

**BYLAWS OF
THE CHURCH OF THE REDEEMER
36 South Street, Morristown, NJ 07960**

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THE CHURCH OF THE REDEEMER
36 South Street, Morristown, NJ 07960**

PREAMBLE

The Church of the Redeemer, located at 36 South Street, Morristown, NJ, is a parish of the Protestant Episcopal Church in the United States of America ("the Episcopal Church") in union with the Episcopal Diocese of Newark. As such it accedes to the Constitution and Canons of the Episcopal Church and to the Constitution and Canons of the Diocese of Newark.

All temporalities and property, both real and personal, belonging to the corporation and all revenues there from, shall be administered in accordance with the Constitution and Canons of the Protestant Episcopal Church in the United States of America; the Constitution and Canons of the Diocese of Newark; and the laws of the State of New Jersey.

**ARTICLE I
Membership**

Membership in the Church of the Redeemer family is renewed each year. A current member is one who has made a membership commitment in keeping with the vision and mission of The Church of the Redeemer.

**ARTICLE II
Annual Parish Meeting and Special Meetings**

Sec. 1. The Corporation.

The parish has been duly incorporated in accordance with the provisions of N.J.S. 16:12-1 et seq., as "The Rector, Wardens and Vestry of the Church of the Redeemer in Morristown, New Jersey." The Rector is a member and presiding officer of the corporation, but if there is no Rector, the Wardens and Vestry members constitute the corporation, and one of the Wardens shall be elected the presiding officer. A Clerk, who shall be a member of the Vestry, and a Treasurer, who need not be a member of the Vestry, shall be elected annually by the Vestry.

Sec.2. Date.

The Annual Parish Meeting ("Annual Meeting") of The Church of the Redeemer shall be held on or about the Sunday following the March Vestry meeting.

Sec 3. Purpose.

New Vestry members will be proposed each year by the Vestry so that the entire slate can be presented to the congregation during the Annual Meeting. Vestry nominations may also be made by current members of the Church. Also during the Annual Meeting the current year budget and current status of the Parish finances will be discussed and

the Shalom Award given. The bestowing of the Shalom Award shall be at the discretion of the Vestry and need not be awarded each year.

Sec. 4. Notice.

Notice of the time and place of such Annual Meeting shall be given by advertisement set up in open view in the narthex of the church at least 10 days prior to the meeting and shall also be read by the Rector or other officiating minister on the 2 Sundays next preceding the meeting, in the time of public service. Such notice shall also be published for distribution to the entire congregation.

Sec. 5. Presiding Officer.

The Rector shall preside at the Annual Meeting, with a right to vote, or if the Rector is absent or if no Rector is settled in the parish, the Vestry shall choose one of the Wardens, or if neither of the Wardens is present, then one of the members of the Vestry, or if no member of the Vestry is present, then some duly qualified attendee will be elected by a majority vote of the meeting to act as presiding officer. The Clerk of the Vestry, or in the absence of the Clerk, a person appointed by the presiding officer, shall enter the proceedings in the minute book of the Vestry, and shall sign the same together with the presiding officer. The presiding officer shall be the judge of the qualification of the attendees, and shall declare the results of the meeting.

Sec. 6. Qualification of Voters.

The persons entitled to vote at any meeting of the Parish, shall be members of the Church of the Redeemer as defined in Article I herein and must have returned their completed membership forms at least one week prior to said Parish Meeting.

Sec. 7. Quorum.

Three qualified Voters shall constitute a quorum.

Sec. 8. Nominations.

Any member of the Church of the Redeemer may nominate any member as a candidate to fill the Wardens, Vestry and other elected offices of officials whose terms are expiring. Such nominations must be made in writing to the Rector, Wardens or Vestry at least six (6) weeks prior to the Annual Meeting for the candidates to be deemed as qualified in accordance with Article III, Section 1. All names submitted for nomination will be reviewed, and qualified by the Nominations Committee discerning the needs of the Parish. Candidates meeting these vetting requirements will be presented to the Parish for election to office.

Sec. 9 Voting.

All elections shall be by written ballot, and the polls shall remain open for ½ hour or for such longer time as may be required to receive the ballots of the persons present and ready to vote. If there is only one candidate for a position, the Presiding Officer may entertain a motion that a single ballot be cast for the candidate, instead of a written ballot as above provided. If there are no "nay" votes to the motion presented, a single unanimous ballot will be recorded for the candidate. In cases where there is a tie, one

or more further ballots shall be taken until a candidate has won a majority of the votes cast for each of the vacant positions.

Sec. 10. Special Parish Meetings.

Special meetings of the parish may be called by the Rector at any time, or if there be no Rector, by the Wardens, upon the same notice as provided in Section 4 of this Article. The notice shall specify the reason for which the meeting is called, and no vote shall be taken upon any question not specified in the notice. Special meetings shall be conducted in the same manner as the Annual Meeting.

ARTICLE III The Vestry

Sec. 1. Number, Qualifications and Terms.

The parish shall have two Wardens and 12 Vestry members (hereinafter collectively "the Vestry") who will be elected at the Annual Meeting and begin their term at said meeting. The Vestry members shall be members of the Church of the Redeemer who meet the standards set by the Nominations Committee and approved by the Vestry. Normally only one person from a single household should serve as either a Warden or Vestry member at a given time. One Warden shall be elected for a term of two years, four Vestry members shall be elected each to serve for terms of three years, and three lay Delegates and two lay Alternate Delegates to the Diocesan Convention each to serve for a term of one year, and each shall continue to hold office until a successor is elected.

Sec. 2. Vacancies.

Should a vacancy occur in the office of Warden or member of the Vestry caused by the death, resignation, removal, incapacity, or refusal or neglect for three months of any duly elected Warden or Vestry member, the Vestry may, by majority vote, fill the vacancy by the election of a suitable person to serve until the next Annual Meeting.

Sec. 3. Limitation on Terms.

The term of office of a Vestry member shall be three years, running from the date of Annual Meeting. No person who has served two full consecutive terms is eligible for re-election as a Vestry member for a period of one year after the conclusion of their second term. The term of office of Warden shall be two years. No Warden who has served three full consecutive terms as Warden is eligible for re-election as Warden or Vestry member for a period of one year after the conclusion of the third consecutive term. No person shall be elected to serve as Delegate to the Convention of the Diocese of Newark or as Delegate to the Northeast District Convocation (or its successor body) thereof if such person shall have previously served six or more consecutive years on such body until one year shall have elapsed following the conclusion of such service, with service filling an unexpired term or as an alternate on such body not to be counted as part of any such six year period.

Sec. 4. Vestry Meetings.

Regular meetings of the Vestry shall be held monthly except August at a time and place agreed to by the current Vestry, for the transaction of the usual matters of parish business, and special meetings may be held as necessary. The first Vestry meeting following the Annual Meeting of the Parish shall be an organizational meeting and include other such business as necessary for the running of the Parish. The Rector or one of the Wardens may postpone a regular meeting of the Vestry in case of an emergency such as a snowstorm, etc.

Sec. 5. Special Meetings.

Additional meetings of the Vestry shall be called on at least 24 hours notice by:

- (a) The Rector at any time; or
- (b) The Wardens, if there is no Rector or if the Rector is absent from the Diocese for three calendar months, or is incapable of acting, or if the Rector has refused to call a meeting within one week of a request signed by a majority of the members of the Vestry; or
- (c) A majority of the members of the Vestry, in case of the failure of the Wardens to call such meeting within one week after the receipt of such request.

Sec. 6. Presiding Officer and Votes.

A Warden, or the Rector, or a Vestry member designated by the Wardens shall be the presiding officer at Vestry meetings. At each meeting of the Vestry each member shall have one vote except two people filling a single Vestry post shall collectively have one vote as if they were one person.

Sec. 7. Quorum.

In order that any business may be transacted at a meeting of the Vestry, there must be a quorum constituted as follows:

- (a) The Rector, one of the Wardens and a majority of the Vestry members; or
- (b) The Rector, both Wardens and one less than a majority of the Vestry members; or
- (c) The Rector and two-thirds of the Vestry members; or
- (d) If the Rector is absent from the diocese, or is incapable of acting, and shall have been so absent or incapable for more than three calendar months, or if the meeting is called by the Rector and he or she is absent therefrom, or if the meeting is called by the Wardens or Vestry members and the Rector is absent therefrom, both Wardens and one less than a majority of the Vestry members or one Warden and a majority of the Vestry members.

Sec. 8 Voting When a Quorum is Not Present. Should a quorum not be present, those present may tentatively approve motions, which will be recorded in the minutes, and as a first order of business at the next Vestry meeting these actions will be placed before the Vestry for confirmation.

Sec. 9. Full Discussion.

Robert's Rules of Order shall be followed at all meetings, except that it shall be the responsibility of the chair to encourage full discussion of any question where a difference of opinion exists, with the goal of achieving consensus whenever possible; and the chair, therefore, may refuse to entertain a motion to close debate if she or he believes that there are members who wish to speak further to a motion.

Sec. 10 Action by Conference Telephone. Any member of the Vestry or any committee of the Vestry may participate in a meeting of the Vestry or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time if such equipment is available. Participation by such means shall constitute presence in person at such a meeting.

Sec. 11 Electronic Voting. Electronic voting (email votes) may be used in those truly immediate situations where calling a meeting is not feasible following the guidelines defined by Section 5 of this Article. A quorum has been reached if any of the definitions set forth in Section 7 of this Article have been met via electronic responses to the vote on or before the deadline to respond. If a quorum is not reached by the voting deadline, the motion is tabled until a scheduled meeting is held with a quorum present.

Sec. 12 Action by Written Consent. Any action of the Vestry may be taken without a meeting if the Rector and a majority of the members of the Vestry consent to the adoption of a resolution authorizing the action. These resolutions and record of consents shall be filed with the minutes of the Vestry. Actions taken in this manner will be reported at the next Vestry meeting and a record duly made in the minutes of the Vestry.

Sec. 13 Actions Taken in Rector's Absence. If there is a Rector called to or settled in the parish, no action shall be taken in the Rector's absence relating to or affecting the personal or exclusive rights of the Rector, or the alienation of the capital or principal of any investments held by the corporation, or the sale of its real estate, or the encumbrance thereof, except as may be necessary for ordinary repairs.

Sec. 14. Corporate Instruments.

All deeds, contracts and other instruments binding upon the corporation, except checks and drafts which are addressed in Article V Sec. 5 ("Duties of the Treasurer"), shall be executed under and at the direction of the Vestry by the Rector and Wardens, or if there be no Rector, by both Wardens as may be specified by the Vestry and, in a proper case, sealed with the corporate seal attested by the Clerk of the Vestry.

Sec. 15. Financial Obligations.

No obligations or bills shall be contracted for the corporation, nor commitments of any kind made or entered into on its behalf, nor disbursements made involving a liability or expenditure exceeding \$250.00 by anyone purporting to represent the corporation in an official capacity or otherwise, except as specifically directed or approved by the Vestry in advance, or as specifically provided for in a budget duly adopted by the Vestry and currently in effect. In case of emergency and if it is impossible or inexpedient to call a meeting of the Vestry, or to get consent by a majority of the Vestry or by a committee thereof as provided in Sec. 12 ("Action by Written Consent") of this Article, a commitment may be entered into, or an indebtedness may be incurred, or a payment may be made, even though not so authorized, upon the approval of the Treasurer, or if the Treasurer be incapacitated or absent, of the assistant Treasurer if there be one, and the concurrence of the Rector, if there be one, and if there is no Rector, by the two Wardens, or if one of the Wardens be incapacitated or absent, then of the other Warden and one of the Vestry members, or if both Wardens be incapacitated or absent, then of any two Vestry members. A report of any such transaction shall be made at the next Vestry meeting and entered into the minutes of the Vestry meeting. If there is a cash flow problem, the Treasurer shall set priorities on payments, but if in the Treasurer's judgment there is a serious problem in this area the Treasurer may request the Vestry to:

- (a) Authorize expenditures from Capital Funds and/or,
- (b) Set priorities in payment of outstanding obligations and/or
- (c) Reduce expenditures in certain items and/or
- (d) Borrow money from an outside source.

Sec. 16. Real Property.

No parish-owned real property shall be sold or encumbered without the prior written consent of the Bishop and Standing Committee of the Diocese of Newark. The parish shall not enter into a lease of parish-owned real property without the prior written consent of the Bishop and Standing Committee if the term of such lease exceeds one (1) year in duration, or if the lease obligates the parish to extend or renew the tenancy beyond one year. No parish-owned real property shall be leased for residential purposes without the prior written consent of the Bishop and Standing Committee, regardless of the extent of such use and the duration of such lease, except that no such consent shall be required for the occupancy of parish-owned property by clergy or lay employee(s) of the parish.

Sec. 17. Investments.

Subject to the limitations and conditions contained in any devise or bequest, the Vestry may invest the funds of the corporation in such securities, investments, or other property, real or personal, as to it shall seem advisable, without being restricted to those classes of securities that are lawful for the investment of trust funds under the laws of the state of New Jersey.

Sec. 18. Pledge to the Budget of the Diocese.

The parish shall make an annual financial pledge to the unified budget of the Diocese of Newark. The parish's written pledge, guided by the approved system of diocesan giving, recommended by the Treasurer, and approved by a majority vote of the Vestry, shall be filed with the Finance Office of the Diocese of Newark.

ARTICLE IV

Duties of Clerk, Treasurer, Assistant Treasurer and Counsel

Sec. 1. Election of Clerk.

At the first Vestry meeting after each Annual Meeting, a Clerk, who shall be a member of the Vestry, shall be elected.

Sec. 2. Duties of Clerk.

The Clerk of the Vestry shall ensure a record of the proceedings of the Vestry are kept, shall attest to the minutes thereof and all corporate acts; and shall sign, in the name of the corporation such certificates, letters, communications and other documents and instruments as directed by the Vestry. For deeds, contracts and other instruments binding upon the corporation, Article III Sec. 14 ("Corporate Instruments") shall apply.

Sec. 3. Election and Duties of Assistant Clerk.

The Vestry may, but shall not be required to, appoint an assistant Clerk of the Vestry to perform certain functions which would otherwise be performed by the Clerk. The assistant Clerk may be appointed on a year-to-year basis and shall have voice but no vote at Vestry meetings.

Sec. 4. Election of Treasurer and Assistant Treasurer.

A Treasurer, and if required, an Assistant Treasurer shall be elected at the first Vestry meeting after the Annual Meeting. Neither the Treasurer nor assistant need be member of the Vestry, but if not a member shall have voice but no vote at Vestry meetings.

Sec. 5. Duties of Treasurer.

(a) General. The treasurer shall be the custodian of all funds of the parish. The Treasurer shall be responsible that these funds be deposited in the name of the parish in a bank, trust company, or other depository, which the Vestry shall from time to time designate. Except as otherwise provided in these by-laws, the Treasurer shall be one of the persons who shall sign checks and drafts in connection with both the receipt and payment of money, and on the order of the Vestry shall sign or countersign promissory notes, legal instruments or other papers. All checks written on the Operating Fund in an amount to be established by the Vestry and all withdrawals from the Investment Account in any amount must be countersigned. All such checks and drafts must be countersigned by the Treasurer, assistant Treasurer, Rector, or anyone with the prior approval of the Vestry. The Treasurer shall be responsible for ensuring that funds held in trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, are deposited with a National or State Bank, or a Diocesan Corporation, or with some other agency approved by the Vestry.

The Treasurer will annually form a Finance Committee to provide support to the Treasurer for managing the corporation's funds and budget process, respectively. Members of the committee will be approved by the Vestry.

(b). Budget Proposal. The Treasurer shall prepare a proposed budget for distribution by the December Vestry meeting which shall include estimates on projected income and proposed expenditures with comparable figures for each from the previous year. The Treasurer is responsible for bringing the proposed budget in final form to the Vestry no later than the regular January Vestry meeting.

(c) Reports. At each regularly scheduled meeting of the Vestry, and at other times if requested, the Treasurer shall present a written statement of all funds received and spent, an updated budget status and such other data as may be deemed pertinent to show the then current financial condition of the corporation. The Treasurer shall prepare an annual report and present the same at the next Annual Parish meeting.

(d) Special offerings. Funds received in special offerings shall be forwarded by the Treasurer as soon as possible to the designated recipient. The loose offering during services in which the Bishop officiates shall be sent to the Bishop's Discretionary Fund.

Sec. 6. Assistant Treasurer.

If an Assistant Treasurer has been elected, he or she shall perform such duties, including those of Treasurer, as may be assigned by the Vestry, or by the Treasurer with the Vestry's approval. During the Treasurer's absence or disability, the Treasurer's full powers and duties shall devolve upon the Assistant Treasurer.

Sec. 7. Surety Bond.

The Treasurer and Assistant Treasurer shall be adequately bonded.

Sec. 8. Audit.

All accounts of the Parish shall be audited annually by an independent Certified Public Accountant, or independent Licensed Public Accountant, or as required by the Diocese of Newark. All reports of such an audit are to be filed with the Bishop of Newark in accordance with Canon Law, and shall be reported to the Vestry at the next scheduled Vestry meeting.

Sec. 9. Counsel.

The Vestry may, in its discretion, appoint a member of the bar of the state of New Jersey as counsel to the corporation who shall be the legal advisor of the Vestry in all matters affecting the corporate status of the Parish and the management of its temporal affairs. The counsel need not be a member of the Vestry.

Sec.10. Property and Liability Insurance.

The Vestry shall keep the corporation's buildings and contents insured against fire and other customary hazards and shall take out public liability insurance on the corporation's

premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance, including officer liability insurance and other insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the Vestry.

ARTICLE V Committees

Sec. 1. Areas of Vestry Oversight.

The Vestry shall allocate their oversight responsibilities of areas of Redeemer community life such as the following: Education, Communications, Social Concerns, Parish Activities, Buildings and Grounds, Stewardship, Worship, Pastoral Care and Membership. Means of governance and changes to the areas of oversight are to be determined at the discretion of the Vestry.

The Vestry shall establish the following Standing Committees: Rector's Advisory Committee, Finance Committee, Nominations Committee, Vision Endowment Board, and Nominations Committee.

The Rector or the Vestry may appoint other ad hoc committees as necessary from time to time. The Rector is an ex officio member of all committees except where specifically excluded herein.

Sec. 2. Rector's Advisory Committee.

The Rector's Advisory Committee, consisting of the Rector, Wardens and Treasurer, shall meet to establish the agenda for each Vestry meeting, and act in the place of the Vestry as the Vestry may duly appoint it to do so, subject to the authority of the Rector and Vestry. The Rector's Advisory Committee shall also consider other matters requiring their attention.

Sec. 3. Finance Committee.

The Finance Committee shall consist of at least one of the Wardens, Treasurer and at least one other parishioner at the discretion of the Treasurer. It shall meet regularly to review parish finances, prepare the annual parish budget and provide investment guidance, and will report to the Vestry concerning these matters at the Vestry's discretion.

Sec. 4. Vision Endowment Board.

The Vision Endowment Board shall be the custodian of the Vision Endowment Fund, and shall consist of eight members, all of whom shall be pledging members of the Parish; consisting of the Rector, the Treasurer, one of the Wardens of the Vestry, as determined between them, as permanent members, with the remaining five members appointed by the Vestry. With respect to the members appointed by the Vestry, the term of each member shall be three (3) years. On an annual basis, the Vestry shall appoint the necessary number of members for a term of three years. No member appointed by the Vestry shall serve more than two consecutive three (3) year terms. After a lapse of one (1) year, former Vision Endowment Board members may be re-

appointed. In the event of a vacancy on the Vision Endowment Board the Vestry shall appoint a member to complete the unfulfilled term, upon the completion of which that person would be eligible for re-appointment to a normal three (3) year term.

The Vision Endowment Board shall administer the Vision Endowment Fund according to its plan of operation contained in the Vision Endowment Fund Resolution, which resolution the Vision Endowment Board is responsible for maintaining. The Vision Endowment Board shall report on a quarterly basis to the Vestry and, at each annual meeting of the congregation, shall render a full and complete account of the administration of the Vision Endowment Fund during the preceding year.

Sec. 5. Nominations Committee.

The Nominations Committee shall consist of 3-5 members including at least one member of the Vestry. The Nominations Committee shall solicit candidates to fill vacant elected positions, review and qualify the candidates and oversee the election process during the Annual parish Meeting.

Sec. 6. Terms of Committee Appointments.

Committee Appointments by the Vestry are for one year beginning and ending with the first Vestry meeting after the Annual Meeting unless otherwise stipulated within these By-Laws. Appointees may be appointed for successive terms.

Sec. 7. Vacancies in Committee Appointments.

Vacancies from any cause whatever in the office of Clerk of the Vestry, Assistant Clerk, Treasurer, Assistant Treasurer or counsel, or in any membership appointment by the Vestry to a committee, occurring during the term for which such election or appointment was originally made, may be filled by the Vestry, by a majority vote, at any regular or special meeting thereof. Such mid-term appointments expire at the first Vestry meeting following the Annual Meeting of the Parish.

ARTICLE VI.

Duties of Members of the Vestry and Officers of the Corporation

Sec. 1. Good Faith and Diligence.

Members of the Vestry and officers of the corporation shall discharge the duties of their respective positions in good faith and with the degree of diligence, care and skill that ordinarily prudent persons would exercise under similar circumstances in like positions.

Sec. 2. Reliance upon Financial Statements.

In discharging their duties the members of the Vestry and officers of the corporation, when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the Treasurer or other officer of the corporation having charge of its books of accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation.

**ARTICLE VII.
Budget.**

The Treasurer shall prepare and submit to the Vestry an itemized statement of the anticipated expenditures and revenues of the Parish for the following year in accordance with Article IV, Section 5 (b) ("Budget Proposal"). The Vestry may revise this statement and adopt it in revised or unrevised form as the budget of the parish for the following year. The budget may be revised by the Vestry after discussion with the Treasurer at any time thereafter by a majority vote. Any such changes or amendments shall be duly recorded in the minutes of the Vestry. A budget must be approved by the Vestry on or before the first regularly scheduled Vestry meeting of the New Fiscal year.

**ARTICLE VIII.
Access of Safe Deposit Boxes.**

All safe deposit companies shall be designated by the Vestry and the terms of rental of any vault space shall limit access thereto to any two, but not less than two, of the following:

The Rector,
A Warden to be designated by the Vestry,
The Treasurer.

**ARTICLE IX.
Church Property.**

The facilities of the church, at the discretion of the Rector, shall be made available to non parish groups or organizations which:

- a) Request their use in writing;
- b) Have a purpose consistent with the Vision and Mission of the Church of the Redeemer; and
- c) Will not endanger the parishioners, the community or church property.

Said groups may be required to show proof of insurance or other such documents that ensure the protection and safety of the Church, its members and property, and any members or guests of the requesting group during the period of approved use.

**ARTICLE X.
The corporate seal**

The corporate seal of the corporation is in the form impressed here.

*(Corporate seal will be affixed
here on official version)*

ARTICLE XI. Amendments to and approval of the By-Laws.

Sec. 1. Approval of the By-Laws.

These By-Laws shall become effective upon the affirmative vote of two thirds of the qualified voters present at the Parish Meeting at which proper notice of their consideration has been given to the Parish as stated in Article II, sections 2 or 10 (as appropriate).

Sec. 2 Amendments to the By-laws.

These By-Laws may be altered, amended, repealed or added to by the affirmative vote of two thirds of the qualified voters present at the Parish Meeting at which proper notice of their consideration has been given to the Parish as stated in Article II, sections 2 or 10 (as appropriate).

The Vestry may recommend the Parish change, alter, amend, repeal or add to these By-laws by a two thirds vote of the Vestry members present at the meeting, provided at least one week's notice of the meeting stating the objective thereof and including a written statement of said alterations, amendments, repeals or additions, shall be given to each Vestry member. Once the recommendation has been approved by the Vestry, said changes shall be put to vote for ratification at the next scheduled Parish meeting. The Wardens shall include the notification of said Parish meeting the stated purpose of ratifying such changes as recommended by the Vestry as set forth in Article II, Sections 2 or 10 (as appropriate). A copy of said recommendations shall be made available for parishioner review for a period of at least one week prior to the parish meeting.

+++++End of by-laws+++++