

**Amended and Restated By-laws
Of
the Church of St. Martin-in-the-Fields,
A Pennsylvania Not for Profit Corporation Incorporated in 1895
and Affiliated with the Diocese of Pennsylvania of the
Episcopal Church of the United States**

As amended February 23, 2025

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Article One – Membership

1.1 The parish community consists of all persons who affiliate with the parish, either formally through baptism, confirmation, pledging or transfer of membership, or less formally through participation in the life of the parish.

1.2 Voting membership for a meeting of the corporation is held by baptized persons 18 years or older who are communicants in good standing, who have pledged to the church through the annual stewardship program for the current year and have pledged or contributed during the previous year, have faithfully tried to fulfill their pledge, and for whom the Church of St.

Martin-in-the-Fields is their principal place of worship.

Article Two – Parish Meetings

2.1 There shall be four types of Parish meetings:

Annual Parish Meeting

Annual Financial Report and General Parish Meeting

Special Parish Meetings

2.2 The Annual Parish Meeting, which shall also constitute the annual meeting of the corporation, shall be held on a Sunday no earlier than May 1 and no later than June 15. At its regularly scheduled February meeting, the Vestry shall set the date of the Annual Parish Meeting and frequently publicize the date and nomination deadlines in the following weeks on its website, in the weekly newsletter, and during church services. In the case of a failure to conduct elections on the day specified, the Vestry shall designate another day for such elections which shall not be later than a day four weeks from the originally scheduled meeting.

2.3 The Annual Parish Meeting shall be held for the purposes of electing members of the Vestry, lay deputies and alternates to the Diocesan Convention; receiving reports from the Rector and the Wardens on the status of the church and its finances; considering such matters as the Vestry may bring before it; and voting on such other matters as 15 voting members may submit in writing to the Vestry meeting immediately preceding the Annual Parish Meeting. The Rector shall preside; in the absence of the Rector, the Rector's Warden shall preside.

2.4 The Annual Financial Report shall be given at the General Parish Meeting held promptly after the Vestry adopts a budget. The Rector, the Accounting Warden and representatives of the Vestry shall be present to make a full report to the Parish of the finances of the previous fiscal year, to present the new budget and to answer Parishioners' questions regarding the budget and to generally report on the life and mission of the Parish. The Rector shall preside and may establish an agenda for such meeting, provided that a portion of the time shall be available for parishioners to bring issues to the floor.

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2.5 Special Meetings of the Parish may be called by the Rector, or by the Vestry, or by the written request of twenty-five voting members. Notice of the Special Meeting must be provided in accordance with Section 2.7.

2.6 If the action to be taken by the voting members at a Parish meeting includes alteration, amendment or repeal of the bylaws, the text of the proposal shall be communicated electronically and announced at all services on the Sunday preceding the meeting, and the text of the proposal made available in the Parish Hall.

2.7 Except when a Vestry vacancy is to be filled by a parish election, notice of the Annual Financial Report and General Parish Meeting and of any Special Parish Meeting shall be given four weeks in advance of the meeting by written notice in the Church leaflets, written notice in any publication sent regularly to Parish members by mail or email, and by posting the notice at the

Church offices and on the Parish website. Notice of a Special Parish Meeting shall include a concise characterization of matters to be addressed. When a Vestry vacancy is to be filled by parish election, notice shall be given at least eight weeks in advance (see Paragraph 4.10). A quorum for all meetings shall be 10% of the voting membership of the Parish.

Article Three – Nominations and Elections

3.1 Nominations for offices to be filled at the Annual Parish Meeting shall be made by the Nominating Committee and, if desired, by petition, as provided in paragraph 3.5 below.

3.2 The Nominating Committee shall consist of the Rector, those members of the Vestry whose terms will expire July 1, and two voting members of the corporation who are not members of the Vestry. The two non-Vestry members shall be proposed by the Rector and approved by the Vestry no later than eight weeks before the annual Parish Meeting; in the event of a vacancy in the Rectorship, the two non-Vestry members shall be chosen by the vestry.

If a member of the Vestry whose term is expiring is eligible for re-election under the terms of Article Four, the Vestry shall choose among its other members a replacement to serve on the Nominating Committee, unless the member who is eligible for re-election has stated his or her intention not to be re-elected.

3.3 Beginning no later than eight weeks before the Annual Parish Meeting, the Vestry and/or the Nominating Committee shall publicly solicit, from all members of the Parish, recommendations for nominees, with notices placed in at least three successive Parish newsletters and other communications, explaining the procedure and the deadline for submitting recommendations. The deadline for submitting recommendations shall be five weeks before the Annual Parish Meeting. No later than four weeks before the Annual Parish Meeting, the Nominating committee shall publish its slates of nominees, with notices placed in Parish newsletters and other communications. All members of the Nominating Committee shall be ineligible for nomination. Meetings of the Nominating Committee will not be open.

3.4 The Nominating Committee may, but need not, nominate more persons than the number of seats to be filled for a given office. If an unexpired Vestry term is to be filled, the Nominating Committee shall choose nominee(s) specifically for the unexpired term. Likewise, it shall make separate nominations for lay delegates to Diocesan Convention and for alternates.

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3.5 Nominations by written petition must be submitted to the Secretary of the Vestry no later than two weeks before the Annual Parish Meeting and must be supported by the signatures of ten voting members of the Parish, not counting the candidate. Valid nominations by petition shall be communicated to the Parish as soon as practical.

3.6 At the Annual Parish Meeting when there is only one slate and no election contest, a motion can be made that the bylaws be suspended, and that the Secretary be instructed to cast one unanimous ballot for the slate as presented by the nominating committee.

3.7 If there is a vote by written ballot, voting at the Annual Parish Meeting shall be under the supervision of three tellers chosen annually by the Rector's Warden after nominations have closed. Members of the Nominating Committee and nominees are ineligible to serve as tellers, who shall be the sole judges of the election.

3.8 A list of voting members shall be maintained by the Vestry and made available to the Parish at least four weeks before the Annual Parish Meeting

3.9 If voting at the Annual Parish is by secret written ballot, there shall be no proxies, but for reasons of health or absence from the area a voting member may submit to the Secretary of the Vestry, no later than the close of business the Friday before the Annual Parish Meeting, a request for an absentee ballot. Absentee ballots must be received at the Church no later than the beginning of the Annual Parish Meeting to be counted.

3.10 Each voting member shall have as many votes as there are seats to be elected for a given office and may cast no more than one vote for any single candidate. In the event of a tie, the decision shall be made by drawing lots.

3.11 The tellers shall announce the results of the voting before the conclusion of the Annual Parish Meeting, at which time any ties shall be resolved and the winners shall be declared elected.

Article Four – Vestry

4.1 The Vestry shall consist of 16 persons who are baptized and confirmed lay voting members of the corporation and who reside in Pennsylvania. At each Annual Parish Meeting, four persons shall be elected to serve four years, taking office July 1. Individuals elected to fill a Vestry vacancy shall take office when the election results are final. Incumbent Vestry members elected before adoption of this paragraph shall serve until July 1 of the year their terms would previously have ended.

4.2 The Vestry shall meet monthly (except July and August) on a regular day of its choosing. If a customary meeting day falls in Holy Week, the meeting shall be postponed one week. If a customary meeting day falls on or about Christmas, it may be held one week earlier. Special Vestry meetings may be held at any time at the call of the Rector, either Warden, or any five members.

4.3 A majority of the Vestry shall constitute a quorum, except for the election of a Rector, in which case 2/3 of the members shall constitute a quorum.

4.4 The Rector shall preside at Vestry meetings, voting only to break a tie. In the Rector's absence, the Rector's Warden shall preside. In the absence of both Rector and Rector's Warden, the Vestry shall select one of its members to preside at that meeting.

4.5 Meetings of the Vestry shall be open to all members of the parish, except when the

Vestry, by majority vote, conducts executive session.

4.6 The Vestry shall have the sole authority to approve any alteration or addition to the church buildings, equipment and furniture, including the placement of windows, plaques and memorials, and all non-monetary gifts to the church.

4.7 The Rector and Accounting Warden shall present donor restricted gifts to the Vestry for its endorsement. Donor restricted gifts that are for the purpose of alterations or additions to the church, liturgical appointments, equipment and furniture shall be approved in accordance with Section 4.6 of these by-laws.

Donor restricted gifts for the purpose of establishing new programs and initiatives shall be approved by the Vestry.

The Rector and Accounting Warden shall inform the Vestry of each unrestricted gift to the Parish with a recommendation as to how the gift shall be utilized by the Parish. The Rector's and Accounting Warden's recommendation requires Vestry approval.

4.8 The Vestry shall authorize all bank accounts in the name of the parish. The Vestry shall employ a certified public accountant to make an annual audit of the accounts and finances of the Parish in accordance with Diocesan Canons.

4.9 Members of the Vestry are ineligible for re-election until one year has elapsed, with these exceptions:

- Individuals selected to complete unexpired terms of less than two years' duration.
- The Rector's Warden in the event the Rector has notified the Nominating Committee of his or her intention to reappoint that individual as Rector's Warden. The deadline for submitting such notification is eight weeks before the Annual Parish Meeting, and the Nominating Committee shall include the Warden in its slate.
- The Rector's Warden in the event of a vacancy in the Rectorship. The Nominating Committee shall include the Warden in its slate.
- The Accounting Warden in the event the Vestry has voted and notified the Nominating Committee of its intention to re-elect that person as Accounting Warden. The deadline for submitting such notification is eight weeks before the Annual Parish Meeting, and the Nominating Committee shall include the Warden in its slate.

Any re-elected Warden who ceases to be a Warden shall continue as a member of the Vestry only until July 1 following the next Annual Parish Meeting.

4.10 When a Vestry vacancy with two years or longer remaining in the term occurs too late to conform to the standard nomination timetable, the vacancy shall be filled at a Special Parish Meeting within the next six months, provided that the standard electoral procedures and timetable in Article Three are maintained. If the Vestry wishes, it may appoint a qualified member of the Parish to serve as an interim member of the Vestry until the election. The length of the vacancy shall be calculated back from the July 1 when the term would end.

4.11 In the event of a Vestry vacancy with less than two years remaining in the term, the Vestry shall decide whether to fill the vacancy at a Parish election or to make its own appointment to complete the unexpired term.

4.12 When the Vestry has voted to fill a vacancy without holding a Parish election, it shall notify the Parish at least six weeks in advance of the Vestry meeting when it intends to vote, and shall solicit recommendations for the vacancy. The deadline for submitting recommendations shall be two weeks before the Vestry meeting. The affirmative vote of 2/3 of the members shall be required for the Vestry to elect an individual to fill a vacancy. This paragraph does not apply to interim appointments pursuant to paragraph 4.10.

4.13 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 or any Committees appointed by the Vestry 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 or of Committee. Any amendment or repeal of this Section or adoption of any provision of these Bylaws or the Articles of Incorporation of the Parish which has the effect of increasing the liability of members of the Vestry or Committee shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to its adoption.

Article Five – Vestry Officers

5.1 There shall be three officers of the Vestry:

- The Rector's Warden
- The Accounting Warden (who serves as Treasurer of the corporation) •
- The Secretary

5.2 Except in the first six months after his or her institution as Rector, the Rector shall annually, at the first meeting of the Vestry after the Annual Parish Meeting, designate a member of the Vestry to be the Rector's Warden. Beginning six months after the institution of a Rector, the Rector's Warden shall serve at the Rector's pleasure. The Rector's Warden is the principal lay officer of the corporation and shall in the event of the Rector's disability, or vacancy in the Rectorship, assume the administrative functions of the Rector.

5.3 If the Rectorship becomes vacant, the Rector's Warden shall continue in that office until six months after the institution of a new Rector, unless the warden resigns, or is requested to resign by a majority of the members of the Vestry, or is not re-elected at the completion of his or her Vestry term at the Annual Parish Meeting. Six months after being instituted, a new Rector may designate a new Rector's Warden, if desired. In the event of a vacancy in the post of Rector's Warden while the Rectorship is vacant, the Vestry shall elect from its members an acting Rector's Warden, who shall serve under the same terms of the first sentence of this paragraph. In the event of a vacancy in the post of Rector's Warden during the first six months after the institution of a Rector, the Vestry shall, in consultation with the Rector, elect from its members an acting Rector's Warden,

who shall serve for the balance of the six months from the institution of the new Rector.

5.4 At its first meeting following the Annual Parish Meeting, the Vestry shall elect one of its members to be Accounting Warden and one to be Secretary, both of whom shall serve at the Vestry's pleasure.

5.5 The Accounting Warden and such other officers or employees as the Vestry may designate shall be bonded.

5.6 The Accounting Warden shall have oversight of the receipt of all contributions, bequests, rents, interest, dividends and other revenues due and shall deposit all such receipts in bank accounts that the Vestry has approved. The Accounting Warden shall have oversight of the disbursement of the monies under the direction of the Vestry and in

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consultation with the Rector. The Accounting Warden shall maintain a regular accounting of receipts and disbursements, which records shall be available for inspection by the Vestry, and shall maintain a register of all bank accounts in the name of the Parish or its organization, together with a list of the signatories and custodians of any such accounts that he or she does not directly control. The Accounting Warden shall be chairperson of the Finance Committee, with duties as set out in Article Eight.

5.7 The wardens shall have the power to make purchases and execute contracts on behalf of the Parish and corporation within the limits of the Vestry's budget authorization without further authorization by the Vestry.

5.8 The Secretary shall keep regular minutes of the Annual Parish Meeting, and all other meetings of the Parish and of all Vestry meetings, and shall notify all Vestry members of any special meetings as soon as they are called. The secretary shall have custody of the Charter, title papers and seal of the corporation.

5.9 The Executive Committee of the Vestry shall consist of the Rector, the Rector's Warden, the Accounting Warden, the Secretary, and the chairperson of the Buildings and Grounds Committee. It shall be responsible for setting the agenda for Vestry meetings and for acting on behalf of the Vestry between Vestry meetings when authorized to do so by a majority of the Vestry.

Article Six – Clergy and Other Employees

6.1 A Rector shall be called by the Vestry in conformity with National and Diocesan canon law upon the affirmative vote of 2/3 of the members of the Vestry. A quorum for a meeting to elect a Rector shall be eleven members. An agreement between the person called to be Rector and the corporation shall be signed by both parties.

6.2 The Rector, in consultation with the Vestry, will from time to time determine the number and type of assisting clergy and lay employees and their compensation. The Rector will have authority to fill such positions, with the consent of the Vestry. The Rector shall have the authority to dismiss assisting clergy and lay employees, consulting, when

appropriate, with the Wardens and the Vestry. An agreement between any assisting clergy and the corporation shall be signed by both parties

Article Seven – Committees

7.1 The Parish shall have the following standing committees:

- Finance
- Buildings and Grounds
- Community Engagement
- Stewardship
- Nominating (See Art. 3)

Additional committees may be created by the Rector or the Vestry.

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7.2 The Accounting Warden shall be the chairperson of the Finance Committee. The Rector shall annually appoint the chairperson of each other standing committee, and if a chairperson is not a member of the Vestry, will appoint a Vestry liaison. With the exception of the Finance Committee, the chairperson and Vestry liaison of each standing committee will solicit the participation of members of the Parish and, in consultation with the Rector, annually appoint additional committee members. All committees may have both Vestry and non-Vestry members. The Rector shall be a non-voting member of each standing committee. Chairpersons and members may serve consecutive annual terms.

Article Eight – Finance Committee and Investment Subcommittee

8.1 The Finance Committee shall consist of seven persons, appointed annually. The Accounting Warden shall be chairperson and the chairperson of the Investment Subcommittee shall be a member. Members of the committee may serve consecutive terms. As soon as possible after the election of the Accounting Warden, the Rector and the Accounting Warden shall inform Vestry members of their recommendations for membership of the Finance Committee, which recommendations shall be subject to Vestry review and confirmation.

8.2 The Finance Committee shall be responsible for: oversight and care of money and accounts; oversight of pension plans and other benefit programs; maintenance of a system of accounting and bookkeeping; preparation of monthly financial reports to the Vestry and the parish; selection of auditors, and other professionals, subject to the approval of the Vestry, and maintenance of a list of all contributors to the expenses of the Parish.

8.3 The Investment Subcommittee shall consist of at least five people, appointed annually. The Accounting Warden shall be a member of the Subcommittee.

8.4 The Investment Subcommittee shall be responsible for making recommendations to the Vestry regarding portfolio management and the long-range investment policy of the Parish. It shall be responsible for oversight and care of investments and securities and for selection of

investment advisors, subject to the approval of the Vestry.

8.5 The Investment Subcommittee shall report at least quarterly to the Vestry on the performance of the Parish's investments and securities. This information shall be part of the Vestry's presentation of the Annual Financial Report to the Parish.

8.6 The corporation's fiscal year shall coincide with the calendar year. In the preparation for the Vestry's adoption of an annual budget for the Parish, the Finance Committee shall, in cooperation with the Stewardship Committee and the Investment Subcommittee and in consultation with the Rector and other clergy and non-clerical employees, prepare a draft budget to be presented for comment and discussion no later than at the Vestry's December meeting. At annual budget approval time, the Vestry shall establish a threshold-amount for unbudgeted expenditures requiring Vestry approval. A final proposed budget for the fiscal year shall be presented by the Finance Committee to the Vestry for its approval no later than the Vestry's February meeting.

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8.7 Following the Vestry's adoption of the budget, the Rector, Accounting Warden and representatives of the Vestry shall present the Annual Financial Report at a conveniently scheduled forum held in accordance with paragraph 2.4 above.

8.8 Changes in the budget may be made from time to time in the course of the fiscal year on recommendation of the Finance Committee and approval of the Vestry.

Article Nine – Amendments

9.1 Except as set out in paragraphs 9.2 and 9.3 below, the Vestry may amend the bylaws by the affirmative vote of 2/3 of the members, provided that all members of the Vestry have been notified in writing of the proposed amendments at least two weeks before such a vote is taken. Parishioners shall be notified at least two weeks in advance that the Vestry will vote on bylaws amendment(s).

9.2 The Vestry may propose amendments to the procedures for nomination and election of the members of the Vestry, which amendments may be adopted only by the voting members of the corporation at an Annual Parish Meeting or at a Special Parish Meeting.

9.3 Amendments to all sections of the bylaws may be proposed to the Vestry or to the Annual Parish Meeting or to a Special Parish Meeting by petition of fifteen voting members submitted not less than two weeks before the meeting. When amendment of the bylaws is to be acted on at a Parish Meeting, the text of the proposal shall be communicated electronically and announced at all services on the Sunday preceding the meeting, and the text of the proposal made available in the Parish Hall. Amendments to the bylaws which were not proposed by the Vestry, but were adopted at a parish Meeting may not be rescinded or materially altered by the Vestry without ratification at a Parish Meeting.

Article Ten – Indemnification and Insurance

10.1 (a) Unless in a particular case indemnification would jeopardize the Parish'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 parish member of the Vestry, member of the clergy, and officer of the Parish shall be entitled as of right to be indemnified by the Parish 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 Parish or in the right of the Parish 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 Parish (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 Parish may be similarly indemnified in respect of service to the Parish to the extent the Vestry at any time designates any of such persons as entitled to the benefits of this Article 10.

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(c) As used in this Article 10, "indemnitee" shall include each member of the Vestry, each member of the clergy, and each officer of the Parish and each other person designated by the Vestry as entitled to the benefits of this Article 10; "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 indemnitee only (i) if the Parish has not at its expense assumed the defense of the Action of behalf of the indemnitee with reputable and experienced counsel selected by the parish, or (ii) if it shall have been determined pursuant to Section 10.3 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that section.

10.2 Every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Parish, as incurred, provided that the Parish receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

10.3 (a) If a written claim under 10.1 or 10.2 of this Article is not paid in full by the Parish within thirty days after such claim has been received by the parish, the indemnitee 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 indemnitee 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 10.1 shall be (i) that the indemnitee's conduct was such that under applicable law the parish is prohibited from indemnifying the indemnitee for

the amount claimed, or (ii) that indemnification would jeopardize the Parish's tax exempt status under Section 501(a) of the Code or result in the Parish'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 Parish.

(c) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 10.2 shall be that the indemnitee failed to provide the undertaking required by Section 10.2.

10.4 The rights to indemnification and advancement of expenses provided for in this Article 10 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 Parish at any time while this Article 10 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 was entitled or was designated as entitled to indemnification under this Article 10 and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

10.5 The Vestry shall have the power to purchase and maintain insurance on behalf of any person who is or was a Vestry Member, Warden, Officer, Clergy, employee or agent of the Church of St. Martin-in-the-Fields against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as

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such, whether or not the Vestry would have the power to indemnify him or her against such liability under the provisions of this Article.

Notes

1. Section 4.13 is suggested by Section 5713 of the Pa. Nonprofit Law. 2. Article Ten is suggested by Sections 5741-5750 of the Pa. Nonprofit Law. The Vestry should give serious consideration to designating as additional "indemnitees" other in positions of authority who provide service to the Corporation. The provisions of this Article do not address "mandatory indemnification" covered by Section 5743 of the Nonprofit Law, nor do they provide for purchasing and maintaining appropriate insurance as permitted by Section 5747 of the Nonprofit Law.

