held at such date, hour and place as the vestry shall determine. Special meetings may be called at any time by the wardens or vestry, and shall be called by the

wardens whenever so requested in writing by the rector or by five members of the parish.

Sec. 2 - Warrant

All meetings of the parish shall be announced by posting an attested copy of the warrant calling the meeting at a public entrance of the church or place of worship occupied by the parish. The warrant shall be posted at least fourteen days before the date fixed for an Annual Meeting and at least seven days before a special meeting. No action shall be taken at any meeting of the parish other than that set forth in the warrant for such meeting.

Sec. 3 – Presiding Officer

The rector, or in the rector's absence, one of the wardens shall preside; in the absence of all three, the clerk shall preside in the selection of a moderator to be chosen by the meeting. Twenty-five members present shall constitute a quorum, and a majority of those present determine ay matter presented except as provided in Article XIV respecting the amendment of this constitution/Bylaws.

Article VI

THE RECTOR

Sec. I- Election

The rector shall be elected by the parish at a meeting duly called for that purpose by the vestry, provided that the rector may be elected by the vestry if a parish meeting as so authorized. Such election shall not take place, however, until after all the steps required in Section I of Diocesan Canon 15 have been taken.

No person shall be eligible for the office of rector unless he or she is a qualified ordained minister of the Episcopal Church and has been certified by the Bishop to be in good standing.

The rector shall have the jurisdiction over the spiritual affairs of the Parish, and supervise and direct the Parish staff.

Sec. 2. - Vacancy

If the office of rector becomes vacant or the rector is incapacitated, the vestry shall appoint an interim after consultation with the Bishop, until such time as a new rector is elected as provided under this article in case of a vacancy, or the rector can resume his or her duties in case of incapacity.

Article VII

WARDENS

It shall be the duty of the wardens, when the parish has no rector, or in the rector's absence, to provide for the temporary performance of the rector's duties. In the absence or incapacity of either warden, or of a vacancy, the powers and duties of the wardens shall devolve upon the remaining warden.

Article VIII

TREASURER

Sec. I – Duties

It shall be the duty of the treasurer to:

- receive and disburse all the monies collected under the authority of the vestry,
- keep a true record of receipts and disbursements, and
- present a full statement of these and of the financial condition of the parish at annual meetings and at other times required by the vestry.

The treasurer shall also maintain the records of all trusts and permanent funds belonging to the parish, listing the source and date of such trusts and funds and the terms governing the use of principle and income, to who and how often accounts are to be made and how the trusts are invested.

Sec. 2 – Voting of Securities

Except as the vestry may otherwise designate, the treasurer may act or appoint any members of the vestry (with or without power of substitution) to act as proxy or attorney in fact for the parish at any meeting of stockholders of any corporation, the securities of which may be held by the parish.

Sec. 3 – Assistant Treasurer

The vestry may appoint one or more assistant treasurer(s) whose term(s) shall be coterminous with that of the Treasurer, and whose duties shall be assigned to him or her (them) by the Vestry or the Treasurer.

Article IX

CLERK

It shall be the duty of the clerk to keep the records of the parish and of the vestry and to keep a roll of the members entitled to vote in its affairs. The clerk shall make available a membership list for any member to inspect as long as the purpose of the inspection is related to the general

affairs of the Parish.

Article X

BONDS

The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available adequate bonds shall be placed in the custody of some officer other than the person who is bonded.

Article XI

VESTRY

Sec. 1 – Authority and Duties

The primary responsibility of the vestry is to promote the spiritual well-being of the Parish in cooperation with the rector. The vestry shall exercise all its powers in accordance with the usage and discipline of the Episcopal Church, in compliance with the statutes of the Commonwealth and the provisions of the constitution/By-laws.

- It shall be the duty of the Vestry to manage the prudential affairs and to care for the property of the parish; to provide for the furniture, books, vestments, and all things necessary for the celebration of public worship; to see that all buildings and personal property belonging to the Parish are adequately insured; to supervise the investment of funds of the Parish; to authorize and direct such purchases and sales as the vestry may from time to time deem wise, and any and all transfers, assignments, contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper in this connection; and to supervise and direct the officers in the discharge of their duties.
- The vestry, in consultation with the Rector, shall authorize staff positions and the terms of employment.
- The handling of all or any of the investments, including their purchase, custody, sale and transfer, may be delegated by the vestry to the wardens or treasurer. The Vestry may delegate to the wardens and/or treasurer, generally or in particular cases, the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper.
- The Vestry may appoint or authorize the appointment of any committee that it deems desirable. All such committees shall be accountable to the Vestry.

Sec. 2 – Annual Audit

The vestry shall cause to be made an annual audit of the accounts of the Treasurer and other custodians of funds of the Parish. The audit shall be made by a certified or independent public

accountant or by any agency permitted by the Office of the Treasurer of the Diocese. Such auditor shall be appointed by the vestry at least thirty days before the end of the year.

Sec. 3 – Restrictions on Alienation or Encumbrance of Real Estate

No consecrated church or chapel, nor any church or chapel which has been used solely for divine service nor any property which is being used as a parish house or rectory, nor any land incidental to or regularly used in connection with any of the foregoing, shall be alienated or encumbered without the previous written consent of the Bishop, acting with the advice and consent of the Standing Committee.

Sec. 4 – Meetings

Meetings of the Vestry may be called by the Rector or either Warden or any two members of the Vestry. The vestry may schedule regular meetings and determine the manner of notifying its members. For all meetings (regular and specially called) all members of the Vestry must be duly notified. The Rector, or such other member of the Vestry designated by the Rector, shall preside. The records of the Vestry shall be open to the members of the Parish at its meetings. A majority of the members shall constitute a quorum and a majority vote of those present shall determine any matter presented.

Article XII

ORGANIZATIONS

All formal organizations connected with the Parish shall be responsible to the Rector. Each organization shall present at the Annual meeting of the Parish a report containing a summary of its activities and finances and a list of its officers. The funds of any organization which has not met for three years shall be turned over to the Treasurer of the parish to be used as the Vestry may direct.

Article XIII

GIFTS AND MEMORIALS

No object intended as a permanent addition to the Church or Parish property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

Article XIV

AMENDMENTS

This Constitution/By-laws may be amended in the following manner:

- First, the proposed change shall be approved by vote of two-thirds of the members of the Parish present at a properly called meeting.
- Next, the proposed change shall be submitted to the Bishop and Standing Committee and if approved by them without substantial revision, the change as so approved shall become immediately effective upon receipt by the Parish. If the Bishop and Standing Committee shall approve subject to substantial revision affecting the intent or meaning of the proposed change, the matter shall be resubmitted to a properly called meeting of the members of the Parish and shall become immediately effective upon approval by vote of two thirds of the Members of the Parish present.

Article XV

INDEMNIFICATION OF PARISH OFFICERS

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Rector in his or her capacity as a member of the Vestry, or other officer of the Parish (collectively "Indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority

of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if:

- the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or
- the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or
- the Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws; or
- a court having jurisdiction shall have approved the payment. This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law. This Article, as amended, constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

Revised & Approved by Annual Meeting – Jan. 30, 2005
Approved by Standing Committee - 2005