

**BY-LAWS**  
**St. Andrew's Episcopal Church, Framingham, Massachusetts**  
**Approved October 20, 1996**

**Preamble**

St. Andrew's Parish, Framingham Massachusetts, having associated as a parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Protestant Episcopal Church in the United States of America, otherwise known as and hereafter referred to as The Episcopal Church, has adopted the Articles attached hereto as it By-laws.

**I - AUTHORITY ACKNOWLEDGED**

This Parish accedes to the doctrine, discipline and worship and the Constitution and Canons of The Episcopal Church, and to the Constitution and Canons of The Protestant Episcopal Diocese of Massachusetts ("the Diocese"), and acknowledges their authority.

**II - MEMBERSHIP**

Any baptized person of the age of sixteen years or more, who acknowledges in writing the authority of the By-laws of the Parish, and who declares his or her intention to support the Parish by regular attendance at public worship and by financial aid, shall be considered a member of the Parish and entitled to vote in its affairs. Any member who, for the space of one year, shall have refrained from regular worship, and from contributing toward support of the Parish, may, after due notice and an opportunity to be heard, by vote of the Vestry be removed from the list of members of the Parish.

**III - OFFICERS, DELEGATES AND ELECTIONS**

Section 1. Officers. The officers of the Parish, all of whom shall be members of the Parish, shall include two Wardens, who shall be communicants of the Episcopal Church, a Treasurer, and a Clerk, all of whom shall be at least eighteen years of age, and six Vestrypersons. The officers, together with the Rector, shall constitute the Vestry of the Parish.

Section 2. Delegates. The Parish shall also have such Delegates to the Diocesan Convention and to the Regional Assembly as it may be entitled to under relevant canons and rules. Delegates may also be members of the Vestry.

Section 3. Elections. The Wardens, Treasurer, Clerk, Delegates and two Vestrypersons shall be elected at each Annual Meeting of the Parish. The Wardens, Treasurer, Clerk and Delegates shall hold office until the next Annual Meeting following their election and the Vestrypersons until the third Annual Meeting following their election, and all shall hold

office until their successors are elected and qualify; provided, however, that at the Meeting at which this Article takes effect the number of Vestrypersons shall be reduced to six and one-third of the Vestrypersons shall be elected to hold office until the next Annual Meeting, one-third until the second, and one-third until the third, and, in each case, until their successors are elected and qualify. Any Vestryperson whose three-year term, Warden whose second successive one-year term, Treasurer whose sixth successive one-year term, Clerk whose sixth successive one-year term, and any Delegate whose third successive one-year term, expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office. Vacancies may be filled at any meeting of the Parish. Unless so filled, they may be filled by the Vestry until the next Annual Meeting of the Parish.

#### **IV - NOMINATING COMMITTEE**

There shall be a Nominating Committee consisting of the Rector, the Wardens and three members of the Parish appointed by the Vestry. Members of the Nominating Committee shall serve one year terms and any appointed member whose third successive term has expired shall be ineligible to serve for one year. The Nominating Committee shall present at each Annual Meeting a slate of candidates to be filled at such meeting. The slate of nominees shall be posted with the notice of the Annual Meeting. Nominations for any office to be filled at an Annual Meeting may also be made at such meeting by any member of the Parish authorized to vote.

#### **V - MEETINGS OF THE PARISH**

Section 1. Annual and Special Meetings. The Annual Meeting shall be held at such date, hour and place as the Vestry shall determine.

Special Meetings may be called at any time by the Wardens or Vestry, and shall be called by the Wardens whenever so requested in writing by the Rector or by five members of the Parish.

Section 2. Warrant. All meetings of the Parish shall be announced by posting an attested copy of the Warrant calling the meeting at a public entrance of the church or place of worship occupied by the Parish. The Warrant shall be posted at least fourteen days before the date fixed for the Annual Meeting and at least seven days before a special meeting. No action shall be taken at any meeting of the Parish other than that set forth in the Warrant for such meeting.

Section 3. Presiding Officer. The Rector, or in the Rector's absence, one of the Wardens, shall preside; in the absence of all three, a moderator shall be chosen by the meeting. Twenty-five members present shall constitute a quorum, and a majority vote of those present determine any matter presented except as provided in Article XIV respecting the amendment of these By-laws.

## **VI - THE RECTOR**

Section 1. Election. The Rector shall be elected by the Parish at a meeting duly called for that purpose by the Vestry, provided that the Rector may be elected by the Vestry if a Parish meeting has so authorized. Such election shall not take place, however, until after all the steps required in Section 1 of Diocesan Canon 15 have been taken. No person shall be eligible for the office of Rector unless he or she is a qualified ordained minister of The Episcopal Church in good standing. The Rector shall have jurisdiction over the spiritual affairs of the Parish and supervise and direct parish staff.

Section 2. Vacancy. If the Office of Rector becomes vacant or the Rector is incapacitated, the Vestry shall appoint an Interim after consultation with the Bishop, until such time as a new Rector is elected as provided under this Article in case of a vacancy, or the Rector can resume his or her duties in case of incapacity.

## **VII - WARDENS**

It shall be the duty of the Wardens, when the Parish has no Rector, or in the Rector's absence, to provide for the temporary performance of the Rector's duties. In the absence or incapacity of either Warden, or of a vacancy, the powers and duties of the Wardens shall devolve upon the remaining Warden.

## **VIII - TREASURER**

Section 1. Duties. It shall be the duty of the Treasurer to receive and disburse all monies collected under authority of the Vestry, to keep a true record of receipts and disbursements, and to present a full statement of these and of the financial condition of the Parish at Annual Meetings and other times required by the Vestry. The Treasurer shall also maintain the records of all trusts and permanent funds belonging to the Parish, listing the source and date of such trusts and funds, the terms governing the use of principal and income, to whom and how often accounts are to be made and how the trusts and funds are invested.

Section 2. Voting of Securities. Except as the Vestry may otherwise designate, the Treasurer may act or appoint any members of the Vestry (with or without substitution) to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

Section 3. Assistant Treasurer. The Vestry may appoint one or more Assistant Treasurers whose terms shall be coterminous with that of the Treasurer and whose duties shall be such as may be assigned to him or her by the Vestry or the Treasurer.

## **IX - CLERK**

It shall be the duty of the Clerk to keep the records of the Parish and of the Vestry and to keep a roll of the members entitled to vote in its affairs. The Clerk shall make available a membership list for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

## **X - BONDS**

The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such a blanket bond is at any time not available, adequate bonds shall be procured by the Parish and each bond shall be placed in the custody of some officer other than the person who is bonded. (See Canon 17, Section 3)

## **XI- VESTRY**

Section 1. Authority and Duties. The Vestry shall exercise all its powers in accordance with the usage and discipline of The Episcopal Church, in compliance with the statutes of the Commonwealth and the provisions of these By-laws. It shall be the duty of the Vestry to manage the prudential affairs and to care for the property of the Parish; to provide for the furniture, books, vestments, and all things necessary for the celebration of public worship; to see that all buildings and personal property belonging to the Parish are adequately insured (see Diocesan Canon 17, Section 3); to supervise the investment of funds of the Parish (see Diocesan Canon 17, Section 1); to authorize and direct such purchases and sales as the Vestry may from time to time deem wise, and any and all transfers, assignments, contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper in this connection; and to supervise and direct the officers in the discharge of their duties. The Vestry, in consultation with the Rector, shall authorize staff positions and the terms of employment.

The handling of all or any of the investments, including their purchase, custody, sale and transfer, may be delegated by the Vestry to the Wardens or Treasurer. The Vestry may delegate to the Wardens and/or Treasurer generally or in particular cases the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary and proper. The Vestry may appoint or authorize the appointment of any committee or commission that it deems desirable. All such committees or commissions shall be accountable to the Vestry.

Section 2. Annual Audit. The Vestry shall cause to be made an annual audit of the accounts of the Treasurer and other custodians of funds of the Parish. The audit shall be made by a certified or independent public accountant or by any agency permitted by the Office of the Treasurer of the Diocese. Such auditor shall be appointed by the Vestry at least thirty days before the end of the year. (see Diocesan Canon 17, Section 2)

Section 3. Restrictions on Alienation or Encumbrance of Real Estate. No consecrated church or chapel, nor any church or chapel which has been used solely for divine service, nor any property which is being used as a parish house or rectory, nor any land incidental to or regularly used in connection with any of the forgoing, shall be alienated or encumbered without previous written consent of the Bishop, acting with the advice and consent of the Standing Committee. (see Diocesan Canon 18)

Section 4. Meetings. Meetings of the Vestry may be called by the Rector or either Warden or any two members of the Vestry. The Vestry may schedule regular meetings and determine the manner of notifying its members. The Rector, or such other member of the Vestry designated by the Rector, shall preside. The records of the Vestry shall be open to the members of the Parish at its meetings. A majority of the members shall constitute a quorum and a majority vote of those present shall determine any matter presented.

## **XII - ORGANIZATIONS**

All formal organizations connected with the Parish shall be responsible to the Rector. Each organization shall present at the Annual Meeting of the Parish a report containing a summary of its activities and finances and a list of its officers. The funds of any organization which for a period of three years shall have held no meeting shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

## **XIII - GIFTS AND MEMORIALS**

No object intended as a permanent addition to the Church or Parish property or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry. All objects so accepted may be removed when deemed necessary by the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

## **XIV - AMENDMENTS**

These By-laws may be amended in the following manner: first, the proposed change shall be approved by vote of two-thirds of the members of the Parish present at a properly called meeting; next, the proposed change shall be submitted to the Bishop and Standing Committee and if approved by them without substantial revision, the change as so approved shall become immediately effective upon receipt by the Parish. If the Bishop and Standing Committee shall approve subject to substantial revision affecting the intent or meaning of the proposed change, the matter shall be resubmitted to a properly called meeting of the members of the Parish and shall become immediately effective upon approval by vote of two-thirds of the Members of the Parish present.