

**Adopted January 26, 2003**

**Constitution and Bylaws**

**Christ Church In Lonsdale**

**Article I**

**Title**

This corporation shall be known as Christ Church in Lonsdale. The Parish is incorporated by an act passed by the General Assembly of the State of Rhode Island in 1835; thus prior to An Act for the Incorporation of Parishes as adopted April 10, 1883, which is not retroactive. The corporation charter was amended by the General Assembly, 1947, at the request of a Parish Meeting on April 8, 1947, to provide for a change in the name of the corporation to Christ Church in Lonsdale.

**Article II**

**Member of the Diocese of Rhode Island**

This parish is a constituent member of The Diocese of Rhode Island (the "Diocese"), and is organized for the worship of God in accordance with the doctrine, discipline, worship and liturgy of The Episcopal Church (the "Church"). This Parish acknowledges that it is subject to the laws and the ecclesiastical authority of the Church and the Diocese.

**Article III**

**The Parish**

**Section 1. Membership.** The members of the parish shall be all persons who have received the Sacrament of Holy Baptism and who are registered as a member of the Parish. The voting members of the Parish shall be all adult communicants in good standing, as defined by the Constitution and Canons of the Church, whose name shall be registered in the Parish for six months preceding an annual or special meeting of the Parish.

**Section 2. Place of Meetings.** The annual meeting and all special meetings of the members shall be held at such place, within the State of Rhode Island, as shall be stated in the notice of meeting.

**Section 3. Annual Meetings** An annual meeting shall be held at a time and place to be determined by the vestry. The parish shall, at its' annual meeting, vote on the manner in which money shall be spent in support of the parish. Should the parish fail to approve the budget as presented for this purpose, the vestry shall, at its' next regular meeting, consider the matter and approve a budget for the parish. Any budget so approved shall be retroactive to the beginning of the calendar year. In addition, at each annual meeting, the members will elect a vestry and the officers of the Parish and will transact such other business as may properly come before the meeting. In the event of the failure to hold an annual meeting at any time or for any cause, any and all business which might have been transacted at that annual meeting may be transacted at the next succeeding meeting, whether special or annual.

**Section 4. Special Meetings** A special meeting of the members, for any purpose or purposes, may be called by the Rector, by the wardens, by the written request of at least five members of the vestry or by the written request of at least twenty-five voting members of the parish. The meeting shall be called by the clerk, or in the event of his or her absence, disability or failure to act, by such other officer or person as the vestry may name. Any such call shall state the purpose or purposes of the proposed meeting.

**Section 5. Notice of Meetings** Written notice of each annual or special meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) will be given by or at the direction of the Rector, the clerk or the person or persons calling the meeting to each member entitled to vote at such meeting not less than ten nor more than sixty days before the meeting. Business transacted at any special meeting of members will be limited to the purposes stated in the notice of the meeting.

**Section 6. Quorum** Fifteen parishioners qualified to vote shall constitute a quorum for any Parish meeting. If, however, such quorum will not be present or represented at any such meeting, the members entitled to vote thereat will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum will be present or represented. At such adjourned meeting at which a quorum will be present or represented, any business may be transacted which might have been transacted at the meeting as originally called. If adjournment is for more than thirty days, a notice of the adjourned meeting will be given to each member entitled to vote at the meeting. When a quorum is present at any meeting, the vote of the holders of a majority of the votes entitled to be cast will decide any question brought before such meeting, unless the vote of a greater number is required by law.

**Section 7. Delegates to Convention** At each annual meeting, the members shall elect delegates and alternates to the Convention of the Diocese in accordance with the Canons of the Diocese. Delegates and alternates shall continue in office until their successors are elected. Any vacancy occurring in a delegation between annual meetings may be filled by election by the vestry. Each delegate and alternate shall be a member of the Parish.

## Article IV

### Vestry

**Section 1. Powers** The vestry shall manage the temporal activities and affairs of the Parish.

**Section 2. Number** The vestry shall consist of nine regular vestry members and the rector, wardens, clerk and treasurer. The vestry, by majority vote of all members of the vestry, may appoint as a member of the vestry an assistant treasurer.

**Section 3. Election and Term** Except for the rector, all vestry members shall be voting members of the parish. Except for the officers, one-third of the vestry will be elected at each annual meeting of the members for a term of three years to serve until the next annual meeting of the members and thereafter until his or her successor will have been elected and will have qualified (unless there will be no successor as a result of a decrease in the number of vestry persons). A member of the vestry, other than an officer, may serve two successive terms, but then one year must pass before he or she is again eligible to serve. Except for the rector, any member of the vestry may be removed with or without cause by vote of the members.

**Section 4. Meetings** The vestry will meet no less than six times each year, and may hold meetings, both regular and special, either within or without the State of Rhode Island. Regular meetings of the vestry may be held without notice at such time and at such place as will from time to time be determined by the vestry. Special meetings of the vestry may be called by the Rector on two days' notice to each vestry member, either personally or by mail or by Email. Special meetings will be called by the Rector or clerk in like manner and on like notice on the written request of five members of the vestry. Meetings of the vestry may be held by means of a telephone conference circuit and connection to such circuit will constitute presence at such meeting. Any member who fails to attend four meetings in a year will be subject to removal by vote of the vestry.

**Section 5. Vacancies** Any vacancy occurring on the vestry may be filled by the affirmative vote of a majority of the remaining members of the vestry though less than a quorum of the vestry. A member elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

**Section 6. Quorum** At all meetings of the vestry seven members of the vestry will constitute a quorum for the transaction of business, and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the vestry, unless the act of a greater number is required by the Rhode Island non-profit corporation act or by the articles of incorporation.

**Section 7. Consent Vote** Any action required or permitted to be taken at a meeting of the vestry may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all members of the vestry.

## Article V

### Clergy

**Section 1. Vacancies** When the position of Rector becomes vacant in the parish, the wardens shall promptly notify and consult with the Bishop of the Diocese with respect to the appointment of an interim rector for the maintenance of divine services and the pastoral care of the congregation. The vestry shall also consult with the bishop with respect to the procedure to be followed in the selection and call of a new rector.

**Section 2. Election of the rector** The election of a rector shall require an affirmative vote of three-fourths of the lay members of the vestry. No commitment shall be made by the vestry to anyone under consideration as a prospective rector, nor shall any formal call be issued, until the name of the cleric under consideration as rector has been made known to the Bishop for his or her judgment. If the Bishop has not responded within thirty days, or such additional time as has been agreed upon, from the date of notice to the Bishop, the vestry may proceed with the commitment and call. In case the bishop objects to the choice of the vestry, a second meeting of the vestry shall be held and the person first proposed can be elected only upon an affirmative vote of three-fourths of the lay member of the vestry. If the requisite three-fourths is not obtain, the same procedure shall be repeated for the election of another candidate.

**Section 3. Selection of Assistant Rector** In the selection of an assistant rector, the rector shall consult with the Bishop and the rector and the Bishop shall agree upon a list containing names of qualified persons. The rector shall then nominate to the vestry, from the list, the name of the person chosen by the rector to serve as an assistant. The appointment of any assistant rector shall require an affirmative vote of a majority of the entire vestry. The terms of employment of an assistant shall, subject to these by-laws, be determined by the vestry and incorporated in an agreement. Any assistant rector shall serve at the pleasure of the rector, subject to the rights, if any, of such assistant under any agreement of employment.

**Section 4. Non-stipendiary Assistants** The rector, with the Bishop's approval, may appoint one or more non-stipendiary assistants from among clergy canonically resident in the Diocese, or who are in good standing and who are currently licensed to officiate in the Diocese. Any non-stipendiary assistant shall serve at the pleasure of the rector.

## Article VI

### Officers

**Section 1. Number** The officers of the Parish shall consist of a rector, two wardens, a clerk, and a treasurer, who shall be members of the vestry. The vestry may from time to time elect or appoint such other officers, including one or more assistant officers, as it may deem necessary.

**Section 2. Election and Term** Except for the rector and Treasurer, the officers of the Parish shall be elected by the members at their annual meeting. The wardens may serve 3 consecutive one-year terms in that office, but then one year must pass before he or she is eligible for reelection. For this purpose, the office of Senior Warden and Junior Warden are separate, but the Senior Warden may not serve as Junior Warden following his or her tenure as Senior Warden until at least one year has passed. The Junior Warden may serve as Senior Warden immediately after his or her term as Junior Warden has ended. The treasurer shall be elected by the vestry for a term of three years, and is eligible for reelection to one additional three-year term. The treasurer may not serve as assistant treasurer following his or her tenure as treasurer until at least one year has passed. Each officer shall serve until the next annual meeting of members and thereafter until his or her successor will have been elected and will have qualified. Except for the rector, any officer may be removed by a 2/3 vote of the entire vestry whenever in its judgment the best interests of the Parish shall be served thereby.

**Section 3. Rector** The rector shall be the president and principal executive officer of the Parish and, subject to the direction and under the supervision of the vestry, shall have general charge of the business affairs and property of the Parish. The rector, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of the Church and of the Diocese, and to the godly counsel of the Bishop, shall have control of the worship and spiritual jurisdiction of the Parish, and shall discharge the duties set forth in the Canons of the Church and of the Diocese. For the purposes of his or her office, and for the discharge of all functions and duties thereof, the rector shall, at all times, have access, use and control of the Parish Church and buildings. The rector shall preside and have the right to vote at any Parish or vestry meeting.

**Section 4. Senior Warden** The senior warden shall be the senior lay officer of the Parish. He or she shall be advisor to the rector. In the absence of the rector, the senior warden shall perform the administrative duties of the office as set forth in the Canons of the Church and such other duties as may be assigned by the vestry.

**Section 5. Junior Warden** The junior warden shall assist the senior warden and the rector in the affairs of the Parish. In the absence of both the rector and the senior warden, the junior warden shall assume the administrative authority of the Parish and perform the duties of the office as set forth in the Canons of the Church and such other duties as may be assigned by the vestry.

**Section 6. Clerk** The clerk shall act as secretary of all meetings of the Parish and of the vestry. He or she shall, in general, perform the duties usually pertaining to the office of secretary and such other duties as may be required from time to time by the vestry.

**Section 7. Treasurer** The treasurer shall have the care and custody of the funds of the Parish, subject to the control of the vestry. The treasurer shall keep the books of account. He or she shall, in general, perform the duties usually pertaining to the office of treasurer and such other duties as may be required from time to time by the vestry.

**Section 8. Vacancies** A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the vestry for the unexpired portion of the term.

## Article VII

### Commissions and Committees

There shall be such commissions and committees of the members of the Parish as the vestry shall organize and supervise. The commissions and committees shall perform such duties as may be required of them by the vestry.

## Article VIII

### Business Methods

**Section 1. Transfer or Encumbrance** The Parish shall not transfer or encumber real property or any part thereof without first obtaining the written consent of the Bishop and the Standing Committee of the Diocese.

**Section 2. Indebtedness** The Parish shall not become liable in respect of any indebtedness without first obtaining the written consent of the Bishop and Standing Committee of the Diocese except for unsecured current liabilities incurred in the ordinary course which in the aggregate do not exceed ten percent of the average annual receipts of the Parish during the three preceding calendar years.

**Section 3. Trust** All real and personal property held by or for the benefit of the Parish is held in trust for the Church and the Diocese.

**Section 4. Endowment Funds** The endowment funds of the Parish shall be deposited with a national or state bank, the Diocesan Investment Trust, or other agency approved by the Commission on Finance of the Diocese, and shall be held under agreements providing for at least two signatures for the withdrawal of funds. The Parish shall maintain records of all trust and permanent funds showing the source, date and terms governing the use of principal and income.

**Section 5. Accounts** The Parish shall maintain books of account in order to provide the basis for satisfactory accounting.

**Section 6. Audits** All accounts of the Parish/and or Parish organizations shall be audited annually by a certified public accountant or by such audit committee as shall be approved by the Commission on Finance of the Diocese.

**Section 7. Insurance** The Parish shall maintain adequate insurance coverage.

## **Article IX**

### **Notices**

**Section 1. How Delivered** Whenever under the provisions of the Rhode Island non-profit corporation act or of the articles of incorporation or of these bylaws written notice is required to be given to any person, such notice may be given by mail, addressed to such person at his or her address as it appears in the records of the parish, with postage thereon prepaid, and such notice will be deemed to be delivered if mailed, at the time when the same will be deposited in the United States mail in the State of Rhode Island. Notice may also be given by Email or personally to any member of the vestry.

**Section 2. Waivers of Notice** Whenever any notice is required to be given under the provisions of the Rhode Island non-profit corporation act or the articles of incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Article X**

### **Seal**

The corporate seal will have inscribed upon it the name of the Parish and such other appropriate language as may be prescribed by the Rhode Island non-profit corporation act or from time to time by the vestry.

## **Article XI**

### **Fiscal Year**

The fiscal year of the Parish shall be the calendar year.

## **Article XII**

### **Conflicts of Interest**

If any member of the vestry, officer or employee of the Parish shall be interested either directly or indirectly, or shall be a director, officer or employee of or have an ownership interest (other than as the owner of less than one percent of the shares of a publicly-held corporation) in any firm or corporation interested directly or indirectly in any contract with the Parish, such interest will be disclosed to the Parish and set forth in the minutes of the Parish, and the member of the vestry, officer or employee having such interest therein will not participate on behalf of the Parish in the authorization of any such contract.

## **Article XIII**

### **Indemnification**

The parish agrees to indemnify any officers of the parish or members of the vestry for actions taken in good faith during the course of their duties as officers or vestry members. The vestry may adopt specific guidelines pursuant to this article.

## **Article XIV**

### **Amendments**

**Section 1.** Any motion to amend these bylaws must be written and presented to the rector and wardens no less than 60 days before any meeting of the Parish at which the bylaws will be considered. Notice of any proposed amendments to the bylaws must be given to all voting members of the parish no less than 30 days before any such meeting.

**Section 2.** These bylaws may be amended by majority vote of those present, provided that no amendment is effective until it is passed by majority vote at a second meeting of the parish. At least one such meeting shall be the regularly scheduled annual meeting of the parish. At least 60 days shall elapse between any such meetings to consider amendment of these bylaws.

**Section 3.** Any vote to amend these bylaws shall be by secret ballot. Any amendment so passed shall be effective immediately.