

By-Laws of the Episcopal Church of St. James, Upper Montclair, New Jersey

Preamble

Episcopal Church of St. James is a parish of the Protestant Episcopal Church in the United States of America ("the Episcopal Church") in union with the Diocese of Newark of the Episcopal Church. As such it accedes to the Constitution and Canons of the Episcopal Church and to the Constitution and Canons of the Diocese of Newark, and promises conformity and obedience to the Doctrine, Discipline and Worship of the Episcopal Church. Any act in the name of Episcopal Church of St. James to the contrary shall be void *ab initio*.

All temporalities and property, both real and personal, belonging to the corporation and all revenues therefrom, shall be administered in accordance with the Constitution and Canons of the Protestant Episcopal Church in the United States of America; the Constitution and Canons of the Diocese of Newark; and the laws of the State of New Jersey.

ARTICLE I

Annual Parish Meeting and Special Meetings of the Episcopal Church of St. James

Sec. 1. The Corporation. The parish has been duly incorporated in accordance with the provisions of N.J.S. 16:12-1 et. seq., as "The Rector, Wardens and Vestry of Episcopal Church of St. James in Upper Montclair, New Jersey." The rector is a member and presiding officer of the corporation, but if there is no rector, the wardens and vestry members constitute the corporation, and one of the wardens shall be elected the presiding officer. A clerk and a treasurer, who can be, but need not be members of the vestry, shall be elected annually by the vestry.

Sec.2. Date. The Annual Parish Meeting for the election of officers ("Annual Meeting") of Episcopal Church of St. James shall be held on the *1st Sunday of March* (unless another date is selected by the members of the vestry).

Sec. 3. Notice. Notice of the time and place of such Annual Meeting shall be given by advertisement set up in open view at the door of the church at least 10 days prior to the meeting and shall also be read by the rector or other officiating minister on the 2 Sundays next preceding the meeting, in the time of public service. Notice of the time and place of such Annual Meeting shall also be listed on the church website at <http://www.stjamesepiscopal.org/>.

Sec. 4. Presiding Officer. The rector shall preside at the Annual Meeting, with the right to vote, or if the rector is absent or if no rector is settled in the parish, the meeting shall choose one of the wardens, or if neither of the wardens is present, then one of the members of the vestry, or if no member of the vestry is present, then some duly qualified voter, to act as presiding officer. The clerk of the vestry, or in the absence of the clerk a person appointed by the presiding officer, shall enter the proceedings in the minute book of the vestry, and shall sign the same together

with the presiding officer. The presiding officer shall be the judge of the qualification of the voters, shall receive the votes cast, and shall declare the result.

Sec. 5. Qualification of Voters. The persons entitled to vote at any meeting of the Parish, shall be:

- (a) Baptized;
- (b) At least 16 years of age;
- (c) Of good moral character;
- (d) Adherents of the Protestant Episcopal Church;
- (e) Regular attendees at the services of the Parish, for six (6) calendar months before the meeting; and
- (f) Regular contributors for 6 months to the current expenses of the Parish. The record maintained by the Treasurer of contributions showing dates of contributions, is sufficient evidence as to the qualification of a voter for section (f).

Sec. 6. Quorum. Twenty percent of the previous year's pledging members shall constitute a quorum. If for some reason the number of parishioners present at the Parish Meeting appears to be too small to constitute a majority of the Parish members, a motion may be made to reschedule the parish meeting until a time when more parish members are available to attend.

Sec. 7. Nominations. At each Annual Meeting, the presiding officer shall appoint three persons to serve on a Nominating Committee for the following Annual Meeting. The rector or presiding minister and both wardens shall be *ex officio* members of the Nominating Committee. The Nominating Committee shall propose for election qualified nominees to fill the offices of members whose terms are expiring and any vacant offices in sufficient time prior to the Annual Meeting so as to permit the posting of their names at the time of the required notices of the Annual Meeting. Members of the Nominating Committee who are not then wardens or members of the vestry eligible for reelection shall not be eligible for nomination by the Nominating Committee for the office of warden or member of the vestry. Other qualified persons may be nominated either prior to the Annual Meeting in writing, or at the Annual Meeting orally or in writing prior to the opening of the polls of an election.

Sec. 8. Voting. All elections shall be by ballot, and the polls shall remain open for ½ hour, and for such longer time as may be required to receive the ballots of the persons present and ready to vote. No votes may be cast by proxy. In case of failure to elect on the first ballot, one or more further ballots may be taken in the same manner. In non-competitive elections, a motion to suspend the formal requirement of a paper ballot may be heard, and if seconded and agreed upon by the majority of the parishioners present, a voice vote (verbal acclamation) may be utilized. The clerk shall verify the approved slate at the close of the Annual Parish Meeting.

Sec. 9. Special Parish Meetings. Special meetings of the parish may be called by the rector at any time, or if there be no rector, by the wardens, upon the same notice as provided in Section 3 of this Article. The notice shall specify the object for which the meeting is called, and no vote shall be taken upon any question not specified in the notice. Special meetings shall be conducted in the same manner as the Annual Meeting, but the votes cast shall be counted and declared immediately upon any question other than the election of a warden or member of the vestry.

ARTICLE II

The Vestry

Sec. 1. Number, Qualifications and Terms. The parish shall have two wardens and no less than eight and no more than ten vestry members (hereinafter collectively "the vestry") who will be elected by ballot from persons qualified to vote in parish elections. In addition to those qualification listed under Article I, Section 5, no person shall be qualified for election as Warden or Deputy or Alternate Deputy to the Diocesan Convention or Delegate or Alternate Delegate to the 5th District Convocation unless he/she is also a confirmed communicant in good standing in The Episcopal Church.

At each Parish meeting one warden shall be elected for a term of two years, and up to ten vestry members shall be elected each to serve for terms of three years. One lay Deputy and one lay Alternate Deputy to the Diocesan Convention will be elected, each to serve for a term of one year commencing with the Diocesan Convention held in the year following the meeting of election. Each shall continue to hold office until his/her successor is elected.

Sec. 2. Vacancies. Should a vacancy occur in the office of warden or member of the vestry caused by the death, resignation, removal, incapacity, or refusal or neglect for six months of any duly elected warden or vestry member, the vestry may, by majority vote, fill the vacancy by the election of a suitable person to serve until a successor is elected by the next Annual Meeting.

Sec. 3. Limitation on Terms. The term of office of a vestry member shall be three years, running from the date of the parish meeting. No person who has served two full consecutive terms is eligible for re-election as a vestry member for a period of one year after the conclusion of the second term. The term of office of warden shall be two years. No warden who has served two full consecutive terms as warden is eligible for re-election as warden or vestry member for a period of one year after the conclusion of the second consecutive term.

Sec. 4. Eligibility for Service. No person on the staff of this parish, including a member of the clergy, shall be elected to the Vestry, nor otherwise may be deemed eligible for appointment or election by the vestry or this congregation to any position on the vestry. No person related by blood or marriage to any clergy or vestry member, paid or unpaid, engaged in ministry in this parish shall be eligible for election or appointment to any position on the vestry.

Article III

Meetings of the Vestry

Sec. 1. Meetings and Notices. Regular meetings of the vestry shall be held for the transaction of the usual matters of parish business, and special meetings may be held as necessary.

Sec. 2. Special Meetings. Meetings of the vestry may be called on at least twenty-four hours notice by:

- (a) The rector at any time;
- (b) The wardens, if there is no rector or if the rector is absent from the diocese for three calendar months, or is incapable of acting, or if the rector has refused to call a meeting within one week of a request signed by a majority of the members of the vestry; or
- (c) A majority of the members of the vestry, in case of the failure of the wardens to call such meeting within one week after the receipt of such request.

Sec. 3. Presiding Officer and Votes. The rector is the presiding officer at all meetings of the vestry. At each meeting of the vestry each member, including the rector, shall have one vote.

Sec. 4. Quorum. In order that any business may be transacted at a meeting of the vestry, there must be a quorum constituted as follows:

- (a) The rector, one of the wardens and a majority of the vestry members; or
- (b) The rector, both wardens and one less than a majority of the vestry members; or
- (c) The rector and two-thirds of the vestry members; or
- (d) If the rector is absent from the diocese, or is incapable of acting, and shall have been so absent or incapable for more than three calendar months, or if the meeting is called by the rector and he or she is absent therefrom, or if the meeting is called by the wardens or vestry members and the rector is absent therefrom, both wardens and one less than a majority of the vestry members or one warden and a majority of the vestry members.
- (e) Participation by Conference Telephone. Any member of the vestry or any committee of the vestry may participate in a meeting of the vestry or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time if such equipment is available. Participation by such means shall constitute presence in person at such a meeting. If there is a need for conference call participation by any member(s) notice shall be sent to the wardens at least 24 hours prior to the meeting. Participation by teleconference should only be utilized in extraordinary circumstances and only with the approval of the wardens.
- (f) Action by Written Consent. Any action of the vestry or committee of the vestry may be taken without a meeting if the rector and all members of the vestry or the committee consent in writing to the adoption of a resolution authorizing the action. These resolution and written consents shall be filed with the minutes of the vestry or committee.
- (g) If there is a rector called to or settled in the parish, no action shall be taken in the rector's absence relating to or affecting the personal or exclusive rights of the rector, or the alienation of the capital or principal of any investments held by the corporation, or the sale of its real estate, or the encumbrance thereof, except as may be necessary for ordinary repairs.

(h) E-Voting. A quorum may also be accomplished by way of *e-vote* or **email voting**, where vestry members may cast a vote from their designated email addresses. There must be a 24 hour period of open discussion before an E-Vote is accepted. After the 24 hour period, the final resolution will be ratified at the next scheduled vestry meeting.

ARTICLE IV

Clerk, Treasurer, and Assistant Treasurer

Sec. 1. Election of Clerk. At the first vestry meeting after each Annual Meeting, a clerk is elected. This individual can be, but need not be an elected member of the vestry.

Sec. 2. Duties of Clerk. The Clerk of the vestry shall keep a record of the proceedings of the vestry, shall attest to the minutes thereof and all corporate acts, and shall sign, in the name of the corporation such contracts, certificates, letters, communications and other documents and instruments as he or she is directed by the vestry to do.

Sec. 3. Election of Treasurer. A treasurer, and if required, an assistant treasurer, shall be elected at the first vestry meeting after the Annual Meeting. Neither the treasurer nor assistant need be member of the vestry, but if not a member shall have voice but no vote at vestry meetings.

Sec. 4. Duties of Treasurer.

(a) General. The Treasurer shall be the custodian of all funds of the parish. The treasurer shall deposit these funds in the name of the parish in a bank, trust company, or other depository, which the vestry shall from time to time designate. Except as otherwise provided in these by-laws, the treasurer shall be one of the persons who shall sign checks and drafts in connection with both the receipt and payment of money, and on the order of the vestry shall sign or countersign promissory notes, legal instruments or other papers. The treasurer shall be responsible for ensuring that funds held in trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, are deposited with a National or State Bank, or a Diocesan Corporation, or with some other agency approved in writing by the Finance Committee or the Department of Finance of the Diocese, under a deed of trust, agency or other depository agreement.

(b) Property and Liability Insurance. The treasurer shall keep the corporation's buildings and contents insured against fire and other customary hazards and shall take out public liability insurance on the corporation's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance, including officer liability insurance and other insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the vestry.

(c) Reports. At each meeting of the vestry, and at other times if requested, the treasurer shall present a written statement of all funds received and spent and such other data as may be deemed pertinent to show the then current financial condition of the corporation. At the end of each calendar year, the treasurer shall prepare an annual report and present the same at the next Annual Parish meeting.

Sec. 5. Assistant Treasurer. If an assistant treasurer has been elected he or she shall perform such duties, including those of treasurer, as may be assigned by the vestry, or by the treasurer with the vestry's approval. During the treasurer's absence or disability, the treasurer's full powers and duties shall devolve upon the assistant treasurer.

Sec. 6. Audit. All accounts of the Parish shall be audited annually by an independent Certified Public Accountant, or independent Licensed Public Accountant, or such audit committee as shall be authorized by the Finance Committee, Department of Finance, or other appropriate diocesan authority. All reports of such an audit are to be filed with the Bishop of Newark in accordance with Canon Law.

ARTICLE V

Committees

Sec. 1. Standing and Special Committees. The vestry shall be responsible for establishing the following standing committees: *Education, Outreach, Parish Life, Membership/Stewardship, Property*. If deemed by the rector, wardens, and preschool liaison (appointed vestry member) that a preschool committee is needed, one will be established with the approval of the vestry.

The rector may authorize other standing and special committees with the approval of the vestry and will be an ex-officio member of each.

Sec. 2. Finance Committee. The Finance Committee, consisting of the rector, a warden, treasurer, assistant treasurer if there be one, and church members selected by the committee, shall meet regularly to review parish finances and budgets and prepare an annual budget for presentation to and approval of the vestry by resolution.

*The Finance Committee shall be responsible for overseeing or conducting the annual audit as required by Article VI, Section 6 above. The finance committee will review the "financial internal controls" of the church and make recommendations to the vestry for approval and resolution.

(Proposed Revision to the Business /Human Resource Committee Bylaw)

Sec. 3. Human Resources Committee. The Human Resources Committee will be comprised of the following members: The Rector, the Treasurer and/or the Assistant Treasurer, and a designated Warden. That warden will head the Committee. Also, the Senior Warden, who has recently vacated their seat at the completion of their term, will be an active member. In the event that the Rector needs to recuse themselves then the Assistant Rector will replace the Rector. The Committee shall meet monthly at an agreed upon time. They shall be responsible for general human resource issues including but not limited to review of performance appraisals of church employees. In collaboration with the Rector, and as deemed necessary by the Rector, they shall also be responsible for defining the job responsibilities of any employees. They will also advise the Vestry of new hires. This committee will conduct annual salary review for all positions and recommend salary adjustments and other compensation to the Finance Committee and the vestry. The Human Resource Committee will be responsible for reviewing employee complaints or disputes. If the member of the Committee is directly involved in the dispute the member will be recused.

ARTICLE VI

Vacancies in Vestry Appointments

Vacancies from any cause whatever in the office of treasurer, assistant treasurer, or in any membership appointment by the vestry to a committee, occurring during the term for which such election or appointment was originally made, may be filled by the vestry, by a majority vote, at any regular or special meeting thereof.

ARTICLE VII

Duties of Members of the Vestry and Officers of the Corporation

Sec. 1. Good Faith and Diligence. Members of the vestry and officers of the corporation shall discharge the duties of their respective positions in good faith and with the degree of diligence, care and skill that ordinarily prudent persons would exercise under similar circumstances in like positions.

Sec. 2. Reliance upon Financial Statements. In discharging their duties the members of the vestry and officers of the corporation, when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the treasurer or other officer of the corporation having charge of its books of accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation.

Sec.3. Contracts. No contract for services or employment shall be awarded to any present member of the vestry nor to any person related by blood or marriage to a present member of the vestry.

ARTICLE VIII

Finance and Budget

Sec. 1. Finance Committee. The Finance Committee shall prepare and submit to the vestry an itemized statement of the anticipated expenditures and revenues of the Parish for the following year. The vestry may revise this statement and then adopt it in revised or unrevised form as the budget of the parish for the following year. The budget can be revised by the vestry at any time thereafter by a majority vote.

Sec. 2. Real Property. No parish-owned real property shall be sold or encumbered without the prior written consent of the Bishop and Standing Committee of the Diocese of Newark. The parish shall not enter into a lease of parish-owned real property without the prior written consent of the Bishop and Standing Committee if the term of such lease exceeds one (1) year in duration, or if the lease obligates the parish to extend or renew the tenancy beyond one year. No parish-owned real property shall be leased for residential purposes without the prior written consent of the Bishop and Standing Committee, regardless of the extent of such use and the duration of such

lease, except that no such consent shall be required for the occupancy of parish-owned property by clergy or lay employee(s) of the parish.

Sec. 3. Investments. Subject to the limitations and conditions contained in any gift, devise or bequest, the *finance committee* or an *investment subcommittee* (if one is formed) may make recommendations to the vestry regarding investing the funds of the corporation in such securities, investments, or other property, real or personal, as to it shall seem advisable, without being restricted to those classes of securities that are lawful for the investment of trust funds under the laws of the State of New Jersey.

Sec. 4. Pledge to the Budget of the Diocese. The parish shall make an annual financial pledge to the unified budget of the Diocese of Newark. The parish's written pledge, made in accordance with the approved system of diocesan giving, shall be filed with the Finance Office of the Diocese of Newark by December 1 of each year.

Sec. 5. Corporate Instruments. All deeds, contracts and other instruments of the corporation shall be executed under and by direction of the wardens, vestry, and the rector. If there be no rector, or officers as may be specified by the vestry and, in a proper case, those corporate instruments can be sealed with the corporate seal attested by the secretary of the vestry.

Final signatures on deeds, leases, contracts or other such documents will be made by the wardens with the advice and consent of the rector, treasurer and the vestry.

ARTICLE IX

Amendments and New By-Laws

Sec. 1. All By-Laws made by the Corporation shall be consistent with the laws of the United States, the State of New Jersey, and with both the Constitution and Canons of The Episcopal Church in the United States of America, and those of the Diocese of Newark.

Sec. 2. These By-Laws may be adopted, altered or amended by a majority vote of the whole vestry at two successive regularly scheduled monthly vestry meetings provided that a copy of the proposed By-Law, alteration or amendment shall have been included in the notice of the first meeting at which it is voted upon, and provided further that the clerk posts the original and proposed amendment or alteration in the narthex and causes same to be published in the Sunday leaflet and on the church website <http://www.stjamesepiscopal.org/> at least one week after its first passage and at least two weeks prior to its second passage by the vestry.

ARTICLE X

Pre-school and the Saint James Thrift Store

The Saint James Preschool is a ministry of the Episcopal Church of St. James. It comes under the direct supervision of the rector, wardens, vestry and treasurer. Therefore, the Preschool will be directed by and must adhere to the Bylaws of the Episcopal Church of St. James.

The preschool director, responsible for day to day operations of the school, will be responsible to and a direct report to the rector.

A vestry liaison will be appointed to the preschool parent teacher organization and will be in communication with the designated director of the preschool. The liaison will make a report to the vestry monthly.

The Saint James Thrift Store, also known as The Sky's the Limit, is a ministry of the Episcopal Church of Saint James. Its mission is to provide employment for youth and young adults with special needs and developmental challenges. The store is under the direct supervision of the rector, wardens, vestry, and treasurer. Therefore the thrift store will be directed by and must adhere to the Episcopal Church of Saint James bylaws.

The rector and wardens will appoint two lay leaders from the parish as vestry liaisons to be responsible for the day to day operation of the thrift store. Vestry Approval of these appointments must be obtained.

These leaders will have a term of one year and can be reappointed yearly. They can hold this position for three consecutive years. After three years, with the approval of the rector, wardens, and vestry, these individuals can have an extended time of yearly re-appointment.

The liaisons will submit finances to the business manager and treasurer and will provide a quarterly report to the vestry.

Proposed amendments and revisions presented to the Vestry 1/18/2022

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