

# BY-LAWS OF ST. LUKE'S EPISCOPAL CHURCH MONTCLAIR, NJ

*(Approved May 2022)*

## ARTICLE I. ST. LUKE'S CHURCH

1.1 THE EPISCOPAL CHURCH. St. Luke's Church belongs to the Protestant Episcopal Church in the United States of America and the Diocese of Newark and is subject to their canons. Any act to the contrary shall be void ab initio.

1.2 MISSION. St. Luke's is a joyful, Christ-centered community. We accept, encourage, and celebrate a unique mix of people and embrace each other's faith journey. We offer a rich variety of worship experiences, undergirded by strong preaching, liturgy, and music. We are committed to growing through caring, education, and service. Our mission is to live the Gospel, looking beyond ourselves, by praying, learning, and giving.

1.3 THE CORPORATION. The Parish has been incorporated in accordance with N.J.S. 16:12-1 *et seq.*, as "The Rector, Wardens and Vestrymen of St. Luke's Church of Montclair, New Jersey."

## ARTICLE 2. ANNUAL AND SPECIAL PARISH MEETINGS

2.1 DATE OF THE ANNUAL PARISH MEETING. The Annual Parish Meeting for the election of officers shall be held on the third Sunday in May unless the Vestry chooses another Sunday in May and notifies all members of the changes by April 1 of the year in which the change is to take place. {N.J.S.16:12-10}

2.2 NOTICE. Notice of the time and place of such Annual or Special Parish Meeting shall be given by advertisement set up in open view at the door of the church at least ten days prior to the meeting and shall also be read by the Rector or other officiating minister on the two Sundays preceding the meeting.

2.3 PRESIDING OFFICER. The Rector shall preside at the Annual or Special Parish Meeting with the right to vote, or if the Rector is absent or if no Rector is settled in the Parish, the meeting 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 voter, to act as presiding officer. {N.J. S. 16:12-10} The presiding officer shall be the judge of the qualification of the voters, shall receive the votes cast, and shall declare the result.

2.4 SECRETARY. 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. {N.J.S. 16:12-10}

2.5 RULES OF PROCEDURE. In all matters of parliamentary procedure not governed by canon or these By-Laws, Robert's Rules of Order Newly Revised shall govern.

2.6 QUALIFICATION OF VOTERS. The persons entitled to vote at any Parish Meeting shall be: [a] Baptized; [b] At least 16 years of age; [c] Of good moral character; [d] Adherents of the Protestant Episcopal Church; [e] in Regular attendance at the services of the Parish for six [6] calendar months before the meeting; [f] Regular contributors to the current expenses of the Parish for the last six months and have made a pledge for the current year. The records maintained by the Treasurer shall be sufficient evidence of contribution. {D. N. Can 9.5}. Contributions may be made individually or as a family unit.

2.7 QUORUM. A quorum shall be three qualified voting members. {N.J.S. 16:12-10}

2.8 NOMINATIONS. Not less than forty-five days prior to the Annual Parish Meeting, five appointments shall be made to the Nominating Committee as follows: [a] by the Vestry of a Warden and a non-retiring Vestry member and [b] by the Rector, or if there should be no Rector, by the Senior Warden, of a Chairperson and two other persons from the congregation.

Notice of the names of the members of the Nominating Committee shall be posted in a prominent place and mailed or emailed to every household in the Parish at least forty days prior to the Annual Meeting. As soon as practicable, the Chairperson shall call a meeting of the Nominating Committee and instruct it as to the offices for which nominations are to be made and as to the requirements for eligibility for the office. No later than twenty-one days prior to the Annual Parish Meeting, the Nominating Committee shall present to the Rector, or the Wardens if there is no Rector, a report of the names of the nominees. The Chairperson shall post a notice of nominees in a prominent place and mail or email it to every household in the Parish.

2.9 NOMINATIONS BY PETITION. Any six qualified voting members may nominate another qualified voting member for any office to be elected by providing a signed petition to the Clerk of the Vestry seven days prior to the Annual Parish Meeting. If the Clerk receives such nomination, [s]he shall immediately post the name of the person[s] on the bulletin board of the Parish House.

2.10 VOTING. Elections shall be by ballot, and the polls shall remain 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. Proxy and Absentee ballots shall not be allowed. Elections shall be by a plurality of the votes cast.

2.11 SPECIAL PARISH MEETINGS. Special meetings of the Parish for any of the purposes provided in this article may be called by the Rector at any time, or if there be no Rector, by the Wardens, upon the same notice as prescribed for the Annual Parish Meeting. The notice shall specify the object 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 meetings for the annual election, but the voting may be conducted on any question except the election of Wardens and Vestry. {N.J. S. 16:12-13}.

## **ARTICLE 3. THE VESTRY**

3.1 NUMBER AND QUALIFICATIONS. There shall be two Wardens and 12 Vestry members [“the Vestry”] who will be elected by ballot from qualified voters at the Annual Parish Meeting, as follows. Candidates for the Vestry must be qualified voters. In addition to being qualified voters, candidates for Warden, Deputies, and Alternate Deputies to the Diocesan Convention must also be confirmed communicants in good standing. {ECUSA Can. 17.3}

3.2 TERMS OF OFFICE. At each Annual Parish Meeting, 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 Deputies and three lay Alternate Deputies to the Diocesan Convention with terms of one year. To the extent necessary and appropriate, the Alternate Deputies to the Diocesan Convention may serve as Delegates to the District 5 Convocation, and the Deputies to the Diocesan Convention may serve as Alternate Delegates to the District 5 Convocation.

3.3 TIMING AND LIMITATIONS OF TERMS. [a] Wardens. The term of office of the Wardens shall be two years, running from the date of the Annual Parish Meeting at which they are elected, except in the case of filling a vacancy for the remainder of a term of office as provided for in Section 3.9. No person who has served two full consecutive terms is eligible for re-election as a Warden for a period of one year after the conclusion of the second term.

[b] Designation of Senior and Junior Warden. No person may serve as Senior Warden without having first served as Junior Warden, either in the immediately preceding term of office or prior thereto. The Warden whose current term of office commenced earlier in time shall be designated as the Senior Warden for the duration of that term of office, and the Warden whose current term of office commenced later in time shall be designated as the Junior Warden for the duration of that term of office. (In the event of filling a vacancy as provided for in Section 3.9, the “current term of office” as used in this subsection shall run from the date of the filling of such vacancy and not the election date of the person who vacated the office.) Provided, however, if a Warden is elected to two consecutive full terms of office, such Warden may serve as Senior Warden for no more than a total of two years during those terms, and the Junior Warden shall become Senior Warden when this two year limitation is reached. Provided further, if this limitation would result in a person elected as Warden being designated under this subsection as Senior Warden without previously having served as Junior Warden, then the Senior Warden shall continue to serve in that capacity until the newly elected Warden has served as Junior Warden for one year.

[c] Vestry. The term of office of a Vestry member shall be three years, running from the date of the Annual Parish Meeting at which they are elected, except in the case of filling a vacancy for the remainder of a term of office as provided for in Section 3.9. 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 the second term.

[d] Diocesan Convention Deputies and Alternate Deputies. The term of office of the Diocesan Convention Deputies and Alternate Deputies shall be one year, running from the first regular Diocesan Convention following the Annual Parish Meeting at which they are elected.

3.4 MEETINGS AND NOTICES. Regular meetings of the Vestry shall be held for the transaction of the usual matters of Parish business, and special meetings may be held as necessary. Meetings of the Vestry shall be called on at least twenty-four hours notice by

[a] The Rector at any time;

[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. {N.J. S. 16:12-8}

Notice of any special Vestry meeting shall specify the object 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 a regular Vestry meeting.

3.5 PRESIDING OFFICER AND VOTES. The Rector is the presiding officer at all meetings of the Vestry. If there is no Rector, one of the Wardens selected by the Vestry shall so act. At each meeting of the Vestry, each Warden and Vestry member shall have one vote. {N.J.S.16: 12-6} If a Warden is chairing a meeting, [s]he may only vote in case of a tie.

3.6 QUORUM. The following constitutes a quorum: [a] The Rector and two-thirds of the Vestry members; or [b] The Rector, one of the Wardens, and a majority of the Vestry members; or [c] The Rector, both Wardens, and one less than a majority of the Vestry members; or [d] If the Rector is absent from the diocese or is incapable of acting for more than three calendar months, or if the meeting is called by the Rector and he or she is absent, or if the meeting is called by the Wardens or Vestry members and the Rector is absent, both Wardens and one less than a majority of the Vestry members or one Warden and a majority of the Vestry members.

3.7 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.

3.8 ACTION BY WRITTEN CONSENT. Any action of the Vestry or committee of the Vestry may be taken without a meeting if the Rector and all members of the Vestry or the committee consent in writing to the adoption of a resolution authorizing the action. These resolutions and written consents shall be filed with the minutes of the Vestry or committee. {N.J. S. 16:12-9}

3.9 VACANCIES. Should a vacancy occur in the office of Warden or Vestry member caused by the death, resignation, removal, incapacity, or refusal or neglect for six months of duty of any duly elected Warden or Vestry member, the Vestry may, by majority vote in the case of a Warden, fill the vacancy by the election of a Vestry member to serve, or in the case of a Vestry member, fill the vacancy by the election of a suitable person to serve, until a successor is elected by the next Annual Parish Meeting for the remainder of the term of office. {N.J.S. 16:12-12}

3.10 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.

3.11 YOUTH REPRESENTATIVE. The Vestry may elect a youth representative to the Vestry who will attend Vestry meetings. The youth representative may participate in discussions but shall not have a vote on any Vestry matter. The term of service will be one year. The representative will serve at the will of the Vestry. Nothing in this By-Law will prohibit a teen-aged qualified voter from running for and being elected as a Vestry member with full voting rights.

### 3.12 FINANCIAL OBLIGATIONS.

[a] Generally. No obligation shall be contracted for the Corporation, nor commitments of any kind made on its behalf, nor disbursements made involving any expenditure, unless authorized by the Vestry in an approved budget or otherwise.

[b] Expenses of \$5,000 or less. Authorization for the payment of, or execution of a contract for, purchases of goods or services available at retail with a value of \$5,000 or less shall be by the Rector or a Warden, and the Treasurer or Assistant Treasurer is authorized to cause the disbursement of funds in accordance with such authorization. Authorization for the payment of, or execution of a contract for, purchases of goods or services not available at retail with a value of \$5,000 or less shall be by the Rector and a Warden acting jointly, or in the absence of the Rector by both Wardens acting jointly, and the Treasurer or Assistant Treasurer is authorized to cause the disbursement of funds in accordance with such authorization.

[c] Vestry approval for expenses exceeding \$5,000 or contracts of one year or more. No obligation shall be contracted for the Corporation, nor commitments of any kind made on its behalf, nor disbursements made involving an expenditure exceeding \$5,000 and/or a commitment term of one year or more, until the proposal is reviewed by the appropriate Vestry/church committee - which will also include a determination as to whether an attorney review is necessary - and then, upon affirmative committee review, be brought to the Vestry for approval.

[d] Multiple Bids Required. No proposal for the procurement of goods or services with a value exceeding \$5,000 will be approved unless at least three valid bids have been received and evaluated to determine which bid best meets the needs of the Parish.

[e] Expenses exceeding \$5,000. If approved by the Vestry, authorization for the payment of, or execution of a contract for, purchases of goods or services with a value exceeding \$5,000 shall be by the Rector and a Warden acting jointly, or in the absence of the Rector by both Wardens acting jointly, and the Treasurer or Assistant Treasurer is authorized to cause the disbursement of funds in accordance with such authorization.

[f] Capital Campaigns. The Vestry may from time to time adopt alternative and superseding procedures applicable to any capital campaign.

3.13 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 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.

3.14 INVESTMENTS. Subject to the limitations and conditions contained in any gift, devise, or bequest, the Vestry may invest the funds of the Corporation in such securities, investments, or other property, real or personal, as it shall deem 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. The Vestry may delegate this investment authority to the Finance Committee as described in the Investment Policy.

3.15 PLEDGE TO THE DIOCESE OF NEWARK. The Parish shall make an annual financial pledge to the unified budget of the Diocese of Newark. The Parish's written pledge, made in accordance with the approved system of diocesan giving, shall be submitted to the Finance Officer of the Diocese of Newark by December 1 of each year.

3.16 REMOVAL. A member of the Vestry, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire Vestry, provided notice of the proposed removal and the reasons for the same shall have been given to the said Vestry member at least 21 days in advance of the meeting.

Grounds for removal shall include, without limitation, conduct in violation of the Canons of the Episcopal Church or the Constitution and Canons of the Diocese of Newark or otherwise detrimental to the mission and best interests of the congregation; failure to disclose and, if appropriate, abstain from Vestry deliberations and determinations by reason of conflict of interest; neglect of duties by reason of excessive absence; breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened executive session; ineligibility for office; failure to support the congregation by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; disability; failure to attend with reasonable diligence to his or her duties as a Vestry member; failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the congregation, in either case without excuse or good cause shown.

## **ARTICLE 4. CLERK, TREASURER AND OTHER OFFICERS**

4.1 ELECTION OF THE CLERK. At the first Vestry meeting after each Annual Meeting, a Clerk, who shall be a member of the Vestry, shall be elected.

4.2 DUTIES OF THE CLERK. The Clerk shall keep a record of the proceedings of the Vestry, shall attest to the minutes and all corporate acts, and shall sign, in the name of the Corporation such contracts, certificates, letters, communications, and other documents and instruments as [s]he is directed by the Vestry to do.

4.3 ELECTION OF THE TREASURER. A Treasurer, and if required, an Assistant Treasurer, shall be elected at the first Vestry meeting after the Annual Meeting. The Treasurer need not be member

of the Vestry, but if not a member shall have a voice but no vote at Vestry meetings. No Treasurer may serve for more than seven consecutive terms.

4.4 DUTIES OF THE TREASURER. [a] GENERAL. The Treasurer shall be the custodian of all funds of the Parish. The Treasurer shall deposit these funds 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 and the two Wardens are authorized to 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. For payments in excess of \$5,000, two signatures are required. The Treasurer shall be responsible for ensuring that funds are held in trust, including officer liability insurance and other insurance as from time to time may be reasonably required, all pursuant to the direction of and in the amounts fixed by the Vestry. [b] REPORTS. At each meeting of the Vestry, and at other times if requested, the Treasurer shall present a written statement of all funds received and spent and such other data as may be deemed pertinent to the current financial condition of the Corporation. At the end of each calendar year, the Treasurer shall prepare an annual report and present the same at the next Annual Parish Meeting.

4.5 OTHER OFFICERS. The Vestry may appoint other officers as it deems necessary and appropriate to the needs of the Parish, with such duties as the Vestry directs. This shall include, but not be limited to, appointing either or both Wardens as assistant or acting secretaries for the purposes of interacting with financial institutions. All of these officers shall serve at the discretion of the Vestry.

4.6 DIRECTORS' AND OPERATORS' INSURANCE. The Parish shall maintain Directors' and Operators' (D&O) liability insurance for all officers.

4.7 AUDIT. An independent Certified Public Accountant, independent Licensed Public Accountant, or an audit committee authorized by the Finance Committee, Department of Finance, or other appropriate diocesan authority shall audit all accounts of the Parish annually. All audit reports are to be filed with the Bishop of Newark. {ECUSA Can. 7.1.1 ff}

## **ARTICLE 5. COMMITTEES**

5.1 STANDING COMMITTEES. The Vestry shall be responsible for establishing the following standing committees: Christian Education, Outreach, Stewardship, Worship, Toni's Kitchen, and those not further defined in Article 5.5.

5.2 EXECUTIVE COMMITTEE. The Executive Committee, consisting of the Rector, Wardens, Clerk, and Treasurer, shall meet 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.

5.3 FINANCE COMMITTEE. The Finance Committee shall meet regularly to review Parish finances and budgets and prepare an annual budget for presentation to and approval of the Vestry by the regularly scheduled December Vestry meeting. The Committee shall be composed of a minimum of three qualified voting members plus the Treasurer.

5.4 AUDIT COMMITTEE. The Audit Committee shall consist of three members of the Parish

appointed by the Rector, the Wardens, and Vestry. It shall be responsible for overseeing [if done by an independent Certified Public Account] or conducting the annual audit.

5.5 AD HOC COMMITTEES. The Vestry may from time to time create and charge committees to undertake specific tasks in the governance of the Parish. The Rector, Wardens, and Vestry shall appoint committee members. Each committee shall be dissolved upon completion of its work.

## **ARTICLE 6. THE ST. LUKE'S FOUNDATION AND MEMORIAL TRUST**

6.1 THE ST. LUKE'S FOUNDATION. The Treasurer shall maintain a separate accounting in the financial statements of the Corporation, titled "St. Luke's Foundation", to record all gifts and bequests designated for the repair, upkeep, or reconstruction of any Parish real estate, including fixtures and appurtenances, except for those funds designated special funds or dedicated campaign funds. This accounting shall include all investment returns and distributions related to these gifts and bequests ("Foundation Fund Balance").

6.2 FOUNDATION COMMITTEE. The Foundation shall be administered by a Committee of five members, of whom two shall be elected by a Parish Meeting to serve for three-year terms, a chair who shall serve at the Vestry's pleasure, the Treasurer, and the Senior Warden. The Committee shall keep a record of its actions and a quorum for any action taken shall consist of no less than a majority of the Committee.

6.3 FOUNDATION DISTRIBUTIONS. The Foundation Committee may choose to release up to one-half of the income earned in each year, but none of the principal, to the Vestry for non-recurring items of repair, upkeep, or reconstruction of Parish buildings that have an aggregate cost of at least \$2,000.

6.4 SPECIAL FOUNDATION DISTRIBUTION. At any time the Foundation has accumulated over \$150,000 of principal and income earned, a duly constituted Parish Meeting may, by a vote of the greater of two-thirds of the votes cast or thirty votes, distribute not more than 50% of the existing principal balance of the Foundation for the purposes listed in the previous paragraph, provided that timely written notice was first mailed to all Communicant Members stating any action to be taken, the reason for the action, and incorporating this paragraph or any subsequent amendments.

6.5 THE MEMORIAL TRUST. The Treasurer shall maintain a separate accounting in the financial statements of the Corporation titled "Memorial Trust", to record all gifts and bequests designated for the support of community, social ministry, or outreach programs. This accounting shall include all investment returns and distributions related to these gifts and bequests ("Memorial Trust Fund Balance").

6.6 MEMORIAL COMMITTEE. The Memorial Trust shall be administered by a Committee of five members, of whom two shall be elected by a Parish Meeting to serve for three-year terms, a chair who shall serve at the Vestry's pleasure, the Treasurer, and the Senior Warden. The Committee shall keep a record of its actions and a quorum for any action taken shall consist of no less than a majority of the Committee.

6.7 MEMORIAL DISTRIBUTIONS. The Memorial Committee may choose to release up to one-half of the gifts received and income earned in each year, but none of the principal, to the Vestry for community, social ministry, or outreach programs.

6.8 SPECIAL TRUST DISTRIBUTION. At any time the Memorial Trust has accumulated over \$150,000 of principal and income earned, a duly constituted Parish Meeting may, by a vote of the greater of two-thirds of the votes cast or thirty votes, distribute not more than 50% of the existing principal balance of the Memorial Trust for the purposes listed in the previous paragraph, provided that timely written notice was first mailed to all Communicant Members stating any action to be taken, the reason for the action, and incorporating this paragraph or any subsequent amendments.

6.9 INVESTMENTS. The funds of the St. Luke's Foundation and of the Memorial Trust shall be invested by the Finance Committee along with other funds of the Corporation not required for day-to-day operations in a commingled fund (the "Investment Portfolio") according to guidelines adopted from time to time by the Vestry ("Investment Policy"). The Fund Balances shall be subject to audit annually, and summary accounts shall be presented quarterly to the Vestry and sent to the respective Committees.

6.10 VACANCIES. Should a vacancy occur amongst the members of the Foundation Committee or the Trust Committee elected by the Parish caused by the death, resignation, removal, incapacity, or refusal or neglect for six months of duty, the Vestry may, by majority vote, fill the vacancy by the election of a suitable person to serve until a successor is elected by the next Annual Parish Meeting for the remainder of the term of office.

6.11 IF THE PARISH CEASES TO EXIST. If the Parish shall cease to exist, the last sitting Vestry shall disburse the funds of the St. Luke's Foundation and Memorial Trust, including accumulated income, for any pious and charitable purposes that it may determine.

6.12 AMENDMENTS RESTRICTED. This By-Law, Article 6, shall not be amended except by a vote of the greater of two-thirds of the votes cast or thirty votes, at a duly constituted and announced Annual or Special Parish Meeting.

## **ARTICLE 7. BY-LAWS AND AMENDMENTS**

7.1 BY-LAWS. All By-Laws made by the Corporation shall be consistent with the laws of the United States, the State of New Jersey, and with both the Constitution and Canons of the Protestant Episcopal Church in the United States of America and those of the Diocese of Newark.

AMENDMENTS TO BY-LAWS. These By-Laws, except those precluded by Canon, N.J. Statute or Article 6, may be adopted or amended by a two-thirds majority vote of the whole Vestry at each of two consecutive regularly scheduled monthly Vestry meetings, and notice of the change shall be given to the congregation by the Clerk at the Annual Parish Meeting in a form as directed by the Vestry.