

Bylaws of Wheaton Parish

St. Mary Magdalene

(Adopted at Annual Parish Meeting January 23, 1990, as amended at Special Parish Meeting, July 26, 1992 and further amended at Annual Parish Meeting on October 2, 1994; October 6, 1996; October 7, 2001; October 4, 2009; May 17, 2015)

Section 1: Authority

- a. In accordance with Section 1 of Canon 25 of the Protestant Episcopal Church of the Diocese of Washington, the following sections constitute the Bylaws of Wheaton Parish, Wheaton, Maryland, and shall be used to conduct the business of the Parish. Nothing in the Bylaws shall be interpreted in any manner that would contradict the requirement set forth for bylaws in Canon 25.
- b. A copy of these Bylaws, and all amendments, will be filed in the diocesan office as soon as approved.

Section 2: Members Entitled to Vote at Meetings of the Parish

To be qualified to vote at Parish meetings, a person must be:

- a. A member of the Episcopal Church as defined in Canon 17, Section 1 of the General Convention of the Protestant Episcopal Church, as set forth in Appendix A to these Bylaws.
- b. At least 18 years of age.
- c. A contributor of record to the Parish during the first 8 months of the current calendar year who has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God. Offerings recognized as attributable to any member of a household will be considered as identifiable to all members.
- d. Enrolled in the Parish register at least one month prior to the meeting.
- e. A communicant in good standing, as defined in Canon 17 of the General Convention of the Protestant Episcopal Church, as set forth in Appendix B to these Bylaws.
- f. The Vestry shall decide any issue concerning the inclusion or omission of any person on the list of qualified voters maintained by the Secretary of the Vestry.

Section 3: Meetings of the Parish

- a. Annual Meeting – An Annual Meeting shall be held the 3rd Sunday in May of each year. The time is to be determined by the Vestry and contained in the official notice of the Annual Meeting.

- b. Special Meetings – A special meeting may be called by the Rector, by seven members of the Vestry, or by petition signed by thirty percent of the members of the Parish eligible to vote.
- c. Meeting Place – The meetings must be held in the Parish Church buildings or some other building within the Parish as deemed suitable by the Vestry.
- d. Notice of Meetings – Written or printed notices shall be given to all known members of the place, day, and hour of any meeting and, in case of a special meeting, the purpose for which it is called. For the Annual Meeting, and any special meeting dealing with bylaw changes, such notice must be given at least one month, but not more than two months, prior to a meeting. (See Section 8.) For special meetings not bylaws-related, notice must be given at least 10 days prior to the meeting. Such notices will be in the form of an article contained in the Parish Newsletter or by special mailing.
- e. Quorum – The presence of 20 percent of the members eligible to vote will constitute a quorum. A quorum having been established, a majority of all members present and eligible to vote shall be necessary for the adoption of any matter voted upon, except for an amendment to the bylaws which will require a two-thirds vote.
- f. Presiding Officer – The Rector or, in the Rector’s absence, the Senior Warden shall be the presiding officer at all meetings of the Parish. In their absence, the Junior Warden shall preside. In the absence of all of the above, a member of the Parish, agreed upon by a majority of the Vestry members present, will preside. An exception to the above is that if the rectorship is vacant, the Bishop shall preside, if present.
- g. Resolutions –
 - 1. Any member of the Parish eligible to vote at a Parish meeting may submit a resolution for consideration.
 - 2. Except for a resolution of courtesy, to be considered a resolution must be submitted in advance of the meeting in sufficient time to permit it to be mailed or published in a Parish newsletter, or to be mailed with notice of the meeting.
 - 3. The above requirement may be waived provided the presiding officer feels that there is sufficient justification for such a waiver and with the consent of two-thirds of the members present at a meeting and eligible to vote.
- h. Reports – Any organization of the Parish may submit a report at the Annual Parish Meeting. Any organization sponsored by the Parish which administers separate funds shall submit a report of receipts, expenditures, and changes in fund balances at the Annual Parish Meeting.

- i. Treasurer's Report – The Treasurer or, in the Treasurer's absence, the Presiding Officer shall present a printed financial report of the current year as of the end of August and the proposed Budget for the pending calendar year at the Annual Meeting. The Budget shall be used during the pending year as a general objective. (Adopted July 26, 1992)

Section 4: Vestry

- a. Qualifications – At the time of election, a Vestry member must be entitled to vote at meetings of the Parish and also must be at least 18 years of age.
- b. Duties – It is the duty of the Vestry members to maintain the relations of the Parish to its Clergy and community. In this regard they shall:
 1. Carry out to the best of their ability any directions received from the Parish in the form of resolutions passed at a Parish Meeting.
 2. In matters where they have not been specifically instructed, act in accordance with what they believe would be in the best interest of the Parish, provided, however, that Vestry members have a duty to ascertain whenever possible the will of the Parish.
 3. Keep the Parish informed of all important matters which come to their attention concerning the Parish.
 4. Make themselves available to all members of the Parish.
- c. Manner of Election –
 1. Election will be by members present and eligible to vote at the Annual Meeting.
 2. A Nominating Committee appointed by the Vestry will offer a slate of one or more candidates for each vacancy. Each candidate will be nominated for a specific, named Vestry position (other than Secretary and Treasurer). The positions of Junior Warden, and Christian Education; Secretary; Grounds; and Stewardship will terminate in “odd years”. The positions of Senior Warden and Buildings; Gifts, Memorials and Bequests; Fellowship; Outreach; and Treasurer will terminate in “even years”.
 3. Additional nominations may be made from the floor provided the nomination is seconded.
 4. No person's name will be placed in nomination without the proposed nominee's consent.

5. Voting will be by secret ballot.
 6. Three tellers will be appointed by the presiding officer to tally the votes. Tellers may not be a candidate for an office for which the vote is being counted.
 7. A candidate must receive a majority of the votes cast to be elected.
 8. If no candidate for a given office receives a majority vote, a run-off election shall be held. (Adopted July 26, 1992)
 9. All of the remaining candidates may participate in the run-off election except the candidate who received the lowest number of votes.
 10. Candidates to fill unexpired terms will be nominated in the same manner as candidates for full terms. (Adopted July 26, 1992)
 11. The Vestry or, alternatively, a majority of the members of the Vestry present at any Parish meeting, shall decide any issues concerning elections.
- d. Number – The Vestry shall be composed of the Rector, the Senior Warden, the Junior Warden, Treasurer and Secretary and seven elected members in the positions or offices as follows: Outreach; Fellowship; Building; Grounds; Christian Education; Stewardship; and Gifts, Memorials, and Bequests. The incumbent shall chair related committees, if any, and perform other duties of the office. (Adopted July, 1992)
- e. Term of Office –
1. The term of office for an elected Vestry member, other than the Wardens, Secretary and Treasurer, shall be two years from the date of election and until a successor is duly elected or appointed and installed unless filling an unexpired position term. The word “year” as used herein shall mean the period of time between two successive Annual Parish Meetings. A regularly elected Vestry member may, after serving a position’s full term become a candidate for reelection to any Vestry position.
 2. The service of completing an unexpired term does not count toward having served two full terms. After serving two terms (4 years), a Vestry member who has filled a position other than that of Warden may be a candidate for Warden, but shall not be a candidate for election to any other Vestry position for at least two years.
- f. Vacancies between Annual Parish Meetings – Such vacancies, including a vacancy resulting from failure to fill the vacancy at the Annual Meeting, shall be filled by a majority vote of the Vestry to appoint a qualified member of the Parish to fill the position until the next Annual Parish Meeting, at which time a person shall be elected to fill the unexpired term. A Vestry member appointed or elected for less than a full term may be a candidate for election at the next Annual Parish Meeting.

- g. Meetings – Meetings may be called by the Rector, the Senior Warden, or one-third of the Vestry members upon not less than three days notice, except that the time for this advance notice may be shortened by waiver of a majority of the Vestry at any meeting. The presence of one half of the members shall constitute a quorum. The act of the majority of the Vestry members present shall be the act of the Vestry. The Vestry may adopt other rules which are not inconsistent with these bylaws for its own operations. The Vestry may allow members of the parish to attend and observe meetings, and may also invite other persons to attend and participate in meetings except that such persons shall not have authority to vote. (Adopted July 26, 1992)
- h. Conduct of Business between Meetings – If a matter arises that must be resolved prior to the next scheduled Vestry meeting, any member of the Parish should contact the Rector or, in the Rector’s absence, the Senior Warden. The Rector or the Senior Warden may either call a special Vestry meeting under Section 4(g), or authorize a member of the Vestry to conduct a vote by telephone. If a vote by telephone is performed, the responsible Vestry member shall have a formal resolution prepared in advance, shall attempt to contact all Vestry members and shall submit a written report to the Vestry at its next scheduled meeting that includes the wording of the resolution and the name and vote of each Vestry member contacted.
- i. Presiding Officer – The Rector shall have the right to preside at all meetings of the Vestry with the right to vote on all actions. If the Rector does not preside or is absent, the right to preside will fall in turn to the Senior Warden and the Junior Warden. If the Rectorship is vacant, the Bishop, if present, shall preside.
- j. Committees –

 - 1. Having authority to act in the name of Vestry. A majority of the Vestry may appoint one or more committees, each of which shall include two or more Vestry members, which committees, to the extent provided by resolution of the Vestry, shall have and exercise the authority of the Vestry in the management of the Parish, but such committees shall not operate to relieve the Vestry of any responsibility otherwise imposed upon it by civil or Canon law.
 - 2. Non-Authority Committees. The Rector, Wardens, or Vestry members may also appoint committee members to assist them in their duties but such committee members shall not exercise the authority of the Vestry.
 - 3. The above does not limit the inherent authority of the Rector to appoint committees to assist in the Rector’s ministry to the Parish.

k. Prescribed Oaths of Office –

OATH OF OFFICE FOR WARDENS – I, the undersigned, having been elected to the office of (Senior) (Junior) Warden of Wheaton Parish, in Montgomery County, do declare my belief in the Christian Religion, my assent to the constitution and canons of the Protestant Episcopal Church in the Diocese of Washington, and my adherence to the doctrine, discipline and worship of said Church in the United States of America. And, furthermore, I do solemnly swear to support the Constitution of the United States and to faithfully discharge the duties of a Church Warden. (Signed by the Warden) Subscribed and sworn before me this (date). (Signed by the Rector or, in the Rector’s absence, the presiding officer.)

OATH OF OFFICE FOR OTHER VESTRY MEMBERS – I, the undersigned, having been elected or appointed a Member of the Vestry of Wheaton Parish, in Montgomery County, do declare my belief in the Christian Religion, my assent to the constitution and canons of the Protestant Episcopal Church in the Diocese of Washington, and my adherence to the doctrine, discipline and worship of said Church in the United States of America. And, furthermore, I do solemnly swear I will support the Constitution and Government of the United States and, further, that I will faithfully execute the office of a Vestry member of Wheaton Parish in Montgomery County without prejudice, favor, or affection, according to the best of my skill and knowledge. (Signed by Vestry members) Subscribed and sworn to before me on the (date). (Signed by the Rector or, in the Rector’s absence, the presiding officer.)

1. Clergy Salaries: Every congregation and/or Vestry shall regard the payment of its clergy salaries as having priority over all other charges upon its income.

Section 5: Churchwardens and Other Positions.

a. Wardens –

1. Qualifications – Must meet the same qualifications as other Vestry members.
2. Election – Wardens will be elected at the Annual Meeting in the same manner as other Vestry Members except that the election(s) for the office(s) of Warden shall be held first and any current Vestry member may be a candidate.
3. Term – One Warden shall be elected every year (as defined in Section 4c 2.) for a term of office of two years and until a successor is duly elected or appointed and installed. The terms of the Senior Warden and the Junior Warden shall be fixed so as not to terminate concurrently.
4. Vacancies between Annual Meetings – Such vacancies shall be filled by appointment based on the majority vote of the Vestry. Such appointees may be a member of the current Vestry.
5. The Wardens shall have such authority and shall perform such duties in the management of the property and affairs of the parish as are provided by the canons of the Diocese and General Convention and the bylaws and resolutions of the Vestry not inconsistent with those canons.

- b. Treasurer –
 - 1. The Vestry shall elect a Treasurer of the parish who will become a member of the Vestry with all the rights and privileges, with a term of office of two years and until a successor is duly elected or appointed and installed. The term of the Treasurer shall be in accordance with Section 4c.
 - 2. The Vestry may appoint or hire an assistant to the Treasurer. The assistant need not be a member of the Parish. The term of office, duties, and authority will be governed by Canon law and resolution of the Vestry not inconsistent therewith. (Adopted July 26, 1992)
- c. Secretary –
 - 1. The Vestry shall elect a Secretary of the parish who will become a member of the Vestry with all the rights and privileges, with a term of office of two years and until a successor is duly elected or appointed and installed. The term of the Secretary shall be in accordance with Section 4c.
 - 2. The Vestry may appoint or hire an assistant to the Secretary. Such assistant need not be a member of the Parish. The term of office, duties, and authority will be governed by Canon law and resolutions of the Vestry not inconsistent therewith. One of the duties of the Secretary must be to keep an enrollment of all members of the Parish. (Adopted July 26, 1992)
- d. Lay Delegates – First the Senior Warden and then the Junior Warden shall serve as Parish Lay Delegates to the Diocesan Convention, with other delegates, as needed, to be appointed by the Vestry. (Adopted October 6, 1969)
- e. Other Vestry Positions – The Vestry may establish other Vestry positions in addition to those specified in this Section by adopting Position Descriptions in accordance with paragraph (f) below.
- f. Detailed Responsibilities of Churchwardens and other Positions – The Vestry will specify the detailed responsibilities of Church Wardens and other Vestry positions by adopting Position Descriptions by majority vote. These Position Descriptions may be modified at any time by majority vote of the Vestry.
- g. Service – Each Vestry person shall serve in the position for which elected. (Adopted July 26, 1992)

Section 6: Clergy

- a. Election of the Rector and Assistant Ministers – The election of the Rector and any Assistant Ministers shall be in accordance with the minimum requirements set forth in Section 6 of Canon 25 of the Diocese of Washington.

- b. Supply Clergy – If the Vestry has budgeted funds for such a purpose, the Rector may enter into one-time, fee-for-service agreements with other clergy of the Episcopal Church for the purpose of presiding at scheduled services and other rites of the Parish. The Vestry’s obligation for such agreements is limited to the cumulative amount for this purpose in its annual budget. Supply clergy may receive fee-for-service compensation only; payments to the Church Pension Fund, vacation and sick time, and other forms of compensation are not authorized under this paragraph. If the rectorship is vacant, the Senior Warden or a presbyter designated by the Vestry for this purpose may enter into such agreements.

Section 7: Employees

- a. Scope – An employee is an individual who is to receive periodic compensation in exchange for periodic services to the Parish. The positions of Rector, Assistant Minister and Supply Clergy are excluded from the provisions of the Section.
- b. Initiation and Termination of Employment – The Rector has sole authority to hire and to terminate employees of Wheaton Parish, except for those hired positions described in Section 5 of these bylaws. This authorization is limited to positions and funds provided for in the Vestry’s budget. In order to be considered for the Vestry’s budget, a compensated position must be described by a position description or an employment contract. If the rectorship is vacant, the Senior Warden has the authority described in this Section.
- c. Terms of Employment – Compensation adjustments for all non-contract employees will be effective on date(s) specified by the Vestry. No employee’s compensation may be reduced without 30 (thirty) days notice.

Section 8: Changes to Bylaws

- a. Changes to the bylaws can only be made by the action of the members of the Parish at a duly convened Parish meeting, provided that notice of at least 30 (thirty) days shall have been given of any proposed amendment, modification or repeal of any bylaws.
- b. A proposed change must be in the form of a resolution and be made in accordance with Section 3g except that the requirement for advance notice cannot be waived.
- c. Counter proposals or amendments which are substantially outside the scope of the original proposal cannot be voted on without first having met the requirements of advance notice.
- d. To be effective, the change must receive the approval of at least two-thirds of the members in attendance eligible to vote.