

BYLAWS  
OF  
THE CHURCH OF THE HOLY SPIRIT

ADOPTED: 17 May 2016

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TO BYLAWS OF  
THE CHURCH OF THE HOLY SPIRIT

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## **ARTICLE I**

### Authority

The parish accedes to the Constitution and Canons of the Diocese of New Jersey and of the Protestant Episcopal Church in the United States of America and acknowledges their authority. [D. Constitution, Art. I; N.J.S. 16:12-1].

## **ARTICLE II**

### The Corporation

The Rector, Wardens and Vestry of the Church of the Holy Spirit, Clinton Township, New Jersey, shall constitute the Corporation. [N.J.S. 16:12-2].

## **ARTICLE III**

### Powers

The Corporation shall have all the powers authorized by the Constitution and Canons and the New Jersey Statutes. [See N.J.S. 16:12-3; but see N.J.S. 16:12-4].

## **ARTICLE IV**

### The Membership and Voters

Section 1. The membership shall be comprised of those persons eligible to vote at annual or special meetings [N.J.S. 16:12-6] and such other persons who are entitled to membership under the Canons of the Episcopal Church in the United States [see Title I, Canon 17].

Section 2. The voters shall be baptized, at least sixteen years of age, domiciled in the Parish or adjacent thereto, of good moral character, adhering to the Episcopal Church and to no other religious body, regular attendants at the services of the Church in said Parish, meaning thereby those who are more frequently present than absent unless for a good cause prevented and regular contributors to the current expenses of the Parish for six (6) months prior to the said annual meeting in the manner prescribed by the Vestry of said Parish. [D. Canon 50, Sec. 2].

Section 3. Any voters not baptized or confirmed in the Parish must have been received as communicants in accordance with the provisions of the Canons, or must be baptized persons who have been received on their written request to the Rector or to one of the Wardens if there be no Rector; and said Rector or Wardens shall keep a list of all who have been received as voters, which list shall be open to inspection by the members of the Parish. [D. Canon 50, Sec. 2].

Section 4. No one shall be permitted to vote or be eligible to office in more than one Parish in this Diocese. [D. Canon 50, Sec. 2].

## **ARTICLE V**

### The Rector

Section 1. The Rector shall be a member and the presiding officer of the Corporation. [Title I, Canon 14, Sec. 3; N.J.S. 16:12-6].

Section 2. The control of the worship and the spiritual jurisdiction of the Parish are vested in the Rector, subject to the Rubrics of the Book of Common Prayer, the Canons of the Church, and the godly counsel of the Bishop. [Title II: Canon 3. Sec 1]

Section 3. The Rector has exclusive charge under the Canons of all things affecting the spiritual interests of the Parish, subject only to the Bishop. It is his duty to give orders concerning the worship of the Church, together with all that appertains thereto. He may from time to time appoint fit and proper persons to perform under his supervision, such duties relative to the service and decoration of the Church as may be properly done by the laity. He shall be at all times entitled to access to the Church, to open the same for public worship, for catechetical or other religious instruction, marriages, baptisms, funerals and all other offices authorized by the Church. He shall have spiritual direction and control of all Sunday Schools, Parish Schools and other educational and charitable associations connected with the Parish, and shall preside, with right to vote, at all Parish and Vestry meetings. [D. Canon 51, Sec. 1].

## **ARTICLE VI**

### The Wardens and Vestry

Section 1. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy. [Title I, Canon 14, Sec. 2].

Section 2. It shall be the duty of the Wardens and Vestry persons, under the Rector, to protect the Church property, and to see that all things needed for the orderly worship of God, and for the administration of the Sacraments and Ordinances of the Church, be provided. [D. Canon 51, Sec. 2].

Section 3. It shall be the duty of the Wardens and Vestry persons to see that the funds of the Parish are expended properly, and to elect and call the Rector and provide for his maintenance. [D. Canon 51, Sec. 2].

Section 4. The Vestry shall meet regularly at least once every month except during the months of July and August. Additional meetings of the Vestry may be called as necessary.

Section 5. Meetings of the Vestry shall 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 (3) calendar months, or is incapable of acting, or if the Rector has refused to call the meeting within one (1) week after the receipt of a written or electronic request signed by a majority of the members of the Vestry; or

(c) A majority of the members of the Vestry, in case of failure of the Wardens to call such meeting within one (1) week after receipt of such request. [N.J.S. 16:12-8].

Section 6. To constitute a quorum of the Vestry, there must be present either:

(a) The Rector, one of the Wardens, and a majority of the Vestry persons; or

(b) The Rector, both Wardens and one less than a majority of the Vestry persons;  
or

(c) The Rector and two-thirds of the Vestry persons; 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 (3) calendar months, or if the meeting is called by the Rector and he is absent therefrom, or if the meeting is called by the Wardens or Vestry persons and the Rector is absent therefrom, one Warden and a majority of the Vestry persons, or both Wardens and one less than a majority of the Vestry persons.

If there is a Rector called to or settled in the Parish, no action shall be taken in his 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. [N.J.S. 16:12-9].

Section 7. The Vestry, by majority vote, shall elect a Clerk or Secretary from amongst the Vestry persons. The Vestry, by majority vote, shall elect a Treasurer. The Clerk or Secretary and the Treasurer shall be officers of the Corporation. [N.J.S. 16:12-6].

Section 8. In addition, the Vestry may vote the election of other Parish officers, from time to time as they deem necessary for the proper administration of the business of the Parish, including but not limited to the following:

Comptroller  
Auditor  
Legal Counsel  
Parliamentarian

Section 9. All officers of the Parish elected under Sections 6 and 7 shall be members of the Parish. All Parish offices shall serve a term of one (1) year and may be re-elected to succeed themselves.

## ARTICLE VII

### The Committees

Section 1. In order to assist the Parish in the fulfillment of its obligations, commitments and responsibilities, appropriate committees shall be appointed by the Vestry.

Section 2. Each committee appointed by the Vestry shall consist of one or more members of the Parish who shall periodically report to the Vestry as to its progress in fulfilling its obligations, commitments and responsibilities.

Section 3. The following standing committees will be appointed and will be chaired by either the Warden or Vestry person.

(a) Clerk and Administration. The Clerk or Secretary elected by the Vestry shall keep the minutes and enter the orders, acts and proceedings in a file kept for that purpose. He/she shall have custody of the common seal, and of the papers, deeds, writings, documents and books of or relating to the Corporation. Upon the death, resignation, removal or expiration of the office of Secretary, or election of a new one, the common seal and all minutes, papers, deeds, writings, documents and books of or belonging to such corporation shall be delivered to his/her successor in office, on the oath of the preceding Secretary, or in case of his/her death, on the oath of his/her executors or administrators, so far as the executors or administrators have or may reasonably acquire knowledge thereof, under such pecuniary penalty as said Corporation shall have previously fixed to be recovered by civil action in the name and for the use of the Corporation. Upon application to the Secretary, any member of the congregation shall have free access to true copies of all such papers, deeds, writings, minutes, documents and books.

In addition, the Committee shall be responsible for such administrative matters as the Vestry may determine from time to time.

(b) Finance. The Finance Committee shall be responsible for managing the finances of the Church and for securing an independent audit of the Parish's books and records, if required, or by an audit committee appointed by the Finance Committee for such purpose. An audit report shall be filed with the Diocese of New Jersey thirty (30) days following the date of such report, but in no event, not later than September 1<sup>st</sup> of each year, covering the financial reports of the previous calendar year. [Title I, Canon No. 7]. The Treasurer shall be a member of the Finance Committee.

The Treasurer shall have charge of the money of the Corporation and shall keep a correct account of its receipt and disbursement. At each regular Vestry meeting and at the annual election for officers, he/she shall render to the Parish a statement, in writing, of the receipts and disbursements of the Corporation for the preceding year. Upon his/her

death, resignation, removal or the expiration of his/her office, or election of his/her successor, all the books, accounts, vouchers and documents in the hands of the Treasurer, belonging to the Corporation, shall be delivered to his/her successor in office. The Treasurer and other Custodians, other than banking institutions, shall be bonded. [Title I, Canon No. 7; D. Canon No. 71 Sec. 3].

In addition, the Committee shall be responsible for such financial matters as the Vestry may determine from time to time.

(c) Building and Grounds. The Building and Grounds Committee is responsible for the maintenance of all buildings and property belonging to the Parish. Such maintenance includes organizing work parties as required, supervision of the Sexton, if any, and Housekeeping staff in matters of regular housekeeping and making recommendations to the Vestry of major repair work and capital improvements when required.

In addition, the Committee shall be responsible for such matters pertaining to the Parish's building and grounds as the Vestry may determine from time to time.

(d) Christian Formation. Under the direction of the Rector, the Christian Formation Committee is responsible for establishing the fundamental policies of Christian formation and education within the Parish; approving curriculum of the Church School and recommending both it and a budget for the total Christian formation program to the Vestry; developing training programs for teachers and leaders of Christian formation activities; providing resources (Audio-Visual, Library, Supplies); and helping with Christian formation needs of all parish groups when called upon to do so.

In addition, the Committee shall be responsible for such educational matters as may be determined from time to time.

(e) Worship and Music. Under the direction of the Rector, the Worship and Music Committee is responsible for recommending modes of worship, content of services, and selection of materials used by the Clergy and Lay Readers of the Parish; developing means by which Parish attitudes and opinions regarding the conduct of worship can be expressed and considered; and supervising the work of the Altar Guild, Acolytes, Ushers, Lay Readers, Lectors, Chalice Bearers, Lay Eucharistic Ministers, and Choir.

In addition, the Committee shall be responsible for such matters pertaining to worship and music as may be determined from time to time.

(f) Christian Service. Under the direction of the Rector, the Christian Service Committee is responsible for planning missionary endeavors to strengthen the Parish locally and the Episcopal Church in the world; creating programs for seeking new members, visitation of present members and publicizing Parish affairs; seeking out and recommending to the Vestry projects of social importance; and organizing fellowship events that bind together the members of the Parish.

In addition, the Christian Service Committee shall be responsible for such matters pertaining to Christian Service as may be determined from time to time.

Section 4. Additional Committees or Subcommittees may be appointed by the Rector or Vestry as appropriate or necessary from time to time.

Section 5. Standing Committee reports shall be called for at each regular Vestry meeting as well as the annual meeting. Additional committee or subcommittee reports shall be called for at the discretion of the Rector and/or Vestry.

## **ARTICLE VIII**

### **Parish Meetings**

Section 1. The Annual Meeting of the Parish for the election of Wardens, Vestry persons, Deputies and Alternates to the Diocesan Convention and Representatives to the District Convocation shall be held each year on the fourth Sunday in January. In the case of inclement weather or other emergency, it shall be held on the following Sunday. [N.J.S. 16:12-10].

Section 2. Special meetings of the Parish may be called by the Rector at any time, or if there be no Rector, by the Wardens. [N.J.S. 16:12-13].

Section 3. Notice of the time and place of the meeting shall be given by advertisement set up in open view at the door of the Church, and electronically leveraging all formats then currently used, ten (10) days prior to the meeting and also shall be read by the Rector or officiating minister on the two Sundays next preceding the meeting, in time of public service. [N.J.S. 16:12-10]. The notice shall specify the subject for which the meeting is called. [N.J.S. 16:12-10].

Section 4. Three persons qualified to vote shall constitute a quorum. [N.J.S. 16:12-10].

Section 5. The Rector shall preside, with the right to vote, or if he 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, one of the Vestry persons, or if no Vestry person is present, then some duly qualified voter to act as Chairman. The Chairman shall receive the votes and declare the results. [N.J.S. 16:12-10].

Section 6. The Clerk of the Vestry, or in his/her absence a person appointed by the Chairman, shall enter the proceedings in the minute book of the Vestry and shall sign the same together with the Chairman. [N.J.S. 16:12-10].

Section 7. The Chairman shall be the judge of the qualifications of the voters, shall receive all votes and declare all results. [N.J.S. 16:12-10]

Section 8. No later than a month before the Annual Meeting, the Vestry shall appoint a Nominating Committee.



A notice of the names of the Chairman and members of the Nominating Committee shall be communicated to the Parish members in such manner as the Vestry may determine.

The Nominating Committee shall prepare and present to the Vestry the names of the person or persons it recommends for nomination for each office. The Vestry shall act on the recommendations of the Nominating Committee and report to the Parish members in such manner as the Vestry may determine.

Section 9. The elections of Wardens and Vestry persons shall be by ballot. The polls shall remain open for one-half hour and for such longer time as may be required to receive the ballots of the persons present and ready to vote. In case of a failure to elect, on the first ballot, the required number of wardens or Vestry persons to be elected at the meeting, one or more further ballots shall be taken, in the same manner. [N.J.S. 16:12-10]. In the event of a vacancy in the office of warden or Vestryman caused by the failure of any candidate to receive a majority of the votes cast, the vacancy shall be filled a special meeting of the Parish, called forthwith. [N.J.S. 16:12-12].

Section 10. The elections of Deputies and Alternate Deputies to the Diocese Convention and of Representatives to the District Convocation shall be conducted at the same time and in the same manner as the elections of wardens and Vestry persons.

Section 11. No vote shall be taken at a special meeting upon any question not specified in the notice of that meeting [N.J. S. 16:12-13]. A vote upon a change in the Corporate title, the number of Vestry persons, the terms of office of its Wardens and Vestry persons, or the date of its Annual Meeting, shall be taken only at a special meeting and upon a recommendation of a two-thirds vote of all members of the Vestry, and shall be by ballot; each such change shall be voted upon separately, and shall require the affirmative vote of two-thirds of those present. [N.J. S. 16:12-14]. A vote upon any other matter at an annual or special meeting shall be decided by a majority vote and shall, upon the demand of any qualified voter, also be taken by ballot.

## **ARTICLE IX**

### **Bylaws**

Section 1. These Bylaws may be adopted, rescinded, altered, or amended by a majority vote of the Vestry. Any altered or amended Bylaw shall become effective immediately upon its passage.

Section 2. Bylaws by this Corporation shall be consistent with the laws of the United States, the State of New Jersey, with both the Constitution and Canons of the Episcopal Church in the United States of America, and those of the Diocese of New Jersey. [N.J. S. 16: 12-5]. In the event of any conflict between these Bylaws and the Constitution and Canons of the Episcopal Church, the Constitution and Canons of the Diocese of New Jersey or the laws of the United States or the State of New Jersey, the Bylaw so affected shall be superseded, but in all other respects these Bylaws shall continue in full force and effect.