

**Bylaws**  
**The Rector, Wardens, and Vestry**  
**Of**  
**Saint John's Church in Passaic, New Jersey**  
**Approved February 20, 2022**

- I. Parish Meetings.
- a. Annual Meeting. The Annual Meeting of the parish for the election of wardens, Vestry members, deputies and alternates to the Diocesan Convention, and representatives to the District Convocation shall be held each year on the last Sunday after the Epiphany.
  - b. Special Meetings. Special meetings of the parish may be called by the rector at any time, or if there be no rector, by a warden. (N.J. Rev. Stat. 16:12-13)
  - c. Notice of Meetings. Notice of the time and place of the meeting shall be given by advertisement set up in open view at the door of the church ten days prior to the meeting, and also shall be read by the rector or officiating minister on the two Sundays next preceding the meeting, in the time of public service. (N.J. Rev. Stat. 16:12-10). The notice shall specify the object for which the meeting is called. (N.J. Rev. Stat. 16:12-13)
  - d. Quorum. Three persons qualified to vote shall constitute a quorum. (N.J. Rev. Stat. 12:12-10)
  - e. Chairperson. The rector shall preside, with the right to vote; or if the rector is absent or no rector is settled in the parish, the meeting shall choose one of the wardens; or, if neither of the wardens, is present, one of the vestry members; or if no vestry member is present, then some duly qualified voter as chairperson. The chairperson shall be the judge of the qualifications the voters, shall receive the votes, and declare the results. (N.J. Rev. Stat. 16:12-10)
  - f. Secretary. The Clerk of the Vestry or in the clerk's absence a person appointed by the chairperson, shall record the proceedings for inclusion in the vestry minutes, and shall sign the same together with the chairperson.
  - g. Qualification of Voters. The persons entitled to vote at a parish meeting shall be (A) baptized, (B) at least 16 years of age, (C) of good moral character, (D) adherents of the Episcopal Church, (E) regular attendees at the services of the parish six months before the meeting, and (F) regular contributors for the same period to the current

expenses of the parish. With respect to the last such requirement, the records maintained by the Treasurer under V.2 of these bylaws shall be sufficient evidence as to a voter's qualification. (D.N. Can 8-5 and N.J. Rev. Stat. 16:12-10)

- h. Nomination of Wardens, Vestry Members, Convention Delegates and Alternates, and Convocation Representatives.
  - i. At the regular December Vestry meeting, a Nominating Committee shall be appointed, consisting of the Rector *ex-officio*, the non-retiring Warden, and at least one non-retiring Vestry member.
  - ii. As soon as practicable thereafter, the rector shall call a meeting of the Nominating Committee and instruct it as to the office for which nominations are to be made and as to the requirements for eligibility as set forth in these bylaws. Nominations from the Committee will be added to the Annual Meeting Agenda and posted on the parish bulletin board and website.
  - iii. If the number of persons duly nominated for any office exceeds the number of vacancies in that office the clerk shall cause ballots to be prepared for use in the election and shall appoint three qualified members in good standing of the parish to act as tellers at the election.
- i. Voting for Wardens and Vestry Members. The elections of wardens and vestry members shall be by ballot. The polls shall be open for one-half hour and for such longer time as may be required to receive the ballots of the persons present and ready to vote. In case of a failure to elect on the first ballot the required number of wardens or vestry members to be elected at the meeting, one or more further ballots shall be taken, in the same manner. (N.J. Rev.Stat. 16:12-10) In the event of a vacancy of warden or vestry person caused by a failure of any one candidate to receive a majority of the votes cast, the vacancy shall be filled at a special meeting of the parish, called forthwith. (N.J. Rev.Stat. 16:12-12)
- j. Voting for Deputies and Representatives. The election of Deputies and Alternate Deputies and of Representatives to the District Convocation shall be conducted at the same time and in same manner as the elections of wardens and vestry members.
- k. Voting on Other Matters. No vote shall be taken at a special meeting upon any question not specified in the notice of that meeting. (N.J. Rev.Stat. 16:12-13) A vote upon a change in the corporate title, the number of vestry members, the terms of office and vestry members, or

the date of its annual meeting, shall be taken only at a special meeting ad upon a recommendation of the vestry, and shall be by ballot; each suc change shall be voted upon separately, and shall require the affirmative vote of two-thirds of those present. (N.J. Rev.Stat. 16:12-14) A vote upon any other matter at an annual or special meeting shall be decided by a majority vote and shall, upon the demand of any qualified voter, also be taken by ballot.

## II. The Corporation.

- a. The Corporation. “The Rector, Wardens and Vestry members of St. John’s Church in Passaic” shall constitute the corporation and the trustees and vestry of the parish. (N.J. Rev.Stat. 16:12-2) The vestry shall be agents and legal representatives of the parish in all matters concerning its corporate property and the relations of the parish to its clergy, except as provided in the law of the State or of the Diocese.
- b. Meetings of the Vestry. Meetings of the vestry shall be called on at least twenty-four hours notice by email, and/or telephone, by
  - i. The rector at any time;
  - ii. A warden 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 the meeting within one week after receipt signed by a majority of the members of the vestry; or
  - iii. A majority of the members of the vestry, in case of failure of the wardens to call such a meeting within one week after receipt of such request. (N.J. Rev.Stat. 16:12-8)
  - iv. Where, however, a meeting of the vestry is to be called to take action with respect to recommending a change in the corporate title, the number of vestry members, the terms og office of warden and vestry members, or the date of the annual meeting, then at least one week’s notice stating the object thereof, shall be given to each member. (N.J. Rev.Stat. 16:12-14)
  - v. A valid meeting of the Vestry may be held in-person or over some readily-available livestream service such as Zoom.
- c. Quorum. To constitute a quorum of the vestry there must be present either:
  - i. The rector, one of the wardens and a majority of the vestry members; or
  - ii. The rector, both wardens, and one less than a majority of the vestry members; or
  - iii. The rector and two-thirds of the vestry members; or

- iv. 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 is absent therefrom, one warden and a majority of the vestry members, or both wardens and one less than a majority of the vestry members.
- v. **Vote Required.** At meetings of the corporation, action shall be by majority vote of those present of the rector, wardens, and vestry members, provided that changes can be recommended in the corporate title, the number of vestry members, the terms of office of wardens and vestry members, and the date of the annual meeting only by vote of two-thirds of all the members of the vestry. (N.J. Rev.Stat. 16:12-14) and provided further, that by-laws shall be adopted or amended as provided in VIII(a) of these by-laws.
- d. **Powers: Receipt of Real and Personal Property.** The corporation shall have power to acquire, purchase, receive, have, hold and take be devise, bequest, or gift without limit, real and personal property of all kinds.
- e. **Disposal or Encumbrance of Property.** The corporation shall have power to lease, grant, sell, and dispose of all or any part of its real or personal property (N.J. Rev.Stat. 16:12-3 and N.J. Rev.Stat. 16:1-4(g)) and to borrow money for the purposes of the corporation, and to give bonds and mortgages therefore on any part of its property (N.J. Rev.Stat. 16:12-3 and N.J. Rev.Stat. 16:1-4(h)), provided however, that such actions comply with canons of the Diocese of Newark.
- f. **Other Powers.** The corporation shall have power to:
  - i. Have perpetual succession as such corporation;
  - ii. Sue and be sued, pleased and be impleaded in any court;
  - iii. Adopt and use a common seal and renew the same at pleasure;
  - iv. Appoint such officers, agents, and employees as may be required for its properties, institutions, and businesses;
  - v. Make by-laws and rules consistent with law, for the regulation and management of its affairs, properties, and institutions;
  - vi. Have the management, direction, and control of all the civil and temporal affairs of the congregation, church, or parish;
  - vii. Exercise any corporate power necessary and proper for the carrying out of the powers enumerated in II(e, f, and g) and the purposes of the corporation and its institution ((N.J. Rev.Stat. 16:12-4 and N.J. Rev.Stat. 16:1-4(a) through (e), (i), and (j))

- viii. Invest any or all of its funds in shares of or interests, provided that in case of funds held as fiduciary, such investment is not prohibited by the will, deed, or other instrument creating such fiduciary relationship ((N.J. Rev.Stat. 16:12-27); and
- ix. Any and all other powers accorded to the corporation by canon or civil law.
- g. **Business Methods in Church Affairs.** In the parish, the following business methods shall be observed:
  - i. Trust and permanent funds and all securities or whatsoever kind shall be deposited, providing for at least two signatures on any order of withdrawal of such funds or securities;
  - ii. Treasurers and custodians, other than banking institutions, shall be adequately bonded;
  - iii. Books of account shall be so kept as to provide the basis for satisfactory accounting;
  - iv. All accounts shall be audited annually by such an accounting agency as shall be permitted by the Diocese;
  - v. All buildings and their content shall be adequately insured.
  - vi. The fiscal year shall begin January 1.
- h. **No Diversion of Estate, Property, or Revenue.** No rector, warden(s), or vestry member(s) of this incorporated parish shall divert the estate, property, or revenue belonging thereto to any purpose other than the support and maintenance of the church or religious or benevolent institution or object connected with the church to which the corporation belongs. The highest judicatory of any denomination from which property is attempted to be diverted in violation hereof may enforce this provision, but nothing herein contained shall prevent action being taken by members of the congregation or otherwise to enforce such provision. (N.J. Rev.Stat. 16:1-25)

### III. The Wardens And Vestry

- a. **Wardens.** There shall be two wardens. (N.J. Rev.Stat. 16:12-1) One warden shall be elected at each annual meeting of the parish, to hold office for two years or until his successor is elected and has qualified. (N.J. Rev.Stat. 16:12-1) A warden's term of office shall begin on the first day of the month following his/her election.
- b. **Vestry Members.** There shall be six vestry members. ((N.J. Rev.Stat. 16:12-1) No more than two of the members shall be elected at each annual meeting of the parish, to hold office for three years or until their several successors are elected and qualify. (N.J. Rev.Stat. 16:12-1) A

vestry member's term of office shall begin on the first day of the month following his/her election.

- c. **Qualification for Office of Warden and Vestry Member.** The persons entitled to hold the office of vestry member or warden in the parish shall be qualified voters of the parish, as described in I.7 of these bylaws. (D.N. Can. 8-6) In addition, a warden shall be a communicant in good standing, as described in in church canons.
- d. **Vacancies.** In the event of a vacancy caused by the death, resignation, removal, incapacity, refusal or neglect of any duly elected warden or vestry member to serve in such capacity, the vacancy may be filled by the vestry until the next annual meeting. (N.J. Rev.Stat. 16:12-12) Vacancies shall be filled by the vestry or annual meeting for the unexpired term only. (N.J. Rev.Stat. 16:1-8)
- e. **Absence from Vestry Meetings.** If a member of the vestry be absent with or without excuse from four regularly scheduled meetings in a year, or from three regularly scheduled meetings without excuse, their office shall be declared vacant and filled as provided by the bylaws. A year shall begin at the regularly scheduled meeting after the annual meeting. An excuse can be granted by the rector or senior warden until twenty-four hours before the meeting. A majority vote at a meeting may override a denial of an excuse. Attendance is registered when the meeting is called to order.

#### IV. Treasurer and Clerk.

- a. **Election.** The Vestry shall annually, at its first meeting after the first day of the month, elect a secretary called "clerk," and a treasurer. (N.J. Rev.Stat. 16:12-6) The clerk shall be one of the vestry members (N.J. Rev.Stat. 16:12-6) and shall be a qualified voter of the parish, as described in I.7 of these by-laws. The treasurer need not be a vestry member but shall be a qualified voter. Both the clerk and treasurer hold office, subject to the pleasure of the vestry, for the ensuing year and until their respective successors are elected.
- b. **Treasurer.** The Treasurer shall have charge of the money of the congregation and shall keep a correct account of its receipts and disbursements. (N.J. Rev.Stat. 16:1-16) A record of the regular contributor to the support of the parish shall be maintained by the treasurer, with the dates of their contributions. At each annual meeting of the parish the treasurer shall render to the parish, in writing, of the receipts and disbursement of the corporation for the preceding year. (N.J. Rev.Stat. 16:1-16) It shall be the duty of the treasurer to submit all information relating to the compensation of clergypersons as may be

required by the Church Pension Fund, and to pay to that Fund all premiums which may become due with respect to such compensation. Upon the treasurer's death, resignation, removal, or the expiration of his/her office, or election of his/her successor, all the books, accounts, vouchers, and documents in the hands of the treasurer, belonging to the corporation, shall be delivered to his/her successor in office. (N.J. Rev.Stat. 16:1-16)

- c. Clerk. The clerk shall keep the minutes and enter the orders, acts, and proceedings in a book kept for that purpose. The clerk shall have custody of the common seal, and of the papers, deeds, writings, documents and books of or relating to the corporation. Upon application to the clerk, any member of the parish shall have free access to all such papers, deeds, writings, minutes, documents, and books. It shall be the duty of the clerk to prepare and transmit to the Secretary of the Diocesan Convention, within thirty days after the election of deputies and Alternate Deputies to that Convention, the certificates of election which are specified in Diocesan Canon 1-2. Upon the death, resignation, removal, or expiration of the office of the clerk, or election of a new one, the common seal and all minutes, papers, deeds, writing, documents, and books of or belonging to the corporation shall be delivered to his/her successor in office, on the oath of the preceding secretary, or in the case of death on the oath of his/her executors or administrators, so far as the executors or administrators have or may reasonably acquire knowledge thereof, under a pecuniary penalty which said corporation shall fix (N.J. Rev.Stat. 16:1-15), hereby at the amount of \$250.00, to be recovered with costs by action at law in the name and for the use of the corporation. (N.J. Rev.Stat. 16:1-15).
- V. Executive Committee.
- a. The Rector, both Wardens, and the Treasurer shall constitute an Executive Committee of the Vestry.
  - b. The Executive Committee may take, on behalf of the Vestry, any action in between Vestry meetings when so needed because of emergency, natural disaster, or other exigent circumstance. Such action may be taken by majority vote of the entire Committee or by consensus. In no case may the Executive Committee alter any employment contracts or agreements of the rector or other clergy.
  - c. The actions of the Executive Committee shall immediately be reported to the entire Vestry within seven days.
- VI. Delegate to Convention and Convocation

- a. Selection of Deputies to the Diocesan Convention. There shall be three deputies from the parish to the Diocesan Convention. There shall also be three alternate deputies to that convention. Deputies and alternate deputies shall be communicants of the parish in good standing, as described in VII(3) of these bylaws, and qualified voters of the parish, as described in I.(7) of these by-laws. The term of office of deputies and alternate deputies shall be for one year and shall begin on the first days of the month following their election, provided, however, that their terms shall extend through and include and adjourned meetings of any conventions which begin in their term but are adjourned into the following year, and in any event until their successors have qualified.
- b. Convention Attendance by Deputies and Alternate Deputies. It shall be the duty of every clergyperson and layperson having a seat in the convention to attend every meeting thereof. If any of the deputies elected by unable to to attend the convention, the rector, or if there be no rector then the wardens, may designate so many of the alternate deputies, in order of their election, as may be necessary to unsure a full representation of the parish.
- c. Selection of Representatives to the District Convocation. Lay representatives of the parish to the District Convocation will be the same persons elected to be deputies to the next scheduled Diocesan Convention.

VII. By-laws.

- a. Manner of Adoption and Amendment. These by-laws may be adopted, altered, or amended by a majority vote of the whole vestry at any meeting thereof, provided that a copy of the proposed by-laws, alteration, or amendment shall have been included in the notice of such meeting.
- b. Other Authority to Prevail. By-laws made by this corporation shall be consistent with the laws of the United States and the State of New Jersey, with the constitution and canons of the Episcopal Church, and with the constitution and canons of the Diocese of Newark. (N.J. Rev.Stat. 16:12-5) In the event of any inconsistency, the bylaws made by the corporation shall not prevail.
- c. All references to “rector” shall mean the presiding clergy person of the parish, as elected by the Vestry and approved by the Bishop, by whatever title that person is known.