

Bylaws of

St. Peter's Parish, Anne Arundel County at Epiphany Episcopal Church, Odenton, Maryland

Preamble: These Bylaws are adopted pursuant to the authority granted by Section 5-334 of the Corporations and Associations Article of the Annotated Code of Maryland relating to religious corporations affiliated with the Protestant Episcopal Church of the Diocese of Maryland (the "Diocese of Maryland"). These Bylaws shall govern the corporate and temporal affairs of St. Peter's Parish, Anne Arundel County at Epiphany Episcopal Church, Odenton, Maryland ("Epiphany"), subject to the Public General Laws of the State of Maryland, to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Episcopal Church") and to those of the Diocese of Maryland. Epiphany is a diverse community seeking to embody and share the teachings and love of Jesus Christ for all people.

ARTICLE I MEMBERS

Section 1. Ordinary Members. All persons who have been baptized, whether in the Episcopal Church or in another Christian Church, and whose Baptisms have been duly recorded in the Episcopal Church, and who regard Epiphany as their regular place of worship, shall be Ordinary Members of the Church.

Section 2. Voting Members. Every person not less than 16 years of age who has been an Ordinary Member of the Church for at least 6 months preceding the day when the person may wish to vote, and who shall have been, for the period aforesaid, a communicant in good standing in the Episcopal Church and enrolled as such in the records of the Church, 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 the Church. A communicant in good standing means a confirmed or received member of the Church over the age of 16 who has received Holy Communion in the Church at least three (3) times in the preceding year, and who for the preceding year has been faithful in corporate worship and financial support, unless for good cause prevented, and has been faithful in working, praying and giving for the spread of the Kingdom of God.

The Rector shall maintain a current list of communicants in good standing, determined in the Rector's best judgment according to the Canons of the Episcopal Church. In the event of any dispute as to eligibility of any voter, the question shall be referred to the Vestry for resolution. If the determination by the Vestry is not satisfactory to the objecting party or group, and if the differences cannot be resolved after consultation with the Bishop or Ecclesiastical Authority of the Diocese, the matter shall be referred to a panel of three arbitrators, communicants in good standing of one or more other parishes or congregations

in the Diocese of Maryland, one of whom shall be named by the objecting party or group, one by the Vestry and the third by the two arbitrators so named. The decision of such panel shall be binding on all parties.

Section 3. Annual Meetings. There shall be an annual meeting of the Voting Members of the Church, at which all Ordinary Members shall be welcome but shall have no vote, on the fourth Sunday of January of each and 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, consideration and action upon reports of the Rector, Officers, Vestry members and committees, the presentation of the annual budget, and any other business within the power of the Church as a religious corporation of the State of Maryland.

Section 4. Special Meetings. At any time during the interval between annual meetings, special meetings of the Voting Members, at which all Ordinary 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 the written request of not less than 25 Voting Members filed with the Rector, or in the Rector's absence, with the Senior Warden.

Section 5. Notice and Place of Meetings; Quorum. All meetings of members, both annual and special, shall be held at Epiphany 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 on at least two Sundays immediately preceding the date of the meeting, and by publication in the weekly bulletin of the Church in not less than two issues immediately preceding the meeting. Such notice shall indicate whether the meeting is an annual meeting or a special meeting, and if a special meeting, the business to be transacted. No business other than that specified in the notice shall be transacted at special meetings. Attendance through telecommunications services, if provided and hosted by Epiphany, will be considered present for the purposes of voting and quorum. The quorum at a properly noticed meeting shall be the number of individuals in actual attendance at the meeting.

ARTICLE II The Vestry

Section 1. Eligibility. Every Voting Member of Epiphany, as defined in Section 2 of Article I of these Bylaws, shall be eligible to serve as a Vestry member.

Section 2. Number and Term of Office. The Vestry of Epiphany shall consist of the Rector and 10 lay members in 2025 and 9 lay members all years thereafter chosen from among the Voting Members. The Rector shall have only a casting vote in the event of a tie. Of the 10 lay members in 2025 and 9 lay members all years thereafter, three shall be elected each year and serve three year terms. A lay member shall take office as Vestry member immediately upon election. No lay member shall be eligible for re-nomination and re-election to the Vestry for a period of one year after the member's term has expired, provided, however,

that prior service on the Vestry in filling a vacancy of less than two years shall not be considered a disqualification for re-election.

Section 3. Nomination. Voting Members shall be nominated to serve as Vestry members in the following manner: At least three months 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 as many Voting Members to serve as Vestry members as there shall be vacancies in the Vestry to be filled by the election of Vestry members at the annual meeting.

The Nominating Committee shall submit to the Vestry the names of those persons so nominated at least one month before the annual meeting, and the Vestry shall immediately make known to the congregation by publication in the Church bulletin, or by such other means as the Vestry may select, the names of those so nominated. The Nominating Committee shall present a slate of nominees consisting of at least the number to be elected. Any group of two or more Voting Members may nominate a candidate or candidates for the office of Vestry member by submitting such nomination or nominations, over their signatures, to the Registrar at least two weeks before the annual meeting. The Vestry shall immediately 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 Vestry member unless the person has agreed to serve if elected.

Section 4. Election. Vestry members shall be elected at the annual meeting by the Voting Members present and voting thereat. Voting by proxy shall not be permitted. Those receiving the highest number of votes for the vacancies to be filled shall be deemed elected.

Section 5. Vacancies. If by reason of death, resignation or any other cause 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. In the discretion of the Vestry, any such vacancy may also be filled by nomination and election by the Voting Members at any annual meeting in the manner provided in Section 3 above.

Section 6. Duties and Powers. The Vestry shall act as trustees for Epiphany in accordance with the public general laws of the State of Maryland regulating religious corporations affiliated with the Diocese of Maryland and shall have and exercise all corporate powers and privileges of the Church under such laws.

Section 7. Meetings. Regular meetings of the Vestry shall be held each month.

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. Notice of the time and place of all regular and special meetings and of the purpose of all special meetings shall be given to each Vestry member in person or by telephone not less than twenty-four hours preceding the meeting or by mail or electronic means posted not less than two days

preceding the date of such meeting. No business shall be transacted at special meetings except that specified in the notice. The meetings of the Vestry are open to Ordinary Members except if the Vestry conducts business in executive session for discussion of personnel or other confidential matters.

Section 8. Quorum and Presiding Officer. A total of at least two-thirds lay Vestry members and the Rector, if present, or the Senior Warden and at least two-thirds lay Vestry members if the Rector is not present, shall constitute a quorum for the transaction of business at any meeting of the Vestry. Officers who are not members of the Vestry shall not be counted for purposes of determining a quorum. The Rector shall preside at all meetings of the Vestry at which the Rector shall be present. In the absence of the Rector, the Senior Warden, or in the Senior Warden's absence, the Junior Warden, shall preside. The presiding officer may vote only in case of a tie.

ARTICLE III Officers

Section 1. Titles of Officers. The Officers of the Church shall be the Rector, a Senior Warden, a Junior Warden, a Registrar, a Treasurer and such other officers as the Vestry may from time to time designate. Only the Senior Warden shall be considered a voting officer.

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 and any other Officers 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 Church 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 Church may be re-elected to successive terms in the same office.

Section 3. The Rector. The Rector of the Church shall be the president and chief executive officer of the Church 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 by majority vote of the entire Vestry and, unless otherwise provided in the terms of the call, the Rector shall continue to serve until death or resignation or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop or Ecclesiastical Authority 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 annual budget approved by the Vestry 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 the Church.

The Junior Warden shall have general responsibility for the supervision and maintenance of all Church property, 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 have custody of the corporate seal of the Church. The Registrar shall record the minutes of all meetings of the Vestry and of the Voting Members in a suitable minute book which shall be maintained in the Church office. The Registrar shall be charged with the responsibility of keeping up-to-date at least two copies of the Bylaws which shall be open to inspection in the Church office at reasonable business hours by an Ordinary Member or Voting Member of the Church. 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 Church funds, 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 report as to the general financial condition of the Church at the annual meeting of the Voting Members and at regular 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 or from time to time elect one or more Assistant Treasurers who shall do and perform such duties of the Treasurer as the Treasurer as may assign to them.

Section 8. Other Officers. Such other officers as may be designated 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 9. Attendance of Officers at Vestry Meetings. All officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry.

Section 10. Voting Rights of Officers. Only Officers who are also members of the Vestry shall have the right to vote. The Senior Warden shall have the right to vote on all matters because the appointment is approved by the Vestry annually.

ARTICLE IV Committees; Diocesan and Regional Council Delegates

Section 1. Designation by Vestry. The Vestry may designate regular and special committees for such purposes as may be indicated in the resolution or resolutions providing therefor. Committee appointments shall be made by the Rector with the advice and consent of the Vestry or by the Vestry or other person or persons to whom the Vestry may, by its resolutions, give such power of appointment.

Section 2. Election of Lay Delegates. At least six months before each annual meeting of the Convention of the Diocese of Maryland, the lay delegates from the Church to the Convention and to the Regional Council with which the Church is affiliated shall be elected by the Vestry or at the Vestry's request, as 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 V Fiscal Matters

Section 1. Fiscal Year. The fiscal year of the Church 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 the Church in such manner as the Vestry may from time to time authorize.

Section 3. Limitation on Expenditures. The annual budget shall be submitted and approved annually by the Vestry and presented at the Annual Meeting. Any expenditure in excess of \$500 or more not specifically provided for in the current annual budget of the Church must be approved in advance by the Vestry and less than \$500 must be approved by the Senior Warden or in the cases of real and personal property, the Junior Warden. A budget for capital expenses may also be maintained and approved by the Vestry as needed; all expenditures to the capital budget must be approved in advance by the Vestry. In cases of emergency the Senior Warden shall consult with the Rector and Junior Warden (in cases of real and personal property) and approve necessary expenditures. The Vestry shall be notified of emergency expenditures no later than the next regularly scheduled meeting.

Section 4. Audit. The financial books and records of the Church shall be audited annually by a certified public accountant chosen by the Vestry or three or more responsible persons other than the Treasurer to be appointed by the Vestry. Such audit shall be submitted to the Vestry within sixty days following the close of the fiscal year of the Church and shall be filed with the records of the Church.

Section 5. Fidelity Bond. The Treasurer and such other officers, employees or other persons handling Church funds, whether salaried or non-salaried, as the Vestry may direct from time to time, shall be bonded for the faithful performance of their duties at the expense of the Church, in such amounts and by such surety companies as the Vestry may determine.

ARTICLE VI 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 VII Amendment to Bylaws

These Bylaws may be altered, amended, repealed or added to by a two-thirds vote of those Voting Members who shall attend any meeting of members of the Church, provided, however, that any such alteration, amendment, repeal or addition, whether proposed by the Vestry or by the Voting Members who shall call a special meeting pursuant to Article I, Section 4 hereof, shall be specified in the notice of the meeting, whether it be an annual or special meeting.

ARTICLE VIII Adoption of These Bylaws

These Bylaws shall be submitted to and approved by a majority vote of the entire membership of the Vestry of the Church and shall be recommended to the Voting Members of the Church for favorable action at any annual meeting of such members or at any special meeting called for that purpose. Copies of these Bylaws shall be reproduced and made available to such members for their inspection at least ten days before the meeting at which they shall be submitted for approval. If ratified by a majority vote of the Voting Members attending such meeting, the Bylaws shall stand adopted. This Article, being of a transitory nature, shall stand repealed immediately upon adoption of these Bylaws.

These Bylaws stand adopted January 28, 2024.

AMENDMENT I Number of Vestry

On January 26, 2025 the bylaws were amended. The motion to amend Article II, Section 2 by changing the text "12 lay members" to "10 lay members in 2025 and 9 lay members all years thereafter" and the word "four" to "three" in reference to the number of elected Vestry members each year passed with unanimous consent at the annual meeting.