

SUPPLEMENTAL MEMORANDUM

April 9, 2025

To: St. John's Parishioners

From: Sheila Teimourian and Craig Ulman, Co-Chancellors

Subject: Minor Changes in Articles of Incorporation to be Voted on at 2025 Annual Parish Meeting

This Memorandum will supplement the March 19, 2025 Memorandum concerning Articles of Incorporation and Bylaw Amendments to be Voted on at 2025 Annual Parish Meeting.

Following the posting of the March 19 memo and its attachments, including the Articles of Incorporation proposed for St. John's as a "religious corporation," several parishioners suggested changes to make the Articles of Incorporation easier to understand and less open to potential misinterpretation. In response to those suggestions the Governance Coordinating Committee, in consultation with the Co-Chancellors, has concluded that several non-substantive changes should be made in the version of the Articles of Incorporation on which parishioners will be asked to vote at the Annual Parish Meeting on May 4:

- In the preamble, a parenthetical, "(commonly known as St. John's Church, Norwood Parish)," should be added, to confirm that the corporate entity called The Vestry of Norwood Parish is the same entity more generally known as St. John's Church, Norwood Parish.
- The order of the first and second articles should be reversed, in order to clarify the distinction between the corporate entity (i.e., "The Vestry of Norwood Parish") and its governing body (i.e., the Vestry).
- In the first article (formerly the second article) the defined term "Church" should be deleted, because it is not used as a defined term.
- In the preamble to the fourth article ("The members of the Vestry of the Parish are the Rector, the Senior Warden, the Junior Warden, and twelve other parishioners elected to serve 3-year terms"), the words "elected to serve 3-year terms" should be deleted, in order to avoid possible questions about the status of Vestry members who are appointed or elected to fill vacancies. (The deleted words are not needed, because Paragraph A of the fourth article makes it clear that the Vestry is to include twelve parishioners serving staggered 3-year terms, some of whom may have been appointed or elected to fill vacancies.)

- The first line of the tenth article should be corrected to refer to the “plan of the church” rather than the plan of the “Church.”

Accompanying this Supplemental Memorandum are (i) a comparison version of the proposed Articles of Incorporation showing the changes from the version that was attached as Annex A to Resolution 1 (as attached to the March 19 memo); and (ii) a clean copy of the revised Articles of Incorporation that includes the changes. The clean copy is titled Substitute Annex A to Resolution 1. Substitute Annex A is the version of the proposed Articles of Incorporation that parishioners will be asked to approve at the Annual Parish Meeting on Sunday, May 4.

[Comparison: Substitute Annex A versus Annex A to Resolution 1]

**ARTICLES OF INCORPORATION
OF
THE VESTRY OF NORWOOD PARISH**

These Articles of Incorporation of The Vestry of Norwood Parish are filed pursuant to Sections 5-341 and 5-304 of the Corporations and Associations Article of the Annotated Code of Maryland (the “Corporations Code”) and Chapter 862 of the Maryland Laws of 2024. The Vestry of Norwood Parish (commonly known as St. John’s Church, Norwood Parish) heretofore has existed and been recognized as a community and body corporate under the authority of Chapter 24 of the Maryland Acts of 1798, as amended and as most recently contained in Chapter 96 of the Acts of the Maryland General Assembly of 1976 (the “Maryland Vestry Act”).

FIRST: The name of the corporation is: The Vestry of Norwood Parish (hereinafter referred to as the “Parish”). The name of the church is St. John’s Church, Norwood Parish. The address of the Parish’s principal place of worship is 6701 Wisconsin Avenue, Chevy Chase, Maryland 20815.

~~FIRST~~**SECOND:** The corporate and temporal affairs of the Parish shall be managed by its Vestry, whose current members have been elected to act in the name and on behalf of the Parish as a religious corporation. The names, addresses and signatures of the current members of the Vestry, each of whom is 18 years old or older, are set forth below, in the attestation of these Articles of Incorporation.

~~SECOND: The name of the corporation is: The Vestry of Norwood Parish (hereinafter referred to as the “Parish”). The name of the church is St. John’s Church, Norwood Parish (the “Church”). The address of the Parish’s principal place of worship is 6701 Wisconsin Avenue, Chevy Chase, Maryland 20815.~~

THIRD: The Parish recognizes and confirms its obligation to conform to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (hereinafter referred to as the “Episcopal Church”) and to the Constitution and Canons of the Convention of the Protestant Episcopal Church in the Diocese of Washington (hereinafter referred to as the “Diocese”). The Parish is organized to provide for and promote the worship of Almighty God in accordance with the doctrine, discipline, rites, forms, usages, and ceremonies of the Episcopal Church and for related charitable, educational and religious purposes; and, in pursuance of these purposes, to provide and maintain one or more churches or places of worship, missions, schools, parish houses, and rectories; and to do any and all things germane, incidental, and necessary to carry these objects and purposes into full effect. As a religious corporation now organized under

Title 5 of the Corporations Code, the Parish shall possess all of the powers, rights, privileges, capacities and immunities that religious corporations and their trustees/vestry members are authorized, and may hereafter be authorized, to possess under the Constitution and laws of Maryland.

FOURTH: The members of the Vestry of the Parish are the Rector, the Senior Warden, the Junior Warden, and twelve other parishioners ~~elected to serve three-year terms.~~

A. Time and manner for the election of new members of the Vestry: At each annual meeting of the Parish, normally held within fifteen (15) days after Easter Sunday, a Senior Warden and a Junior Warden shall be elected, each for a term of one year, and four (4) additional members of the Vestry shall be elected, each for a term of three years. If the position of Senior Warden or Junior Warden or the position of any other elected member of the Vestry becomes vacant, the remaining Vestry members may appoint a successor to serve until the next annual meeting of the Parish. If a successor has been appointed to replace a Vestry member who was elected to serve a term extending beyond the next annual meeting of the Parish, a Vestry member shall be elected at such meeting to serve for the remainder of the unexpired term.

B. Qualifications of those eligible to be elected as members of the Vestry: A person is qualified to be elected as a member of the Vestry, including a Warden, if the person is a member of the Parish eligible to vote at a Parish meeting, and is at least eighteen (18) years of age.

C. Qualifications of those eligible to vote at a Parish meeting: The members of the Parish eligible to vote at meetings of the Parish are those persons who are:

1. Members of the Parish in good standing (as defined in the Canons of the Episcopal Church);
2. At least 18 years of age; and
3. Contributors of record to the Parish, as determined in accordance with the Bylaws of the Parish.

FIFTH: The name and address of the resident agent of the Parish are: CT Corporation System, 2405 York Road, Suite 201, Lutherville Timonium, Maryland 21093-2264.

SIXTH: The Parish is organized to operate exclusively for charitable, educational and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (together with any successor provisions, the "Internal Revenue Code").

Notwithstanding any other provision of these Articles, the Parish shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Parish, voluntary or involuntary, or by the operation of law, or upon amendment of these Articles of Incorporation:

(a) No part of the assets or net earnings of the Parish shall inure to the benefit of any individual associated with the Parish, except that the Parish shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article THIRD hereof.

(b) No substantial part of the activities of the Parish shall consist of attempting to influence legislation.

(c) The Parish shall not participate or intervene in any political campaign.

In the event of dissolution of the Parish, ownership of its assets (subject to any and all applicable liens and encumbrances, including any trusts, reversions and other conditions and limitations of gifts to the Parish) shall pass to the Diocese; provided however, that if distribution to the Diocese is not possible, then the assets of the Parish shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government for public purposes. Any such assets not so disposed of shall be disposed of at the direction of a court of competent jurisdiction in Montgomery County, Maryland, exclusively for such purposes or to such organization or organizations formed and operated exclusively for such purposes, as such court shall determine.

SEVENTH: Except as provided in these Articles, the corporate and temporal affairs of the Parish shall be regulated and determined as provided in its Bylaws.

EIGHTH: The duration of the Parish shall be perpetual.

NINTH: These Articles of Incorporation may be amended in the manner provided for religious corporations under the Corporations Code.

TENTH: These Articles of Incorporation, which contain the plan of the ~~Church~~church, as required under Sections 5-304(b) and 5-302(c) of the Corporations Code, are filed in response to enactment of Part VII of Title 5 of the Corporations Code (enacted in Chapter 862 of the Maryland Laws of 2024). Neither the filing of these Articles of Incorporation and their acceptance by the Department of Assessments and Taxation nor anything contained in these Articles of Incorporation implies or may be construed to imply that the Parish has not heretofore been properly incorporated and legally existing as a community and body corporate authorized, established and operating under the Vestry Act.

IN WITNESS WHEREOF, we the members of the Vestry, have signed these Articles of Incorporation and severally acknowledge the same to be our act.

NAMES, ADDRESSES AND SIGNATURES OF MEMBERS OF THE VESTRY:

Signature

Name (printed)

Address

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Name (printed)

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RETURN TO:

CT Corporation System, 2405 York Road, Suite 201, Lutherville Timonium, Maryland 21093-2264.

I hereby consent to my designation in document as resident agent for this
SIGNATURE OF RESIDENT AGENT LISTED IN ARTICLE FIFTH:

SUBSTITUTE ANNEX A
to
Resolution 1

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Notwithstanding any other provision of these Articles, the Parish shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Parish, voluntary or involuntary, or by the operation of law, or upon amendment of these Articles of Incorporation:

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SIGNATURE OF RESIDENT AGENT LISTED IN ARTICLE FIFTH:

MEMORANDUM

March 19, 2025

To: St. John's Parishioners
From: Sheila Teimourian and Craig Ulman, Co-Chancellors
Subject: Articles of Incorporation and Bylaw Amendments to be Voted on at 2025 Annual Parish Meeting

Measures for Parish Voting

At the upcoming Annual Parish Meeting, on May 4, 2025, St. John's parishioners will be asked to approve one of two resolutions. The first proposes that St. John's reorganize as a "religious corporation" under Maryland and adopt changes to the Bylaws to conform to the Maryland Corporation Code. If the first resolution is not approved, parishioners will be asked to approve many of the same changes to the Bylaws, in order to give effect to Corporation Code provisions that will apply whether or not St. John's becomes a religious corporation.

This memo will explain the two resolutions and summarize the proposed Articles of Incorporation and the proposed Bylaw amendments.

Background

A 2024 Maryland statute permits St. John's and other Maryland parishes in the Episcopal Diocese of Washington to change their status as legal entities by reorganizing as "religious corporations" under Maryland's Corporation Code, as the Diocese has recommended. (The new statute has largely repealed the Maryland Vestry Act, the 1798 statute that has been the basis for St. John's status as a corporate entity.) The new statute also makes it important for St. John's to update its Bylaws. These changes have been the topic of several Crossroads articles and a forum on January 26.

The Vestry has *unanimously recommended* that St. John's reorganize as a religious corporation and update its Bylaws in conformity with the Corporation Code. Both steps require favorable votes by the Parish. Accordingly, at the 2025 Annual Parish Meeting parishioners will be asked to vote to approve one of the two resolutions described below and attached as exhibits to this memo.

Parishioners who have questions will have the opportunity to raise them during a question and answer session to be conducted by Zoom on Tuesday evening, April 1 at 7:00 o'clock. Written questions may also be submitted to GCC Co-Chair Clara Lovett, clara0804@gmail.com and Co-Chancellors Sheila Teimourian, sheila.teimourian@gmail.com, and Craig Ulman, craig.ulman@hoganlovells.com.

* * * * *

The Resolutions

Resolution 1 would approve the reorganization of St. John's as a religious corporation; approve proposed Articles of Incorporation; approve a series of amendments of the St. John's bylaws; and elect all of the members of the Vestry to serve as the "trustees" (i.e., the directors) of the reorganized corporate entity. Attached as Exhibit A to this memo are copies of –

- The text of Resolution 1 as it will be submitted for a vote at the Annual Parish Meeting;
- The proposed Articles of Incorporation for St. John's as a religious corporation (Annex A to Resolution 1); and
- The proposed Bylaw amendments (Annex B to Resolution 1), shown as changes in the current St. John's Bylaws.

If Resolution 1 is approved by a two-thirds vote (the minimum vote required for Bylaw amendments), there will be no need for parishioners to consider Resolution 2.

Resolution 2 would approve most of the same Bylaw amendments that would be presented under Resolution 1. The amendments proposed under Resolution 2 would, however, omit two provisions that would be appropriate only if St. John's reorganizes as a religious corporation. The Bylaw amendments that would be proposed under Resolution 2 are attached as Annex I to Resolution 2. Again, the amendments are shown as changes in the existing St. John's Bylaws.

* * * * *

Summaries of the Proposed Articles of Incorporation and Bylaw Amendments

The Articles of Incorporation. The proposed Articles of Corporation are a formulaic corporate document based on a model recommended by the Washington Diocese. The contents are largely dictated by the Corporation Code. Some provisions duplicate provisions of the Bylaws, because the Corporation Code requires that they be included in the Articles of Incorporation of a religious corporation. The reorganized corporate entity will retain the formal name "The Vestry of Norwood Parish"; but the Church will continue to be known as St. John's Church, Norwood Parish.

The Bylaw Amendments. The new Maryland statute makes it appropriate for St. John's Bylaws to include provisions that the Corporation Code authorizes, and in some cases requires, for all Maryland corporations. For example:

- A provision specifying that a Vestry member who participates in a meeting at which the Vestry votes on a corporate action will be deemed to have assented unless the Vestry member dissents and makes the dissent a matter of record. (Amended Bylaws § 22.)

- A provision clarifying the Vestry's authority over the corporate and temporal affairs of the Parish. (Amended Bylaws § 25.)
- A provision recognizing a Corporate President as one of St. John's officers and calling for the Rector or one of the Wardens to be elected annually as Corporate President by the Vestry. (Amended Bylaws § 26.)
- Provisions describing the general responsibilities of the Wardens, the Treasurer and the Secretary. (Amended Bylaws §§ 27-29.)
- A provision confirming the authority of committees as delegates of the Vestry. (Amended Bylaws § 32.)
- A provision expressly requiring St. John's to indemnify any Vestry member or officer who is sued as a consequence of his or her service as a Vestry member or officer. (Amended Bylaws § 33.)
- A provision giving Vestry members and officers immunity from liability to St. John's or its parishioners, other than liability arising from receipt of an improper benefit or profit or from dishonesty. (Amended Bylaws § 34.)

All of the amendments described above are based on the Corporation Code and should be adopted whether or not St. John's is reorganized as a religious corporation. Thus, they appear in both versions of the proposed Bylaw amendments (Annex B to Resolution 1 and Annex I to Resolution 2). The version of the amendments proposed for adoption if St. John's is reorganized as a religious corporation (Annex B to Resolution 1) also includes (i) a preamble that identifies St. John's as a religious corporation; and (ii) a special provision (in Amended Bylaws § 11) that would, under some unlikely circumstances, call for arbitration of disputes over Parish elections. (Arbitration of such disputes is required for religious corporations.)

Both versions of the proposed Bylaw amendments include new headings and other non-substantive changes designed to make it easier to locate provisions that are not identified well in the existing Bylaws.

EXHIBIT A

to

**March 19 Memo to St. John's Parishioners
Concerning Articles of Incorporation and Bylaw Amendments
to be Voted on at 2025 Annual Parish Meeting**

RESOLUTION 1 FOR PARISH VOTE AT 2025 ANNUAL PARISH MEETING

RESOLVED, that --

- (A) St. John's status as a corporate entity be updated and clarified, as provided under Chapter 862 of the Maryland Laws of 2024, through reorganization of St. John's as a religious corporation pursuant to MD Code Ann., Corporations and Associations (the "Corporation Code"), § 5-341 and §§ 5-302 through 5-304;
- (B) The proposed Articles of Incorporation of The Vestry of Norwood Parish (including the "plan of the church" required by Corporation Code 5-302(c)), in the form attached as Annex A to this resolution, are hereby approved for entry, acknowledgment and filing with the Maryland State Department of Assessments and Taxation in conformity with Corporation Code §§ 5-303 and 5-304;
- (C) All of the members of the Vestry (including continuing members, members elected at the 2025 Annual Parish Meeting and the Rector and the Junior and Senior Warden) are hereby elected to act as "trustees" in the name and on behalf of the Church, as provided in Corporation Code § 5-302(b); and
- (D) The proposed amendments of the St. John's Bylaws shown (as marked changes) in the version of the Bylaws attached as Annex B to this resolution, are hereby approved and adopted.

ANNEX A
to
Resolution 1

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of at the direction of a court of competent jurisdiction in Montgomery County, Maryland, exclusively for such purposes or to such organization or organizations formed and operated exclusively for such purposes, as such court shall determine.

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EIGHTH: The duration of the Parish shall be perpetual.

NINTH: These Articles of Incorporation may be amended in the manner provided for religious corporations under the Corporations Code.

TENTH: These Articles of Incorporation, which contain the plan of the Church, as required under Sections 5-304(b) and 5-302(c) of the Corporations Code, are filed in response to enactment of Part VII of Title 5 of the Corporations Code (enacted in Chapter 862 of the Maryland Laws of 2024). Neither the filing of these Articles of Incorporation and their acceptance by the Department of Assessments and Taxation nor anything contained in these Articles of Incorporation implies or may be construed to imply that the Parish has not heretofore been properly incorporated and legally existing as a community and body corporate authorized, established and operating under the Vestry Act.

IN WITNESS WHEREOF, we the members of the Vestry, have signed these Articles of Incorporation and severally acknowledge the same to be our act.

NAMES, ADDRESSES AND SIGNATURES OF MEMBERS OF THE VESTRY:

Signature

Name (printed)

Address

Signature

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Address

RETURN TO:

CT Corporation System, 2405 York Road, Suite 201, Lutherville Timonium, Maryland 21093-2264.

I hereby consent to my designation in document as resident agent for this
SIGNATURE OF RESIDENT AGENT LISTED IN ARTICLE FIFTH:

ANNEX B
to
Resolution 1

BYLAWS OF ST. JOHN'S CHURCH, NORWOOD PARISH

{As

Preamble: These Bylaws, as amended April 23, 2023}, 2025, are adopted in accordance with Section 5-342 of the Corporations & Associations Article of the Maryland Code and Section 4702 of the Canons of the Diocese of Washington. These Bylaws govern the corporate and temporal affairs of The Vestry of Norwood Parish (commonly known as St. John's Church, Norwood Parish and hereinafter referred to as "Norwood Parish" or the "parish"), subject to the Public General Laws of the State of Maryland, to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Episcopal Church") and to the Canons of the Diocese of Washington.

+

Annual and Special Meetings

Section 1. Annual Meeting Date. The annual meeting of Norwood Parish for election of Wardens, Vestry Members, and lay delegates shall be held on a date selected by the Vestry which, unless otherwise determined by the Vestry, shall be within fifteen days following Easter Sunday.

Section 2. Special Meetings. A special meeting of the parish may be called by the Rector, by five members of the Vestry, or by petition of eighty qualified voters of the parish.

Section 3. Meeting Logistics. Annual and special meetings shall be held in person at the church or such other place as the Vestry may designate; or virtually by such means as the Vestry may designate, *i.e.*, by means of the Internet or other electronic communications technology; or through a combination of in-person and virtual participation (*i.e.*, a "hybrid" meeting) as designated by the Vestry. The notice of meeting published pursuant to Section 4 shall state whether the meeting is to be an in-person, virtual or hybrid meeting. If the meeting is to be virtual or hybrid, the notice shall also provide instructions for utilizing the designated electronic communications technology and a link for any on-line platform that is to be used. Any electronic communications

technology to be used for a virtual or hybrid meeting must enable all participants at least to hear the proceedings, to be heard by all other participants, to make and vote on motions and to cast ballots.

Section 4. Publication of Meeting Details. The place, date and time of annual and special meetings shall be published in the parish bulletin distributed at services on a Sunday at least two weeks preceding the day selected, and, in case of a special meeting, the purpose for which it is called shall be stated.

Section 5. Fallback Annual Meeting Date. If the Vestry fails to fix the date and place of the annual meeting during the first eleven months of any year, an annual meeting shall be held at the church on the Monday night following the first Sunday in December.

Section 6. Presiding Officer. The Rector of Norwood Parish shall preside at all annual and special meetings of the parish, or in the Rector's absence, the Senior Warden, or in the absence of both of them, the Junior Warden. If all three of them be absent, the Vestry

Members present shall select one of their number to preside. Provided, however, if the parish is without a Rector, the Bishop shall preside, if present.

Section 7. Parish Meeting Quorum. Ten percent (10%) of the members of the parish qualified to vote shall constitute a quorum at annual and special meetings of the parish. Except for the election of persons nominated for office which is controlled by Section 10 hereof, a majority of the quorum present shall be necessary for the adoption of any matter voted on, except that two-thirds of the votes shall be necessary for the adoption or amendment of bylaws.

Section 8. Voter Qualifications. The members of Norwood Parish qualified to vote at annual and special meetings of the parish are those persons who are:

- (a) Members of the church in good standing (as defined in the canons of General Convention of the Episcopal Church);
- (b) At least 18 years of age;
- (c) Contributors of record to the parish. A contributor of record for purposes of any annual or special meeting shall be any person otherwise qualified to vote who has made one or more recorded contributions of money and/or services to the parish during the twelve-month period preceding the record date for the meeting, which shall, unless otherwise designated by the Vestry, be the date which is one month before the scheduled date of the meeting. Contributors of record shall be identified as eligible voters, in a manner subject to approval by the Vestry, based on records of pledges and other contributions of money and records of service to Norwood Parish or participation in any of its ministries.
- (d) The Vestry shall decide any issue concerning the omission or inclusion of any person on the list of qualified voters maintained by the Secretary of the parish. The list shall be made available for review not less than two weeks prior to any annual or special meeting.

~~Section 9. The Secretary of the parish shall maintain a list of qualified voters, which shall be made available for review not less than two weeks prior to any annual or special meeting.~~

Section 9. Annual Meeting Minutes. The Secretary shall prepare the minutes of the annual meeting. As soon as practical following the annual meeting, the minutes shall be posted on the Vestry bulletin board for a period of 30 days, during which time any additions or corrections to the minutes may be communicated to the Secretary. The Secretary will see that these minutes are approved at the next regular Vestry meeting.

Section 10. Election Balloting.

(a) Parish elections at the annual meeting shall be by written ballot or electronic ballot, except that, in the event only one person is nominated for any office, the Secretary, on proper motion, duly carried, shall cast a unanimous ballot for such nominee. To be elected, a nominee must receive a majority of the votes of those present and voting.

(b) If the first ballot does not result in an election of a sufficient number of persons, a second ballot may be prepared and cast. From such second ballot there shall be omitted the names of those elected on the first ballot and the number of names on the

second ballot shall be reduced to not more than twice the number of persons still to be elected, by removing the names of those who received the least votes on the first ballot.

(c) If the second ballot does not result in a sufficient number of elections, additional ballots may be prepared and cast, with the same procedures as provided for the second ballot to be followed to reduce the number of names on the ballot.

(d) After the third or any successive ballot, the Annual Meeting may, on proper motion, duly carried, suspend the requirement for election by a majority and authorize the Presiding Officer to declare elected the person or persons receiving the highest number of votes less than a majority.

(e) Prior to the casting of the second or any successive ballot, any nominee may withdraw his or her name from the ballot.

Section 11. ~~The members of the Vestry, or a majority of those who participate (remotely or in person), shall be the judge of the election of Vestry Members, Wardens, and delegates, and of the qualifications of voters and of the qualifications of the parishioners proposed to be elected as Vestry Members, Wardens, and delegates.~~ Election Determinations. Any dispute relating to an election conducted at any annual or special meeting shall be determined by a majority of the members of the Vestry who participate (remotely or in person) at that meeting, and any such determination shall be final. Notwithstanding the foregoing, in the event of a dispute over voting rights or the conduct of a fair election, if one of the contending parties to such dispute objects to the determination made by participating Vestry Members, that contending party may demand that the contest be determined *ab initio* by binding arbitration in accordance with Section 5-310 of the Corporations & Associations Article of the Maryland Code ("Statutory Arbitration"), if (i) all contending parties agree that Statutory Arbitration is not incompatible with the Canons of the Diocese of Washington, or (ii) absent such agreement, the Chancellor of the Diocese of Washington has advised the contending parties that Statutory Arbitration is not incompatible with the Canons.

II.

Vestry, Wardens and Convention Delegates

Section 12. Composition of Vestry. The Vestry shall consist of the Rector, a Senior Warden, a Junior Warden, and twelve Vestry Members and, for the purposes of these bylaws, all shall be considered members of the Vestry. Wardens and Vestry Members shall be elected at the annual meeting of the parish for terms of office and in the manner herein provided. To be eligible for election, Wardens and Vestry Members shall be qualified voting members of the parish, who are at least 18 years of age.

Section 13. Term Limits.

- (a) A term of office for the Junior or Senior Warden shall be one year and for a Vestry Member shall be three years. In either case, the term shall run from taking the oath of office until the annual meeting is held during the year in which the term expires.
- (b) Wardens may serve for three consecutive one-year terms, and Vestry Members may serve for one three-year term. After the maximum period of service is reached, Wardens and Vestry Members shall be ineligible for those offices for a period of one year, except:

- (1) That any person who is currently serving as a Vestry Member or Junior Warden may be elected Senior Warden and serve three consecutive one-year terms as such;
 - (2) That any person who is currently serving as a Vestry Member or Senior Warden may be elected Junior Warden and serve three consecutive one-year terms as such;
 - (3) That any person who is currently serving as Junior or Senior Warden may be elected as a Vestry Member and serve one, three-year term as such;
 - (4) That a person elected as a Vestry Member to fill the unexpired term of another Vestry Member, and who has served less than the full, three-year term, may be elected as a Vestry Member for a full, three-year term.
- (c) Notwithstanding any other provision of this Section, no person shall serve as a member of the Vestry for more than six consecutive years before becoming ineligible for re-election for a period of one year.
- (d) The eligibility requirements set forth in this Section shall apply to all elections at annual or special meetings and to appointments by the Vestry to fill a vacancy.

Section 14. **Warden and Vestry Member Terms.** At every annual meeting, each Warden shall be elected to a one-year term, four Vestry Members shall be elected to three-year terms, and if a vacancy has occurred during the term of a Vestry Member, by death, resignation, or otherwise, a Vestry Member shall be elected for the remainder of the unexpired term.

Section 15. **Lay Delegate Terms.** At the annual meeting, lay delegates and alternates to the Diocesan Convention, as prescribed by the Constitution and Canons of the Diocese of Washington, shall be elected to serve for a term of three years, except when one and two year terms are needed to ensure staggered terms or to fill unexpired three-year terms. Each lay delegate or alternate shall be at least 18 years of age and a qualified voting member of the parish. If a change in the number of lay delegates allowed by the Diocese occurs, then the election that year will reflect that change in the number of delegates. Thus if the total number of lay delegates increases by one in a given year, then the number elected in that year would increase by one. If the total number of lay delegates decreases by one in a given year, then the number elected in that year would decrease by one. Lay delegates and alternate lay delegates shall serve in the order of the number of votes received at their election. No person shall serve as lay delegate or alternate lay delegate for more than two consecutive terms.

Section 16. **Nominating Committee.**

(a) At least ten weeks prior to the date selected for the annual meeting in accordance with Section 1, the Rector shall, with the consent of the Vestry, appoint a nominating committee of at least five members, which shall present a list of nominees for Wardens, for Vestry Members, and for lay delegates to the Diocesan Convention for these vacancies. The number of nominees proposed by the committee for Vestry Members shall be at least two greater than the number of Vestry Member vacancies to be filled. However, if the number of

candidates for Vestry Member is not at least two greater than the number of Vestry Member vacancies to be filled, the election shall still go forward.

(b) At least five weeks before the date of the annual meeting, consistent with the requirements of subparagraph (a), the nominating committee shall post and otherwise make known to the parish the names of the persons selected by the nominating committee, as well as the deadline for the submission of nominations by petition.

(c) Anytime after the appointment of the nominating committee, but not less than three weeks prior to the date of the annual meeting, nominations for Wardens, for the Vestry Members, and lay delegates to the Diocesan Convention may be made by petition signed by at least five qualified voters and submitted to any member of the nominating committee.

(d) At least two weeks prior to the date of the annual meeting, the nominating committee shall post and shall otherwise make known to the parish a list of nominees consisting of those of its own selection together with those submitted by proper petition.

(e) Once the list of nominees is posted by the nominating committee, the committee shall conduct a forum either on a Sunday before the annual meeting, or on the day of the annual meeting or at another time agreed upon by the Vestry. The time, date, and place of the forum shall be made known no later than the posting of the nominees. The nominating committee shall establish procedures for the conduct of the forum.

(f) No nominations may be made under this Section 16 without the prior oral or written consent of the person nominated.

Section 17. Vacancies. If a vacancy happens as to a Vestry Member or in the office of Senior or Junior Warden, after their election, or if any one elected shall decline or otherwise be unable to serve, then the other members of the Vestry shall have the power to appoint a new Vestry Member, or Members, or Warden, as the case may be, to serve until the next annual meeting. If a vacancy occurs in the number of lay delegates and alternate lay delegates to the Diocesan Convention, or additional delegates are authorized, the Vestry shall have power to appoint new persons to serve for the unexpired term. Appointments under this Section shall be a majority vote at any Vestry meeting properly considering the matter.

Section 18. Vestry Meeting Presiding Officer. The Rector shall preside at all Vestry meetings when he or she is present and shall have a vote. If the Rector does not preside, or is absent, the Senior Warden shall preside, or if the Senior Warden is also absent, the Junior Warden shall preside. In the absence of the Rector and both Wardens, the Vestry shall select a presiding officer. Provided, however, if the Rectorship is vacant, the Bishop shall preside, if present.

Section 19. Seven members of the Vestry shall constitute a quorum for the transaction of business.

Section 20. Every person chosen as a Vestry Member or Warden shall take and subscribe to the following oath of office: "I, A. B., do solemnly swear that I will faithfully execute the office of a member of the Vestry of Norwood Parish, in Montgomery County, without prejudice, favor or affection, according to the best of my skill and knowledge."

Section 21. Vestry Meetings. Regular meetings of the Vestry shall be held monthly, on a day to be fixed by resolution of the Vestry, and at least three days' notice of each meeting shall be given to each Warden and Vestry Member, provided that any regular meeting may be omitted at the discretion of the Vestry. Special meetings of the Vestry may be called by the Rector, the Senior Warden, or one-third of the Vestry Members, upon not less than three days' notice, provided that the time for this advance notice may be shortened by waiver of a majority of the Vestry at any in-person special meeting. Regular and special Vestry meetings shall be open to all members of the parish. The Vestry may, by majority vote of its members present at any regular or special meeting, resolve itself into an executive session at which other members of the parish shall not be present, unless by specific invitation.

Section 22. Voting at Vestry Meetings. A Vestry Member who participates (either in person or remotely) at a meeting at which the Vestry votes on any corporate action will be presumed to have assented to the action unless the Vestry Member announces the Vestry Member's dissent during the meeting and causes the dissent to be entered in the minutes of the meeting, as provided in Section 2-410 of the Corporations & Associations Article of the Maryland Code.

Section 23. Conduct of Vestry Meetings. Any meeting of the Vestry may be conducted wholly or partially by means of the Internet or other electronic communications technology that enables all participating Vestry Members and other members of the parish at least to hear and be heard by one another as if they were attending a meeting in person. Notice of any such meeting shall include the link and/or instructions to access the meeting via the Internet or other electronic communications technology. For any regular or special meetings of the Vestry, such notice and instructions shall be sent to Vestry Members by e-mail not less than three days prior to the meeting. For any regular meeting of the Vestry, such notice and instructions shall be published in *Crossroads*; for any special meeting (excepting any meeting that is to be conducted entirely in executive session), notice and instructions shall be sent by email to all parishioners not less than three days prior to the meeting.

Section ~~23-24~~. Written Consent in Lieu of Vestry Meeting. Any action required or permitted to be taken at a meeting of the Vestry may be taken without a meeting if (i) Vestry Members unanimously consent in writing (including by email or other electronic means) to such action, and (ii) any resolution submitted for unanimous consent states, and includes the Vestry's confirmation of, the reason for taking the action without a meeting, *e.g.*, that the action (A) is one that would, if taken at a meeting, be considered in an executive session; (B) is a formality (*e.g.*, adoption of new banking resolutions) for which no discussion by Vestry Members or participation by other parishioners would be expected; or (C) is necessary to respond to an emergency situation (*e.g.*, a flood or fire, or failure of heating equipment) that demands immediate action. The full text of any resolution submitted for unanimous consent shall be made available to all Vestry Members prior to any voting on the resolution. Any resolution adopted by unanimous written consent shall be filed with the minutes of proceedings of the Vestry and shall have the same force and effect as a unanimous vote of the entire Vestry at a meeting.

Section 25. ~~The Vestry shall annually elect a Treasurer and a Secretary of the parish either or both of whom may or may not be members of the parish or of the Vestry.~~ Vestry Authority. The Vestry is the governing body of the parish with all powers, duties and

authority granted to it by the Public General Laws of the State of Maryland, the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Episcopal Church"), and the Canons of the Diocese of Washington, by the parish's Articles of Incorporation and by these Bylaws, including but not limited to acting as agent and legal representative of the parish in all matters concerning its property, finances and other corporate and temporal affairs and relations of the parish to the Clergy.

~~III.~~

Clergy

Section 26.

Section 26. Officers. The officers of Norwood Parish shall be the Rector, the Senior Warden, the Junior Warden, the Corporate President, the Treasurer, the Secretary of the Vestry and such other officers as the Vestry may from time to time designate. The Rector, the Senior Warden or the Junior Warden shall be elected annually as Corporate President by vote of the other members of the Vestry. The Vestry shall annually elect a Treasurer and a Secretary of the Vestry, either or both of whom may or may not be members of the parish or of the Vestry.

Section 27. The Wardens. The Senior Warden and Junior Warden shall serve as lay consultants and advisors to the Rector. No less frequently than annually, the Rector, the Senior Warden and the Junior Warden will confer and seek to agree on allocation of supervisory responsibilities and will report their agreement to the other members of the Vestry. Unless the agreement is disapproved by vote of the other members of the Vestry, the Rector, the Senior Warden and the Junior Warden shall have the agreed-upon supervisory responsibilities. Except as otherwise agreed as provided in this Section, the Rector shall have overall responsibility for supervision of parish employees and maintenance of parish property, both real and personal.

Section 28. Treasurer. The Treasurer shall have overall responsibility for maintenance of the financial records of the parish and for custody of all parish funds and investments. All disbursements of parish funds shall be made by or at the direction of the Treasurer. The Treasurer or his or her designee(s) shall provide reports on the parish's financial condition, as the Vestry may request, and shall assist in annual audits of the parish's financial records, as reasonably requested by the auditors.

Section 29. Secretary. In addition to the responsibilities set forth in Section 9 above, the Secretary of the Vestry shall have responsibility for recording the minutes of Vestry meetings and parish meetings in appropriate minute books maintained in the parish office. The Parish Secretary shall perform such other responsibilities as may be assigned by the Vestry.

Section 30. Other Officers. Such other officers as may be designated by the Vestry shall have the responsibilities assigned to them by the Vestry.

Section 31. Clergy.

(a) *Rector*: When the Rectorship becomes vacant, the Vestry shall, by a majority vote of all members of the Vestry, elect a new Rector from among the presbyters of the Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. Such election shall follow consultation with the Bishop in conformity with appropriate Canons of the General Convention.

(b) *Assistant Ministers*: The Vestry shall, by majority vote of all members of the Vestry, elect assistant ministers from among the clergy of the Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. Such election shall be at the nomination of the Rector, and after consultation with the Bishop in conformity with appropriate Canons of the General Convention.

(c) *Contract*: A call of a new Rector or a new Assistant Minister shall be made to, and accepted by, the Minister in writing and shall contain a provision substantially in the following form:

The Vestry of Norwood Parish has elected and does invite the Rev. _____ to be the Rector (or Assistant Minister) of this Parish, to serve pursuant to the following understandings:

1. To have an annual salary of \$ _____ (state with or without the use of a rectory or other Parish-owned housing).
2. To have an annual vacation of _____ (state length of time) with full salary.
3. The Parish shall pay for him/her the required assessment to the Church Pension Fund in accordance with its rules.
4. (In the case of a Rectorship) The Rectorship shall continue until dissolved by mutual consent or by arbitration and decision as provided by Title III, Canon 19 of the General Convention (or state length of tenure if agreed upon).
5. (Other provisions as agreed upon by the Vestry and the Minister.)

In addition to the matters enumerated above, the matters specified in Appendix B to the Canons of this Diocese, entitled *Guidelines for Clergy Contracts*, shall, at the request of either the Vestry or the Minister, be jointly discussed and considered for inclusion in the call. If an understanding be reached between the Vestry and the Minister on any of the subjects specified in Appendix B, the understanding shall be included in the written call.

~~IV.~~

Amendment of Bylaws

Section 27. Section 32. Committees. The Vestry may establish and appoint members to committees for such purposes as are set forth in the committee charters or other Vestry resolutions establishing such committees or governing their activities. Each such committee shall have only such powers and perform such duties as may be assigned to it by the Vestry, consistent with Maryland law and with the Canons of the Diocese of Washington.

Section 33. Indemnification. To the maximum extent permissible under Maryland law, Norwood Parish shall indemnify and advance expenses to any person who is made, or

threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a Vestry Member or officer of Norwood Parish, against all expenses (including attorneys' fees), judgments, fines and amounts paid, or to be paid in settlement, in connection with such action, suit or proceeding.

Section 34. Immunity. To the maximum extent permissible under Maryland law, any person who is or was, or whose testator or intestate is or was, a Vestry Member or officer of Norwood Parish shall be immune from any liability to Norwood Parish or any of its parishioners for money damages based on any action or inaction of such person, or such person's testator or intestate, in the capacity of Vestry Member or officer, except to the extent that (i) it is proved that the Vestry member or officer received an improper benefit or profit; or (ii) a judgment or other final adjudication adverse to the Vestry Member or officer is entered in a proceeding based on a finding that the Vestry Member or officer's action, or failure to act, was the result of active and deliberate dishonesty.

Section 35. Bylaw Amendments. These bylaws may be amended, modified, or repealed, at any annual meeting or any special meeting of the parish by a two-thirds vote of the qualified voters present, provided that written notice is posted in the Narthex of the church, in the Chapel vestibule and on the Vestry bulletin board at least thirty days before such meeting, stating that consideration will be had at that meeting of amending, modifying, or repealing the bylaws in certain respects and stating, in general terms, in what respects the bylaws are proposed to be amended, modified, or repealed. In addition, notice shall be given at services on a Sunday at least two weeks preceding such meeting. Changes to the bylaws may be proposed by the Vestry or by any five qualified voting members of the parish and notice as described in this Section shall be given by the Rector or, in the absence of the Rector, by the Wardens or any two Vestry Members.

EXHIBIT B

to

March 19 Memo to St. John's Parishioners

Concerning Articles of Incorporation and Bylaw Amendments

to be Voted on at 2025 Annual Parish Meeting

RESOLUTION 2 FOR PARISH VOTE AT 2025 ANNUAL PARISH MEETING

(To be voted on only if Resolution 1 does not pass by two-thirds vote)

RESOLVED, that the proposed amendments of the St. John's Bylaws shown (as marked changes) in the version of the Bylaws attached as Annex I to this resolution are hereby approved and adopted.

ANNEX I
to
Resolution 2

BYLAWS OF ST. JOHN'S CHURCH, NORWOOD PARISH

~~(As amended April 23, 2023)~~



Annual and Special Meetings

Section 1. Annual Meeting Date. The annual meeting of Norwood Parish for election of Wardens, Vestry Members, and lay delegates shall be held on a date selected by the Vestry which, unless otherwise determined by the Vestry, shall be within fifteen days following Easter Sunday.

Section 2. Special Meetings. A special meeting of the parish may be called by the Rector, by five members of the Vestry, or by petition of eighty qualified voters of the parish.

Section 3. Meeting Logistics. Annual and special meetings shall be held in person at the church or such other place as the Vestry may designate; or virtually by such means as the Vestry may designate, *i.e.*, by means of the Internet or other electronic communications technology; or through a combination of in-person and virtual participation (*i.e.*, a “hybrid” meeting) as designated by the Vestry. The notice of meeting published pursuant to Section 4 shall state whether the meeting is to be an in-person, virtual or hybrid meeting. If the meeting is to be virtual or hybrid, the notice shall also provide instructions for utilizing the designated electronic communications technology and a link for any on-line platform that is to be used. Any electronic communications

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Section 7. Parish Meeting Quorum. Ten percent (10%) of the members of the parish qualified to vote shall constitute a quorum at annual and special meetings of the parish.

Except for the election of persons nominated for office which is controlled by Section 10 hereof, a majority of the quorum present shall be necessary for the adoption of any matter voted on, except that two-thirds of the votes shall be necessary for the adoption or amendment of bylaws.

Section 8. Voter Qualifications. The members of Norwood Parish qualified to vote at annual and special meetings of the parish are those persons who are:

- (a) Members of the church in good standing (as defined in the canons of General Convention of the Episcopal Church);
- (b) At least 18 years of age; Contributors of record to the parish. A contributor of record for purposes of any annual or special meeting shall be any person otherwise qualified to vote who has made one or more recorded contributions of money and/or services to the parish during the twelve-month period preceding the record date for the meeting, which shall, unless otherwise designated by the Vestry, be the date which is one month before the scheduled date of the meeting. Contributors of record shall be identified as eligible voters, in a manner subject to approval by the Vestry, based on records of pledges and other contributions of money and records of service to Norwood Parish or participation in any of its ministries.
- (c) The Vestry shall decide any issue concerning the omission or inclusion of any person on the list of qualified voters maintained by the Secretary of the parish. The list shall be made available for review not less than two weeks prior to any annual or special meeting.

~~Section 9. The Secretary of the parish shall maintain a list of qualified voters, which shall be made available for review not less than two weeks prior to any annual or special meeting.~~

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(f) Parish elections at the annual meeting shall be by written ballot or electronic ballot, except that, in the event only one person is nominated for any office, the Secretary, on proper motion, duly carried, shall cast a unanimous ballot for such nominee. To be elected, a nominee must receive a majority of the votes of those present and voting.

(g) If the first ballot does not result in an election of a sufficient number of persons, a second ballot may be prepared and cast. From such second ballot there shall be omitted the names of those elected on the first ballot and the number of names on the second ballot shall be reduced to not more than twice the number of persons still to be elected, by removing the names of those who received the least votes on the first ballot.

(h) If the second ballot does not result in a sufficient number of elections, additional ballots may be prepared and cast, with the same procedures as provided for the second ballot to be followed to reduce the number of names on the ballot.

(i) After the third or any successive ballot, the Annual Meeting may, on proper motion, duly carried, suspend the requirement for election by a majority and authorize the Presiding Officer to declare elected the person or persons receiving the highest number of votes less than a majority.

(j) Prior to the casting of the second or any successive ballot, any nominee may withdraw his or her name from the ballot.

Section 11. Election Determinations. The members of the Vestry, or a majority of those who participate (remotely or in person), shall be the judge of the election of Vestry Members, Wardens, and delegates, and of the qualifications of voters and of the qualifications of the parishioners proposed to be elected as Vestry Members, Wardens, and delegates.

~~II. Vestry, Wardens and Convention Delegates~~

Section 12. Composition of Vestry. The Vestry shall consist of the Rector, a Senior Warden, a Junior Warden, and twelve Vestry Members and, for the purposes of these bylaws, all shall be considered members of the Vestry. Wardens and Vestry Members shall be elected at the annual meeting of the parish for terms of office and in the manner herein provided. To be eligible for election, Wardens and Vestry Members shall be qualified voting members of the parish, who are at least 18 years of age.

Section 13. Term Limits.

(a) A term of office for the Junior or Senior Warden shall be one year and for a Vestry Member shall be three years. In either case, the term shall run from taking the oath of office until the annual meeting is held during the year in which the term expires.

(b) Wardens may serve for three consecutive one-year terms, and Vestry Members may serve for one three-year term. After the maximum period of service is reached, Wardens and Vestry Members shall be ineligible for those offices for a period of one year, except:

- (5) That any person who is currently serving as a Vestry Member or Junior Warden may be elected Senior Warden and serve three consecutive one-year terms as such;
- (6) That any person who is currently serving as a Vestry Member or Senior Warden may be elected Junior Warden and serve three consecutive one-year terms as such;
- (7) That any person who is currently serving as Junior or Senior Warden may be elected as a Vestry Member and serve one, three-year term as such;
- (8) That a person elected as a Vestry Member to fill the unexpired term of another Vestry Member, and who has served less than the full, three-year term, may be elected as a Vestry Member for a full, three-year term.

(c) Notwithstanding any other provision of this Section, no person shall serve as a member of the Vestry for more than six consecutive years before becoming ineligible for re-election for a period of one year.

(d) The eligibility requirements set forth in this Section shall apply to all elections at annual or special meetings and to appointments by the Vestry to fill a vacancy.

Section 14. **Warden and Vestry Member Terms.** At every annual meeting, each Warden shall be elected to a one-year term, four Vestry Members shall be elected to three-year terms, and if a vacancy has occurred during the term of a Vestry Member, by death, resignation, or otherwise, a Vestry Member shall be elected for the remainder of the unexpired term.

Section 15. **Lay Delegate Terms.** At the annual meeting, lay delegates and alternates to the Diocesan Convention, as prescribed by the Constitution and Canons of the Diocese of Washington, shall be elected to serve for a term of three years, except when one and two year terms are needed to ensure staggered terms or to fill unexpired three-year terms. Each lay delegate or alternate shall be at least 18 years of age and a qualified voting member of the parish. If a change in the number of lay delegates allowed by the Diocese occurs, then the election that year will reflect that change in the number of delegates. Thus if the total number of lay delegates increases by one in a given year, then the number elected in that year would increase by one. If the total number of lay delegates decreases by one in a given year, then the number elected in that year would decrease by one. Lay delegates and alternate lay delegates shall serve in the order of the number of votes received at their election. No person shall serve as lay delegate or alternate lay delegate for more than two consecutive terms.

Section 16. **Nominating Committee.**

(g) At least ten weeks prior to the date selected for the annual meeting in accordance with Section 1, the Rector shall, with the consent of the Vestry, appoint a nominating committee of at least five members, which shall present a list of nominees for Wardens, for Vestry Members, and for lay delegates to the Diocesan Convention for these vacancies. The number of nominees proposed by the committee for Vestry Members shall be at least two greater than the number of Vestry Member vacancies to be filled. However, if the number of candidates for Vestry Member is not at least two greater than the number of Vestry Member vacancies to be filled, the election shall still go forward.

(h) At least five weeks before the date of the annual meeting, consistent with the requirements of subparagraph (a), the nominating committee shall post and otherwise make known to the parish the names of the persons selected by the nominating committee, as well as the deadline for the submission of nominations by petition.

(i) Anytime after the appointment of the nominating committee, but not less than three weeks prior to the date of the annual meeting, nominations for Wardens, for the Vestry Members, and lay delegates to the Diocesan Convention may be made by petition signed by at least five qualified voters and submitted to any member of the nominating committee.

(j) At least two weeks prior to the date of the annual meeting, the nominating committee shall post and shall otherwise make known to the parish a list of nominees consisting of those of its own selection together with those submitted by proper petition.

(k) Once the list of nominees is posted by the nominating committee, the committee shall conduct a forum either on a Sunday before the annual meeting, or on the day of the annual meeting or at another time agreed upon by the Vestry. The time, date, and place of the

forum shall be made known no later than the posting of the nominees. The nominating committee shall establish procedures for the conduct of the forum.

(l) No nominations may be made under this Section 16 without the prior oral or written consent of the person nominated.

Section 17. [Vacancies.](#) If a vacancy happens as to a Vestry Member or in the office of Senior or Junior Warden, after their election, or if any one elected shall decline or otherwise be unable to serve, then the other members of the Vestry shall have the power to appoint a new Vestry Member, or Members, or Warden, as the case may be, to serve until the next annual meeting. If a vacancy occurs in the number of lay delegates and alternate lay delegates to the Diocesan Convention, or additional delegates are authorized, the Vestry shall have power to appoint new persons to serve for the unexpired term. Appointments under this Section shall be a majority vote at any Vestry meeting properly considering the matter.

Section 18. [Vestry Meeting Presiding Officer.](#) The Rector shall preside at all Vestry meetings when he or she is present and shall have a vote. If the Rector does not preside, or is absent, the Senior Warden shall preside, or if the Senior Warden is also absent, the Junior Warden shall preside. In the absence of the Rector and both Wardens, the Vestry shall select a presiding officer. Provided, however, if the Rectorship is vacant, the Bishop shall preside, if present.

Section 19. Seven members of the Vestry shall constitute a quorum for the transaction of business.

Section 20. Every person chosen as a Vestry Member or Warden shall take and subscribe to the following oath of office: "I, A. B., do solemnly swear that I will faithfully execute the office of a member of the Vestry of Norwood Parish, in Montgomery County, without prejudice, favor or affection, according to the best of my skill and knowledge."

Section 21. [Vestry Meetings.](#) Regular meetings of the Vestry shall be held monthly, on a day to be fixed by resolution of the Vestry, and at least three days' notice of each meeting shall be given to each Warden and Vestry Member, provided that any regular meeting may be omitted at the discretion of the Vestry. Special meetings of the Vestry may be called by the Rector, the Senior Warden, or one-third of the Vestry Members, upon not less than three days' notice, provided that the time for this advance notice may be shortened by waiver of a majority of the Vestry at any in-person special meeting. Regular and special Vestry meetings shall be open to all members of the parish. The Vestry may, by majority vote of its members present at any regular or special meeting, resolve itself into an executive session at which other members of the parish shall not be present, unless by specific invitation.

Section 22. [Voting at Vestry Meetings.](#) A Vestry Member who participates (either in person or remotely) at a meeting at which the Vestry votes on any corporate action will be presumed to have assented to the action unless the Vestry Member announces the Vestry Member's dissent during the meeting and causes the dissent to be entered in the minutes of the meeting, as provided in Section 2-410 of the Corporations & Associations Article of the Maryland Code.

Section 23. [Conduct of Vestry Meetings.](#) Any meeting of the Vestry may be conducted wholly or partially by means of the Internet or other electronic communications technology

that enables all participating Vestry Members and other members of the parish at least to hear and be heard by one another as if they were attending a meeting in person. Notice of any such meeting shall include the link and/or instructions to access the meeting via the Internet or other electronic communications technology. For any regular or special meetings of the Vestry, such notice and instructions shall be sent to Vestry Members by e-mail not less than three days prior to the meeting. For any regular meeting of the Vestry, such notice and instructions shall be published in *Crossroads*; for any special meeting (excepting any meeting that is to be conducted entirely in executive session), notice and instructions shall be sent by email to all parishioners not less than three days prior to the meeting.

Section 23-24. Written Consent in Lieu of Vestry Meeting. Any action required or permitted to be taken at a meeting of the Vestry may be taken without a meeting if (i) Vestry Members unanimously consent in writing (including by email or other electronic means) to such action, and (ii) any resolution submitted for unanimous consent states, and includes the Vestry's confirmation of, the reason for taking the action without a meeting, *e.g.*, that the action (A) is one that would, if taken at a meeting, be considered in an executive session; (B) is a formality (*e.g.*, adoption of new banking resolutions) for which no discussion by Vestry Members or participation by other parishioners would be expected; or (C) is necessary to respond to an emergency situation (*e.g.*, a flood or fire, or failure of heating equipment) that demands immediate action. The full text of any resolution submitted for unanimous consent shall be made available to all Vestry Members prior to any voting on the resolution. Any resolution adopted by unanimous written consent shall be filed with the minutes of proceedings of the Vestry and shall have the same force and effect as a unanimous vote of the entire Vestry at a meeting.

Section 25. ~~The Vestry shall annually elect a Treasurer and a Secretary of the parish either or both of whom may or may not be members of the parish or of the Vestry.~~ Vestry Authority. The Vestry is the governing body of the parish with all powers, duties and authority granted to it by the Public General Laws of the State of Maryland, the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Episcopal Church"), and the Canons of the Diocese of Washington, and by these Bylaws, including but not limited to acting as agent and legal representative of the parish in all matters concerning its property, finances and other corporate and temporal affairs and relations of the parish to the Clergy.

III.

Clergy

Section 26.

Section 26. Officers. The officers of Norwood Parish shall be the Rector, the Senior Warden, the Junior Warden, the Treasurer, the Secretary of the Vestry and such other officers as the Vestry may from time to time designate. The Senior Warden shall serve as the corporate President of Norwood Parish; provided, however, that the Vestry, by vote of its members other than the Senior Warden, the Junior Warden and the Rector, may designate the Rector or the Junior Warden, in place of the Senior Warden, as the

corporate President. The Vestry shall annually elect a Treasurer and a Secretary of the Vestry, either or both of whom may or may not be members of the parish or of the Vestry.

Section 27. The Wardens. The Senior Warden and Junior Warden shall serve as lay consultants and advisors to the Rector and shall perform such other responsibilities as may be assigned to them by the Vestry. Unless the Vestry directs otherwise, the Senior Warden and Junior Warden shall have overall responsibility for supervision of parish employees and maintenance of parish property, both real and personal.

Section 28. Treasurer. The Treasurer shall have overall responsibility for maintenance of the financial records of the parish and for custody of all parish funds and investments. All disbursements of parish funds shall be made by or at the direction of the Treasurer. The Treasurer or his or her designee(s) shall provide reports on the parish's financial condition, as the Vestry may request, and shall assist in annual audits of the parish's financial records, as reasonably requested by the auditors.

Section 29. Secretary. In addition to the responsibilities set forth in Section 9 above, the Secretary of the Vestry shall have responsibility for recording the minutes of Vestry meetings and parish meetings in appropriate minute books maintained in the parish office. The Parish Secretary shall perform such other responsibilities as may be assigned by the Vestry.

Section 30. Other Officers. Such other officers as may be designated by the Vestry shall have the responsibilities assigned to them by the Vestry.

Section 31. Clergy.

(d) *Rector:* When the Rectorship becomes vacant, the Vestry shall, by a majority vote of all members of the Vestry, elect a new Rector from among the presbyters of the Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. Such election shall follow consultation with the Bishop in conformity with appropriate Canons of the General Convention.

(e) *Assistant Ministers:* The Vestry shall, by majority vote of all members of the Vestry, elect assistant ministers from among the clergy of the Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. Such election shall be at the nomination of the Rector, and after consultation with the Bishop in conformity with appropriate Canons of the General Convention.

(f) *Contract:* A call of a new Rector or a new Assistant Minister shall be made to, and accepted by, the Minister in writing and shall contain a provision substantially in the following form:

The Vestry of Norwood Parish has elected and does invite the Rev. _____ to be the Rector (or Assistant Minister) of this Parish, to serve pursuant to the following understandings:

6. To have an annual salary of \$ _____ (state with or without the use of a rectory or other Parish-owned housing).

7. To have an annual vacation of _____ (state length of time) with full salary.
8. The Parish shall pay for him/her the required assessment to the Church Pension Fund in accordance with its rules.
9. (In the case of a Rectorship) The Rectorship shall continue until dissolved by mutual consent or by arbitration and decision as provided by Title III, Canon 19 of the General Convention (or state length of tenure if agreed upon).
10. (Other provisions as agreed upon by the Vestry and the Minister.)

In addition to the matters enumerated above, the matters specified in Appendix B to the Canons of this Diocese, entitled *Guidelines for Clergy Contracts*, shall, at the request of either the Vestry or the Minister, be jointly discussed and considered for inclusion in the call. If an understanding be reached between the Vestry and the Minister on any of the subjects specified in Appendix B, the understanding shall be included in the written call.

~~IV.~~

Amendment of Bylaws

~~Section 27.~~ Section 32. Committees. The Vestry may establish and appoint members to committees for such purposes as are set forth in the committee charters or other Vestry resolutions establishing such committees or governing their activities. Each such committee shall have only such powers and perform such duties as may be assigned to it by the Vestry, consistent with Maryland law and with the Canons of the Diocese of Washington.

Section 33. Indemnification. To the maximum extent permissible under Maryland law, Norwood Parish shall indemnify and advance expenses to any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a Vestry Member or officer of Norwood Parish, against all expenses (including attorneys' fees), judgments, fines and amounts paid, or to be paid in settlement, in connection with such action, suit or proceeding.

Section 34. Immunity. To the maximum extent permissible under Maryland law, any person who is or was, or whose testator or intestate is or was, a Vestry Member or officer of Norwood Parish shall be immune from any liability to Norwood Parish or any of its parishioners for money damages based on any action or inaction of such person, or such person's testator or intestate, in the capacity of Vestry Member or officer, except to the extent that (i) it is proved that the Vestry member or officer received an improper benefit or profit; or (ii) a judgment or other final adjudication adverse to the Vestry Member or officer is entered in a proceeding based on a finding that the Vestry Member or officer's action, or failure to act, was the result of active and deliberate dishonesty.

Section 35. Bylaw Amendments. These bylaws may be amended, modified, or repealed, at any annual meeting or any special meeting of the parish by a two-thirds vote of the qualified voters present, provided that written notice is posted in the Narthex of the church, in the Chapel vestibule and on the Vestry bulletin board at least thirty days before such meeting, stating that consideration will be had at that meeting of amending, modifying, or repealing the bylaws in certain respects and stating, in general terms, in what respects the bylaws are proposed to be

amended, modified, or repealed. In addition, notice shall be given at services on a Sunday at least two weeks preceding such meeting. Changes to the bylaws may be proposed by the Vestry or by any five qualified voting members of the parish and notice as described in this Section shall be given by the Rector or, in the absence of the Rector, by the Wardens or any two Vestry Members.

