

THE CHURCH OF THE REDEEMER

BY-LAWS

As Amended April 7, 2009

BY-LAWS

ARTICLE I

MEMBERS OF THE PARISH DEFINED; THE ELECTION AND ORGANIZATION OF THE VESTRY

Section 1: Member, defined. The Parish community consists of all persons who affiliate with the parish, either formally as defined below, or less formally through participation in the life of the Parish. All persons eighteen (18) years or older who shall have been confirmed in or received as confirmed members into the Episcopal Church of the United States of America, who are registered at The Church of the Redeemer and who appear on the records of the Parish to have contributed financially to its support during the last preceding calendar year, shall be considered voting Members of the Parish (“Members” throughout the By-Laws) entitled to vote at elections for the Vestry and for all other purposes of these By-Laws. A Vestry member, designated on an annual basis by the Rector’s Warden shall keep a registry of all such members.

Section 2: Nomination and Election of Vestry. The nomination and election of members of the Vestry shall be conducted annually as provided in this Section.

A. At least one month prior to the Annual Meeting, the Nominating Committee shall submit a slate of nominees to the Vestry for approval. If approved, the nomination of candidates so named and approved by the Vestry shall be made public in Church at all services on the Sunday following the nomination, and shall be posted on the bulletin board in the vestibule or porch of the Church or published as soon as practicable in a Parish bulletin. Additional nominations may be made in a writing signed by at least ten Members, provided such written nominations are delivered to the Secretary of the Vestry at least fifteen days prior to the election.

B. The election shall occur at the Annual Meeting at which there is a quorum of at least fifty Members present in person. The Vestry shall choose from among the Members present three persons, one of whom shall be a member of the Vestry other than a candidate, who shall act as judges of the election. The names of the candidates shall include appropriate designations indicating which candidates have been nominated by the Vestry and which candidates have been nominated by other Members. No votes shall be received except from those present in person and cast in favor of persons nominated as herein above provided. The election shall be by ballot and shall be determined by a majority of the votes cast. It shall be the duty of the judges to make return of the election to the Rector and to the Church Wardens and also to notify the Members elected of their election.

C. If for any reason the election is not fully completed at such Annual Meeting, the members of the Vestry whose terms would otherwise expire at that time shall continue in office until new members have been duly qualified.

Section 3: Annual Meeting. The Annual Meeting of the Parish shall be held each year at a date no later than Easter Monday and at a time and place which shall have been fixed by the Vestry and of which notice shall be given no later than the Sunday previous thereto in a Parish bulletin or by announcement to the congregation at all services. The purpose of the meeting shall be to elect members of the Vestry as provided in the preceding Section hereof and to hear and discuss reports of Parish operations and activities. The Rector, or in his absence the Rector's Warden, shall preside.

Section 4: Selection of Church Wardens; Description of Officers, Executive Committee. At the first meeting of the Vestry after the annual election, the Vestry shall choose from their number one Church Warden to be the Accounting Warden, and one member to be the Secretary, and shall appoint such other officers for the service of the Church as may be deemed expedient, such officers to hold office at the pleasure of the Vestry. Delegates to the Diocesan Convention and Deanery shall also be elected. The Rector shall not participate in the election of the Accounting Warden or delegates to the Diocesan Convention. At the same time, or as soon thereafter as convenient, the Rector shall appoint the other Church Warden, who shall be the Rector's Warden; but if there is then no Rector or if the Rector is an interim, the Rector's Warden shall be elected by the Vestry; in either event, the Rector's Warden shall hold office at the pleasure of the Rector or the Vestry, as the case may be. The Rector's Warden together with the Accounting Warden and Secretary shall be the Officers of the Vestry.

Section 5: Vestry Members. The Vestry shall consist of twelve lay Members of the Parish of full age and citizens of Pennsylvania. Only Members are eligible to be nominated and to serve as members of the Vestry. Four members of the Vestry shall be elected every year to hold office until the third Annual Meeting after their election or until their successors are elected and qualify. Subject to the provisions of the following sentence, a member of the Vestry shall be ineligible for re-election until the next Annual Meeting after the Annual Meeting at which his or her last previous full three-year term shall have expired. Notwithstanding the provisions of the preceding sentence, if the term of the Rector's Warden or any other member of the Vestry would otherwise expire at the Annual Meeting, and the Rector desires that the Rector's Warden continue to serve beyond the Annual Meeting or the Vestry, in its discretion, determines that the Vestry member should continue to serve beyond the annual Meeting, the Rector's Warden or Vestry member shall be eligible for re-election and may serve for as long as he or she is Rector's Warden or Vestry member up to three additional years. At the conclusion of such person's office as Rector's Warden or Vestry member, such person's extended term shall cease and the vacancy shall be filled in accordance with the By-Laws.

Section 6: Vestry Vacancies. Vacancies in the Vestry shall be filled for the unexpired term by election of the remaining members of the Vestry, a majority of the whole remaining Vestry being necessary for a choice. The Rector shall not have a vote in elections to fill such vacancies. At least ten days prior written notice of such election shall be given to all remaining members of the Vestry.

Section 7: Removal from the Vestry. Any member of the Vestry absent from five (5) consecutive slated meetings of the Vestry without adequate excuse shall be deemed to have resigned from the Vestry and relieved of all duties. The Vestry may for good cause and by a vote of ten (10) Vestry members remove a Vestry member from the Vestry and relieve him or her of all duties.

ARTICLE II
OF THE ELECTION OF A RECTOR

Section 1: Election of Rector. The election of a Rector shall always be by written ballot and shall require at least ten (10) affirmative Vestry members votes.

Section 2: Nomination Process. The person elected must have been openly nominated at a previous meeting of the Vestry, the notices for which shall have been issued not less than three days prior thereto and shall have expressed that nominations will be made, and at such nominating meeting the time and place of the meeting for election shall be fixed, allowing, for not less than seven days' notice thereof; provided that on the written request of at least seven members, a special meeting for the election of a Rector shall be called, of which three days written notice shall be given, and the election may be held at such meeting without nomination at a previous meeting.

Section 3: Public Announcement of Election. The election of a Rector shall be publicly announced at all services in the Church on the next ensuing Sunday, except that the Vestry may delay the announcement for up to one week for good cause.

Section 4: Written Notice. All notices provided for in this Article shall be in writing.

ARTICLE III
OF MEETINGS OF THE VESTRY

Section 1: Stated Vestry Meetings. Stated meetings of the Vestry shall be held monthly, except July and August, on such day and at such time as may be fixed from time to time in advance by resolution of the Vestry or, if there is no such resolution, by the Executive Committee. Except as may be approved by the Vestry in advance, all meetings of the Vestry shall be held on the Parish grounds.

Section 2: Special Vestry Meetings. Special meetings shall be called at any time, by the Rector or any two Vestry members, stating generally the object of the meeting, which shall be expressed in the notices to be issued by the Secretary. At special meetings the Vestry shall immediately proceed to the consideration of the business for which they are specially convened, and no other business shall be acted on except by unanimous consent.

Section 3: Meeting Administration; Quorum. The Rector or, in his absence or at his request, the Rector's Warden shall preside at all meetings of the Vestry. Six Vestry members, together with the Rector, or, in his absence, seven members of the Vestry shall constitute a quorum, but a less number may adjourn from day to day until a quorum is in attendance. The Rector shall be entitled to one vote in like manner as each of the several members of the Vestry except as set forth in Article Third of the Charter or elsewhere in these By-Laws.

Section 4: Motions. No motion shall be received unless seconded, nor unless the mover, if required by the chair or any member, shall have committed it to writing. Any appeal from the decision of the chair and every motion to adjourn shall be decided without debate.

Section 5: Voting by the Vestry. The ayes and noes shall be ordered when called for by any member, and shall be entered on the minutes if any member requests the same.

Section 6: Elections by the Vestry. All elections shall be by written ballot unless a ballot is dispensed with by unanimous consent.

ARTICLE IV
OF THE DUTIES OF OFFICERS AND COMMITTEES

Section 1: Vestry Powers and Duties. The Vestry shall have parliamentary authority and general charge of the affairs, funds, and the property of the Church of the Redeemer.

Section 2: Rector's Warden. At the discretion of the Rector, or in the event there is no permanent Rector, the Rector's Warden shall act as the Chairperson of the Vestry. The Rector's Warden may appoint from among the Vestry a deputy to perform all or any of the duties of the Rector's Warden in case of his or her absence or temporary disability.

Section 3: Accounting Warden. The Accounting Warden shall have custody of all parochial funds, which shall be deposited in some bank or trust company to be approved by the Vestry to the credit of the Parish. He or she shall maintain the accounts of the Parish in full accordance with generally accepted accounting principles for non-profit institutions and shall submit a comprehensive financial statement to the Vestry no less frequently than on a quarterly basis. The Accounting Warden shall submit an audited financial statement, approved by a Certified Public Accountant, to the Vestry annually. The Accounting Warden may appoint from among the Vestry a deputy to perform all or any of the duties of the Accounting Warden in case of his or her absence or temporary disability. Money shall be paid out only pursuant to the Policies and Procedures or as authorized by resolution of the Vestry. The Accounting Warden will be the Chairperson of the Finance Committee.

Section 4: Secretary. The Secretary, or his or her designate, shall keep regular and fair minutes of all the proceedings of the Vestry; shall issue notices to the members of stated, adjourned, and special meetings; shall issue all other notices called for in the Charter or the By-Laws; shall issue to each special committee chairperson, or if not one, then to the person first named on the special committee roster, a copy of the resolution appointing such committee; and in general shall perform all reasonable and customary duties incident to the office of Secretary.

Section 5: Standing Committees. There shall be committees to perform certain standing functions for the Church of the Redeemer:

A. On Buildings, including furniture, furnishings and equipment, consisting of such members of the Vestry and members of the Parish as are appointed by the Rector with the approval of the Vestry, in such numbers as the Vestry may determine from time to time. The committee shall have charge of the Church buildings, furniture, furnishings and equipment, including the organ, Parish House, Rectory, other residences owned by the Church and other buildings, and within the means provided by the Vestry, shall see that the same are kept in good order and repair, and that the buildings are properly heated, lighted, and cleaned. They shall report from time to time to the Vestry as to what repairs, replacements, or alterations may be required and have oversight of such work as the Vestry may authorize. The Committee shall report to the Vestry annually in

writing on the condition of the buildings and other property under their charge, shall assess and oversee proper maintenance thereof, shall have Parish buildings and systems inspected periodically by approved inspectors, and shall prepare an annual maintenance and capital budget for approval by the Vestry.

B. On Churchyard, consisting of the Parish Administrator (or senior member of the lay professional staff) and such members of the Vestry and members of the Parish as are appointed by the Rector with the approval of the Vestry, in such numbers as the Vestry may determine from time to time. The committee shall have charge of the grounds surrounding the Church, including the burial lots, the Memorial Garden, the Columbarium, other gardens and planting areas and the roads and walks, and shall see that the same are kept in good order. They shall appoint one of their number to have custody of the plan of the Churchyard and the Memorial Garden and the records of interments in burial lots and spaces in the Memorial Garden and the Columbarium and to review permits for interments and Rights of Sepulture, subject to the rules of the Vestry.

C. On Christian Education, consisting of the Rector and such members of the Vestry and members of the Parish as are appointed by the Rector with the approval of the Vestry, in such numbers as the Vestry may determine from time to time. The committee shall have the temporal charge of all educational activities undertaken on behalf of parishioners in the chapels, schools, and common rooms of the Parish. These activities shall include but not be limited to adult education programs and youth education programs. Sub-committees shall be appointed as necessary. The Christian Education Committee shall submit a written report to the Vestry not less than quarterly.

D. On Finance, consisting of the Accounting Warden and such members of the Vestry and members of the Parish as are appointed by the Rector with the approval of the Vestry, in such numbers as the Vestry may determine from time to time. The committee shall exercise a general supervision over the finances of the Parish and report thereon not less than quarterly at the regular meeting of the Vestry. The committee shall prepare and present to the Vestry a proposed budget in advance of the ensuing year. The committee shall recommend to the Vestry such investment policies for the capital and endowment of the Parish as it may deem appropriate or as requested by the Vestry, and shall oversee and maintain such investments in accordance with the policies adopted by the Vestry.

E. On Music, consisting of the Rector, the professional music staff of the Parish and such members of the Vestry and members of the Parish as are appointed by the Rector with the approval of the Vestry, in such numbers as the Vestry may determine from time to time. The committee shall have the oversight of the expenditure of the money appropriated by the Vestry for the music program, and shall report to the Vestry not less than quarterly.

F. On Outreach, consisting of the Rector, and such members of the Vestry and members of the Parish as are appointed by the Rector with the approval of the Vestry, in such numbers as the Vestry may determine from time to time. The Committee

shall oversee and carry out the outreach programs and activities adopted by the Vestry at the recommendation of the Committee, and may work through or consult with subcommittees or other groups or individuals as it deems advisable in the performance of its functions.

G. On Nominating, consisting of outgoing members of the Vestry and six (6) members of the Parish as are appointed by the Rector with the approval of the Vestry. The primary function of the committee shall be to prepare the slate of candidates for election to the Vestry of the Church of the Redeemer, selection of the delegates to the Diocesan Convention and Deanery, and the identification of candidates to fill the various committee and leadership roles in the Parish.

H. An Executive Committee, to be appointed by resolution adopted by a majority of the whole Vestry and to consist of the Rector as chair, the Officers of the Vestry, and one other member of the Vestry elected by a majority vote of the Vestry, which committee shall have and exercise between meetings of the Vestry the authority of the Vestry in the management of the affairs of the corporation except (a) as to matters committed by the Charter, By-Laws, or by resolution of the Vestry, to the standing and/or special committees, (b) matters on which the Vestry shall have adopted specific resolutions, and (c) matters that are not delegable under the Charter, the By-Laws or applicable law. All actions of the Executive Committee shall be submitted to the Vestry for ratification at the next regular meeting of the Vestry.

I. Unless otherwise identified in the By-Laws, a majority of Vestry members shall constitute a quorum at Vestry meetings, and the acts of a majority of the Vestry members present at a meeting duly called at which a quorum is present shall constitute the acts of the Vestry.

J. If there is no permanent Rector, the Rector's Warden may exercise the Rector's powers of appointment conferred by the Section.

Section 6: Other Standing Committees and Special Committees. There shall be other Standing Committees and Special Committees as the Vestry may from time to time determine. Such Committees shall consist of such number of members of the Vestry and Members of the Parish as the Vestry shall upon creation of each such committee determine. The powers and duties, and methods of determining membership of each such committee, shall be such as the Vestry shall determine.

Section 7: Committee Chairperson. On an annual basis, the Rector with the approval of the Vestry shall appoint at least one Committee Chairperson to each Standing Committee and Special Committee. The Committee Chairperson may or may not be the Rector or a member of the Vestry. Each Committee Chairperson shall serve at the pleasure of the Vestry.

Section 8: Policies and Procedures. The Vestry shall establish, enforce, and amend Policies and Procedures for the conduct of all business not specifically provided

for in The Bylaws. A copy of such rules shall be distributed annually to the Parish and current revisions shall be kept on file at the Parish office.

ARTICLE V
INDEMNIFICATION

Section 1. A member of the Vestry shall not be personally liable for monetary damages as a member of the Vestry or for any action taken, or any failure to take any action, unless (a) the Vestry member has breached or failed to perform the duties of Vestry member in accordance with the standard of conduct contained in Section 8363 of Subchapter F of Chapter 83 Title 42 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Vestry member pursuant to any criminal statute or (b) the liability of a Vestry member for the payment of taxes pursuant to local, state or federal law.

Section 2. The corporation shall indemnify any Vestry member who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the corporation) by reason of the fact that such a person is or was a representative of the corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as Vestry member and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 3. Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Parish in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Parish.

Section 4. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be a Vestry member or employee or representative of the Parish and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. This Article shall not be exclusive of any other right or obligation that the Parish may have to indemnify any person as a matter of law.

ARTICLE VI
OF THE PARISH REGISTER

Section 1. Parish Register. The Rector shall keep a Parish Register, in which he or she shall enter a record of all baptisms, confirmations, marriages, and burials, stating the name and age of all persons baptized or confirmed, and the names of parents and sponsors of those baptized; the names and residences of all persons married, and of their parents; the names, residences, and ages of all persons interred in the Church burial grounds, the date of interment, and the number of the lot where interred.

Section 2. Certificates. Certificates from the Parish Register shall be given to anyone requiring the same, signed by the Rector and having the Corporate Seal affixed, attested by one or both of the Wardens.

ARTICLE VII
OF THE CORPORATE SEAL

The Corporate Seal heretofore adopted and in use, having the inscription “Church of the Redeemer, Lower Merion, Montgomery County, Pa., 1852,” shall be used in the execution of all deeds and papers to which it is necessary to affix the Corporate Seal and the said seal shall remain in the custody of the Accounting Warden.

ARTICLE VIII
OF DECORATIONS AND ALTERATIONS

No decoration, alteration, or addition to any part of the Church building or Church furniture shall be made without the consent of the Vestry (saving to the Rector all his rights within the Chancel); and no tablet, window, or monumental erection shall be placed in the Church unless a complete design thereof shall have been first approved by the Vestry and it is accomplished in accordance with such policies that the Vestry may adopt from time to time, or for the specific project.

ARTICLE IX
OF TRANSFERS OF SECURITIES

The Wardens, or in their absence the members of the Vestry duly authorized to act for them, may sell, assign, transfer and make delivery of all shares of stock, bonds, or other forms of securities of any kind whatsoever, whether owned by the Church of the Redeemer, Lower Merion, Montgomery County (or by its Rector, Church Wardens, or Vestry), or held by it under any form of trust; and for this purpose powers of attorney or such other forms of transfer and assignment as shall be required to pass a valid title to such shares of stock, bonds, or other securities, shall be executed by the Wardens, or in their absence the members of the Vestry duly authorized to act for them, under the seal of the Corporation, if required, duly attested by the Secretary, without a special resolution by the Vestry in any particular case.

ARTICLE X
OF THE ELECTION OF A RECTOR EMERITUS

Section 1. Upon the retirement or resignation of a Rector he or she may, by affirmative vote of not less than ten (10) lay members of the Vestry, be elected Rector Emeritus.

Section 2. The Rector Emeritus shall have such duties acceptable to him or her, if any, as he or she shall be requested to perform by the Rector and the Vestry, and shall receive such honorarium as the Vestry shall by resolution determine.

ARTICLE XI
OF AMENDMENTS

These By-Laws may be amended by a vote in favor thereof by not fewer than nine (9) members of the Vestry, upon motion made at a regular meeting of the Vestry with prior written notice of the proposed changes and referred for consideration at a subsequent regular meeting of the Vestry.