

The following St. John's By-Laws have been revised, as required by Bishop Walker and brought into conformity with the New York State Religious Corporation Law and Canon Law. These By-Laws have been reviewed in detail and approved by Robert Fardella, Chancellor of the Diocese of Long Island, following which your vestry adopted them on November 16, 2008, pending their presentation to the Parish Members at the Annual Meeting in early May.

**BY-LAWS OF  
THE RECTOR, CHURCHWARDENS AND VESTRYMEN  
OF ST. JOHN'S OF LATTINGTOWN**

**ARTICLE I - PRINCIPAL OFFICE**

The principal office of the corporation shall be in Lattingtown, Town of Oyster Bay, County of Nassau in the State of New York.

**ARTICLE II - ANNUAL ELECTION AND SPECIAL MEETINGS**

**A. Date**

1. The annual election of the corporation shall be held on the first Sunday of May, also herein referred to as the "Annual Meeting."
2. Special meetings may be held on any Sunday and/or secular day as fixed by the Vestry, in accordance with Canons and the New York State Religious Corporations Law.

**B. Notice**

Notice of such annual election or special meeting shall be printed in the Bulletin distributed at each divine service on each of the four Sundays next preceding such election or special meeting, or if, for any reason, the usual place of worship of the parish be not open for divine service, the notice shall be posted conspicuously on the outer door of the place of worship for four weeks next preceding the election or special meeting.

Such notice shall specify the place, day and hour of holding such annual election or special meeting. If an election is to be held, the notice shall also specify the number and terms of each churchwarden and the Vestry member whose terms of office shall then expire or whose office shall be vacant for any cause, and the office for which each such officer is to be then elected. In addition, notice of the annual election shall also state that new business may be raised and acted upon at such meeting. Notice of a special meeting shall specify the questions to be brought before such special meeting and no matter or question not specified in such notice shall be acted on at such meeting.

**C. NOMINATIONS**

Nominations for the offices of Vestry Member or churchwarden shall be made by a nominating committee consisting of the Rector, the two churchwardens and three qualified voters, who shall not be members of the Vestry whose terms will expire at the Annual Meeting at which the nominees will stand for election. Said three qualified voters shall be selected by the churchwardens.

Nominations from the congregation at large may be made in writing by any five members of the congregation and submitted to the nominating committee not more than 25 or less than 10 days prior to the meeting at which the elections will be held. All nominees' names will appear on the ballot(s). Notwithstanding the foregoing, additional nominations at large may be made from the floor by at least one qualified voter during the Annual Meeting, prior to the balloting. At large nominations shall be valid provided the nominee has expressed a willingness to serve if elected.

**D. Presiding Officer of Annual or Special Meeting**

The presiding officer of such annual or special meeting shall be the rector of the parish, if there be one, or if there be none, or he/she be absent, one of the churchwardens elected for that purpose by a majority of the qualified voters present or, if no churchwarden be present, a member of the Vestry elected in like manner.

Such presiding officer shall:

1. Be the judge of the qualifications of the voters in accordance with definitions in Canons and the New York State Religious Corporations Law;
2. Receive the votes cast;
3. Appoint not less than two Tellers to collect and count the votes;
4. Declare the result of the votes cast; and
5. Enter the proceedings of the meeting in the book of minutes of the Vestry, sign his/her name thereto, and offer the same to as many qualified voters present as he/she shall think fit, to be signed by them.

**E. Qualifications of Voters**

1. All persons, eighteen years of age or older, who have been baptized and are regular attendants at St. John's of Lattingtown's worship and contributors to its support during the twelve months immediately prior to such annual election or special meeting shall be qualified voters at any such election or special meeting, provided that the requirements of the New York State Religious Corporation Law have been satisfied.
2. Every communicant or baptized member of the Protestant Episcopal Church in the United States, or any church in communion therewith shall be entitled to equal rights and status in this parish. He/she shall neither be excluded from participation in or from the worship or Sacraments of the Church nor from parochial membership because of race, color, or origin.
3. One hundred members qualified to vote or one-tenth of the total members qualified to vote, which ever is less, shall constitute a quorum at an annual or special meeting for the transaction of business.

**F. Decision of Questions**

The action of an annual meeting or special meeting upon any matter or question shall be decided by a majority of the qualified voters voting thereon. No voting by proxy shall be permitted.

**G. Polling Hours**

The polls of an election shall continue open for at least one hour or longer, at the discretion of the presiding officer; or, if required, by a vote of a majority of the qualified voters present and voting.

**H. Qualifications and Election of Wardens and Vestry Members**

1. Churchwardens and Vestry members shall be elected by ballot from persons qualified to vote at such election;
2. No person shall be eligible for election as a churchwarden, unless he/she be a qualified voter, shall have been baptized and a confirmed communicant of the Protestant Episcopal Church. "Communicant" is defined as a person who has received Holy communion at least three (3) times during the twelve months immediately preceding the election.
3. No person shall be eligible for election as Vestry member unless he or she be a qualified voter and shall have been baptized.

**I. Number of Wardens and Members of the Vestry**

The corporate body of this parish, in addition to the rector, shall be two wardens and twelve members of the Vestry.

**J. Terms of office:**

At each annual meeting, one churchwarden shall be elected to hold office for two years and up to 4 members of the Vestry shall be elected to hold office for a term of three years and other members of the Vestry may be elected to fill unexpired terms of vacant Vestry positions and Vestry members who have died or resigned. No warden who has been elected at an annual election or special meeting for two consecutive full terms may stand for reelection as a warden and further may not stand for election as a warden or a member of the Vestry for a period of one (1) year from the date his or her last term expired.

No Vestry member who has been elected at an annual election or special meeting for two consecutive full terms may stand for reelection as a member of the Vestry for a period of

one (1) year-from the date his or her last term expired. A member of the Vestry who has served two consecutive full terms or less may stand for election as a warden.

Each churchwarden and Vestry member shall hold office after the expiration of the term and until a successor shall have been duly elected and appointed.

### **ARTICLE III - VESTRY**

#### **A. Defined**

The Vestry shall be agents and legal representatives of the parish in all matters concerning its corporate property and the relations of the parish to its clergy.

#### **B. Duties of Members of the Vestry, Wardens, and Officers**

1. Members of the Vestry, wardens and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill, which ordinarily prudent individuals would exercise under similar circumstances in like positions.
2. In discharging their duties, members of the Vestry, wardens and officers when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the officer of the corporation having charge of its books of accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly reflecting the financial condition of such corporation.

#### **C. Meetings**

No meeting of the Vestry shall be held unless either:

1. All members thereof are present; or
2. At least three days notice thereof shall have been given to each member thereof by the rector, or if there be no rector or he/she be incapable of acting, by one of the churchwardens; except that twenty-four hours' notice of the first meeting of the Vestry after an annual election shall be sufficient, provided such meeting be held within three days after the election.

#### **D. Quorum**

To constitute a quorum of the Vestry there must be present either:

1. The rector, one warden and a majority of the whole number of wardens and Vestry members; or
2. If there be no rector, one churchwarden and one more than a majority of the whole number of wardens and Vestry members; or

3. If the rector be absent from the Diocese and shall have been so absent for over four calendar months, or if the meeting be called by the rector and he/she be absent therefrom or be incapable of acting, one churchwarden and a majority of the Vestry members, or both churchwardens and one less than a majority of the Vestry members.

Provided, however, if there be a rector of the parish, no measure shall be taken in his/her absence, in any case, for effecting the sale or disposition of the real property of the corporation, nor the sale or disposition of the capital or principal of the personal property of the corporation, nor shall any act be done which shall impair the rights of such rector.

**E. Presiding Officer**

The presiding officer of the Vestry shall be:

1. The rector, or if there be none, or he/she be absent;
2. The churchwarden, who shall be called to the chair by a majority of votes, if both the churchwardens be present; or
3. The churchwarden, if but one be present.

**F. Votes:**

At each meeting of the Vestry each member thereof shall be entitled to one vote. Except as otherwise provided herein all actions taken and resolutions adopted by the Vestry must be approved by a majority of those voting, a quorum being present.

**G. Vacancies:**

1. The Vestry shall have power to fill a vacancy occurring in the office of a churchwarden or Vestry member by death, resignation or otherwise than by expiration of term, until the next annual election, at which, if such vacancy would continue thereafter, it shall be filled for the remainder of the unexpired term, provided that a former warden or Vestry member who would be ineligible for election at an annual or special meeting pursuant to Article I Paragraph J on the date the vacancy is filled may not be eligible for election by the Vestry to fill any such vacancy.
2. If vacancies exist in the offices of churchwardens or Vestry members in such number that a quorum of the Vestry is not in office at any time, the rector shall forthwith call a special election for the filling of such vacancies.

If there be no rector, the churchwarden longest in office shall call such special election. Notice of such special election shall be read by the rector, or if there be none, or he/she be absent, by the officiating minister or by one of the churchwardens, on the Sunday next preceding such election, in the time of divine service. If for any reason the usual place of worship of the parish be not open for divine service on such Sunday such notice shall be

posted conspicuously on the outer door of the place of worship for one week next preceding the election. Such notice shall conform to that required for an annual election. The provisions of Article II, Paragraph J hereof relating to annual elections shall apply to such special election, except as inconsistent herewith. Such vacancies shall be filled at such election for the remainder of the expired terms.

#### **H. Election of Rector**

The Vestry may subject to the canons of the Protestant Episcopal Church in the United States and of Diocese of Long Island, by a majority vote, a quorum being present: Elect a rector to fill a vacancy occurring in the rectorship of the parish; and

1. Fix the salary or compensation of the rector.

The Vestry may, by a majority vote, a quorum being present, employ personnel of the Church at such salaries and in such capacities as it may determine to be necessary to accomplish the work of the parish, and the conduct of parish affairs.

#### **I. Indemnification**

1. It is expressly provided that each and every person made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was the Rector, warden, Vestry member, or officer of this corporation or of any corporation, may be indemnified by the corporation to the full extent permitted by law, against any and all reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense of such action or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such rector, officer, warden, or Vestry member has breached his/her duty to the Corporation.

It is further expressly provided that each and every person made a party to any action, suit, or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, which each or any warden or Vestry member or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he/she, his/her testator or intestate, was a warden or Vestry member or officer of the corporation, or served such other corporation in any capacity, may be indemnified by the corporation, to the full extent permitted by law, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

2. The corporation is authorized to purchase insurance for indemnification of the rector, wardens, Vestry members and officers.
3. The corporation shall no later than the annual election next following the adoption of these by-laws and annually thereafter mail to the rector, wardens, Vestry members and officers a statement in respect of any insurance it has purchased or renewed under this section specifying the insurance carrier, date of contact, cost of the insurance, corporate positions insured and a statement explaining all sums, if any, not previously recorded in a statement, paid under any indemnification contract.

**J. Removal of Wardens and Vestry Members**

Any and all of the wardens and Vestry members may be removed for cause by a vote of the qualified voters of the parish at a special meeting or annual election duly called, or by a vote of the Vestry provided there is a quorum of not less than a majority present at the meeting of the Vestry at which such action is taken.

**K. Absentees:**

The office of a warden or Vestry member may become vacant whenever he/she shall have failed to attend the regular meetings of the Vestry and, also of any committee of the Vestry of which he/she is a member, for a period of four successive months; or whenever he/she shall have failed to attend at least fifty percent of the regular meetings of the Vestry in any calendar year, unless excused by the Vestry for such failure by resolution adopted and entered upon its minutes. A Vestry member or warden who has vacated his/her office by reason of such failure to attend meetings shall not be eligible for reelection as a member of the Vestry or warden until the expiration of one year from the annual election next succeeding the office becoming vacant.

**ARTICLE IV - OFFICERS OF THE VESTRY**

At the first meeting of the Vestry following the annual election, the Vestry shall elect and appoint officers of the Vestry, who need not be members of the Vestry, as follows:

**A. Secretary or Clerk of the Vestry**

The Secretary shall:

1. Attend all meetings of the Vestry;
2. Record all votes and minutes of all proceedings in a book to be kept for that purpose;
3. Give or cause to be given notice of all annual elections and of special meetings;
4. Keep all the documents, records and the Seal of the corporation as required by law or otherwise in a proper and safe manner; and

5. Perform such other duties as may be prescribed by the Vestry.
6. Affix the Seal of the Corporation to any instrument when authorized by the Vestry.

**B. Treasurer**

The Treasurer shall:

1. Have the custody of the corporate funds;
2. Keep full and accurate accounts of receipts and disbursements in the corporation books;
3. Deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Vestry,
4. Disburse the funds of the corporation as may be ordered or authorized by the Vestry and preserve proper vouchers for such disbursements,
5. Render to the Vestry at the regular meetings of the Vestry, or whenever they require it, an account of all transactions as treasurer and of the financial condition of the corporation;
6. Render a financial report at the annual meeting,
7. Request of all corporate officers and agents such reports and statements as may be required for complete disclosure of financial transactions of the corporation; and
8. Perform such other duties as are assigned by the Vestry.

**ARTICLE V - Committees**

The Standing Committees of the Vestry shall be the Committees of:

**A. Buildings and Grounds**

Which shall review the state and condition of the parish properties, take such action as may be necessary to maintain same in safe and satisfactory condition and in compliance with local law, subject to the approval of the Vestry, and shall report thereon to the Vestry.

**B. Finance and Budget**

Which shall study and review the current affairs, finances, investments and goals of the parish, provide guidance and direction to implement and achieve same and report to the Vestry.

**C. Standing Committee of Management and Administration**

Appointed by Vestry and to act on its behalf between Meetings and as a resource for the rector and staff.

**D. Other Committees**

The Vestry shall appoint such other committees and agents as it shall determine to be essential for the operations of the parish and fulfillment of its work. All committees will dissolve 18 months after their formation unless renewed for such additional term as the Vestry deems appropriate.

**ARTICLE VI - Finances**

**A. Trust and Permanent Funds**

It shall be the duty of the custodian of all trust and permanent funds for church purposes, e.g., the endowment fund, the building fund, etc. to keep these monies at interest and further to deposit same with some trust company or bank organized under the laws of the United States or of the State of New York or with a brokerage firm or with the Trustees of the Estates belonging to the Diocese of Long Island, under either a deed of trust or an agency agreement, providing for at least two signatures on any order of withdrawal of such funds or securities. A statement of each fund shall be reported annually to the Diocesan Convention in the Parochial Report.

**B. Certification of Accounts**

All accounts having to do with the receipts and expenditures, or investment of money of the parish, and all organizations authorized by the Vestry, shall be audited at the close of each fiscal year and as otherwise requested by the Vestry, by a person selected by the Vestry, by a committee selected according to Canons, or by such accounting agency as shall be permitted by the Committee on Diocesan Finance.

**C. Standardized Forms**

The parish shall use the standardized book and forms of accounting as furnished by the Diocese of Long Island.

**D. Fidelity Bond**

It shall be the duty of the parish to carry upon the duly elected treasurer a fidelity bond of not less than \$50,000.00 in a reliable company, or in such greater amount as may be deemed proper by the Vestry.

**E. Insurance**

All parish buildings and their contents shall be kept adequately insured.

**F. Fiscal Year**

The fiscal year of the Parish shall begin January 1.

**G. Encumbrance of Property**

The Vestry shall not vote upon a resolution or proposition for the sale, mortgage or lease of its real property, unless the rector, if the parish then has a rector, shall be present, without applying for and obtaining leave of the Supreme Court of the State of New York, and shall not make application to the court for leave to sell or mortgage any of its property without the consent of the Bishop and standing Committee of the Diocese, or execute and deliver a lease of any of its real property for a term exceeding five years without similar consent of the Bishop and Standing Committee of the Diocese; but in case the see be vacant, or the Bishop be absent or unable to act, the consent of the Standing Committee with their certificate of the vacancy of the see or of the absence or disability of the Bishop shall suffice.

**H. Depository**

The official depository of the funds of the corporation shall be any bank which is a member of the Federal Deposit Insurance Corporation chosen by the Vestry together with such other banks, savings banks, savings and loan associations and trust companies, who shall be members of the Federal Deposit Insurance Corporation, or its equivalent or brokerage firm, as may from time to time be designated by the Vestry for particular purposes.

**ARTICLE VII - LAY DELEGATES TO CONVENTION**

Lay delegates to the Diocesan Convention, as well as to the Archdeaconry of Nassau County shall be elected by the Vestry of the parish, and the number thereof shall be determined by Diocesan Canon and Constitution. Such lay delegates shall be members of the Protestant Episcopal Church in the United States, Communicants in good standing, regular attendants at its worship and contributors to the parish for at least twelve months prior to election.

**ARTICLE VIII - SEAL**

The seal now presented at this meeting, being the Seal heretofore in-use and adopted by the Vestry, an impression of which made on this page, below, be and the same hereby is adopted as the Seal of this corporation.

**ARTICLE IX - LEGACIES AND GIFTS**

All unrestricted legacies and gifts, not otherwise designated, wheresoever practicable, shall be capitalized so as to increase the capital resources of the corporation, and the principal thereof shall not be drawn upon for general corporate purposes without an affirmative vote of the Vestry members and wardens.

## **ARTICLE X - AMENDMENTS**

These By-Laws, as amended, shall be effective upon a majority vote of the Vestry, a quorum being present, pending their presentation to the membership at the Annual Meeting or at a special meeting. These By-Laws may be further amended, altered, added to or repealed by the Vestry, subject to Section 602 of the Not-For-Profit Corporation Law.