

BY-LAWS
ST. MARTHA'S EPISCOPAL CHURCH
BETHANY BEACH, DELAWARE
A Congregation of the Diocese of Delaware

-Adopted April 8, 1984-

-Amended March 16, 1986, March 25, 1995, March 24, 1996

March 14, 1999, October 3, 1999, October 8, 2000, November 24, 2002 and November 19, 2005

ARTICLE I **NAME**

Section 1. The name of this Congregation shall be St. Martha's Episcopal Church.

ARTICLE II **AUTHORITY ACKNOWLEDGED**

Section 1. The Congregation accedes to the Constitution, Canons, doctrine, discipline and worship of the Episcopal Church, and to the Constitution and Canons of the Diocese of Delaware and acknowledges their authority and, furthermore, agrees to abide by the rules established for Congregations of the Diocese by duly constituted authority.

ARTICLE III **MEMBERSHIP**

Section 1. **Members:** Any person who is baptized, regularly attends worship services of the Congregation, and has a recorded declaration of affiliation shall be considered a member of the Congregation.

Section 2. **Qualified Voters:** Any baptized member who is at least sixteen (16) years of age, a regular attendant at the worship services of the Congregation for six (6) months preceding the meeting, and is a regular contributor to the support of the Congregation for the same period shall be qualified to vote at the Annual Meeting and special meetings of the Congregation.

ARTICLE IV **CONGREGATION MEETINGS**

Section 1. **Annual Meeting:** The Annual Meeting of the Congregation shall be held on a Sunday in November at a time and place designated by the Vestry. The purpose of this meeting shall be to elect new members of the Vestry, to hear the annual reports of the Congregation and to transact such business as shall properly come before the meeting. The date, time, and place of the meeting may be changed by the Vestry.

Section 2. **Special Meetings** of the Congregation shall be called by the Secretary upon the request of the Rector, at the call of the Senior Warden or at the direction of a majority of the Vestry, or upon written petition of at least ten (10) qualified voters.

Section 3. **Notices:** Notice of any meeting of the Congregation shall be published in the Congregation bulletin on the two (2) Sundays immediately preceding such meeting and thereafter posted until the meeting.

Section 4. **Presiding Officer:** The presiding officer at any Congregation meeting shall be the Rector, or in his/her absence, the Senior Warden, or in his/her absence, the Junior Warden.

Section 5. **Voting:** Fifteen (15) qualified voters shall constitute a quorum, and a majority of those votes cast shall be sufficient to carry a measure.

ARTICLE V

THE RECTOR

Section 1. **The Rector,** subject to the authority of the Bishop and to the provisions of the Constitution and Canons shall have exclusive charge of all things pertaining to the spiritual interest of the Congregation, and the authority to do everything which may be necessary and proper in connection therewith.

ARTICLE VI

VESTRY

Section 1. **Number and Duties:** The Vestry shall have charge of the temporal affairs of the Congregation. The vestry shall consist of the Rector, the Senior Warden, and at least nine (9) elected persons. The elected Vestry members shall continue in office until their successors have been elected.

Section 2. **Qualifications:** All qualified voters are eligible to serve as members of the Vestry.

Section 3. **Nomination:** Nominations of no more than two (2) candidates for each vacancy of the Vestry, arising from the expiration of the term of a member of the Vestry, shall be made by a Nominating Committee appointed by the Rector and consisting of at least one Vestry member whose term is expiring and two (2) qualified voting members at large. These nominations and the qualifications for voting shall be published in the Congregation bulletin at least thirty (30) days prior to the election. Additional nominations of qualified persons may be made from the floor at the time of the election. All persons nominated shall have indicated their willingness to serve.

Section 4. **Election:** The Vestry members shall be elected by a plurality of secret ballots at an election which shall be first order of business at the Annual Meeting. The Rector, with the assistance of the Wardens shall supervise the election.

- (a) Each qualified voter shall be entitled to cast one vote for each vacancy on the Vestry, but not more than one vote for any nominee.
- (b) In the event that two or more nominees receive an equal number of

votes, and in the event that because of the said tie not all of the vacancies on the Vestry are filled, there shall be an additional secret ballot to resolve the tie.

- Section 5.** **Term:** The normal term of membership on the Vestry shall be three (3) years. Each year one third of the members of the Vestry shall be retired and replaced by election. No member of the Vestry elected to a three year term may be re-elected for at least one year.
- Section 6.** **Vacancies:** The Vestry shall elect a qualified person to fill a vacancy on the Vestry which may occur for any reason. The person elected by the Vestry to fill an unexpired term of less than eighteen months shall be eligible for election to a full term.
- Section 7.** **Meetings:** Meetings of the Vestry shall be held at least ten times a year. The presiding officer shall be one of the following in the order named: The Rector, the Senior Warden, the Junior Warden, or a chairman selected by those present. Special meetings of the Vestry may be called by the Rector, by the Wardens or by any two (2) Vestry members. Reasonable notice of all meetings shall be given to all members of the Vestry.
- Section 8.** **Voting:** Not less than half of the members of the Vestry shall constitute a quorum, and a majority of the votes cast by those present shall be sufficient to carry a measure.

ARTICLE VII

WARDENS. SECRETARY AND TREASURER

- Section 1.** **Appointment of Senior Warden:** At its first meeting following the Annual meeting, the Vestry shall elect out of its members a Senior Warden for a term of one year. He/she may succeed himself/herself. The Senior Warden's duties shall be to represent the Rector, preside at meetings of the Congregation and of the Vestry in the Rector's absence or at the Rector's request, and to assist the Rector in any way possible.
- Section 2.** **Selection of Junior Warden. Secretary and Treasurer:** At its first meeting, following the Annual Meeting, the newly constituted Congregation Vestry shall elect out of its members a Junior Warden and a Secretary. A Treasurer shall be appointed by the Wardens with the approval of the Vestry and shall serve at the discretion of the Vestry. The Treasurer need not be a current elected member of the Vestry. All officers shall be elected for a term of one (1) year but may succeed themselves. Vacancies shall be filled by appointment by the presiding officer, subject to the concurrence of the Vestry.

Section 3. **Duties of the Junior Warden:** The duties of the Junior Warden shall be to represent the people, protect the Congregation property, to manage such business affairs of the Congregation as may not require Vestry action, and to assure that all things needed for the orderly worship of God and for the administration of the Sacraments be provided.

Section 4. **Duties of the Secretary:** The Secretary shall take and record the minutes of all meetings of the Congregation and of the Congregation Vestry, attest the public acts of the Vestry, preserve all records and papers belonging to the Congregation, perform such other duties as shall be legally assigned, and faithfully deliver into the hands of his or her successor all books and documents of the Congregation that may be in his or her possession.

Section 5. **Duties of the Treasurer:** The Treasurer shall receive all monies belonging to the Congregation and shall disburse the same as directed by the Vestry, and shall keep full and accurate accounts of all receipts and disbursements and render a report of the same at each regular meeting of the Vestry. At the Annual Meeting of the Congregation an annual report for the preceding fiscal year ending December 31 shall be submitted. All accounts having to do with the receipt, expenditure and investment of funds shall be submitted for an annual audit by an independent accountant approved by the Diocese.

ARTICLE VIII

AMENDMENTS

Section 1. These By-laws may be added to, amended or replaced in whole or in part by fulfilling the following steps in sequence: the proposed action shall be presented at a Vestry meeting; the proposed action shall be accepted by at least two-thirds of those present at the next Vestry meeting; and the proposed action shall be accepted by a two-thirds majority of the qualified voters present at the next Annual Meeting or special meetings of the Congregation, at which time the action shall become effective. Any revision or amendment of these By-Laws shall be consistent with the Constitution and Canons of the Episcopal Church and the Diocese of Delaware.