

**The Episcopal Diocese of Massachusetts
138 Tremont Street
Boston, Massachusetts 02111**

Model By-laws for Parishes

Adopted by the Standing Committee October 11, 2012

Edited by the Standing Committee on May 11, 2017

**In conformity with the Constitution and Canons of The Episcopal Church and
The Episcopal Diocese of Massachusetts**

Standing Committee

The Episcopal Diocese of Massachusetts

Model By-laws or Constitution for the Organization of Parishes

...The Standing Committee shall from time to time adopt and maintain a model bylaw for the guidance of missions, summer chapels and parishes of the Diocese, and the constitution or bylaws of each mission, summer chapel or parish shall at all times be in substantial compliance therewith, subject to such variations as the Bishop and Standing Committee may otherwise authorize.

Constitution and Canons of the Episcopal Diocese of Massachusetts
Canon 14, Section 6

In each parish, our constitution or by-laws define the rules of governance by which we work together in Christian community. Periodic review of these documents by vestries and parishes is important because it provides an opportunity for parishes to update their by-laws to conform with changes in national and diocesan canons as well as newly adopted revisions to the Standing Committee's model version.

The process of reviewing by-laws also provides the parish with an opportunity for educating members about church governance. Parishes are encouraged to approach this work as a chance for teaching about The Episcopal Church's theology and practice of authority and accountability. By-laws define the rights of members with respect to a parish, and so it is important that the whole congregation have opportunity to learn about and vote on changes in the by-laws.

- If your parish is incorporated, this is a template for your by-laws. If your parish is NOT incorporated, this is a template for your constitution. The document you submit to the Standing Committee and the Bishop for approval is one OR the other! The model includes both options so remove the one that is not appropriate for your particular parish.
- Footnotes are provided to help as you prepare your by-laws or constitution – they should not be included in the document you submit.
- Please review appropriate sections of the Constitutions and Canons of the Diocese of Massachusetts and The Episcopal Church to guide you in your work. Updated versions of the Constitution and Canons of the Diocese of Massachusetts and the Episcopal Church can be found at these websites: <http://www.diomass.org/inside/governance>
http://www.episcopalarchives.org/CandC_ToC_2012.html

By-law review is a process that should involve the parish community. Below is a suggested process, as well as a checklist for the vestry and the committee appointed to draft a set of revised by-laws.

Recommended Revision Process:

1. Vestry decision to update the by-laws.
2. Appointment of an ad hoc by-law committee by vestry.
3. Contact the Assistant for Governance and Administration (currently Chelsea Smith – csmith@diomass.org) to be assigned a liaison from the Standing Committee. This liaison will review the Standing Committee’s recommendations and requirements for by-law revisions with you, and be available to you to answer questions as the process unfolds.
4. Committee review of relevant national and diocesan canons and model-bylaws.
5. Review of current parish by-laws & discussion of any governance issues present in the congregation. (Note that issues of conflict or concern generally are better resolved through pastoral care and reconciliation than through by-law revision.)
6. Revision of by-laws by committee.
By Diocesan canon, and to promote transparent and healthy governance within our parishes, proposed by-laws must be in substantial compliance with the Standing Committee's model by-laws. If your parish's proposed by-laws depart from the model by-laws, you are urged to discuss this with your Standing Committee Liaison early on in the drafting process (prior to taking a vestry vote). He or she can provide guidance on whether the Standing Committee is likely to approve your proposed departure from the model by-laws. The Standing Committee will not approve any departures from the model by-laws that will not pass canonical scrutiny.
7. Discussion and vote on proposed revised by-laws by vestry.
8. Preparation of the congregation for parish meeting (often the annual meeting, but this can be another occasion with a proper quorum of members): education & communication so they can make an informed decision.
9. Discussion and vote at annual meeting or parish meeting. (By-laws, by their very nature, are meant to define the rights of members with respect to a parish, and so only the members of the parish acting in a parish meeting can give such a document final approval.)
10. Submission of new proposed by-laws to Standing Committee by the rector and senior warden. The submission to the Standing Committee must include the following:
 - a. A cover letter indicating the dates of the votes to approve the draft by-laws by the vestry and by the parish.
 - b. A clean copy of the revised by-laws.
 - c. A full description and explanations of any differences between the revised parish by-laws and the Model By-laws.

11. Your Standing Committee liaison will review the proposed revised by-laws and prepare them for presentation to the Standing Committee.

12. The Standing Committee will review and vote on the proposed by-laws. If the by-laws pass, the process will be completed. If the Standing Committee has concerns, the vestry, via the rector and senior warden, will be contacted by a member of the Standing Committee, to explain those concerns and proposed revisions and work towards a satisfactory resolution.

a. If the by-laws are approved as submitted or with only formatting/clarifying changes (that is, typo's, formatting or other changes that do not alter the meaning of the by-laws), the process will be completed and the by-laws will go into effect as of the date of the Standing Committee's vote.

b. If the by-laws are not approved by the Standing Committee, the vestry, via the rector and senior warden, will be contacted by a member of the Standing Committee to explain the concerns, offer proposed revisions and work towards a satisfactory resolution.

Following discussion, the vestry of the parish will revise and resubmit their proposed bylaws to the Standing Committee, which, if approved by the Standing Committee, will then be returned for final approval by a parish meeting, at which point they will become immediately effective.

Check List to follow before submitting the revised by-laws to the Standing Committee:

- If you are using the diocesan model by-laws as a template: have you removed all footnotes?
- Does your document consistently refer to "by-laws" throughout, or "constitution" throughout? (Not "by-laws and/or constitution")
- Is there a date on the document?
- Do the page numbers in the table of contents match the actual page numbers where sections are found?
- Has at least one other member of the by-law committee proofread the document for clarity and spelling?
- Have you reviewed your parish by-laws alongside the diocesan model by-laws to ensure that all sections listed in the model by-laws are found in your parish by-laws? (If a section is left out intentionally, that should be addressed in the cover letter submitted with your revised by-laws).
- Are any variances from the model by-laws documented?

If you have questions as you work with your by-laws/constitution, contact the Standing Committee. Members are available to offer advice. Contact information is available at <http://www.diomass.org/content/standing-committee>

**Model Constitution/By-laws
for the Organization of Parishes**

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1 PREAMBLE

The Protestant Episcopal Church in the United States of America is otherwise known as and hereafter referred to as The Episcopal Church.

The Protestant Episcopal Diocese of Massachusetts is otherwise known as the Episcopal Diocese of Massachusetts, and is hereafter referred to as “the Diocese”.

[For Parishes that **are not** incorporated:]

The foregoing, having previously agreed, and hereby confirming that agreement, to associate as a Parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church, have adopted the Articles attached hereto as the Constitution of *Name* Parish, *Place*, Massachusetts.

[For Parishes that **are** incorporated:]

Name Parish, *Place*, Massachusetts, having associated as a Parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church, has adopted the Articles attached hereto as its By-laws.

2 AUTHORITY ACKNOWLEDGED

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

3 MEMBERSHIP¹

3.1 Definition

Any person shall be considered a member of the Parish who

- Is baptized,
- Is sixteen or more years of age,
- Acknowledges the authority of the *Constitution/By laws* of the Parish, and
- Declares an intention to support the Parish by regular attendance at public worship and by financial support.

¹ This section relates solely to membership in the parish with its attendant voting and other privileges. Requirements for communicant status in The Episcopal Church are found in the National Canons and do not directly bear upon parish membership. Specifically, under National Canon 1.17, Section 1(b), any member of The Episcopal Church who is sixteen years of age or over is considered to be an adult communicant of The Episcopal Church and under Canon 1.17, Section 3, all communicants “who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing.” Diocesan Canon 16, Section 2 contains the terms as defined prior to July, 2000 but is expected to be amended. A parish may choose to use a signed pledge card to provide written evidence of the Declaration of Intent.

3.2 Removal

The Vestry may

1. give written notice to any member who, for one year, has refrained from regular worship, and from contributing toward the support of the Parish;
2. provide an opportunity to be heard; and
3. remove the member's name from the list of members of the Parish.

3.3 Voting

Members are entitled to vote in Parish affairs.

4 OFFICERS, VESTRYPERSONS, DELEGATES

4.1 Officers²

The officers of the Parish are

- *[One or two]* Wardens;
- a Treasurer; *[an Assistant Treasurer, if desired,]* and
- a Clerk.

4.2 VestryPersons³

In addition to the officers above, there shall be no fewer than⁴ *[4, 6, 8, 9, or other]* and no more than *[6, 8, 9, or other]* vestrypersons. The number of vestrypersons within these parameters may be changed with two (2) consecutive vestry votes. Two or more members of the same household or family shall not serve concurrently on the vestry.

4.3 Delegates⁵

The Parish shall have such Delegates to the Diocesan Convention and to the Deanery Assembly as it may be entitled to under the relevant canons and rules. Delegates may be members of the Vestry.

² 16 and 17-year old members may serve as Vestrypersons. The Wardens, Treasurer and Clerk are required to be 18 or over for reasons of state law. In the 1996 version of the Model By-laws, an alternative permitted one Warden to be appointed by the Rector and one Warden to be elected by the Vestry. This alternative has been eliminated. No change, however, will be required of any Parish with an established tradition of this form of organization.

³ It is recommended, for a rotating Vestry, that the number of Vestrypersons be divisible by the number of years in a term. (i.e. 3, 6, 9)

⁴ The vestry shall consist of the officers of the parish, together with the Rector, and no fewer than 4 additional Vestrypersons.

⁵ See Diocesan Constitution, Article 2, Section 3 and Diocesan Canon 7, Section 5 regarding parish delegates to the annual Convention and Deanery Assembly.

5 ELECTIONS and VACANCIES

5.1 Elections.

The Officers shall be elected at each Annual Meeting of the Parish. Wardens, Treasurer, Clerk and Delegates shall hold office until the next Annual Meeting following their election. Vestrypersons shall hold office until the third Annual Meeting following their election. All shall hold office until their successors are elected and qualify.

At the Meeting at which this Article takes effect, 1/3 of the Vestrypersons shall be elected to hold office until the next Annual Meeting, a second third in the second year, and, in the third year, the final third.

5.2 Vacancies

Vacancies may be filled at any meeting of the Parish. Unless so filled, the Vestry may fill them until the next Annual Meeting of the Parish. In the absence or incapacity of either Warden, or of a vacancy in the office, the powers and duties of the Wardens shall devolve upon the remaining Warden.

6 NOMINATIONS

6.1 Nominating Committee⁶

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

7 MEETINGS OF THE PARISH

7.1 Annual and Special Meetings.

The Annual Meeting shall be held at such date, hour and place as the Vestry shall determine.

Special meetings may be called at any time by the Wardens or Vestry. Special meetings shall be called by the Wardens whenever so requested in writing by the Rector or by five members of the Parish.

⁶ The Parishes of the Diocese have varying practices in connection with nominating committees. In reviewing alternatives to the above which may be submitted, the Bishop and Standing Committee will give due regard to the historical practice of the Parish. The final sentence, about nominations from the floor of the Annual Meeting, is required by Diocesan Canon 14, Section 6.

7.2 Warrant.

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

7.3 Presiding Officer.

The Rector, or in the Rector's absence, one of the Wardens, shall preside; in the absence of all three, a moderator shall be chosen by the meeting.

7.4 Quorum

Members of the parish, numbering at least 20% of the average Sunday attendance as reported in the previous year's Parochial Report, and, in any event, not less than twice the number of persons who are members of the vestry, present at an Annual or Special Parish Meeting shall constitute a quorum, and a majority vote of those present determine any matter presented except as provided in Article 16 respecting the amendment of this *Constitution/By-laws*.

8 THE RECTOR⁷

8.1 Eligibility

To be eligible for the office of Rector, a person must be a qualified ordained minister of The Episcopal Church who has been certified by the Bishop to be in good standing.

8.2 Election

An election shall not take place until after all the steps required in Section 1 of Diocesan Canon 15 have been taken. [*CHOOSE ONE OF THE FOLLOWING TO INSERT HERE:*

- A) The Parish shall elect the Rector at a meeting duly called for that purpose by the Vestry.
- B) The Vestry shall elect the Rector at any Vestry meeting called for that purpose.
- C) The Parish shall elect the Rector at a meeting duly called for that purpose by the Vestry, unless a Parish meeting votes to authorize the Vestry to elect the Rector.]

8.3 Powers and Duties⁸

The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff. For the purposes of the office, its functions and duties, the Rector is entitled to the use and control of the Church and Parish buildings, equipment, and furniture, and to access all records and registers maintained by the parish.

⁷ 'Rector' as used in these model by-laws, includes 'Priest in Charge.'

⁸ See the National Canons, Title III, Canon 9, Section 5(a) (1 and 2)

8.4 Vacancy or Incapacity

If the office of Rector becomes vacant or the Rector is incapacitated, the Vestry shall consult with the Bishop and appoint an Interim. In case of a vacancy, the interim shall serve until such time as a new Rector is elected as provided under this Article; in the case of incapacity, the interim shall serve until the Rector can resume duty.

9 WARDENS

9.1 Eligibility

Wardens shall be members of the Parish, confirmed communicants of The Episcopal Church, of eighteen or more years of age. The term of a Warden shall be one year. A Warden may not serve more than 6 consecutive full terms. Any Warden whose sixth successive one year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re election to the same office.

9.2 Powers and Duties

It shall be the duty of the Wardens, to provide for the temporary performance of the Rector's duties, when the Parish has no Rector, or in the Rector's absence.

10 TREASURER

10.1 Eligibility

The Treasurer shall be a member of the Parish, and of eighteen or more years of age. The term of the Treasurer shall be one year. Any Treasurer whose sixth successive one year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re- election to the same office.

10.2 Duties⁹

It shall be the duty of the Treasurer

- to receive and disburse all monies collected under the authority of the Vestry,
- to keep a true record of receipts and disbursements,
- to present a full statement of these and of the financial condition of the Parish at Annual Meetings and at other times required by the Vestry, and
- to maintain the records of all trusts and permanent funds belonging to the Parish, listing the source and date of such trusts and funds, the terms governing the use of principal and

⁹ Ultimate responsibility for all investments must lie with the Vestry. No provision will be approved which permits any Parish funds to be managed by any independent committee, trust or other entity which is not appointed by the Vestry and directly answerable to it.

income, to whom and how often accounts are to be made and how the trusts and funds are invested.

10.3 Assistant Treasurer.

The Vestry may appoint [*or the Parish may elect*] an Assistant Treasurer whose term shall be coterminous with that of the Treasurer, who shall have a seat and voice on the Vestry and whose duties shall be such as may be assigned by the Vestry or the Treasurer.

10.4 Voting of Securities.

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

10.5 Bonds¹⁰

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

11 CLERK

11.1 Eligibility

The Clerk shall be a member of the Parish, and of eighteen or more years of age. The term of the Clerk shall be one year. Any Clerk whose sixth successive one year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office.

11.2 Powers and Duties

It shall be the duty of the Clerk

- to keep the records of the Parish and of the Vestry, and
- to keep a list of the members entitled to vote in its affairs.

The Clerk shall make available the names of persons on the list of members for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

12 VESTRY PERSONS

12.1 Eligibility

A vestryperson shall be a member of the Parish. The term of a vestryperson shall be three years. Any vestryperson whose second term expires at any Annual Meeting shall be ineligible for re-election to the same office, until the next succeeding Annual Meeting.

¹⁰ See Diocesan Canon 17, Section 3

12.2 Powers and Duties

Vestrypersons shall have seat, voice, and vote at any meeting. Each shall have such duties as may, from time to time, be assigned by the vestry.

13 VESTRY

The officers, together with the Rector, and the Vestrypersons shall constitute the Vestry of the Parish.

13.1 Authority and Duties.

The Vestry shall exercise all its powers in accordance with the usage and discipline of The Episcopal Church, in compliance with the statutes of the Commonwealth and the provisions of this *Constitution/By laws*. It shall be the duty of the Vestry

- to manage the prudential affairs and to care for the property of the Parish;
- to provide for the furniture, books, vestments, and all things necessary for the celebration of public worship;
- to see that all buildings and personal property belonging to the Parish are adequately insured;
- to supervise the investment of funds of the Parish;¹¹

¹¹ See Diocesan Canon 17, Section 1. The Model By-Law does not contain a specific provision for the holding and management of funds held by the Parish as endowment or funds otherwise dedicated by the Parish to function as endowment. Provisions for the management of funds so designated as endowment may in most situations be handled as other restricted funds to be segregated, invested and applied in strict accordance with the terms of a governing trust and in all cases in strict accordance with the applicable provisions of the Constitution and Canons of the Diocese. In particular instances where the Parish has acceded to the wishes of a donor that a by-law provision be adopted defining the terms for the care, management or disbursement of funds from a gift to be designated as endowment, the by-law to be adopted in order to receive the approval of the Bishop and the Standing Committee shall follow and comply with the following guidelines:

A. The endowment funds shall be administered and managed at all times in compliance with the applicable provisions of the Constitution and Canons of the Diocese, and specifically Canon 17 thereof.

B. The by-law shall prescribe in clear and specific terms the purpose for which the endowment fund is to be established.

C. The by-law shall prescribe in clear and specific terms, the following, if applicable:

(1) the manner in which the endowment fund is to be invested with any restrictions on particular types of securities or other investment vehicles that are not appropriate or permissible.

(2) the terms for what may be utilized out of the income produced by the invested funds and what, if any, use of principal is permitted (including any prescribed rate of expenditure determined as a percentage of the market value of the fund as of a prescribed date or over an average of market values fixed on quarterly or annual appraisal dates).

(3) appropriate provision for accounting to the donor of the fund for the manner in which its income and/or principal have been applied in accordance with the foregoing guidelines.

(4) appropriate provision for the procedure for amending the purposes for which the endowment fund may be applied in the event that the original purposes are no longer viable or have otherwise been fulfilled, whether by the action of the vestry or, if stipulated, by vote of the congregation of the Parish and the plurality of approval required for the adoption of any such amendment by the body vested with the right of approval.

- to authorize and direct such purchases and sales as the Vestry may from time to time deem wise, and any and all transfers, assignments, contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper in this connection; and
- to supervise and direct the officers in the discharge of their duties.

The Officers and Vestrypersons, in consultation with the Rector, shall authorize staff positions and the terms of employment.

The handling of all or any of the investments may be delegated by the Vestry to the Wardens or Treasurer. This includes their purchase, custody, sale and transfer. The Vestry may delegate to the Wardens and/or Treasurer generally or in particular cases the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper.

The Vestry may appoint or authorize the appointment of any committee that it deems desirable. All such committees shall be accountable to the Vestry.

The Vestry shall follow the good practices set forth in the Manual of Business Methods, in so far as practicable.

13.2 Meetings

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

13.3 Annual Audit

The Vestry shall cause to be made an annual audit of the accounts of the Treasurer and other custodians of funds of the Parish. The audit shall be made by a certified or independent public accountant or by any alternative permitted by the Office of the Treasurer of the Diocese. The Vestry shall appoint such auditor at least thirty days before the end of the year.

13.4 Restrictions on Alienation or Encumbrance of Real Estate.

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

13.5 Gifts and Memorials

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

14 CONFLICTS OF INTEREST

Whenever a Member of the Vestry has a financial or personal interest in any matter coming before the Vestry, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Members of the Vestry determine that it is in the best interest of _____ [ADD PARISH NAME] to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

15 ORGANIZATIONS

All formal organizations connected with the Parish shall be responsible to the Rector. Each Organization shall have a Charter declaring its purposes, defining its members, and describing its scope of action. Each organization shall present at the Annual Meeting of the Parish a report containing a summary of its activities and finances and a list of its officers. Any organization which has not met for three years, or whose members so declare, shall be defunct. The funds of any defunct organization shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

16 AMENDMENTS

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

1. The proposed change shall be approved by vote of two thirds of the members of the Parish present at a Parish meeting;
2. The proposed change shall be submitted to the Bishop and Standing Committee.
3. If they approve the change without substantial revision, then the change as so approved shall become immediately effective upon receipt by the Parish; or
4. If they approve subject to a substantial revision affecting the intent or meaning of the proposed change, then the matter shall be resubmitted to Parish meeting and shall become immediately effective upon approval by vote of two thirds of the Members of the Parish present.

17 INDEMNIFICATION OF PARISH OFFICERS¹²

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

¹² If after due consideration, a parish chooses NOT to include this clause in their by-laws, the submission of their proposed by-laws to the Standing Committee must include an explanation of their reasoning.

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

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

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

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or

(iii) the Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws; or

(iv) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Parish and the Indemnified Officers.

No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.