

**Bylaws**  
for  
**Holy Innocents St. Paul's Episcopal Church - Philadelphia**  
Amended and Adopted on May 18, 2022  
Ratified on June 5, 2022

**Article I**

Of the Member of the Corporation and the Qualification of Voters

Section 1.

The members of the Corporation qualified to vote at elections of members of the Vestry and on all questions which may come before any meeting of the Corporation shall be those persons otherwise qualified under Article XX of the Articles of Incorporation who shall appear by the books of the Corporation to have contributed to its support not less than twenty-five dollars (\$25) per year during each of the two successive years immediately preceding such election or meeting.

**Article II**

Of the Meetings of the Corporation and the Election  
of Members of the Vestry, Deputies to Diocesan Convention  
and delegates to Deanery

Section 1.

The annual meeting of the Corporation and the annual election of members of the Vestry, deputies to the next state Diocesan Convention and delegates to the Deanery shall be held in the Church edifice or such other place as the Vestry shall by resolution prescribe on the celebrations of the Day of Pentecost that is defined with the Constitution and Canons of The Episcopal Church. The time and place for holding the meeting and election shall be announced to the Congregation by the Rector or the Senior Warden on at least two (2) Sundays preceding such day of the election, and a written notice of the annual meeting shall be given to each member of record entitled to vote, at least ten (10) days prior to the day named for the meeting; if action to be taken by the member at the meeting includes alteration, amendment or repeal of the By-Laws, notice thereof by announcement shall be given by the Rector or the Senior Warden no later than three (3) Sundays preceding such meeting. Notice can be given in writing, in the church bulletin, or electronically.

Section 2.

The Rector, the Senior Warden or the Junior Warden, in the order named, shall preside at the meeting and the meeting shall be organized by the election of a Secretary. Nominations for members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery shall then be made. Upon the close of the nominations the chairman shall appoint as tellers of election three persons qualified to vote.

Section 3.

It shall be the duty of the tellers of election to open the polls. Voting for members of the Vestry, deputies to the next stated Diocesan Convention and delegates to the Deanery shall be by ballot, in person and not by proxy. When all persons are present have had opportunity to vote, the tellers shall declare the polls closed, proceed with the count and announce to the meeting the result of the election. The chairman of the meeting shall notify each of the persons elected and due notice of the next meeting of the Vestry shall be given to the new members of the Vestry. The minutes of the meeting shall be transmitted to the Secretary of the Vestry by the Secretary of the meeting.

Section 4.

In case of failure to hold an election on the day specified the Vestry shall appoint another day within four (4) weeks for holding such election.

Section 5.

Special meetings of the members may be called at any time by the Rector, or the members of the Vestry, or upon the request of at least twenty (20) members of the Corporation. Notice of the time and place of a special meeting shall be given in the same manner a Section 1 of this Article prescribes for annual meetings.

Section 6.

At all meetings of the members of the Corporation, twenty percent (20%) of the members who would be qualified to vote if present in person shall constitute a quorum.

Section 7.

Voting for all matters other than election of members of the Vestry may be by ballot, voice vote, or show of hands, and voting by proxy in writing with a signature, that are delivered to the office on the Friday before the meeting shall be permitted. Anyone that has voted by proxy and is in attendance of the meeting for any amount of time, the proxy vote will become invalid.

Section 8.

Ballots and results will be kept until the next Annual Meeting. At that time, the ballots will be distorted, and the official results will have already been recorded in the office records of the Church.

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## Article III

### Of the Members of the Vestry, the Appointment of Wardens and Officers, and Meetings of the Vestry

#### Section 1.

Vestry members are legal representatives and agents of the parish, charged with specific responsibilities by the canons of The Episcopal Church and the canons of the Episcopal Diocese of Pennsylvania. A Vestry member's core focus is on the mission of the Church and the vision of the congregation; to further the mission of God. If there is an executed and fully performing shared ministry agreement between Grace Episcopal Church and the Incarnation & Holy Innocents St. Paul's Episcopal Church, there will be one (1) combined vestry with members of both churches. Each church will elect five (5) persons to the combined vestry which will total a vestry of at least ten (10) persons. Each person must be an active pledger, confirmed or received in The Episcopal Church, and a member in good standing. Non-received or confirmed members of the vestry can be elected to the vestry with a voice to the vestry but are not allowed to vote. Additionally, at least one (1) more person from both parishes, between the ages of fourteen to twenty-five (14 to 25) years old at the time of their election can be added to the vestry. This or these persons will serve one (1) year term but not more than three (3) consecutive years. This person or persons will be designated the youth/young adult Vestry member; but other youth, sixteen (16) years or older, can fulfill a regular three (3) year team.

If for any reason, there is not an executed and fully performing shared ministry agreement between Grace Episcopal Church and the Incarnation & Holy Innocents St. Paul's Episcopal Church, the vestry will be reorganized by a meeting of the corporation as stated in Article II. Consequently, if there is no said agreement in place, there shall be six (6) members of the Vestry, to be elected annually, each for a three (3) year term; at least one (1) person being between the ages of fourteen to twenty-five (14 to 25) years old at the time of their election (this person will serve one (1) year term but not more than three (3) consecutive years (this person will be designated the youth Vestry member; but other youth, sixteen (16) years or older, can fulfill a regular three (3) year term)).

No member of the Vestry shall be eligible to serve more than two (2) consecutive three (3) year terms; thereafter must be off the Vestry for one (1) full calendar year. All persons that are fourteen (14) years or older shall have a voice; sixteen (16) years or older shall have a voice and a vote. If a member of the Vestry has been removed for a specific cause, that person is not eligible to serve on the Vestry for two (2) full calendar years starting on the date of removal from the Vestry.

#### Section 2.

Following the annual election of members of the Vestry the stated meeting of the Vestry shall be held as soon thereafter as practicable. Meetings of the Vestry shall be held on such day in the months of January, March, May, July, September, November, and December as the Vestry may from a time-to-time fix by resolution. Special meetings of the Vestry may be called by the Rector or by a majority of the members of the Vestry at any time upon five days written notice. It is expected that every Vestry Member attends every meeting. Upon the extraordinary exception that someone needs to be excused, the Vestry member should notify the Rector no later than three (3) hours before the meeting by telephone or email. If a Vestry member is absent for more than three regularly scheduled meetings, they automatically forfeit their membership on the vestry.

Section 3.

A simple majority of the members of the Vestry shall constitute a quorum for the transaction of all business, except as otherwise provided in the Articles of Incorporation or these Bylaws.

Section 4.

Vacancies in the Vestry occurring at any time may be filled by a majority of the remaining members of the Vestry, though less than a quorum; Provided that no person shall be elected by the Vestry to fill a vacancy unless nominated at a meeting held at least one (1) week previous to the election, and written notice of such nomination shall have been sent to all members of the Vestry at least five (5) days prior to such election.

Section 5.

At the stated meeting following the election of members of the Vestry each year, the Vestry shall elect one (1) of their members from each church as the Junior Warden and Treasurer (In other words, a Junior Warden at Grace and a Junior Warden at Holy). In addition, one (1) from either church to be the Vestry Secretary. Lastly, the Rector shall appoint one (1) member of the Vestry as the Senior Warden for each church (In other words, a Senior Warden at Grace and a Senior Warden at Holy); provided that, if a vacancy exists in the office of Rector, the Vestry shall elect one of their members to person the duties of Senior Warden, one for each church, until the next succeeding stated meeting of the Vestry. All elections shall be by ballot- unless the same shall be dispensed with by the unanimous consent of the members of the Vestry present.

Additionally, Vestry Guidelines and Procedures (job descriptions) along with a Vestry Covenant and Vestry Stewardship Statement will further direct the actions of the Vestry and will be considered to be obligatory on each vestry member and the focus of the mission and vision of this congregation.

Section 6.

To the fullest extent that the laws of the Commonwealth of Pennsylvania as now in effect or as hereafter amended permit elimination or limitations of the liability of members of the Vestry, no member of the Vestry of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a member of the Vestry. Any amendment or repeal of this Section or adoption of any provision of these Bylaws or the Articles of Incorporation of the Corporation which has the effect of increasing the liability of members of the Vestry shall operate prospectively only and shall not affect any actions taken, or any failure to act, prior to its adoption.

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## **Articles IV Of Committees**

The Vestry or Rector may create such committees, standing or special, to perform such functions, and to serve such terms as it may deem appropriate. Members of committees shall be appointed by the Rector, subject to the approval of the Vestry.

## **Article V Of the Election of the Rector**

### Section 1.

The Rector shall be elected by a majority of the Vestry upon written ballot.

### Section 2.

The person to be elected shall have been openly nominated at a previous meeting of the Vestry, the notice for which meeting shall have been issued at least one (1) week previous to the holding thereof, and shall have stated that nominations would then be made and received; and the notice for the meeting at which such election is intended, shall state such intention; and no election as aforesaid shall be held until at least one (1) week shall have elapsed from and after the nomination of the candidate.

### Section 3.

The agreement between the person called and the Corporation shall be reduced writing and signed by both parties, of which each party shall be furnished with a copy.

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## Article VI

### Of the Senior Wardens, Junior Warden, Treasurer and Vestry Secretary.

The Canons of the Episcopal Church assign specific responsibilities to the Senior Warden, Junior Warden, Treasurer, and Vestry Secretary and form the basis for their job description. These are in addition to the requirements and responsibilities of all vestry members

#### Section 1.

The Senior Warden should be available to meet weekly with the rector, if required. These meeting will review the life and work of the congregation, plan ahead, and anticipate and resolve problems. They must be available to discuss any and all concerns with the rector and maintain confidentiality where appropriate. Ensuring that policies and procedures are in place and enforced regarding employee or volunteer misconduct; immediately take any questions, concerns, and complaints to the rector and/or appropriate authorities. Senior warden should be able to assist in the identification of persons for leadership roles and participate in inviting them to serve in those roles. (Title III. Canon 9, Section 5b).

When the congregation is without a Rector, the Senior Warden will notify the Bishop promptly and make provisions for worship services (Title III. Canon 9, Section 6d). They will lead the congregation by ensuring that the worship services, program, and pastoral care needs are being met, the selection process for a new rector has begun, and that employee relations and communications with the dioceses are maintained. Ensuring that the name of the person proposed to be called as a rector is submitted to the Bishop thirty (30) days before the election is to be held and delivering written notice of the election of a Rector to the Bishop (Title III, Canon 9, Section 3a (2&3)). Senior warden will be tasked with preparing a Letter of Agreement with the proposed new rector, which outlines mutual responsibilities. This letter is subject to the Bishop's approval. (Title III. Canon 9, Section 3a (4)). The Senior Warden is a member of the parish's Executive Committee.

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## Section 2.

The Junior Warden may be called to weekly meetings with the Rector and/or the Senior Warden, if requested. Assisting the rector and the Senior Warden in providing leadership so the vestry can identify the mission, vision, and goals of the congregation; make and implement plans; assess programs; and celebrate achievements. Providing leadership in the congregation by demonstrating a consistently positive attitude that seeks to resolve problems, recognizes accomplishments, and gives thanks for those things that build community and further the mission and vision of the church. The junior warden will work closely with the rector and senior warden in providing overall leadership of the congregation

Junior Warden must have an understanding of property management and maintenance needs, the ability to work with service people, to recruit, and motivate the congregation to take responsibility for maintenance work. They shall have the ability to establish and execute a plan for an oversight of seasonal maintenance of all equipment (furnace, air conditioning, plumbing, kitchen facilities, office equipment, etc.), establish and oversee a process for annual safety checks, and review insurance needs with the treasurer and insurance agent; revise annually as needed.

Junior Warden will establish and oversee a process for obtaining the service of contractors, as needed, and chair or work with the head of a maintenance committee. The Junior Warden is a member of the parish's Executive Committee.

## Section 3.

The Treasurer will be required to be present for weekly oversight of collections and deposits, make periodic payment of bills, and create monthly generation of accounting reports. They will meet regularly with the rector, wardens, and/or staff for planning and evaluation. Being available to consult with other committees that might need help in planning budgets or other assistance with financial matters. They will supervise the collections, counting, and deposits of all contributions to the faith community, while ensuring that at least two (2) persons are present at all times during the collection and counting process. The supervision of the treasurer of all other accounts, ensuring that they follow established accounting procedures and appropriate safeguards. Ensuring that the bills are paid in a timely fashion.

The treasurer will determine that the books and accounts of the congregation are being kept in accordance with standard accounting procedures and the requirements of the canons. They will ensure that the congregation's financial operations are in accordance with The Episcopal Church's and diocesan canons, congregational bylaws, and state federal laws. They will observe that the congregation's deeds and other instruments of ownership are secured and maintained in the manner prescribed by canon and civil law, while working with any designated committee to make certain that adequate insurance is maintained on all real property.

The treasurer will ensure that anyone serving as custodian of any congregational or organizational funds over five hundred (\$500) dollars is bonded by a professional bonding insurer. They will develop (if one does not exist) and serve on the finance committee, assisting in the developments of budgets, while also making appropriate contributions to the diocesan parochial report. The Treasurer is a member of the parish's Executive Committee.

Section 4.

The Vestry Secretary will handle the distribution of agenda and minutes from previous meeting. They will maintain a roster of members and contact information along with other duties as deemed necessary by the rector and senior warden.

The Vestry Secretary will take notes during each vestry meeting and afterwards. They must prepare and distribute minutes in accordance with designated formatting. Organizing and maintaining a file of all vestry meeting minutes. If asked, they shall take notes for the annual congregation meeting. They must prepare, date, sign, and maintain documents as required.

The Vestry Secretary may be elected or appointed as provided for the diocesan canon or congregational bylaws. They are accountable to the Rector and Vestry. A covenant between the Vestry Secretary, Rector, and the Vestry should be developed and reviewed annually. Their ministry should be considered a part of the annual ministry review. The Secretary is a member of the parish's Executive Committee.

## **Articles VII**

### **Registers**

Section 1.

The Vestry Secretary shall provide a register, to be kept in the custody of the Rector, in which shall be recorded by the Rector, or other minister of the Parish, a list of such Communicants of the Parishes, all Marriages, Baptisms, Confirmations, and Burials, at which such clergy shall have officiated in the Parish, together with all pertinent data as required by the Canons. This book shall belong to the Corporation as part of the Church records. Certificates from these records, under seal, shall, when requested, be provided by the Rector or the Wardens.

Section 2.

The Treasurer shall keep a register or record in which shall be entered the names of all person who contribute to the current expenses of the Corporation, and the amount of such contribution. The Treasurer and the Rector shall prepare from the said register a list of members qualified to vote for the election of members of the Vestry and shall deliver the list to the judges of election on the day fixed for the election of members of the Vestry.

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## **Articles VIII**

### Of the Church Building and Furniture

Section 1.

No alteration of or addition to any part of the Church building of the same shall be made without the consent of both the Vestry and the Rector. No tablet, window, or monument shall be placed in or around the Church, unless a complete design thereof shall have been first approved by the Vestry and Rector; Provided, that nothing herein contained shall in anyway be taken to affect or vary the right of the Rector as specified in the Constitution and Canons of the The Episcopal Church or the Constitution and Canons for the government of the Diocese of Pennsylvania.

## **Articles IX**

### Of Gifts to the Church

Section 1.

All articles of every description given to the Church or placed in, upon, or about the Church building, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.

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## Articles X Indemnification

### Section 1.

#### Right to indemnification.

- A. Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Internal Revenue Code (the "Code") or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each member of the Vestry, member of the clergy, and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person in the defense of any action or proceeding (other than an action by the Corporation or in the right of the Corporation if approved by the Vestry) to which such person is a party by reason of being of having been a member of the Vestry, member of the clergy, or officer of the Corporation (any such action or proceeding, other than as aforesaid, hereinafter being referred to as an "Action").
- B. Persons who are not members of the Vestry, members of the clergy, or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Vestry at any time designates any of such person as entitled to the benefits of this Article X.
- C. As used in this Article X, 'indemnitee' shall include each member of the Vestry, each member of the clergy, and each officer of the Corporation and each other person designated by the Vestry as entitled to the benefits of this Article X, "liability" shall include amount of judgements, excise taxes, fines, penalties, and amounts paid in settlement' and 'expenses' shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that section.

### Section 2.

#### Right to Advancement of Expenses.

Every indemnitee shall be entitled as of right to have their expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation received a written undertaking by or on behalf of the indemnitee to repay that amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

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Section 3.

Right of Indemnitee to Initiate Action; Defenses.

- A. If a written claim under Section I or Section II of this Articles is not paid in full by the Corporation within thirty (30) days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.
- B. The only defenses to an action to recover an claim for indemnification otherwise properly asserted under Section I shall be (i) that the indemnitee's conduct was such that the under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.
- C. The only defense to an Action to recover a claim for advancement of expenses otherwise properly asserted under Section II shall be that the indemnitee failed to provide that undertaking required by Section II.
- D. Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article X shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual right in favor of each indemnitee who served the Corporation at any time while this Article X is in effect (and each indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article X and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

## **Article XI**

### **Of the Seal of the Corporation**

Section 1.

A meatal seal, having the following inscription: Holy Innocents St. Paul's Episcopal Church – Philadelphia (1881/1891 – 1998) shall be the corporate seal of this Corporation. It shall be used in all acts of the Vestry requiring the seal, and shall be attested by the Rector, the Senior Warden or the Vestry Secretary.

## **Article XII**

### **Of Alteration of Bylaws**

Section 1.

Alteration, amendment, or repeal of the Bylaws at meeting of the Vestry shall be effective only if propped at a vestry meeting at least 14 day in advance of the vote in accordance with the Articles of Incorporation and if notices for both meeting state that such alteration, amendment, or repeal of the Bylaws will be proposed or acted upon, and signify the nature of such proposed action.

Section 2.

Alteration, amendment, or repeal of the Bylaws may also be carried out by vote of a majority of the members qualified to vote present at any meeting of the members. This power in the membership includes the power to change or override any otherwise effective action by the Vestry to alter, amend or repeal the Bylaws taken pursuant to Section I of this Article. Notice of any such meeting of the members shall set forth the proposed change or a summary thereof.

This set of Bylaws was Amended and Adopted by a majority vote of a quorum of the Vestry Membership on May 18, 2022 at the Annual Meeting of Holy Innocents St. Paul's Episcopal Church in Philadelphia, PA and Ratified on June 5, 2022 as attested by our signatures.

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Francine Dennis, *Acting Vestry Secretary*

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Francine Dennis, *Co-Secretary of the Annual Meeting*

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Katrina Nedby, *Acting Senior Warden*

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Katrina Nedby, *Co-Secretary of the Annual Meeting*

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The Reverend Brian G. Rallison, *Rector*

SEAL