

BY-LAWS OF EPIPHANY EPISCOPAL CHURCH ODENTON

Preamble

These Bylaws are adopted this date, June 7, 2015 by Epiphany Episcopal Church (Epiphany) in Odenton, a Congregation of the Diocese of Maryland, to govern its temporal affairs. Epiphany is a diverse community seeking to embody and share the teachings and love of Jesus Christ for all people.

Article I - Worship

Section 1. The Congregation, its Rector, and Vestry shall at all times adhere to and observe the doctrine, worship and discipline as set forth in the Constitution and Canons of The Episcopal Church and of the Diocese of Maryland, which shall take precedence in the event of any conflict with these Bylaws.

Article II - Identification with the Diocese of Maryland

Section 1. This Congregation is established in the Diocese of Maryland, under the authority of its Rector and of the Bishop of the Episcopal Church of the Diocese of Maryland.

Article III - Members

Section 1. Regular Members

All baptized persons who have made their intention to join the congregation known to the rector, and whose request has been acknowledged and accepted, and who regard Epiphany as their regular place of worship shall be Regular Members of this Congregation.

Section 2. Voting Members

Every person not less than 16 years of age who has been a Regular Member of the Congregation for at least 6 months preceding the day when this person may wish to vote, and who shall have been, for the period aforesaid, a member in good standing by being faithful in corporate worship and financial support, shall be a Voting Member thereof, with the right to vote in the election of Vestry Members and upon all other matters having to do with the affairs of this Congregation.

Section 3. Annual Meetings

There shall be an Annual Meeting of the Voting Members of this Congregation at which all Regular Members shall be welcome but shall have no vote, on the fourth Sunday of January of every year, or as soon thereafter as the Vestry shall determine. The business to be transacted at the Annual Meeting of Voting Members shall include the election of Vestry Members, the approval of an annual budget, and any other business within its power.

Section 4. Special Meetings

At any time during the interval between Annual Meetings, Special Meetings of the Voting Members, at which all Regular Members shall also be welcome, may be called by the Rector or by not less than one-third of the members of the Vestry or upon written request of not less than 50 Voting Members filed with the Rector, or in the Rector's absence, with the Senior Warden.

Section 5. Notice and Place of Meetings

All Meetings of members, both annual and special, shall be held at the Church on Sundays unless another time or place is specified in the notice. Notice of all meetings shall be given by announcement at services in the Church at least two Sundays immediately preceding the meeting. Such notice shall indicate whether the meeting is an Annual Meeting or a Special Meeting. If a Special Meeting, the business to be transacted. No business other than that specified in the notice shall be transacted at Special Meetings.

Article IV - The Vestry

Section 1. Eligibility

Every Voting Member of this Congregation, as defined in Section 2 of Article III of these By-laws, shall be eligible to serve as a member of the Vestry.

Section 2. Number and Term of Office

The Vestry of this Congregation shall consist of the Rector and 12 members chosen from among the Voting Members for 3-year terms. Four (4) members shall be elected each year. A member shall take office as a Vestry Member immediately upon the member's election. A member shall serve for one term. A member who serves for one term is eligible for re-nomination and re-election to the Vestry after a period of one year following the member's term. A member who is appointed to fill a vacancy of less than two years is immediately eligible to serve a full term following the member's service to fill the vacancy.

Section 3. Nomination

Voting Members shall be nominated to serve on the Vestry in the following manner: In advance of each Annual Meeting, the Rector shall appoint a Nominating Committee consisting of five Voting Members, not more than two of whom shall be members of the existing Vestry. The Nominating Committee shall nominate at least as many Voting Members to serve as Vestry Members as there shall be vacancies in the Vestry to be filled by the election at the Annual Meeting. The Nominating committee shall submit to the Vestry for approval the names of those persons so nominated at least one month prior to the Annual Meeting. The Vestry shall promptly notify the approved Nominees as they receive the nominations.

Two or more Voting Members may nominate a candidate or candidates for the office of Vestry by submitting such nomination or nominations, over their signatures, to the Registrar at least two weeks prior to the Annual Meeting. The Vestry shall promptly

make known to the Congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of any such additional nominees.

No person shall be nominated for the Vestry who has not agreed to serve if elected.

Section 4. Election

The Vestry Members shall be elected at the Annual Meeting by the Voting Members present. Voting by proxy shall be permitted. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected.

Section 5. Vacancies

If a vacancy shall occur in the Vestry, the remaining Vestry members may, by a majority vote of those present at a duly constituted meeting, elect an eligible person to fill such vacancy for the unexpired term thereof. Alternatively, at the discretion of the Vestry, any such vacancy may be filled by nomination and election by the Voting Members at any Annual Meeting in the manner provided in Sections 3 and 4 above.

Section 6. Duties and Powers

The Vestry shall act as trustees for this Congregation pursuant to the authority granted by the Maryland general corporation law relating to religious corporations affiliated with the Episcopal Church of the Diocese of Maryland.

Section 7. Meetings

Regular meetings of the Vestry shall be held each month except in July. Special meetings may be held at any time or place on call by the Rector, the Senior Warden, or by not less than one-third of the number of Vestry Members. A good faith effort must be made to notify each Vestry Member not less than twenty-four hours preceding the meeting. No business shall be transacted at special meetings except that specified in the notice. The meetings of the Vestry are open to Regular Members except if the Vestry conducts business in executive session for discussion of personnel or other confidential matters.

Section 8. Quorum, Voting and Presiding Officer

A total of at least two-thirds of the Vestry members and the Rector or, if the Rector is absent the Senior Warden, shall constitute a quorum for the transaction of business at any meeting of the Vestry. The Vestry and Senior Warden, whose appointment is approved by the Vestry pursuant to Article V, Section 2, shall have the right to vote at the meeting except that the Rector shall only vote in cases where a vote is taken and the votes are tied. The Rector or the Rector's designee shall preside at meetings of the Vestry at which Rector is present. In the absence of the Rector, the Senior Warden shall preside.

Article V - Officers of the Congregation

Section 1. Titles of Officers

The Officers of the Congregation shall be the Rector, a Senior Warden, one or more Junior Wardens, a Registrar, a Treasurer, and such other officers as the Vestry may from time to time designate.

Section 2. Election

The Senior Warden shall be appointed by the Rector and this appointment approved by the Vestry annually. The Junior Warden, Registrar, and Treasurer shall be elected annually by a majority vote at the first meeting of the Vestry held after the Annual Meeting. Officers must be Voting Members of the Congregation and may, but need not be members of the Vestry. Any vacancy in any office shall be filled for the unexpired term thereof by the Vestry. An officer of the Congregation may be re-elected to successive terms in the same office.

Section 3. The Rector

The Rector shall act as the president of the Vestry and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of The Episcopal Church and of the Diocese of Maryland. The Rector shall preside at all meetings of the Vestry at which the Rector is in attendance. The Rector shall be elected in the manner prescribed by the Canons of The Episcopal Church and the Canons of the Diocese of Maryland. The Rector shall be compensated by the Vestry in accordance with the compensation guidelines provided by the Diocese of Maryland, as stated in the budget approved by the Congregation or as stated in a written annual contract if required by the Vestry.

Section 4. The Church Wardens

The Senior Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned to the Senior Warden by the Vestry. The Senior Warden shall be the senior lay officer of this Congregation. The Junior Warden shall have general responsibility for the supervision and maintenance of all property of this Congregation, real and personal (other than securities and cash), and shall perform such other duties as may be assigned to the Junior Warden by the Vestry.

Section 5. The Registrar

The Registrar shall record the minutes of all meetings of the Vestry and of the Voting Members which shall be maintained in the Church office along with a copy of these Bylaws and shall be accessible to any Regular Member of the Congregation and to other persons at the discretion of the Rector or Vestry. In addition, the Registrar shall perform such other duties as may be assigned to the Registrar by the Vestry.

Section 6. The Treasurer

The Treasurer shall keep the financial records of the Church and shall have general custody of all securities and other investments. All monies received by the Church shall

be delivered to the Treasurer, and all expenses and other payments shall be made by the Treasurer or under the Treasurer's direction. The Treasurer shall make a written report of the general financial condition of this Congregation at the Annual Meeting of the Voting Members and at monthly Vestry meetings and shall make such other reports from time to time as the Vestry may request.

Section 7. Assistant Treasurer

The Vestry may at any time elect one or more Assistant Treasurers who shall perform such duties of the Treasurer as the Treasurer may assign to them.

Section 8. Archivist

The Archivist is responsible for maintaining the historical records of Epiphany. The Archivist is appointed by the Rector.

Section 9. Other Officers

Such other officers as may be elected by the Vestry from time to time shall have and perform such powers and duties as may be assigned to them by the Vestry.

Section 10. Attendance of Officers at Vestry Meetings; Voting Rights

Officers who are not members of the Vestry shall be invited to attend all Vestry meetings but shall not have the right to vote except for the Senior Warden, whose appointment was approved by the Vestry.

Article VI - Committees; Diocesan and Regional Council Delegates

Section 1. Committees

The Vestry may establish Vestry Committees to carry out the its work, e.g., a Finance Committee. The Rector may establish Congregational Committees, for carrying out the pastoral or spiritual work of the church, e.g., the Altar Guild.

Section 2. Election of Lay Delegates

Before each annual meeting of the Convention of the Diocese of Maryland, the lay delegates and alternates from this Congregation to the Convention, and to the Regional Council with which this Congregation is affiliated, shall be elected by the Vestry or at the Vestry's request, at the Annual Meeting of the Congregation. All members who qualify as Voting Members are eligible to nominate and to be nominated. No person shall be nominated who has not agreed to serve if elected.

Article VII - Fiscal Matters

Section 1. Fiscal Year

The fiscal year of this Congregation shall be the calendar year.

Section 2. Signature to Commercial Paper

All checks and drafts shall be made, drawn and endorsed in the name of this Congregation in such manner as the Vestry may from time to time determine.

Section 3. Limitation to Expenditures

The annual budget shall be submitted and approved annually at the Annual Meeting. The Vestry shall obtain three or more bids for budgeted expenditures of goods or services of \$1,000 or more. For unbudgeted expenditures, except in cases of emergency, any expenditure of (a) \$500 or more must be approved in advance by the Vestry, and (b) less than \$500 must be approved in advance by the Senior Warden or, in cases of real and personal property, the Junior Warden.

Section 4. Audit

The financial books and records of the Congregation shall be audited annually by a certified public accountant chosen by the Vestry or by a committee of three Voting Members of this Congregation other than the Treasurer. Such audit shall be submitted to the Vestry within sixty days following the close of the fiscal year of this Church and be filed with the records of the Church.

Article VIII - Emergency Provisions

Section 1. Unavailability of Rector

In the event the Rector is unavailable, the Senior Warden, shall be authorized to act in consultation with the Bishop of Maryland, or the Bishop's appointee, for the well-being of the Congregation.

Article IX - Adoption and Amendments of By-Laws

Section 1. Adoption

The By-laws shall be proposed by the Vestry and adopted at the Annual Meeting or at a Special Meeting of the Voting Members by a majority vote.

Section 2. Amendments

These By-laws may be amended or repealed by a two-thirds vote of the Voting Members of the Congregation at an Annual Meeting or Special Meeting as outlined in Article III, Sections 3, 4, and 5.