

EPISCOPAL DIOCESE OF NEW HAMPSHIRE

PREAMBLE

The people of the Sugar River Valley Episcopal Churches, Claremont and Newport, New Hampshire, referred to in these bylaws as the “congregation,” having associated themselves for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church, and as the successor body in all matters spiritual and temporal to Union-St. Luke’s (West Claremont) Trinity (Claremont), and Epiphany (Newport), have adopted the following as the Bylaws of the Sugar River Valley Episcopal Churches, Claremont and Newport, New Hampshire.

ARTICLE 1: Authority acknowledged

The congregation accedes to the doctrine, discipline, and worship of the Constitution and Canons of The Episcopal Church and to the Constitution and Canons of the Protestant Episcopal Church in the Diocese of New Hampshire, otherwise known as the Diocese of New Hampshire (referred to herein as “the diocese”) and acknowledges their authority.

ARTICLE 2: Membership

2.1 Membership. Every person who is a member in good standing in accordance with the Canons of the Episcopal Church, whose name is carried on the membership rolls of the congregation, and has been regular in worship and faithful in participating in the life and support of the congregation (either as an individual or as a member of a household), shall be considered a member of the congregation. A member 16 years of age or older is an adult member of the congregation.

2.2 Voting membership. Every adult communicant member of the congregation shall have the right to vote. The clerk shall keep a list of qualified voters, and those members listed shall be allowed to vote at the annual meeting or any special meeting of the congregation. Before voting proceeds, any question concerning a person’s eligibility for voting shall be decided by the Bishop's Committee, and such decision shall be final for the purposes of that meeting and any adjournment thereof.

ARTICLE 3: Meetings of the congregation

3.1 Annual meeting. The annual meeting of the congregation shall be convened in January or February at a date and time and place appointed by the Bishop's Committee. The purpose of the meeting shall be to elect officers and other Bishop's Committee members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive the budget and reports, and conduct such other business as may properly come before the meeting. The Clerk shall publish the date and place of the Annual Meeting no later than 2 weeks before the date of the meeting.

3.2 Special meetings of the congregation. A special meeting of the congregation may be called by any three Bishop's Committee members. At any special meeting the congregation may transact only such business as has been provided for in the notice of the meeting.

3.3 Notice. Written notice of a special meeting shall be given to the congregation no later than 10 days before the meeting. Notice shall include the purpose of the meeting.

3.4 Quorum. One-third of the previous year's total ASA (average Sunday attendance) across the Mission shall constitute a quorum for meetings of the congregation.

3.5 Vote. Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting. Voting by proxy shall not be permitted.

3.6 Presiding officer. The Vicar or, in the Vicar's absence, the warden shall preside at all meetings of the congregation. The Vicar, if present, may appoint a moderator to conduct the meeting.

3.7 Rules of procedure. Church meetings shall be conducted in a manner such that the deliberations shall be cordial and the actions and decisions taken shall represent the will of the congregation and further the best interests of the church. To the extent the application of Robert's Rules of Order is consistent with the foregoing principles, it shall be used as a procedural guide for the conduct of church meetings.

ARTICLE 4: Vicar

4.1 General. The Vicar shall be called in accordance with the canons of the Episcopal Church. A vicar of a mission congregation is appointed by the Bishop, customarily with the involvement of the bishop's committee.

4.2 Authority for worship and spiritual matters. The Vicar has authority for spiritual matters of the parish, including specific responsibility for worship. The Vicar may seek consultation and advice concerning these matters.

4.3 Authority for assisting clergy. The Vicar has authority to select and direct any assistant clergy, subject to the notification of the Bishop per TEC Canon III.9.3(c), who serve at the Vicars's discretion.

4.4 Authority for employees. The Vicar has authority to select, supervise, direct, discipline, and terminate all employees (paid or unpaid) of the congregation.

4.5 Authority for property and furnishings. The Vicar has authority for the use and control of the property and furnishings of the congregation.

4.6 Implementation of policy. The Vicar has general responsibility for administrative implementation of decisions and policies legislated or mandated by The Episcopal Church, the diocese, and the congregation.

ARTICLE 5: Officers

5.1 Officers. The officers of the Bishop's Committee shall be the Warden, Treasurer, and Clerk. Officers shall be elected by ballot at the annual meeting.

5.2. Officers' Qualifications and Terms

(a) The Warden shall be a confirmed communicant of the congregation, 18 years of age or older, and shall be elected to a term of 3 years. A warden may be elected to no more than 2 consecutive terms and shall be ineligible for reelection to that office for one year after having served 6 consecutive years in the same.

(b) The Treasurer shall be a communicant of the congregation, 18 years of age or older, and shall be elected to a term of 3 years. The Treasurer may be elected to no more than 2 consecutive terms and shall be ineligible for reelection to that office for one year after having served 6 consecutive years in the same.

(c) The Clerk shall be a communicant of the congregation, 18 years of age or older, and shall be elected to a term of 3 years. The Clerk may be elected to no more than 2 consecutive terms and shall be ineligible for reelection to that office for one year after having served 6 consecutive years in the same.

5.3 Duties of the Warden

Except as may be otherwise provided by the laws of New Hampshire, the Warden in conjunction with the Bishop's Committee shall be the agents and legal representatives of the congregation in all matters concerning its property and the relations of the congregation to its clergy.

The Warden in concert with the Bishop's Committee shall:

- (1) elect a Vicar subject to the bishop's call;
- (2) assist the clergy in developing and maintaining a mutual ministry and trust to promote the spiritual well-being of the congregation;
- (3) be responsible stewards of the property and physical assets of the congregation;
- (4) ensure regular worship services for the congregation by securing, in accordance with the canons of The Episcopal Church and of this diocese, the services of clergy or qualified lay worship leaders or lay readers;
- (5) transact the temporal business pertaining to the congregation;
- (6) assist the preparation of and approve an annual parochial report;
- (7) in general, assist the clergy in promoting the general interest of the congregation.

5.4 Duties of the Treasurer

The Treasurer shall ensure that funds of the congregation are properly received and disbursed in accordance with Bishop's Committee policy; verify and pay bills presented for payment; collect and pay to the diocese the moneys committed for the support of the budget of the diocese; prepare monthly financial reports for presentation to the Bishop's Committee, a report to the annual meeting, and the annual financial report to the diocese; present and recommend to the Bishop's Committee a budget prior to the annual meeting; and annually submit the financial records of the congregation to audit or review as required by diocesan canon *NH 4.6.1(d)*. The treasurer shall be adequately bonded.

5.4 Duties of the Clerk

The clerk shall take and record minutes of all Bishop's Committee, annual, and special meetings; give notice of all such meetings; report the names of delegates to diocesan convention to the secretary of the convention; furnish to the office of the Bishop the text of duly adopted parish bylaws including any amendment thereto; and keep a current list of all voting members of the congregation.

ARTICLE 6: Bishop's Committee

6.1 Composition. The Bishop's Committee shall consist of the Vicar, Warden, Treasurer, Clerk, and 4 Bishop's Committee members.

6.2 Qualifications. Bishop's Committee members shall be adult communicants of the congregation. Honoring the Mission's founding congregations, the Bishop's Committee will include at least one member whose usual place of worship has been Epiphany Newport, at least one member whose usual place of worship has been Trinity Claremont, and at least one member whose usual place of worship has been Union-St Luke's West Claremont.

6.3 Terms. Bishop's Committee members other than the Vicar and officers shall serve a term of 3 years, and may be elected to no more than 2 consecutive terms and shall be ineligible for reelection for one year after having served 6 consecutive years as a member.

6.4 Duties. The Bishop's Committee shall be agents and legal representative of the congregation in all matters in accordance with Article 5.3 hereof.

6.5 Ad hoc Committees. The Bishop's Committee may from time to time create and charge committees, commissions, or work teams to undertake specific tasks in the governance of the congregation. Committee members shall be appointed by the Bishop's Committee and the Vicar. Each such committee shall be dissolved upon the completion of its work.

6.7 Meetings. The Bishop's Committee shall meet regularly with a minimum of 10 meetings annually. Bishop's Committee meetings shall be open to all members of the congregation except when the Bishop's Committee adjourns to executive session. Meetings may be held telephonically, by video conference, or other electronic means. In such situations, required notice of the meeting must be given.

(a) A majority of the Bishop's Committee shall constitute a quorum, provided the member of the clergy in charge or the warden is present.

(b) The Vicar shall preside. In the absence of the Vicar, the warden shall preside. The Vicar shall have voice and vote in all matters. Any Deacon serving the congregation shall have voice but not vote at meetings of the Bishop's Committee.

(c) No meeting of the Bishop's Committee shall be held unless the Vicar or member of the clergy in charge requests it or upon the call of three members of the Bishop's Committee. The clerk shall provide all clergy and Bishop's Committee members with notice of a meeting at least three days in advance of the meeting.

(d) Except as may be otherwise required by law, canon, or these bylaws, any action of the Bishop's Committee shall require the affirmative votes of a simple majority of those present and voting.

(e) Bishop's Committee meetings shall be conducted in an open and collegial manner to the end that the deliberations shall be cordial and the actions and decisions taken shall represent the will of the Bishop's Committee and further the best interests of the church. To the extent the application of Robert's Rules of Order is consistent with the foregoing principles, it may be used as a procedural guide for the conduct of the Bishop's Committee's meetings.

(f) Votes may be conducted between meetings by email or other electronic means. Such votes must be ratified and recorded in the minutes of the next meeting of the Bishop's Committee.

6.8 Vacancy. If a vacancy occurs on the Bishop's Committee between annual meetings of the congregation, the remaining members of the Bishop's Committee shall choose another person to fill that position for the unexpired term. A vacancy occurring among delegates to Convention shall be filled by an elected alternate delegate.

6.9 Resignation. A member of the Bishop's Committee, other than the Vicar, may resign at any time by tendering his or her resignation in writing to the Vicar or to the warden, effective as provided therein. Such resignation need not be accepted by the Bishop's Committee in order to become effective.

6.10 Removal. A member of the Bishop's Committee, other than the Vicar, may be removed at any time for due cause by the votes of a 2/3 majority of the entire Bishop's Committee. Grounds for removal shall include conduct in violation of the Canons of the Episcopal Church or the Constitution and Canons of the Diocese of New Hampshire, or otherwise detrimental to the mission and best interest of the congregation; absence without excuse or good cause shown from three consecutive duly convened meetings or from four such meetings within one calendar year; failure to attend with reasonable diligence to his or her duties as a Bishop's Committee member.

ARTICLE 7: Accounting and Financial Matters

7.1 Funds. The handling of any or all of the cash, funds and investments of the congregation, including the purchase, custody, sale and transfer of the same, may be delegated by the Bishop's Committee to the warden, the treasurer, and/or to other qualified individuals either generally or as to specific instances, but subject to the ultimate direction and control of the Bishop's Committee.

7.2 Fiscal Year. The fiscal year of the congregation shall coincide with the calendar year.

7.3. Indebtedness. The congregation shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the congregation without the express approval of the Bishop's Committee; nor without the written assent of the bishop and standing committee of the Diocese of New Hampshire except as provided in the diocesan canons.

7.4 Books of Account. Proper books of account for the congregation shall be kept by the treasurer so as to provide the basis for satisfactory accounting, reporting, and auditing.

7.5 Audits. All accounts of the congregation shall be reviewed annually by an independent certified public accountant, a licensed public accountant, or in such other manner as the diocesan CFO may from time to time prescribe. The financial review report shall be filed as prescribed in the diocesan canons.

7.6 Annual Reports. An annual report of all business and financial matters of the congregation, including complete financial statements, shall be prepared by or under the direction of the treasurer, approved by the Bishop's Committee, and distributed to the congregation at least seven days prior to each annual meeting of the congregation.

7.7 Bonding. The treasurer and any other custodian of the funds of the congregation, other than banking institutions, shall be adequately bonded *per NH 4.6.1(c)*.

7.8 Gifts and Memorials. No object intended as a permanent addition to the property of the congregation or to be used therein for public worship shall be accepted as a gift or memorial without the approval of the Vicar and the Bishop's Committee, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed, or disposed of when deemed necessary or appropriate by the Bishop's Committee. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions thereof, and the dates of acceptance of the same shall be preserved in the permanent records of the congregation.

7.9 Property Held in Trust. All real and personal property of the congregation is held in trust for The Episcopal Church and the Diocese of New Hampshire, provided that such trust shall in no way limit the power and authority of the congregation, otherwise existing over such property, so long as it remains a part of and subject to said church and its Constitution and Canons.

7.10 Real Property. All buildings of the congregation and their contents shall be kept adequately insured. The Bishop's Committee may not encumber or alienate any real property of the congregation without the written consent of the bishop and standing committee of the Diocese of New Hampshire.

ARTICLE 8: Indemnification

If and to the extent permitted by applicable law, unless proscribed or otherwise limited by the Constitutions or Canons of The Episcopal Church or of the Diocese of New Hampshire, the congregation shall purchase or otherwise arrange for, and keep in effect, a directors, officers, and entity liability insurance policy ("Policy"), through which the congregation intends to indemnify, defend, and hold harmless past and present officers and Bishop's Committee and committee members (including the Vicar and other members of the clergy in their capacities as such) and their respective heirs and legal representatives from and against any and all liabilities, costs, and expenses (including attorneys' fees and other defense costs) from time to time incurred by or imposed upon them respectively in connection with any threatened, pending, or completed civil, criminal, or administrative proceeding in which any of them may become involved by reason of their service to the congregation in such capacities, except with respect to matters as to which they may finally be adjudged in such proceeding to be liable for willful, wanton, or grossly negligent misconduct. Indemnification under this Article shall be limited to and governed by the terms and conditions of the Policy. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article shall be amended or repealed such action shall have prospective effect only, and shall not affect the indemnification rights of any individual with respect to proceedings in respect of which indemnification has been properly sought by application to the Bishop's Committee in writing by the individual(s) in question prior to the effective date of such action.

ARTICLE 9: Action by the Bishop's Committee; Agents

Consistent with these bylaws and with the Constitutions and Canons of The Episcopal Church and of the Diocese of New Hampshire, the Bishop's Committee may from time to time delegate to the warden, the treasurer and/or the Vicar, generally or as to specific instances, or to any employee or agent of the

congregation as to specific instances, due authority to execute and deliver, on behalf of the congregation, such contracts, deeds, mortgages, notes, bonds, checks, drafts, and other instruments and documents as the Bishop's Committee may deem necessary or proper. In the absence of such a general or specific delegation of authority residual authority in this regard shall lie with the warden or the treasurer, or any of them. The Bishop's Committee may appoint such employees, agents and representatives of the congregation (including legal counsel) and delegate to them due authority to perform such acts and duties on behalf and in the name of the congregation as the Bishop's Committee may from time to time see fit, consistent with these bylaws and with the Constitutions and Canons of The Episcopal Church and of the Diocese of New Hampshire. Except as provided herein or as specifically authorized by the Bishop's Committee, no Bishop's Committee member, officer, or employee of the congregation or any other person shall have the power or authority to bind the congregation by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

ARTICLE 10: Conflict of Interest

10.1 Policy Governing Conflict of Interest. Any possible conflict of interest on the part of any officer, clergy member, or member of the Bishop's Committee shall be disclosed in writing to the Bishop's Committee and made a matter of record through the Bishop's Committee minutes, and reported to the Bishop.

10.2 Disclosure of Possible Conflict of Interest and Voting Requirements. Per section 1 above, any officer, clergy member, or member of the Bishop's Committee shall disclose any conflict of interest when a specific issue or transaction comes before the Bishop's Committee (Where the transaction involving a Bishop's Committee member or officer or clergy member (and/or any member of his or her immediate family or his or her employer) exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is mandatory, together with written notice to the NH Charitable Trusts Unit. The minutes of the meeting shall reflect that a disclosure was made and that the interested officer or member (along with any other officer or member with a pecuniary transaction with the congregation) were absent during both the discussion and the voting on the transaction. Every new member of the Bishop's

Committee will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of and agreement to this policy.

ARTICLE 11: Convocation and Diocesan Convention Delegates

11.1 Election and term. Delegates and alternate delegates to the Convocation and Diocesan Convention shall be nominated by the Bishop's Committee (with provision for nomination from the floor) and shall be elected at the annual meeting. Delegates and alternates shall be adult voting members and shall each serve a term of 2 years. A delegate may be elected to no more than 3 consecutive terms and shall be ineligible for reelection to the office of delegate for one year after having served in the office for 6 consecutive years.

11.2 Duties. Delegates shall attend all Convocation and Diocesan Convention functions unless for good cause prevented. Delegates and alternates shall discuss anticipated convention business with the Bishop's Committee prior to Diocesan Convention, and shall report convention proceedings to the Bishop's Committee within one month after each Diocesan Convention.

ARTICLE 12: Amendments to Bylaws

Bylaws may be adopted or amended at any annual meeting or duly called special meeting by the affirmative vote of two-thirds of those present and voting.

Amendments may be proposed by the Bishop's Committee or pursuant to a written petition executed by at least 10 voting members of the congregation delivered to the Clerk in a timely fashion. Notice of any meeting at which a proposed amendment is to be taken up shall be given as required by these bylaws and shall include the full text of any proposed amendment. The clerk shall promptly furnish to the Office of the Bishop the full text of the bylaws, including all amendments adopted.