

BY-LAWS
ST. MARK'S EPISCOPAL CHURCH
CAPITOL HILL, WASHINGTON, D.C.
Includes Amendments Through April 19, 2009

Article I
Members

Section 101. Members.

Every person above fifteen years of age is a member of St. Mark's Parish (the Parish) for purposes of an election and has the right to vote in an election if:

1. the books of the Parish record that person's name as a member of the Protestant Episcopal Church at least one month before the date of the election, and
2. that person has made a pledge toward the support of the Parish for the calendar year in which the election is held.

Article II
Parish Meetings

Section 201. Annual Meetings.

The Members of the Parish will hold Annual Meetings on the weekend of the second, third, or fourth Sunday of Lent. At the Annual Meeting of the Parish the members voting must elect the Wardens, Members of the Vestry and a Lay Delegate by written ballot, and will transact such other business as properly comes before them.

Section 202. Notice of Annual Meeting

The Rector must give notice of the annual meeting at least one month before the day of the meeting by notice posted on the church bulletin board, in the worship bulletin, and on the parish website. In the Rector's absence or failure to act, the Senior Warden must give the notice.

Section 203. Quorum

Twenty percent (20%) or more of the members of the Parish constitute a quorum for the transaction of business at any meeting of the members of the Parish. If there is no quorum at the meeting, the members present must adjourn. The Rector (or Senior Warden, as appropriate) must give at least ten days notice of the reconvening of the adjourned meeting as required in section 202.

Section 204. Presiding Officer, Secretary.

The Rector, or in the Rector's absence or failure to act, the Senior Warden, will call to order and preside at the Annual Meeting. The Register will be the Secretary of the meeting. If the Register is not available, then the presiding officer will appoint instead a member of the Parish to serve as Secretary of the meeting. The Secretary of the meeting will (1) upon challenge, assist the Vestry to determine who of those present are members, (2) distribute the minutes of the previous meeting, and (3) take and record the minutes of the meeting, including a record of any votes.

Section 205. Special Meetings.

A special Parish meeting may be called by the Rector, by a majority of the Vestry, or by petition of (50) voting members of the Parish, with at least ten days notice posted on the bulletin board, in the worship bulletin, and on the Parish website. The notice must state the business that the Parish will consider at the special meeting. No vote may be taken on any business not included previously in the notice.

**Article III
The Vestry**

Section 301. Vestry.

A. In general. The Vestry consists of the Rector, the Senior Warden, the Junior Warden, and nine Members of the Vestry elected to the Vestry in accordance with section 403. Any priest or deacon who is a full-time salaried employee of the Parish will have a seat on the Vestry, but no vote.

B. Vestry members under 18. Vestry members under the age of 18 may not constitute a majority of the Members of the Vestry, nor may they be included in the computation of a quorum or vote on the acceptance of any contractual obligation of the Vestry.

C. Definition. For purposes of these By-laws, the term "Member of the Vestry" means the nine individuals elected to the Vestry in accordance with section 403.

Section 302. Vestry Meetings.

The Vestry will hold stated meetings not less than once each month from September through June and at other times as the Vestry may determine by resolution. The Rector, the Senior Warden, or one-third of the Members of the Vestry may call Special meetings of the Vestry by delivery of not less than three days' notice to the Senior and Junior Wardens and to each Member of the Vestry.

Section 303. Vestry Quorum.

Any four (4) elected Members of the Vestry (including the Wardens) constitute a quorum for the transaction of Vestry business. The act of the majority of the eligible voting Members of the Vestry present at the meeting will be the act of the Vestry.

Article IV
Election of Wardens, Members of the Vestry,
Lay Delegates, and Officers of the Vestry

Section 401. Eligibility.

Candidates for the positions of Wardens, members of the Vestry, Officers of the Vestry and Lay Delegates must be members of the Parish. See section 101 of these By-Laws. In addition, candidates for Lay Delegates and Alternate Delegates must be confirmed communicants of the Protestant Episcopal Church.

Section 402. Nominations.

No later than two months before each Annual Meeting, the Rector (or the Senior Warden in the Rector's absence or failure to act), with the approval of the Vestry, must appoint a Nominating Committee, consisting of the Senior and Junior Wardens, all outgoing Members of the Vestry, and at least two members of the Parish who are not Members of the Vestry. The Nominating Committee will place in nomination at the Annual Meeting at least one qualified candidate for each position of Warden, Member of the Vestry, and Lay Delegate open for election. The report of the Nominating Committee listing and identifying the candidates selected by it, together with the voting procedure, must be posted on the church bulletin board and on the Parish website at least one month before each Annual Meeting (and, if feasible, in the church newsletter). At the Annual Meeting the Nominating Committee will make its report, which action will place in nomination the candidates that it selected. Following the report of the Nominating Committee other nominations may be made from the floor.

Section 403. Election of Wardens, Members of the Vestry and Lay Delegates.

Election of the Senior Warden, the Junior Warden, the Members of the Vestry, and a Lay Delegate is by written ballot (unless unopposed) by a simple majority of the members of the Parish voting at the Annual Meeting. The members of the Parish will elect three Members of the Vestry to serve three-year terms at each Annual Meeting, and may fill any vacancy on the Vestry created by the death, resignation, or removal of any Member of the Vestry before the end of that Member's three-year term. The Members of the Parish will also elect one Lay Delegate to the Regional Assembly and the Convention of the Diocese of Washington, to serve a three-year term, and may fill any vacancy of the three Lay Delegates created by the death, resignation, or removal of any Lay Delegate before the end of that Delegate's three-year term.

Section 404. Tenure and Vacancies.

A. Wardens. Except as provided in paragraph D.1, the Senior Warden and the Junior Warden will hold office for a one-year term, which begins at the end of the Annual Meeting in which they are elected and which extends to the next Annual Meeting. The Wardens may serve two consecutive terms in their respective offices before becoming ineligible to serve in the same office until the lapse of two years after the end of such terms.

B. Vestry. Except as provided in paragraph D.2, Members of the Vestry will hold office for a three-year term, which begins at the end of the Annual Meeting in which they are elected. After a Member of the Vestry serves a three-year term or over one-half of it, that person will not be eligible to be a Member of the Vestry until two years after the end of that three-year term.

C. Lay Delegates. Except as provided in paragraph D.2, Lay Delegates will hold a three-year term, which begins at the end of the Annual Meeting in which they are elected. After a Lay Delegate serves a three-year term or over one-half of it, that person will not be eligible to be a Lay Delegate until two years after the end of that three-year term.

D. Vacancies.

1. Should a vacancy occur in the office of Senior or Junior Warden by death, resignation, or removal of the Warden before the end of the Warden's term, the Vestry may elect a Member of the Vestry to fill the vacancy until the next Annual Meeting.

2. Should vacancies occur on the Vestry or among Lay Delegates by death, resignation, or removal of any Member of the Vestry or Lay Delegate before the end of the Member's or Lay Delegate's three-year term, the Vestry may appoint a member of the Parish to fill the vacancy until the next Annual Meeting, when the members of the Parish will elect a member or Lay Delegate to fill the vacancy. The newly elected Member of the Vestry or Lay Delegate may hold office only for the remainder of the term to which he or she succeeds.

E. Eligibility. . No person completing five years' continuous service as a Member of the Vestry or as a Warden, or as both, is eligible to serve on the Vestry or as Junior or Senior Warden for two years. Members of the Vestry are not eligible for election as Warden before they complete their terms as Members of the Vestry or they resign from the Vestry.

Section 405. Election of Register, Treasurer, Assistant Treasurer, Other Vestry Officers, and Alternate Lay Delegates.

A. Officers. At the first meeting of the Vestry after the Annual Meeting, the Vestry will elect by simple majority a Register, a Treasurer, and Assistant Treasurers, and such other officers of the Vestry as the Vestry deems the Parish needs.

B. Alternate Delegates. At the first Vestry meeting after the Annual Meeting, the Vestry will elect one or more Alternate Lay Delegates to the Regional Assembly and the Convention of the Diocese of

Washington. An Alternate Lay Delegate designated by the Vestry assumes the duties and responsibilities of a Lay Delegate when the Lay Delegate is absent.

C. Terms of Office. All Vestry Officers and Alternate Lay Delegates serve one year or until their successors have been elected and begin to serve. A person may serve three consecutive terms in the same office before becoming ineligible to serve in that office for two years. A person completing five years of continuous service in Vestry offices, including that of lay delegate or alternate, becomes ineligible to serve in any Vestry office for two years.

Section 406. Power to Remove.

The Vestry may remove any officer elected by the Vestry, with the exception of the Clergy, at any time by the affirmative vote of two-thirds of the whole Vestry.

Article V
Powers, Duties, Obligations, and Rights of Wardens and Vestry.

Section 501. Duties, Obligations, and Rights of Wardens.

The Senior and Junior Wardens will:

1. serve on the Vestry and generally perform and exercise all duties and obligations as are required by the Vestry, these by-laws, the laws of the District of Columbia, the Maryland Vestry Act of 1798, as in effect in the District of Columbia, and the Canons and Constitution of the Episcopal Church and the Diocese of Washington; and

2. have all rights and obligations of Members of the Vestry.

Section 502. Powers of the Vestry.

A. In General. The Vestry has power to do and cause all things to be done that the Parish must do as a corporate body.

B. Specific Powers.

1. Rector. The Vestry has express power to issue calls to the Rectorship of the Parish under the provisions and requirements of the Canons and Constitution of the Episcopal Church and the Diocese of Washington. The Vestry may agree and contract with the Rector on such terms and conditions as it deems reasonable and proper. If there is no Rector, the Senior Warden will administer the Parish.

2. Committees. The Vestry will establish committees that it deems desirable and will

establish procedures and guidelines governing the selection and tenure of the committee leaders and members.

3. Audit of Parish Books. At its December meeting each year the Vestry will designate either a Certified Public Accountant or any competent person or persons not directly connected with the financial affairs of the Parish and not Member(s) or Officer(s) of the Vestry to audit the Treasurer's books and records for the then current calendar year.

4. Property. The Vestry may sell, alienate, or encumber any real property owned by the Parish only if:

a.. the Vestry has the consent of both Wardens, at least four (4) Members of the Vestry, and the Rector, except that if there is no Rector in the Parish, the Vestry must obtain the consent of the Bishop of the Diocese of Washington; and

b. the Vestry has the consent of the Bishop and the Standing Committee of the Diocese required in Canon 6 of the Episcopal Church and Canon 29 of the Diocese of Washington.

Section 503. Duties of the Vestry

The Senior and Junior Wardens and Members of the Vestry serve on the Vestry and perform and exercise all duties and obligations as are, or may be, required by these By-Laws, the Maryland Vestry Act of 1798 as in effect in the District of Columbia, and the Canons and Constitution of the Episcopal Church and the Diocese of Washington. Their duties include:

1. act as judges at the Annual Meeting of the Parish, including deciding any issue concerning the inclusion or omission of any person on the list of qualified voters,
2. manage, control, and direct, with power to sell, alienate, encumber, or transfer all property of the Parish as provided in section 502;
3. elect a Rector, Assisting Clergy, Register, Treasurer, Assistant Treasurers, Alternate Lay Delegates, and other officers that the Vestry needs.
4. provide necessary books and records for the Register, Treasurer, and Assistant Treasurers.
5. file before March 1 of each year with the District of Columbia Government a report showing the purposes for which the tax exempt property of the Parish was used during the preceding year;
6. make rules and regulations for the government and support of the Parish;
7. exercise the powers of a corporation and body politic as prescribed by the Maryland Vestry Act of 1798, as in effect in the District of Columbia, and the laws of the District of Columbia; and
8. sue and be sued on matters involving the Parish.

Section 504. Duties of the Register

The Register shall:

1. act as a secretary to the Vestry and at the Annual or special parish meetings; and
2. generally act and perform by the provisions of the Canons and Constitution of the Episcopal church and the Diocese of Washington relating to clerks and secretaries of Vestries and by the laws of the District of Columbia.

Section 505. Duties of the Treasurer

A. Treasurer. The Treasurer will:

1. act under the supervision of the Vestry;
2. except as otherwise directed by the Vestry, have charge and custody of all the monies and valuables of the Parish;
3. be responsible for the keeping of accurate and adequate records of the assets, liabilities, and financial transactions of the Parish; and
4. in general perform all the duties incident to the office of Treasurer and such other duties as the Vestry may assign to the Treasurer.

B. Vacancy. In the absence of the Treasurer, or the Treasurer's inability or failure to act, the Treasurer's duties will be performed by an Assistant Treasurer that the Vestry will designate after consultation with the Treasurer.

C. Bond. The Treasurer and the Assistant Treasurer designated by the Vestry under subsection B must furnish a corporate bond or surety in an amount that the Vestry will determine. The cost of the bond or surety will be paid by the Diocese of Washington, or, if not, by the Vestry.

**Article VI
Rector**

Section 601. Duties.

In matters concerning the duties of Rectors or Ministers, the dissolution of pastoral relations, and the filling of vacant cures, the Canons and Constitution of the Episcopal Church and the Diocese of Washington govern the Rector and the Vestry of the Parish.

Article VIII
Amendments

Section 701. Procedures.

The members of the Parish may amend, modify, or repeal these By-Laws by vote of two-thirds of the members of the Parish voting at any Annual Meeting of the Parish, provided, that the Vestry gives notice of the proposed amendment, modification, or repeals by posting the proposed amendment, modification, or repeal on the Parish bulletin board and on the Parish website at least one month before the Annual Meeting.

Section 702. Effect.

These By-Laws have full force and effect when the members of the Parish adopt and replace the current By-Laws and supersede any By-Laws of the Parish that may be in effect before the members adopt these By-Laws.

Adopted at the Annual Parish Meeting

April 3, 1964

Amended at the Annual Parish Meetings:

April 16, 1971

April 7, 1972

April 23, 1976

April 15, 1977

April 16, 1982

April 8, 1988

April 19, 2002

April 18, 2004

April 19, 2009

Updated August 12, 2009 by Kenn Allen, Senior Warden, based on minutes of the annual meeting of April 19, 2009.