

**BY-LAWS OF
ST. THOMAS' CHURCH, WHITEMARSH**

Approved by the Vestry
January 28, 2020

ARTICLE I

Members; Qualification of Voters

The Members of the Corporation qualified to vote at elections of members of the Vestry and on all questions that may come before any meeting of the Corporation shall be those persons otherwise qualified under Article VI of the Articles of Incorporation.

ARTICLE II

Meetings of Members

1. Meetings of the Members shall be held in the Church edifice or other adjacent building of the Corporation.
2. Notice of every meeting of the Members (whether the Annual Meeting or Special Meetings as described below) shall state the time, place and object of the meeting. Notice of the Annual Meeting shall also include the names of all nominees for election and shall notify the Members of their right to make a Nomination by Petition (as described in Article III, Section 6(b) below). Notice of every meeting shall be given in two (2) ways:
 - a. In writing by, or at the direction of, the Officers of the Vestry to each Member, sent via U.S. Mail or via email at least thirty (30) days prior to the day named for the meeting, unless a greater period of notice is required by law; and
 - b. By announcement at the regular church services on the three (3) Sundays next preceding the meeting.
3. A meeting of the Members duly called shall not be organized for the transaction of business unless a quorum is present. The presence of ten per cent (10%) of the Members (the required number to be determined prior to the meeting) shall constitute a quorum at all meetings of the Members for the transaction of business except as may be otherwise provided by law.
4. Voting may be by ballot, voice vote, show of hands or any other reasonable means determined by the Vestry; provided, however, that voting must be by ballot if required by Section 8 below.
5. Every Member shall be entitled to one (1) vote, in person and not by proxy.

6. The Annual Meeting of the Members shall be held on such date and at such time as may be fixed by the Vestry, but before April 1st, in each year, at which meeting the Members shall elect Vestry persons and transact such other business as may properly be brought before the meeting.
7. The Rector, or a member of the Vestry selected by the Rector, shall preside at the Annual Meeting (“the Presider”). The Clerk of the Vestry shall be the Secretary of the meeting or in the Clerk’s absence, the Rector may appoint another member of the Vestry to be the Secretary of the meeting. The slate of nominations (including any Nominations by Petition, as described in Article III, Section 6(b) below) for members of the Vestry, deputies to the next Diocesan Convention and delegates to the Deanery shall be presented by the Nominating Committee.
8. If there is only one person nominated for each position, then the Presider shall call for a vote after the slate has been presented. If there is more than one person nominated for any position, then voting shall be ballot. The Presider shall then appoint as judges of election three Members.
9. It shall be the duty of the judges of election to open the polls. When all Members present have had opportunity to vote, the judges shall declare the polls closed, proceed with the count and announce to the meeting the result of the election. The nominees receiving the highest number of votes in a single ballot (even though less than a majority of votes cast) shall be elected to fill the number of Vestry positions to be elected.
10. As soon as practicable after the Annual Meeting, the Vestry shall hold a meeting for the purpose of electing officers as described in Article IV below.
11. Special Meetings of the Members may be called at any time by the Rector, the Vestry, or upon the request of ten percent (10%) of the Adult Communicants in Good Standing as reported in the most recent Parochial Report that has been submitted to the Diocese of Pennsylvania. The Rector, or a member of the Vestry selected by the Rector, shall preside at Special Meetings.

ARTICLE III

Members of the Vestry and Meetings of the Vestry

1. The business of the Corporation shall be managed by a board of directors designated the Vestry, which shall consist of no more than fifteen (15) or fewer than ten (10) Vestry persons or such other number not inconsistent with the Articles of Incorporation (as amended) of the Corporation--as may be determined by a majority of the Vestry persons. In an emergency the Vestry could function with fewer than ten (10) members for a period of no more than thirty (30) days. No decrease in the number of Vestry persons shall have the effect of shortening the term of any Vestry person.
2. Persons qualified to serve on the Vestry shall be Members who have been confirmed and who are at least twenty-one (21) years of age. A majority of the Vestry members shall be residents of Pennsylvania. Notwithstanding the foregoing, employees of the Corporation, family

members of such employees, family members of clergy of the Corporation, and family members of sitting Vestry members shall be ineligible for election to the Vestry.

3. At the Annual Meeting, Vestry persons shall be elected to hold office for terms of three (3) years each to fill vacancies of the Vestry persons whose terms expire in that year. The terms of the Vestry persons shall be staggered resulting in three (3) classes of Vestry members of as nearly equal numbers as possible. Vestry persons shall serve until their successors are elected and qualified.
4. No person shall be eligible for election as a Vestry person if at the time of his/her proposed election he/she has served as such for two (2) consecutive full terms or any part of two (2) terms unless, at the time of his/her proposed election, one (1) year—or the period between Annual Meetings—has elapsed since he/she was last a Vestry person.
5. Nominations for election of Vestry persons at the Annual Meeting in each year may be made in two ways:
 - a. Nominations shall be made by the Nominating Committee.
 - b. Nominations may also be made by any twenty-five (25) Members by informing the Vestry in writing of such nomination (a “Nomination by Petition”) at least twenty (20) days before the date of the Annual Meeting. Members shall be notified of the right to submit Nominations by Petition during the fall of each year and at least three months prior to the Annual Meeting by publication in the Corporation newsletter, in the Sunday service leaflet and on the Corporation website. The Officers of the Vestry shall have responsibility to ensure that these notices are posted. In the event that the Vestry is informed of a Nomination by Petition after written notice of the Annual Meeting has been given, the Vestry shall give a second written notice with the revised list of nominees.
6. Vacancies in the Vestry may be filled by a majority of the remaining Vestry persons, though less than a quorum. A Vestry person elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The term, not exceeding three (3) years, of each Vestry person elected to fill a vacancy occurring by reason of an increase in the number of Vestry persons shall be stated in the resolution declaring his/her election.
7. Regular meetings of the Vestry may be held at such times and such places as predetermined by resolution of the Vestry or on the call of the Rector and the Wardens. Special meetings of the Vestry may be called by the Rector, the Wardens or three (3) members of the Vestry. Oral and written notice of every meeting shall be given at least twenty-four (24) hours prior to such meetings except in the case of emergency.
8. A majority of the members of the Vestry shall constitute a quorum for the transaction of all business. The acts of a majority of the Vestry persons present at a meeting at which a quorum is present shall be the acts of the Vestry. Any action which may be taken at a meeting of the Vestry may be taken without a meeting if a consent or consents in writing or electronically setting forth the action so taken shall be signed by a quorum of the Vestry persons in office and shall be filed with an officer of the Corporation.

9. The Rector shall be the ex-officio President of the Vestry and shall preside at all meetings of the Vestry but shall have no vote at such meetings. The Rector may appoint another Vestry member to preside in the Rector's place.
10. To the fullest extent that the laws of the Commonwealth of Pennsylvania as now in effect or as hereafter amended permit elimination or limitation 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 By-Laws 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 action taken, or any failure to act, prior to its adoption.

ARTICLE IV

Officers and Wardens

1. The officers of the Corporation shall be the Rector, who shall serve as president; the Senior Warden (also known as Rector's Warden), the Junior Warden, the Accounting Warden (who shall serve as treasurer) and the Clerk and other such officers as may be elected by the Vestry. The Senior Warden, Junior Warden, Accounting Warden and Clerk shall be selected from the Vestry.
2. The officers, other than the Senior Warden, shall be elected each year by the Vestry at the first Vestry meeting that occurs after the Annual Meeting and shall serve in their capacity at the pleasure of the Vestry or for such terms as the Vestry shall specify and until their successors are elected.
3. The Senior Warden shall be appointed by the Rector and shall serve in the capacity of Senior Warden at the pleasure of the Rector until his/her successor is appointed.
4. The duties and authority of the officers of the Corporation shall be as provided in these by-laws or by resolution of the Vestry.
5. Minutes of all meetings shall be recorded and compiled by a person designated by the Vestry and approved by the Vestry. These minutes shall be kept on file in the office of the Corporation and be available to Members.

ARTICLE V

Election of the Rector

1. When a vacancy occurs in the Office of Rector, the Senior Warden shall promptly notify the Bishop of such vacancy in writing.
2. Nominations for the Office of Rector shall be made openly at a meeting of the Vestry. Written notice of such meeting, stating that nominations would then be made and received, shall be given at least five (5) days prior to such meeting. Election of the new Rector shall take place at a subsequent meeting of the Vestry, no earlier than one (1) week after the meeting where nominations were made. Written notice of such meeting, stating that such election is intended, shall be given at least five (5) days prior to such meeting
3. The Rector shall be elected by vote of two-thirds (2/3) of all members of the Vestry. Such election need not be by written ballot except upon demand made by two (2) Vestry persons at the election or before the voting begins.
4. The agreement between the Rector-elect and the Corporation shall be reduced to writing and signed by both parties, subject to the Bishop's approval. Both parties shall be furnished with a signed copy of the agreement.
5. The election of the Rector shall conform in all respects with the Canon Laws.

ARTICLE VI

Of Committees and Commissions

The Vestry may create such committees or commissions, standing or special, to perform such functions as specified by Vestry resolution, and to serve such terms as the Vestry may deem appropriate. Appointment of the chairs and members of such committees or commissions shall occur pursuant to policies adopted by resolution of the Vestry.

ARTICLE VII

Indemnification

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 or 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 VII.
 - c. As used in this Article VII, “indemnatee” 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 VII; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnatee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnatee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnatee was entitled to indemnification for expenses in respect of an action brought under that section.
2. *Right to Advancement of Expenses.* Every indemnatee shall be entitled as of right to have his/her 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 indemnatee to repay the amount advanced if it should ultimately be determined that the indemnatee is not entitled to be indemnified for such expenses.
3. *Right of Indemnatee to Initiate Action*
- a. If a written claim under Section 1 or Section of this Article is not paid in fully by the Corporation within thirty days after such claim has been received by the Corporation, the indemnatee 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 indemnatee shall also be entitled to be paid the expense of prosecuting such action.
 - b. The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 1 shall be (i) that the indemnatee’s conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnatee 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 2 shall be that the indemnatee failed to provide the undertaking required by Section 2.
4. *Non-Exclusivity; Nature and Extent of Rights.* The rights to indemnification and advancement of expenses provided for in this Article VII shall (i) not be deemed exclusive of any other

rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who served the Corporation at any time while this Article VII is in effect (and each such 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/she was entitled or was designated as entitled to indemnification under this Article VII and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE VIII

Of the Church Buildings and Furniture

No construction of any new Church buildings, or alteration of or addition to any part of any of the existing Church buildings or the Church furniture, nor any decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monument shall be placed in the Church, unless a complete design thereof shall have been first approved by the Vestry; Provided, that nothing herein contained shall in any wise be taken to affect or vary the rights of the Rector as specified in the Constitution and Canons of The Episcopal Church.

ARTICLE IX

Of Gifts to the Church

All articles of every description given to the Church or placed in, upon or about any of the Church buildings, 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.

ARTICLE X

Amendments

1. These by-laws may be amended or repealed—in whole or in part—by a vote of two-thirds (2/3) of all members of the Vestry; provided, however, that the Vestry shall have no authority to amend or repeal any part of these by-laws which relates to any subject which is committed exclusively to the Members by statute.
2. Each amendment to or repeal of these by-laws by the Vestry shall be proposed in writing at a meeting of the Vestry held at least fourteen (14) days prior to the date of the meeting at which such amendment or repeal is adopted.
3. These by-laws may also be amended or repealed – in whole or in part – by a vote of a majority of the Members 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 by-laws taken pursuant to Section 1 of this Article. Notice of any such meeting of the Members shall set forth the proposed change or a summary thereof.