

**BY-LAWS
of
CHEVY CHASE PARISH
Diocese of Washington
The Episcopal Church**

Adopted May 7, 2017, as amended May 19, 2019

No Article or Section of these By-Laws, or any amendment, repeal, suspension, or interpretation of these By-Laws shall conflict with Canons of the General Convention of the Episcopal Church, or the Canons of the Convention of the Episcopal Church of the Diocese of Washington, or "The Maryland Vestry Act."

ARTICLE I

DEFINITIONS

Section 1. Episcopal Church: The Protestant Episcopal Church in the United States of America.

Section 2. National Canons: The Canons of the General Convention of the Episcopal Church, as amended from time to time.

Section 3. Diocesan Canons: The Canons of the Convention of the Episcopal Church of the Diocese of Washington, as amended from time to time.

Section 4. Member of the Church: Any person baptized with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose baptism has been duly recorded in the Episcopal Church.

Section 5. The Parish: Chevy Chase Parish, Maryland, of the Diocese of Washington, D.C.

Section 6. Member of the Parish: Any person who is a Member of the Church and whose baptism is duly recorded among the records of the Parish.

Section 7. Member of the Vestry. A Member of the Parish duly elected to and serving on the Vestry.

Section 8. Contributor of Record: Any person who, during the twelve-month period ending thirty days prior to the Parish Meeting in question shall have been a regular participant in a service or devotional group officially sponsored by the Parish and made a financial contribution to the general fund of the Parish, which contribution has been recorded in the books maintained by the Treasurer.

Section 9. Qualified Voter: A person who, at least thirty days before the election in question, is (1) a Member of the Parish and a Contributor of Record, and (2) is at least 18 years of age.

Section 10. Eligible Candidate: A Member of the Parish and a Contributor of Record who, on the date of the election to office, is (1) at least 18 years of age if a candidate for Member of the Vestry, and (2) has not served the maximum allowable terms of office for which he/she is candidate.

ARTICLE II

PARISH MEETINGS

Section 1. Annual Parish Meeting: There shall be an Annual Parish Meeting held during each year at a convenient day and time designated by the Vestry. The date of the Annual Parish Meeting shall be designated and announced to the Parish no later than ninety days prior to the meeting. If the Vestry fails to fix the date and place of an Annual Parish Meeting during the first eleven months of any year, an Annual Meeting shall be held at the Church on the Monday night following the first Sunday in December.

Section 2. Election of Vestry Members:

- a. Annual Elections:** At each Annual Parish Meeting the Qualified Voters present shall elect persons to fill vacancies in the office of Member of the Vestry.
- b. Eligibility for Election:** In order to be eligible for election as a Member of the Vestry a person must be an Eligible Candidate.
- c. Terms of Office:** Members of the Vestry shall be elected to one three-year term, the expiration of which shall be staggered so that the terms of approximately one-third of the Members of the Vestry shall expire on the day of each Annual Parish Meeting. After a three-year term, a vestry member is not eligible for re-election for two years.
- d. Nominations:** Eligible Candidates for election as Members of the Vestry shall be nominated (1) by the Nominating Committee, as provided in Article IV, Section 3, which shall present to the membership via a suitable method of publication a slate of candidates, or (2) with the consent of the eligible candidate, at any time at least 35 calendar days prior to the Annual Parish Meeting if they obtain the signatures of 35 Qualified Voters endorsing their candidacy. All such nominated candidates shall be included on the written ballot and shall be included in all Vestry candidate forums.

Section 3. Special Parish Meetings: Special Parish Meetings may be called by the Rector, by two-thirds of the Members of the Vestry, or by a petition signed by one-third of the Qualified Voters.

Section 4. Notice: Written notice of the place, day and hour of any Annual or Special Parish Meeting, and the purposes for which the meeting is called, shall be mailed to all known Members

of the Parish at least thirty days prior to the meeting. During the same period, notice of any such meeting shall be printed in the weekly Church bulletins or included in other written communications distributed to Members of the Parish.

Section 5. Presiding Officer: The Rector shall be the Presiding Officer at all Parish Meetings. If the Rector is not present, the Senior Warden shall preside and if the Senior Warden is not present, the Presiding Officer shall be the Junior Warden, and if the Junior Warden is not present, the Presiding Officer shall be a Qualified Voter appointed by a majority of the Quorum. If the Office of Rector is vacant, the Bishop of the Diocese or other Bishop with oversight authority for the Parish shall preside, if present. If the Bishop is unable to preside, the Senior Warden or Junior Warden, in that order, shall preside.

Section 6. Tellers: Ballots shall be distributed, collected and counted by the Committee of Tellers provided in Article IV, Section 4, and the Teller in Charge shall announce the results of the elections. A majority of the votes cast shall be required to elect. In the event of failure to elect the required number of Members of the Vestry, the name of the nominee receiving the least number of votes cast shall be struck and another vote taken until all vacancies are filled.

Section 7. Judges of Election: A majority of the Members of the Vestry who are present at any Parish Meeting shall judge, in the event of challenge, (1) the election of Members of the Vestry, (2) the qualification of Qualified Voters, and (3) the qualification of persons nominated for election as Members of the Vestry.

Section 8. Secretary of Parish Meeting: The Secretary of the Vestry shall act as Secretary of any Parish Meeting. If the Secretary of the Vestry is absent, the Qualified Voters present shall elect a Secretary. The Secretary of any Parish Meeting shall make, or cause to have made for Vestry approval, a full and fair written record of the proceedings of the meeting and also of determinations of the questions passed upon by the Judges of Election, which record shall be included in the official records of the Vestry.

Section 9. Quorum; Manner of Acting: Ten percent or more of the Qualified Voters of the Parish shall constitute a quorum at the Parish Meeting. A majority of the vote of those present and voting where a quorum is present, but, in the event that less than a quorum is present at the time of the vote, at least a majority of the quorum, shall be necessary for the adoption of any matter voted upon by the Qualified Voters, except amendment, modification, or repeal of the Parish By-Laws, for which two thirds of the Qualified Voters present, where a quorum is present, shall be necessary.

Section 10. Absentee and Proxy Balloting: Voting by proxy shall not be permitted. Any Qualified Voter wishing to cast an absentee ballot for the election of a Member of the Vestry may make application to the Secretary or Senior Warden for an absentee ballot. The Secretary shall provide an absentee ballot in accordance with Robert's Rules of Order to any Qualified Voter who requests one in writing to the Secretary prior to the Annual Meeting. Completed absentee ballots must be received by the Secretary, or other designated person, prior to the Annual Meeting being called to order in order to be considered. Absentee ballots shall only be counted on the initial vote

for Vestry candidates, and the absentee ballots shall not be counted on subsequent votes as may be required under Article II, Section 6 of these By-Laws. Absentee ballots shall not be permitted for any matter other than voting for Vestry candidates.

Section 11. Main Motions and Resolutions: Any main motion or resolution planned for submission at any Annual Parish Meeting shall be submitted in writing to the Secretary at least 60 days before the meeting at which they are to be considered, and any main motion or resolution planned for submission at any Special Parish Meeting shall be submitted in writing to the Secretary at least 21 days before the meeting at which they are to be considered. The Secretary shall forward the resolution to the Vestry and shall provide notice of the proposed main motion or resolution to all Qualified Voters of the Parish at least thirty days prior to the meeting. The Vestry may, but is not required, to submit a report on each main motion or resolution. The expense of sending the notice shall be paid by the Parish.

To be carried, motions and resolutions shall require a majority of the vote of those present and voting at the Annual or Special Meeting where a quorum is present, but in the event that less than a quorum is present at the time of any vote, at least a majority of the quorum shall be required. Absentee balloting is not permitted for motions, resolutions or bylaw amendments. Amendments to main motions and resolutions are permitted from the floor of the meeting so long as the proposed amendments are germane. Except as otherwise provided in this section, all new main motions and resolutions shall meet the above requirements to be considered at the Annual or Special Parish Meeting. Alternatively, however, a proposal for a main motion or a resolution may be considered at any meeting if: 1) it is approved by the Vestry; or 2) if a two-thirds majority of the Qualified Voters present and voting, where a quorum is present, agree to act on such motion or resolution.

Section 12. Rules of Order: At all Parish Meetings, the most recently published edition of Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the Parish and any other special rules of order the Parish may adopt. The Presiding Officer, as determined in accordance with Article II, Section 5, or a Member of the Vestry appointed by such Presiding Officer, shall rule on all points of order.

ARTICLE III

THE VESTRY

Section 1. Membership: The Vestry shall consist of the Rector and 12 elected members, including the Senior Warden, the Junior Warden, the Secretary, and the Treasurer. All members of the Vestry shall be at least 18 years of age. The number of lay Vestry members may be increased or decreased from time to time by amendment of the Parish By-laws, except that no decrease shall have the effect of shortening the term of any incumbent member of the Vestry.

Section 2. Meetings: Meetings of the Vestry may be called from time to time by the Rector, the Senior Warden or by one-third of the Members of the Vestry, provided that each Member of the Vestry has received at least three-days' notice stating the time, place and purpose of the meeting.

Notice may be by e-mail, letter or orally. The necessity of such notice may be waived by a majority of the total number of the Members of the Vestry. The Annual Vestry Retreat shall be considered a required meeting of the Vestry.

Section 3. Quorum; Manner of Acting: The presence of one-half of the Members of the Vestry shall be a sufficient quorum for the transaction of any business which the Vestry is authorized to do by law, except as otherwise provided herein. An act authorized by the majority of a quorum of the Vestry present at meetings shall be an act of the Vestry. A member participating by telephone shall be considered present if the member and the members physically present can hear each other.

Section 4. Presiding Officer: The Rector, when present, shall preside at all meetings, and shall have a vote. If the Rector is absent, or chooses not to preside, the Senior Warden or Junior Warden, in that order, shall preside. If none of these is in attendance, the Members of the Vestry present shall elect a Member of the Vestry to preside at that meeting. If the Office of Rector is vacant, the Bishop of the Diocese shall preside, if present, and if not present the Senior Warden or Junior Warden, in that order, shall preside.

Section 5. Election of Officers of the Vestry: The Senior Warden shall be appointed by the Rector from among the Vestry membership, subject to the approval of the Vestry at the first Vestry meeting after the Annual Parish Meeting. At the first Vestry meeting after the Annual Parish Meeting, the Members of the Vestry shall elect a Junior Warden, a Secretary, and a Treasurer from among their membership. The term of all offices shall be for one year and shall expire at the first Vestry meeting following the subsequent Annual Parish Meeting at which time new officers are to be elected.

Section 6. Vacancies: If any of the offices of Junior Warden, Secretary of the Vestry, or Treasurer becomes vacant, the Vestry shall appoint, from its membership, a successor to serve until the next Annual Parish Meeting. If the office of Senior Warden becomes vacant, the Rector shall appoint a successor from among the Vestry membership subject to the approval of the Vestry. If the office of Member of the Vestry becomes vacant, the Vestry shall appoint a successor who meets the requirements of Article I, Section 10 to serve until the next Annual Meeting, and if, at the time of the Annual Meeting, any time remains in the term or terms of office vacated, a successor shall be elected to serve during the remainder of such term or terms. The winning candidate(s) for Vestry Member with the fewest votes on the final ballot(s) shall receive the short term(s).

Section 7. Oath of Office: Every person elected or appointed to be a Member of the Vestry, before serving as such, shall take and subscribe to the following oath, which the Rector or any member of the Vestry may administer:

I, _____, do solemnly swear that I confess Jesus Christ as Lord and that I will faithfully execute the office of vestry member in Chevy Chase Parish, in Montgomery County, without prejudice, favor or affection, according to the best of my skill and knowledge.

Section 8. Rules of Order: At all meetings of the Vestry, the most recently published edition of Robert's Rules of Order shall govern in all cases to which it is applicable and in which it is not inconsistent with the By-Laws of the Parish and any other special rules of order the Parish or Vestry may adopt. The Presiding Officer, as determined in accordance with Article III Section 5, or a Member of the Parish appointed by such Presiding Officer, shall rule on all points of order.

Section 9. Powers and Duties of the Vestry: The Vestry shall (1) adopt an annual Parish budget, (2) conduct the business affairs of the Parish, (3) manage the property of the Parish, and (4) take any actions deemed necessary or desirable in the conduct of the business and affairs of the Parish as it may think most advantageous to the interests of the Parish.

Section 10. Appointment of Delegates to the Diocesan Convention: At the second Vestry Meeting following the Annual Parish Meeting, the Vestry shall appoint Delegates and Alternate Delegates to the Annual Diocesan Convention in such number as shall be allocated pursuant to the Diocesan Canons.

Section 11. Absences: Members of the Vestry who will be absent from a meeting must notify the Secretary of the Vestry in advance of the meeting. Vestry Members who are absent for any three or more regularly scheduled Vestry meetings in one Vestry year will have automatically vacated their seat on the Vestry, unless a majority of those present at the third (or a subsequent) meeting missed agree that the absent Vestry Member shall continue to serve.

ARTICLE IV

COMMITTEES

Section 1. Regular and Special Committees: The Vestry may designate regular and special committees for such purposes as may be indicated in the resolution or resolutions providing therefor. The Rector shall nominate, and by and with the advice and consent of the Vestry, shall appoint members to each such committee. Each such committee shall report at least once annually to the Vestry (or more times if requested by the Vestry) on its activities, decisions and plans under its charter. Both the charter and the membership of each such committee shall be reviewed by the Vestry every two years.

Section 2.: [RESERVED]

Section 3. Nominating Committee: At least seventy-five days prior to the Annual Parish Meeting, the Vestry shall appoint a Committee on Nominations. The Committee shall consist of five Qualified Voters of the Parish, at least two of whom shall be either outgoing Members of the Vestry or be members in their final year of service and at least two of whom shall not be Members of the Vestry. The names of Eligible Candidates for the office of Member of the Vestry, as nominated by the Committee on Nominations, shall be included in the required notices for the Annual Parish Meeting.

Section 4. Committee of Tellers: At least ten days prior to the Annual Parish Meeting, the Vestry shall appoint a Committee of Tellers. The Committee shall consist of five Qualified Voters of the Parish, none of whom is on the Vestry.

ARTICLE V

PARISH OFFICERS

Section 1. Lay Officers: The Lay Officers of the Parish shall consist of a Senior Warden, a Junior Warden, a Secretary of the Vestry, and a Treasurer.

Section 2. The Wardens: The Senior Warden and the Junior Warden, as the principal officers of the Vestry and the ranking lay officers of the Parish, shall serve as chief representatives of, and spokespersons for, the congregation. They shall act as principal advisors to the Rector, and as chief custodians of all real and tangible personal property belonging to the Parish. The Wardens shall have such duties in the management of property, and the business and affairs of the Parish as are established by tradition and customary practice, subject, however, to approval by the majority of the whole Vestry.

Section 3. The Secretary of the Vestry: The Secretary of the Vestry shall (1) keep, or shall arrange with the administrative staff of the Parish to have kept, an enrollment of all members of the Parish; (2) keep, or have kept, proper records of baptisms, marriages, burials, and the qualification of voters; (3) report annually to the Vestry on the condition of such records; (4) take, or cause to be taken, the minutes of the meetings of the Vestry, the Executive Committee, and the Parish; (5) maintain an official file in the Parish Office of these minutes with correspondence, contracts, agreements, financial reports, and other documents pertaining to the property, business and affairs of the Parish, all of which shall be readily available to the Rector and the Members of the Vestry; (6) sign, above the title of office, all deeds, titles of property, and other articles executed in the name of the Parish; (7) keep, or have knowledge of the place of keeping, the official seal of the Parish; (8) turn over all documents of the Parish within his/her control to his/her successor upon ceasing to serve as Secretary of the Parish; (9) keep or arrange for the keeping of all insurance policies of the Parish in a safe and accessible place; and (10) perform such other duties as the Vestry may assign.

Section 4. Treasurer: The Treasurer shall (1) have or arrange custody of and provide for the safekeeping of all money, securities, and funds of the Parish; (2) receive or arrange for the receipt of contributions; (3) make or arrange for the making of deposits and disbursements, and (4) keep or arrange for the keeping of financial records and present financial records by report to the Vestry at its regular meetings. The Treasurer shall be bonded in such amount as provided by the Diocese.

ARTICLE VI

ELECTION OF RECTOR AND ASSISTANTS

Section 1. Election of Rector: When the rectorship becomes vacant, the Vestry shall, by a vote of a majority of the entire Vestry, elect a new Rector from among the priests of the Episcopal Church or other clergy authorized by the National Canons to officiate in the Episcopal Church. Such election shall follow consultation with the Bishop of the Diocese in conformity with the National Canons.

Section 2. Assistant Clergy: The Vestry shall, by majority vote of the entire Vestry, elect Assistant Members of the Clergy from among the clergy of the Episcopal Church or other clergy authorized by the Canons of the General Convention. Such election shall be at the nomination of the Rector, and after consultation with the Bishop of the Diocese in conformity with the National Canons.

Section 3. Calls to Rector and Assistant Clergy: A call of a new Rector or Assistant Members of the Clergy shall be made and accepted in writing and shall be in form and substance in conformity with Diocesan and National Canons.

ARTICLE VII

AUDITS

All books of accounting and funds of the Parish shall be audited annually as required by the National Canons.

ARTICLE VIII

INDEMNIFICATION

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Member of the Vestry, Clergy or in any other leadership position of the Parish (collectively "Indemnified Leaders"), against all expenses and liabilities, including, without limitation, attorney fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), in which that person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless that person is successful on the merits and the proceeding was authorized by a majority of the Vestry).

Notwithstanding the previous sentence, no indemnification shall be provided for any such person with respect to any matter in which that person is adjudicated to have acted not to have acted in good faith on behalf of the Parish or in which the Vestry, in good faith, makes such a determination.

ARTICLE IX

AMENDMENTS TO THE PARISH BY-LAWS

These By-Laws may be amended, modified, or repealed at any Parish Meeting by a vote of two-thirds of the Qualified Voters present, where a quorum is present. Notice of the proposed amendment, modification, or repeal, and an explanation of it, shall be given to all Qualified Voters of the Parish at least thirty days prior to the Parish Meeting.

CERTIFICATE OF THE CLERK OF THE VESTRY

It is hereby certified that the foregoing By-Laws of Chevy Chase Parish, consisting of nine (9) pages, including this signature page, constitute the amended By-Laws of this parish church and were duly approved and adopted at its Annual Meeting held on May 19, 2019.


Rip Wilson, Clerk of the Vestry