

**Saint Peter's by-the-Sea Episcopal Church  
Narragansett, Rhode Island  
By-Laws**

**March 2010**

**ARTICLE I – TITLE AND PURPOSE**

Section 1 – Incorporated by the legislature of the State of Rhode Island on February 18, 1869, as St. Peter's Chapel, this Parish is now correctly named St. Peter's-by-the-Sea. Its purpose is and shall be to maintain, in the town of Narragansett, R.I., a Christian worship and to perform the charitable duties of Christianity according to the rites and usages of the Episcopal Church.

Section 2 – Financial support of the Parish shall be through pledges and by offerings of its communicants, or such other methods approved and authorized by the vestry. All pews in the church shall be free.

Section 3 – One Sunday each month, communion alms not otherwise designated may be received by the Rector and may be used by him/her for such charitable uses as he/she may deem best. If, for any reason, there is no Rector, the wardens shall keep and disburse the same for the poor of the Parish.

**ARTICLE II – MEMBER OF THE DIOCESE OF RHODE ISLAND**

Pursuant to An Act for the Incorporation of Parishes, as adopted April 10, 1883, and as subsequently amended, this Parish is a constituent member of the Diocese of Rhode Island, and it acknowledges that it is subject to the laws and the ecclesiastical authority of the Church and the Diocese.

**ARTICLE III – THE PARISH**

Section 1 – Membership. The members of the Parish – and of the Corporation – shall be all persons who have received the Sacrament of Holy Baptism and who are registered as a member of the Parish. The voting members of the Parish shall be all communicants eighteen (18) years of age or older, in good standing, whose name shall be registered on the Parish register for three (3) months preceding a meeting. A communicant in good standing shall be any communicant who for the previous year has been faithful in corporate worship, unless for good cause prevented, and who has been faithful in working, praying and giving for the spread of the Kingdom of God.

Section 2 – Place of Meetings. The annual meeting and all special meetings of the members shall be held at such place, within the State of Rhode Island, as shall be stated in the notice of meeting.

Section 3 – Annual Meeting. The annual meeting shall be held not later than the First Monday in February of each year, the specific time and place to be determined by the vestry. At the annual meeting, the members will elect a vestry and officers of the Parish, and will transact such other business as may properly come before the meeting.

In the event of the failure to hold a scheduled meeting at any time or for any cause, any and all business which might have been transacted at that annual meeting may be transacted at a subsequent meeting to be held not more than three (3) months later.

The vestry shall review the minutes of the annual meeting within forty-five (45) days following such meeting and correct any inaccuracies.

Section 4 – Special Meetings. A special meeting of the members, for any purpose or purposes, may be called by the Rector, by the wardens or by the vestry. A special meeting shall be called by the clerk (or, in the event of his or her absence, disability or failure to act, by such other officer or person as the vestry may name) upon the written request of a majority vote of the vestry or of thirty (30) percent of the members in good standing. Any such call shall state the purpose or purposes of the proposed meeting.

Section 5 – Notice of Meetings. Written notice of each annual or special meeting, stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) will be given by or at the direction of the Rector, the clerk or the person or persons calling the meeting, to each member of the Parish entitled to vote at such meeting not less than ten (10) days before the meeting. Business at any special meeting of members will be limited to the purposes stated in the notice of meeting.

Section 6 – Quorum. Thirty members of the Parish shall constitute a quorum at all meetings of the Corporation. If, however, such quorum is not present, the members entitled to vote thereat will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

If adjournment is for more than 30 days, a notice of the adjourned meeting will be given to each member entitled to vote at the meeting. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

When a quorum is present at any meeting, the vote of the holders of a majority of the votes entitled to be cast will decide any question brought before such meeting, unless the vote of a greater number shall be required by Rhode Island law.

Section 7 – Delegates to Convention. At the annual meeting, the members shall elect delegates and alternates to the Convention of the Diocese in accordance with the Canons of the Diocese. Delegates and alternates shall continue in office until their successors are elected. Any vacancy occurring in the delegation between annual meeting may be filled by election by the vestry. Each delegate and alternate shall be a member of the Parish.

Section 8 – Nominating Committee. No later than October 1 of each year the vestry shall name a nominating committee of four (4) members of the Parish whose function shall be to solicit and recommend to the next annual meeting members of the Parish to serve as officers and to fill openings on the vestry that will be open at the subsequent annual meeting. The Nominating Committee shall elect its own chairman.

#### **ARTICLE IV – VESTRY**

Section 1 – Powers. The vestry shall manage the temporal activities and affairs of the Parish.

Section 2 – Number. The members of the vestry shall be the Rector, and nine (9) elected members. Only elected members of the vestry and the Rector have the right to vote at meetings of the vestry.

Section 3 – Election and Term. One-third of the vestry shall be elected at each annual meeting of the members of the church for a term of three (3) years and thereafter until his or her successor is elected and qualified. A member of the vestry may serve two (2) successive terms, but then one (1) year must pass before he or she is again eligible to serve. Except for the Rector, any member of the vestry may be removed by an affirmative vote of a simple majority of the members of the vestry.

Section 4 – Meetings. The vestry will meet no less than six (6) times a year and may hold meetings, both regular and special, either within or without the State of Rhode Island. No action shall be taken at a meeting of the vestry unless either the Rector or a warden is present. Special meetings of the vestry may be called by the Rector on two (2) days notice to each vestry member, either personally or by telephone, e-mail or mail. Special meetings will be called by the Rector or clerk in like manner and on like notice on the written request of a majority of the members of the vestry. Any member who fails to attend at least two thirds (2/3) of the meetings in a year may be subject to removal by vote of the vestry.

Section 5 – Vacancies. Any vacancy occurring on the vestry may be filled by the affirmative vote of a majority of the remaining members of the vestry. A member elected to fill a vacancy is elected to fill out the remaining term of the vestry member he/she replaces. The time served on the vestry by a member elected to fill a vacancy shall not count toward the number of terms that member may serve as specified in Article IV, Section 3.

Section 6 – Quorum. At all meetings of the vestry, a simple majority of the members of the vestry will constitute a quorum for the transaction of business, and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the vestry, unless a greater number is required by Rhode Island law.

Section 7 – Consent Vote. Any action required or permitted to be taken at a meeting of the vestry may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all members of the vestry.

## **ARTICLE V – MINISTERS**

Section 1 – Vacancies. When the position of Rector becomes vacant in the Parish, the wardens shall promptly notify and consult with the Bishop with respect to the procedure to be followed in the selection and call of a new Rector. When necessary for the maintenance of divine services and the pastoral care of the congregation, the vestry shall also consult with the Bishop regarding the appointment of an interim minister.

Section 2 – Election of the Rector. The election of a Rector shall require an affirmative vote of three-fourths (3/4) of the lay members of the vestry. No commitment shall be made by the vestry to anyone under consideration as a prospective Rector, nor shall any formal call be issued, until the name of the cleric under consideration as a Rector has been made known to the Bishop for judgment. If the Bishop has not responded within thirty (30) days, or such additional time as has been agreed upon, from the date of notice to the Bishop, the vestry may proceed with the commitment and call. In case the Bishop objects to the choice of the vestry, a second meeting of the vestry, shall be held and the person first proposed can be elected only upon an affirmative vote of three-fourths (3/4) of the lay members of the vestry. If the requisite three-fourths is not obtained, the same procedure shall be repeated for the election of another candidate.

Section 3 – Selection of Assistant Minister. Should the members of the Parish in annual meeting vote an assistant minister, selection shall be in accordance with the Canons of the Diocese. The appointment of any assistant minister shall require an affirmative vote of a majority of the entire vestry. The terms of employment of an assistant shall, subject to these by-laws, be determined by the vestry and incorporated in an agreement. Any assistant minister shall serve at the pleasure of the rector, subject to the rights, if any, of such assistant under any agreement of employment.

Section 4 – Non-stipendiary Assistants. The rector, with the Bishop's approval may appoint one or more non-stipendiary assistants from among clergy canonically resident in the Diocese, or who are in good standing and who are currently licensed to officiate in the Diocese. Any non-stipendiary assistant shall serve at the pleasure of the rector.

## **ARTICLE VI – OFFICERS**

Section 1 – **Number**. The officers of the Parish shall consist of a Rector, a senior warden, a junior warden, a secretary (or clerk), and a treasurer. The vestry may from time to time elect or appoint such other officers, including one or more assistant officers, as it may deem necessary, but such persons will not be members of the vestry.

Section 2 – **Election and Term**. The senior and junior wardens are elected by the vestry from within the elected members of the vestry to serve a one-year term and may repeat in that office for up to three years. The clerk (secretary) and treasurer shall be elected by the vestry following the annual meeting for a term of one (1) year to serve until the next annual meeting and thereafter until their successors are elected and qualified. The clerk and treasurer need not be vestry members to be elected by the vestry to serve in their roles. No officer may be removed without an affirmative vote of a simple majority of the members of the vestry.

Section 3 – **Rector**. The rector shall be the president and principal executive officer of the Parish and, subject to the direction and under the supervision of the vestry, shall have general charge of the affairs and property of the Parish. The rector, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of the Church and of the Diocese, and to the godly counsel of the Bishop, shall have control of the worship and spiritual jurisdiction of the Parish, and shall discharge all the duties set forth in the Canons of the Church and of the Diocese. For the purpose of his or her office, and for the discharge of all functions and duties thereof, the rector shall, at all times, have access, use and control of the Parish Church and buildings. The rector shall preside and have the right to vote (ex-officio) at any Parish or vestry meeting.

Section 4 – **Senior Warden**. The senior warden shall be the senior lay officer of the Parish. He or she shall be advisor to the rector. In the absence of the Rector, the senior warden shall perform the administrative duties of the office as set forth in the Canons of the Church, and such other duties as may be assigned by the vestry.

Section 5 – **Junior Warden**. The junior warden shall assist the rector and senior warden in the affairs of the Parish. In the absence of both the rector and senior warden, the junior warden shall perform the administrative duties of the office as set forth in the Canons of the Church, and such other duties as may be assigned by the vestry.

Section 6 – **Clerk**. The clerk shall act as secretary of all meetings of the Parish and of the vestry. He or she shall, in general, perform the duties usually pertaining to the office of secretary and such other duties as may be required from time to time by the vestry.

Section 7 – **Treasurer**. The treasurer shall have the care and custody of the funds of the Parish, subject to the control of the vestry. The treasurer shall keep the books of account. He or she shall, in general, perform the duties usually pertaining to the office of treasurer and such other duties as may be required from time to time by the vestry.

Section 8 – Vacancies. A vacancy in any office may be filled by the vestry for the unexpired portion of the term. The time an officer elected to fill a vacancy serves in the position to which she or he has been elected shall not count toward the term limits for that position as specified in Article VI, Section 2.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

Section 1 – Members. The rector and lay officers (cg. Article 6, Section 1) of the vestry shall constitute the executive committee.

Section 2 – Function. The executive committee shall function as a steering committee for the vestry and, as such, shall give attention to all matters within the scope of vestry action, either on its own initiative or upon the request of individual members of the Parish

Section 3 – Meetings. The executive committee shall meet no less than four (4) times a year and may hold meetings, both regular and special, either within or without the State of Rhode Island. No action shall be taken at a meeting of the executive committee unless either the Rector or a warden is present. Special meetings of the executive committee may be called by the Rector or a warden on two (2) days notice to each member, either personally or by telephone, e-mail or mail.

Section 4 – Quorum. Three (3) members of the executive committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present shall be the action of the of the executive committee.

Section 5 – Urgent Matters. The executive committee shall have the power to act for the vestry on such matters as urgently require attention but where time does not permit either calling a meeting of the vestry at which a quorum will be present or the taking of a consent vote. When such action is taken, the vestry shall be notified within two (2) days of the action and it shall be placed on the agenda of the next regular meeting of the vestry for purposes of discussion and clarification.

## **Article VIII – OTHER COMMITTEES AND COMMISSIONS**

There may be such commissions and committees of the members of the Parish as the vestry shall organize and supervise. The commissions and committees shall perform such duties as may be required of them by the vestry.

## **ARTICLE IX – BUSINESS METHODS**

Section 1 – Transfer or Encumbrance. The Parish shall not transfer or encumber real property or any part thereof without first obtaining the written consent of the Bishop and the Standing Committee of the Diocese.

Section 2 – Indebtedness. The Parish shall not become liable in respect to any indebtedness without first obtaining the written consent of the Bishop and Standing Committee of the Diocese except for unsecured current liabilities incurred in the ordinary course which in aggregate do not exceed ten (10) percent of the average annual receipts of the Parish during the three (3) preceding calendar years.

Section 3 – Trust. All real and personal property held by or for the benefit of the Parish is held in trust for the Church and the Diocese.

Section 4 – Endowment Funds. Permanent funds, specific endowments, trust funds and securities of the Parish shall be deposited with a national or state bank, the Diocesan Investment Trust, or other agency approved by the Commission on Finance of the Diocese, and shall be held under agreements providing for at least two signatures for the withdrawal of funds. The Parish shall maintain records of all trust and permanent funds showing the source, date and terms governing the use of principal and income.

Section 5 – Accounts. The Parish shall maintain books of account in order to provide the basis of satisfactory accounting.

Section 6 – Audits. All accounts of the Parish shall be audited, annually, by a certified public accountant or by such audit committees as shall be approved by the Commission on Finance of the Diocese.

Section 7 – Insurance. The Parish shall maintain adequate insurance coverage.

Section 8 – Fiscal Year. The fiscal year of the Parish shall be the calendar year.

## **ARTICLE X – NOTICES**

Section 1 – Delivery. Whenever written notice is required to be given to any party, such notice may be given in person or by mail. When mailed, it shall be addressed to the party at his or her address as it appears in the records of the Corporation, and will be deemed mailed at the time it is deposited in the United States mail in the State of Rhode Island.

Section 2 – Waivers of Notice. Whenever written notice is required to be given to any party, a waiver thereof in writing, signed by the person or persons entitled to such notice, will be deemed equivalent to the giving of such notice. Attendance of a person or persons at a meeting shall constitute a waiver of notice of such meeting, except when the person or persons attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE XI – CONFLICTS OF INTEREST**

If any member of the vestry or employee of the Parish shall be interested either directly or indirectly, or shall be a director, officer or employee of or have an ownership interest in (other than as the owner of less than one percent of the shares of a publicly-held corporation) in any firm or corporation interested directly or indirectly in any contract with the Parish, such interest shall be disclosed to the Parish or vestry and set forth in the minutes of the Parish or vestry meeting, and the member of the vestry or employee having such interest therein shall not participate on behalf of the Parish in the authorization of any such contract.

## **ARTICLE XII – INDEMNIFICATION**

Section 1 – **Benefit**. In order to induce the officers of the Parish to serve as such, the Parish agrees to indemnify members of the vestry against, and hold them harmless from, any loss or reasonable expense incurred in connection with respect to any claim made against them as the result of any conduct, including omissions, in the person's official capacity with the Parish or while serving at the request of the Parish as a member or agent of any other group.

Section 2 – **Exclusions**. The Parish shall not be liable to pay any loss or expense in instances where a court of competent jurisdiction judges that the indemnified person is liable to the Parish for: (1) any breach of the indemnified person's duty or loyalty to the Parish; (2) any acts or omissions that are not in good faith or that involve intentional misconduct or knowing violation of the law; or (3) any transaction from which the indemnified person derived an improper personal benefit.

Section 3 – **Procedures**. Where indemnification is sought from the Parish, the procedures followed shall be in accord with those specified in the Canons of the Diocese.

## **ARTICLE XIII – AMENDMENTS**

This constitution and by-laws may be amended by a majority of the members present and voting at an annual or special meeting of the Parish. No proposed amendment shall be considered or affirmatively acted upon by any meeting unless copies of the proposed amendments are distributed to members at least twenty (20) days prior to the annual or special meeting.