

BYLAWS
of
ST. MARGARET OF SCOTLAND ANGLICAN CHURCH

ARTICLE I
ORGANIZATION

St. Margaret of Scotland Anglican Church is organized as an independent, religious, non-profit corporation under the provisions of Chapter 292 of the New Hampshire Revised Statutes Annotated, for the object of conducting religious services, religious education and pastoral counseling; the ownership of real and personal property; and, the conduct of such other business and operations as are reasonably related thereto. The Registered Agent of record with The State of New Hampshire shall be the Parish Clerk. St. Margaret of Scotland Anglican Church (“St. Margaret’s”) is a parish in the Diocese of the Northeast (“DNE”) of the Anglican Church in America (“ACA”) which is the American Province of the Traditional Anglican Communion (“TAC”).

ARTICLE II
MEMBERSHIP

Section 1. - Parish Members

Any baptized Christian who signifies a desire to be a member of St. Margaret’s, or a child whose parents have indicated such for the child, shall be considered a member of St. Margaret’s.

Section 2. – Voting Members

To be eligible to vote at Regular and Special Parish Meetings, a Parish Member must be present at said meeting and have attained eighteen years of age, and must be as identified by the Rector, a regular participant in the worship and welfare of the Parish. Proxy Voting is not permissible.

Section 3. – Membership Rolls

A Roll of Parish Members and Voting Members shall be prepared and maintained by the Rector, Vicar, Priest or other spiritual head of St. Margaret’s, a copy of which shall be maintained by the Clerk of the Vestry and shall be available at all Parish Meetings.

ARTICLE III

ADMINISTRATION and MANAGEMENT

Section 1. – Ecclesiastical [Spiritual] Leadership

Matters of religious, spiritual or theological nature, particularly including the form and order of worship and Christian education, are the purview of the Rector. If there should be no Rector, these responsibilities are the responsibility of the Bishop, or the person to whom he delegates this authority.

Section 2. – Secular [Temporal] Administration

The management of the secular, temporal and business affairs of St. Margaret's is the province of the members of the Parish by its Officers and Vestry as set forth in the appropriate Sections of these Bylaws.

Section 3. – Delegates and Alternates

Delegates and Alternates to the Synod of the DNE shall be elected, in the number allowed by the Canons of the DNE, in the same manner as the members of the Vestry. The term of office of the Delegates and Alternates shall be one year or until their successors have been elected. They shall be eligible for re-election without limit.

Section 4. – Fiscal Year and Financial Accounts

The Fiscal Year shall begin on January 1 and shall end on December 31. The Rector, Sr. Warden, and Treasurer shall be listed as signers on all Financial Accounts of the Parish.

ARTICLE IV

RECTOR, OFFICERS and VESTRY

Section 1. – Qualification

Only Voting Members of St. Margaret's shall be eligible to serve on the Vestry.

Section 2. – Composition and Eligibility

The Vestry shall consist of eight (8) Members, all of whom shall have voice and vote on all secular matters pertaining to the functioning and operations of St. Margaret's. The Vestry shall consist of four (4) Executive Officers, including a Senior Warden, Junior Warden, Clerk and Treasurer and four (4) Members-at-Large.

Section 3. – Election, Term of Office and Vacancies

A. Election

Each year at the Annual Parish Meeting, the Clerk shall report to the Parish the nominees for each Vestry Seat for election. Election shall be confirmed by a majority vote of the Voting Members present. Other than the Executive Officers, Vestry Members-at-Large may serve for two consecutive terms after which they shall be ineligible to serve for a period of one year.

B. Term of Office

The terms of Office for Executive Officers and Members-at-Large are as follows:

- 1) The Senior Warden shall be appointed by the Rector annually without limit. This appointment requires ratification by a majority of the Voting Members present at the Annual Meeting.
- 2) Other than the Senior Warden the Executive Officers shall be elected for a three-year term without limit.
- 3) The Vestry Members-at-Large shall be elected for a three-year term in accordance with Article IV Section 3. A.

C. Vacancies

Vacancies arising from death, incapacity, or resignation of a Vestry Member may be filled by another qualified Parish Member, by a majority vote of the remaining Vestry Members, with the newly elected Member serving until the next Annual Parish Meeting, at which time a Member shall be elected to fill the remainder of the original three-year term. To the maximum extent possible, elective terms for Vestry Members-at-Large shall be on a staggered basis annually.

Section 4. - Responsibilities of the Rector of St. Margaret's

The Rector will lead St. Margaret of Scotland Anglican Church as pastor, priest and teacher, sharing in the councils of this congregation and of the whole church, in communion with our Bishop. By word and action, informed at all times by the Holy Scriptures, the 1928 Book of Common Prayer, and the Constitution and Canons of the Anglican Church in America, the Rector will proclaim the Gospel, love and serve Christ's people, nourish them, and strengthen them to glorify God in this life and in the life to come.

A. Responsibilities

The Rector's responsibility to the Vestry and the congregation consists of but is not limited to the following:

- (i) Liturgical services are solely the purview of the Rector and to whom he chooses to delegate.
- (ii) The conduct and leadership of Worship, including Sunday Mass, Holy Day Masses, Weekday Masses (if any), Bible Study and any liturgical services he deems necessary for the spiritual development of the Parish.
- (iii) The pastoral care of the congregation, including short-term and long-term pastoral counseling, calling, visiting and spiritual direction.
- (iv) Participation in all Vestry meetings, as well as committee meetings of the congregation.
- (v) The management of the administrative work of the congregation and staff. The Rector, in consultation with the Vestry, will have the final say in the hiring/dismissal of all professional, compensated, and volunteer staff.
- (vi) The Christian education of all persons is under the purview of the Rector and to whom he chooses to delegate.
- (vii) Service to the greater church and community especially through work with and on behalf of the Diocese, the National Church and any Mission work.
- (viii) Regular contact with members of the congregation in the ordination process.
- (ix) Set a Christian example in prayer, study, family and personal life. In any case the congregation will treat the Rector with the same sense of forgiveness, reconciliation and understanding that is afforded any Christian.

B. Mutual Ministry Review

The Rector, Wardens and Vestry may agree to an annual discussion and Mutual Ministry Review of the total ministry of the Parish each year prior to the Annual Parish Meeting, in order to:

- (i) Provide the Rector, Wardens and Vestry an opportunity to assess how well they are fulfilling their responsibilities to each other and to the ministries they share;
- (ii) Establish goals for the work of the Parish for the coming year;

- (iii) Isolate areas of conflict or disappointment which have not received adequate attention and may be affecting mutual ministry adversely; and
- (iv) Clarify expectations of all parties to help put any future conflicts in manageable form.

Section 5. – Duties of Vestry

It shall be the duty and responsibility of the Vestry to provide a proper place of worship for the Parish, to confer upon and determine those courses of action which are in the best interests of the Parish, to take all suitable measures to promote Parish prosperity and to supervise, control and administer all Parish assets, be they financial, real property or personal property.

The **Senior Warden** shall:

- (i) Preside at any Vestry or Parish meetings when the Rector is unavailable;
- (ii) Take such steps as may be advisable and necessary to assist the Officers and Vestry in carrying out their responsibilities.
- (iii) Be responsible for assuring that the place of worship is in proper repair, safe and readily accessible to all members of the Parish;
- (iv) Ensure the continuity of worship services in the event the office of Rector becomes vacant;
- (v) Serve as liaison between the Parish and the Office of the Bishop in the event the office of Rector becomes vacant; and
- (vi) At the Rector's request, be a liaison between the Rector and the Parishioners when appropriate.

The **Junior Warden** shall:

- (i) Assist the Senior Warden in carrying out his responsibilities and shall stand in for the Senior Warden in his/her absence;
- (ii) Chair a property committee which shall be directly responsible for all improvements and/or repairs to the Church buildings and grounds; and
- (iii) At the Rector's request be available to assist the Rector and the Parishioners when appropriate.

The **Clerk** shall:

- (i) Have the responsibility of keeping a complete and factual record of the minutes and proceedings of all meetings of the Officers and Vestry and of all meetings of the Parish;
- (ii) Present the written minutes of each Vestry Meeting and Parish Meeting when applicable;
- (iii) Maintain a Minute Book which contains the permanent, written, originals of all Vestry and Parish Meetings for inspection by members of the Parish at any reasonable time;
- (iv) Serve as Chairman of the Nominating Committee;
- (v) Serve as Chairman of the Bylaws Committee and submit Amendments to the Bylaws when applicable;
- (vi) Receive, coordinate and copy the Annual Meeting Agenda and all Annual Reports to be included in the package known as "*The Annual Meeting Package*", a copy of which shall be available to all Voting Members (one per family);
- (vii) Post the Annual Meeting Notice, as well as a current List of Voting Members, in the designated areas of the Church; and
- (viii) At the Rector's request, be available to assist the Rector and the Parishioners when appropriate.

The **Treasurer** shall:

- (i) Have the responsibility of keeping an accurate record of all funds and other assets, both real and personal, belonging to St. Margaret's;
- (ii) Submit to the Vestry a monthly report of the financial status of the Church and provide such other financial information as the Officers, Vestry or Parish may require;
- (iii) Have the Treasurer's books and records for the preceding year closed by December 31;
- (iv) Compile end-of-year Financial Reports to be presented to the Vestry at its January meeting.

- (v) Prepare and submit to the Clerk no later than January 20 of each year the Financial Report of all Parrish Accounts and balances, for inclusion in “*The Annual Meeting Package*”; and
- (vi) At the Rector’s request be available to assist the Rector and the Parishioners when appropriate.

The Vestry, working in its official capacity, shall also:

- (i) Have the responsibility of managing the secular, temporal and business affairs of St. Margaret’s;
- (ii) Make the necessary provisions for the supply of proper and suitable clerical services;
- (iii) Assure itself that the Officers are duly carrying out their responsibilities;
- (iv) Assure itself that a suitable place of worship is being provided, and that the affairs of the Parish are being prudently administered; and
- (v) Determine if any issue is of such vital importance that it should be considered by the entire Parish at either a Regular or Special Parish Meeting, in which event, the Vestry shall require that the steps necessary to call a Special Parish Meeting be taken.

Additional Vestry Responsibilities

1. The Vestry, being the legal agent and representative of the Parish in all matters concerning its corporate property, shall ensure that Parish ownership rights to its property are properly recorded and protected under law.
2. It shall comply with IRS regulations and keep its Articles of Agreement and Bylaws current.
3. It shall ensure that Diocesan and National Church tithes are paid by the close of the calendar year.
4. It shall ensure that the Clergy and other staff are financially cared for to the maximum extent possible.
5. It shall take appropriate steps to replace Rector Vacancies on behalf of its Parishioners by working directly with the Office of the Bishop of the DNE.
6. It shall from time to time adopt Policies and Procedures for the efficient operation of the Parish.

7. It shall work with the Rector in preparing the Agenda for the Annual Parish Meeting at which it will present the annual budget for approval, and propose election of Vestry Members and Delegates, plus Alternates to Diocesan Synods.

Section 6 – Committees

The Rector and Vestry shall have the power to appoint committees, from time to time, as may be necessary for the sound, orderly and prudent administration and conduct of the affairs of St. Margaret's. The Rector shall serve on all Committees as an Ex Officio Member.

Section 7 – Nominating Committee

Each year at least sixty days prior to the Annual Parish Meeting, the Clerk, serving as Chairman, shall appoint one Vestry Member and one Parish Member to serve on the Nominating Committee. The Chairman shall prepare a Ballot, including nominees for all vacancies occurring through expiration of term, resignation or death in the positions of all Executive Officers (with the exception of the Senior Warden who is an appointment of the Rector), as well as Delegates and Alternates to a Synod, Diocese or Diocesan type organization when membership in such a group makes it necessary. Nominations for Vestry Seats and/or Delegates and Alternates must be provided to the Committee no later than fourteen (14) days prior to the Annual Meeting. Members of the Nominating Committee are not barred from becoming nominees for office themselves.

ARTICLE V

MEETINGS

Section 1. - Regular Vestry Meetings

Meetings of the Vestry shall always be conducted in an open forum. However, only members of the Vestry, and those invited to speak by the Rector and/or Vestry shall be allowed voice at said meetings. All other persons present shall be considered observers of the meeting. The Vestry shall meet at least once per quarter, and may meet monthly, at a date, time and place convenient for them. Meetings may be cancelled, omitted or postponed by a Majority Vote of the Vestry. The Rector shall be the Presiding Officer of Vestry and Parish meetings, with voice and vote; however, at the request of the Rector, the Senior Warden, or in his absence, the Junior Warden shall preside at monthly Vestry meetings. A Vestry Meeting shall not be held unless at least the Rector, Sr. Warden, or Jr. Warden is present.

A. **Quorum** – A Quorum for any Regular or Special Vestry Meeting shall be a simple majority of all sitting members.

B. **Attendance at Regular Vestry Meetings** - If any Vestry Member fails to attend three consecutive Regular Vestry Meetings, that person shall be deemed to have resigned and the vacancy shall be filled as provided in these Bylaws (Article IV Section 3. C.). However, absences may be excused by the Rector or in the absence of a Rector by the Vestry, for good and sufficient cause.

C. **Meeting in Closed Session** – The Rector, Officers and Vestry shall reserve the right to adjourn any meeting to a Closed Session for the purposes of discussing sensitive personnel issues only. The decision to adjourn to Closed Session must be made by motion and majority vote of the Vestry.

Section 2. - Special Vestry Meetings *Note: A Special Meeting as defined in Roberts Rules of Order is a separate session of a society held at a time different from that of any regular meeting and convened only to consider one or more items of business specified in the call of the meeting.*

A Special Vestry Meeting shall be conducted if called by the Rector or a majority of the Vestry.

Section 3. – Annual Parish Meetings

The Annual Meeting of the Parish shall normally be held in February of each year, at a time date and place set by the Vestry, for the purpose of adopting a Parish Budget, receiving the Annual Reports of the Officers, Vestry, Clergy and Parish Directorships, Groups and Committees for the proceeding year; for the election of Executive Officers and other Vestry Members and Delegates and Alternates to Synod, and for the transaction of such other business as may legally come before such meeting.

A. **Quorum** – A Quorum for any Regular or Special Parish Meeting shall be as simple majority of Voting Members.

B. **Notice of Annual Meeting** – Notice of any Parish Annual Meeting shall be given to the Voting Members by announcement at two consecutive Sunday Services. Written Notice shall be given at least fourteen (14) days in advance of the Annual Meeting, and said written Notice shall be posted at the main entrance to the Church and Church Offices. The Notice shall state the date, time, place and purpose of the meeting.

Section 4. – Special Parish Meetings *Note: A Special Meeting as defined in Robert’s Rules of Order is a separate session of a society held at a time different from that of any regular meeting and convened only to consider one or more items of business specified in the call of the meeting.*

A Special Parish Meeting shall be conducted if called by a majority of the Vestry, including either the Rector or the Senior Warden, or upon petition to the Vestry by a majority of the Voting Members of the Parish.

A. Notice of a Special Parish Meeting – Notice of any Special Parish Meeting shall be given to the Voting Members by announcement at two consecutive Sunday Services. A Written Notice shall be given at least fourteen (14) days in advance of the meeting and shall state the date, time, place and purpose of the meeting. The Written Notice of said Special Parish Meeting shall be available in the back of the Church in a properly addressed Envelope. Voting Parish Members will be asked by the Rector to pick up their Envelope, and all unclaimed Envelopes will be sent by United States First Class Mail.

ARTICLE VI

New Hampshire State

These Bylaws shall serve St. Margaret’s in the conduct of its temporal, secular and business affairs insofar as they are not inconsistent with the requirements of applicable laws and statutes of the State of New Hampshire. If any clause, phrase, provision or portion of these Bylaws or application thereof to any person or circumstance shall be invalid or unenforceable under applicable law, such event shall not effect impair or render invalid or unenforceable the remainder of these Bylaws.

ARTICLE VII

Conduct of Meetings

Section 1. – Roberts Rules of Order

Unless otherwise provided in these Bylaws, all Vestry and Parish Meetings of St. Margaret’s shall be conducted in accordance with the latest available edition of Roberts Rules of Order.

ARTICLE VIII
DISSOLUTION

In the event of dissolution of St. Margaret's, the accumulated assets of this corporation shall be distributed in accordance with pertinent sections of the Internal Revenue Code as they exist at the time of dissolution.

ARTICLE IX
AMENDMENTS TO BYLAWS

These Bylaws may be amended at any Regular or Special Meeting of the Parish of St. Margaret's by a two-thirds majority of Voting Members in attendance. Copies of the Proposed Amendments to the Bylaws, together with a brief explanation of the reasons for the changes shall be made available to each Voting Member at least fourteen (14) days prior to the meeting at which the changes will be voted upon.

Historical Note

St. Margaret's Bylaws were initially adopted at the First Annual Parish Meeting in January 1979 and subsequently amended at the Fifth such meeting on January 22, 1983 and again at the Fourteenth such meeting on January 26, 1992.

This Bylaw Revision was adopted by a Two-thirds Vote at the 31st Annual Meeting of St. Margaret of Scotland Anglican Church held at 85 Pleasant Street, Conway, New Hampshire on February 24, 2008.