

BY - LAWS
for the government of:
St. James' Episcopal Church
Incorporated under the subtitle of "Perkiomen"
Collegeville, Montgomery County, Pennsylvania

ARTICLE I
Members

Section 1. The members of the congregation qualified to vote at elections of Vestry Persons and on all questions that may come before any meeting of the congregation, shall be communicants in good standing (as defined by the Canons of the National Church), of the age of eighteen years and upwards, who shall have been worshipers in this church as their usual place of worship, and who have contributed toward the financial support of the Church.

ARTICLE II
Election of Vestry, Lay Convention Deputies and Deanery Representatives

Section 1. The election shall take place at the Annual Parish Meeting held on a date selected by the Vestry no earlier than the 4th Sunday of January and no later than the 1st Sunday in May with preference given to the 3rd week of Easter. The Meeting will be announced to the congregation on at least two successive Sundays proceeding the day of election. The Rector, the Rector's Warden or the People's Warden, in the order named, shall preside at the meeting.

Section 2 (a). Each year, four Vestry Persons shall be elected for a three year term. No member may serve more than 2 full terms without one year off the Vestry. However, a member who has been appointed or elected to fill a vacancy and who has served continuously for less than three years is eligible for election to a three year term. A Vestry member may be elected to a one or two year term, if needed. If four persons are not elected to the Vestry in a given year, the Vestry has the power to appoint such person or persons to fill vacancies for a one year term.

Section 2 (b). The congregation shall select three Lay Deputies to attend and represent the Parish at the Diocesan Convention as required by the Canons of the Church. The term of service is one year.

Section 2 (c). The congregation shall also select at least one but not more than three Representatives to the Valley Forge Deanery for a term of one year. Representatives are expected to attend meetings held in February, May and September. Lay Deputies may serve dually as Deanery Representatives.

Section 3 (a). Communicants who are members in good standing (i.e. communicants who have been faithful in corporate worship and faithful in working, praying and giving for the spread of the mission of the parish), are 18 years or older, have made a mature public affirmation of their faith and commitment to the responsibilities of their Baptism as they will have been confirmed or received by the laying on of hands by a Bishop of the Episcopal Church, are an active pledging unit, and shall have been attending this parish for a minimum of one year shall be eligible to be elected to the Vestry, or for appointment as Lay Deputies to Convention, and as Deanery Representative.

Section 3 (b). No employee of the parish shall be eligible for election to the Vestry.

Section 3 (c). Vestry candidates/members should have a positive, productive, and respectful relationship established with the Rector and fellow Vestry members.

Section 4. The nominating committee shall be appointed by the Rector and will be charged with coordinating the slate of members nominated for the Vestry. In practice, the committee will be comprised of outgoing Vestry members. Not less than six (6) weeks in advance of the Annual Parish Meeting, the Congregation will be notified of the upcoming election and nominations from members will be accepted. Nominations for Vestry Persons shall be made in writing or electronically and submitted to the nominating committee not less than two (2) weeks prior to the day of elections. Should a full slate of nominees to fill all open Vestry positions not be obtained prior to the Annual Parish Meeting, the Rector, at his/her discretion, may open nominations from the floor.

Section 5 (a). The election of Vestry Persons by ballot shall be determined by a majority vote of the members present. If all the Vestry Persons are not elected on the first ballot, a second ballot will be taken of the remaining nominees. The nominees receiving the highest number of votes on the second ballot will be elected. At the close of nominations tellers shall be appointed by the Chairperson. Acclamation by voice vote of the congregants in attendance at the meeting shall determine persons elected in the event a ballot is not required.

Section 5 (b). Individuals selected by the congregation as Deputies to Diocesan Convention and Representatives to Valley Forge Deanery at the Annual Parish Meeting shall be officially appointed at the meeting.

Section 6. The elected Vestry members and appointed deputies and representatives shall be notified of their election/appointment by the Secretary within one week of their election/appointment and the congregation shall be notified on the Sunday following the Annual Meeting.

Section 7. Vacancies occurring during a year may be filled by appointment of the Vestry. Such appointments shall not carry over beyond the next annual election. Appointed members of the Vestry of the preceding year whose terms have expired shall be eligible for election for such vacancies.

Section 8. In the absence of a Rector the Vestry shall remain static until such time as an annual meeting is held under the auspice of an Interim Rector or Priest-in-Charge.

ARTICLE III

The Meetings of the Vestry

Section 1. The stated meetings of the Vestry shall be held at a time and place determined at the preceding stated meeting. The first stated meeting following the Annual Meeting shall be a meeting for the purpose of organization.

Section 2. The Vestry shall constitute a quorum for the transaction of business when 51% or greater of the members have assembled. A vote on a matter of business that requires immediate action outside of the stated meeting time may be taken electronically. Response to a request for an electronic vote is expected within 72 hours. The vote of any member who does not reply within that stated time frame will be considered an abstention. In such case the member(s) may voice his/her opinion beyond the 72 hour time frame; however, as with an assembled meeting, a vote from 51% of members responding will carry. Electronic votes will be recorded as part of the minutes of the regular vestry meeting following the request for vote.

Section 3. Special meetings may be called at any time with five days' notice by the Rector, or in the Rector's absence or declining to act, by any two members of the Vestry. The object of the meeting shall be stated at the time of the call and no other business shall be transacted. Should such a meeting be called due to the deemed inaction of the Rector notification in writing stating the object of the meeting shall be provided to him/her within the same five day period.

Section 4. At the first Vestry meeting after the election, the Vestry members shall choose their own officers for the current year. The Vestry shall elect a communicant in good standing of this parish to be the Treasurer. The Rector shall appoint a Rector's Warden. The Vestry shall elect from its members a People's Warden. Persons to be appointed/elected as a

warden shall have served on the Vestry for a period of at least one year. The Vestry shall then elect a Secretary and such other officers as the Vestry shall deem advisable, none of whom need be a member of the Vestry. The Vestry shall also select a suitable person to be Sexton of the Church.

Section 5. The election of officers shall be by ballot unless there is only one candidate nominated for each office.

Section 6. The Rector, or in the Rector's absence, the Rector's Warden or People's Warden, in that order, shall preside at the meetings of the Vestry. If all are absent, any other member present may be appointed chairperson to preside at such meeting.

Section 7. The order of business at the regular meetings of the Vestry shall be as follows: The minutes of the preceding meeting shall be approved, communications may then be presented and disposed of, reports of committees acted on, and any other business will be in order.

Section 8. The yeas and nays may be called for by any Vestry member and, if required, shall be entered in the minutes of the meeting.

Section 9. It shall be expected that attendance at the Vestry meetings will be of the highest priority. Three consecutive unexcused absences or missing more than six meetings per year shall be cause for dismissal from the Vestry. If a member anticipates missing more than six meetings per year, his or her resignation shall be expected. Notification of absence must be given to the Rector or the Rector's Warden.

Section 10. Any member of the Vestry may be removed from office with cause for conduct unbecoming a member. Prior to such removal, the Wardens or their designees shall attempt to resolve the situation with a meeting with the member.

Should the situation remain unresolved, a Special Meeting of the Vestry will be called, and the removal of the member will carry pursuant to the vote of that number of Vestry members constituting two-thirds (2/3) of the number of Vestry members established in the By-Laws of the Parish. Any Vestry member removed from office shall turn over to the Warden(s) within seventy-two (72) hours any keys to church buildings and any/all Vestry records and materials in his/her possession.

A member who is removed from the Vestry shall not be eligible to stand for reelection nor participate on Commissions until a minimum period of twenty (24) months of separation from the Vestry has passed from the date of dismissal. Volunteering for Parish events is not restricted. After the separation period expires, the member must meet with the current sitting Vestry prior to standing for election or joining a Commission.

ARTICLE IV

The Duties of the Church Wardens, Treasurer, Secretary; and Sexton

Section 1 (a). It is the role of the Wardens to represent the congregation and work in cooperation with the Rector to foster the mission and vision of the parish. Except as delegated to Vestry Committees/Commissions the Wardens shall have a general superintendence of the property of the Church, shall take care that the Sexton and other employees perform their respective duties, and do all to see that order is maintained in and about the Church. They, or the Committees/Commissions delegated to do so, shall have power to make purchases of all articles necessary for the use of the Church within the limits of the budget approved by the Vestry without authorization from the Vestry.

Section 1 (b). The Wardens shall provide a register, to be kept in the custody of the Rector, in which shall be recorded by the Rector, or other minister of the Parish, a list of the Communicants of the Parish, all Marriages, Baptisms, Confirmations, and Burials, at which such clergy have officiated in the Parish, together with all pertinent information as required by the Canons. This book shall belong to the Corporation as a part of the Church records. Certificates from these records, under seal, shall, when requested, be provided by the Rector or Wardens.

Section 1 (c). In addition the Wardens shall have responsibility for administration of the cemetery. They shall have the authority to approve the sale of space in the graveyard for the purpose of burial, to collect proper stipend, as determined by the Vestry, upon sale of such space and to issue certificates of ownership upon full payment of the stipend. Certificate of ownership of said space entitles the holder to burial within the cemetery in accordance with cemetery policy as adopted by the Vestry. The Wardens shall keep a plan of the burial ground with all vacant and occupied lots marked thereon.

Section 1 (d). During the transition period from the time a current rector announces his/her departure to the installation of a new rector the Wardens, in coordination with the Vestry and under authority of the Bishop, have overall responsibility for the parish ensuring that all legal business is transacted and that services are maintained and the needs of visiting clergy are met.

Section 2 (a). The Treasurer shall have the responsibility of title papers, insurance policies and seal of the Church and have charge of all revenues of the Church.

Section 2 (b). The Treasurer, in conjunction with an accountant (either volunteer or in the employ of the parish) shall have responsibility of maintaining the book of account of the Church. The Treasurer shall have charge of all the revenues of the Church and shall disburse them under the orders of the Vestry. All transactions shall be entered into a book and made available for inspection at the request of the Vestry. The Treasurer shall oversee the accountant ensuring payment to the Rector and all other officers or employees of the Church their stated salaries or compensations, expenditure of revenues necessary for the maintenance and repair of all Church properties, and allocation of corporate funds as legally required.

Section 2 (c). All checks or orders for the payment of money drawn against any fund belonging to the Corporation in the amount of \$2,000.00 or greater shall be signed by the Treasurer and shall be countersigned by the Rector's Warden provided that the Vestry may by resolution designate one or more alternates to sign or countersign checks if necessary. To expedite payment of routine billing no countersignature shall be required. Payment of expenditures incurred by Vestry commissions within the limits of the annual budget shall be submitted on a "Request for Payment" form. Requests shall require the signature of the Rector or Rector's Warden within amount constraints set by the Vestry.

Section 2 (d). The Treasurer shall provide to the Vestry at the stated meeting and to the Annual Parish Meeting accounts of all receipts and disbursements for the year. The Treasurer shall at the stated meeting and at other times as required by the Vestry provide a statement of all debits and liabilities of the Church and a statement of all the property, claims and effects belonging to the Church. These accounts shall be audited annually in conformity with Canonical requirements. The books of accountant of the Treasurer shall be open at all reasonable times to the inspection of the Vestry.

Section 2 (e). The Treasurer shall keep or ensure the accountant keeps a register or record in which shall be entered the names of all persons who contribute to the current expenses of the Church, and the amount of such contribution. A list of members qualified to vote and eligible for election to the Vestry shall be prepared from these records prior to the day of election. Contributions presented at weekly worship shall be counted following Sunday services by not less than two members of the congregation as appointed by the Treasurer. A list of

members qualified to vote and eligible for election to the Vestry shall be prepared from these records prior to the day of election.

Section 3. It shall be the duty of the Secretary to attend all meetings of the Vestry and keep accurate minutes of the proceedings and to perform all reasonable and customary duties incident to the office of Secretary. The Secretary shall have the responsibility of these minutes.

Section 4. The Sexton shall perform all duties connected with the affairs of the parish as shall be required by the Rector or the Wardens.

ARTICLE V

Commissions and Committees

Section 1. The Vestry may create such commissions/committees, standing or special, to perform such functions and to serve such terms as it may deem appropriate. Members of the Vestry are appointed by the Rector to the commissions/committees of the Vestry, subject to approval of the Vestry. Other members of the parish may be invited to join commissions/committees at the discretion of those commissions/committees.

Section 2. Commissions will have as a member at least one (1) Vestry liaison, who will either lead the Commission or be an active participant. At regularly scheduled Vestry meetings, and other times as necessary, the designated liaison will report on activities and initiatives of the Commission. Commission members may include other Vestry members, or other interested members of the parish.

Section 3. The Vestry liaison is responsible for identifying and recruiting members of the specific commission.

Section 4. The Vestry liaison should be empowered to direct activities by the commission, subject to the parameters of the commission set up by the Vestry.

Section 5. Commissions should be empowered to make decisions on their own, although specific limitations can be established when the commission is established. Limitations could include dollar amounts that can be spent, and from which accounts; communications inside or outside of the parish, and who needs to review and approve.

Section 6. For matters impacting the parish, including decisions which entail financial commitments greater than the governance granted to commissions, the commission committee may provide a recommendation or proposal to the Vestry. Vestry will take the recommendation/proposal under advisement; however, it is not under any obligation to accept or adopt it. A Vestry vote following normal procedures will determine how to proceed for the matter at hand.

ARTICLE VI

The Election of a Rector or Assistant Minister

Section 1. To elect a Rector, consenting votes by ballot of at least nine members of the Vestry shall be necessary, and to the election of an Assistant Minister, the previous consent of the Rector also.

Section 2. In either case, the person to be elected shall have been nominated at a previous meeting of the Vestry, and the notices for this meeting at which such election is intended, shall express such intention.

ARTICLE VII
Register of Marriages, Baptisms, Confirmations, and Burials

Section 1. The Rector shall ensure a correct register is kept of all marriages, baptisms, confirmations and burials at which the Rector or other clergy shall have officiated, in a book provided for such purpose. This book of records shall be the property of the Church. (See Article IV, Section 1 (b): Duties of Church Wardens)

ARTICLE VIII
The Church Buildings and Furnishings

Section 1. All applications for the use of the Church shall be made to the Rector who shall have the power to grant or deny them.

Section 2. A fee schedule shall be established for building usage by outside groups. The schedule shall, in addition, provide for remuneration of personnel where required to augment said usage if outside the realm of regular sexton duties.

Section 3. No alteration of, or addition to, any part of the Church building or the Church furniture, nor any decoration of same, shall be made without consent of the Rector and the Vestry.

ARTICLE IX
Gifts to the Church

Section 1. All articles of every description given to the Church or placed in, upon or about the Church building, whether as memorials or otherwise, shall become the absolute property of the Church, and subject to the exclusive control and disposition of the Vestry in all respects.

Section 2. All monetary gifts, whether as memorials or otherwise, shall also be subject to the exclusive control and disposition of the Vestry.

Article X
Indemnification

Section 1 (a). Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status and to the fullest extent that the laws of the Commonwealth of Pennsylvania permit, no member of the Vestry of the Church shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a member of the Vestry.

Section 1 (b). The church will indemnify (secure [someone] against legal responsibility for their actions) each person who may serve or who has served at any time as a member of the clergy, a member of the Vestry, Church Warden, Treasurer, Secretary, Sexton or any employee of the church 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 in which he or she may become involved by reason of his or her service in such

capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the church; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Vestry Persons who are not at that time parties to the proceeding.

Article XI The Seal of the Church

Section 1. The legal seal of the Church shall have inscribed upon it, "The Minister, Wardens and Vestry of the Episcopal Congregation of St. James' Church, Perkiomen, Montgomery County, Pennsylvania, incorporated October 3, 1788, and it shall be used on all papers, deeds and writings to which it shall be necessary to affix the Church seal.

ARTICLE XII Alteration of the By-Laws

Section 1. A review of these By-Laws shall be undertaken by the Vestry every three years to determine the need for alteration or amendment. No alteration or amendment shall be made unless proposed at a stated meeting and voted on at a subsequent meeting by a majority of the whole Vestry.

ARTICLE XIII Communications Policy

Section 1. A Communications Policy and Guidelines document will govern all internal and external Parish communications at St. James'. All congregation members and Vestry members are to abide by the policies set forth in the Communications Policy and Guidelines. The policy will be updated periodically at the discretion of the St. James' Communications Director and be available online at www.stjames-episcopal.org or in hard copy from office staff.

Section 2. The St. James' Communications Director will be responsible for the development, revision, and adherence to all communication guidelines. All Parish-related communications must be reviewed and cleared by the Communications Director, or their designee, prior to publication.

Revised and approved by St. James' Vestry July 2019.

For further details regarding responsibilities of elected officers and Vestry committees/commissions, please see the document Supplement to St. James' Church By-Laws. This is a working document used to facilitate an efficient means of adapting responsibilities where a full revision of the By-Laws is not required. It is not intended, under any circumstance, to supersede these By-Laws.