

**BY-LAWS
OF
TRINITY CHURCH CRANFORD, NEW JERSEY**

To be presented at the Annual Parish Meeting on January 24, 2021

ARTICLE I – GENERAL

Section 1 Upon adoption by the Parish, these By-Laws shall become effective immediately and shall govern the Parish thereafter superseding any and all previous By-Laws thereof.

Section 2 The full corporate name of the Parish is Trinity Church Cranford, New Jersey. Parish agreements must be signed by the Rector or both Wardens, sealed, and attested by the Clerk of the Vestry using the full corporate name of the Parish.

Section 3 Throughout these By-Laws, all references to “Rector” shall include either a Rector or Priest-in-Charge. All references to “Diocese” shall signify the Diocese of New Jersey.

Section 4 Record books, minutes, deeds, documents, and other papers and records belonging to the Parish shall be kept at the Parish office or such other place as the Vestry may authorize. Upon request to the Clerk of the Vestry, any parishioner may have access to such documents except for personal correspondence files of the Parish staff, personnel records, and any privileged matters.

Section 5 Parish financial records must be kept in accordance with requirements set by the Diocese. Parish accounts must be audited every two years by a committee consisting of no fewer than three people none of whom shall be Vestry Members, members of the Finance Committee, or spouses of any such people.

Section 6 The fiscal year of the Parish shall be from January 1 to December 31 of each calendar year.

Section 7 The Vestry authorizes a corporate seal for sealing documents. The seal must bear the full corporate name, the words “Corporate Seal,” and the year “1872”. The seal must be kept at the Parish office in the custody of the Clerk of the Vestry. The corporate seal shall be as follows:

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ARTICLE II – PARISH MEETINGS

**BY-LAWS
OF
TRINITY CHURCH CRANFORD, NEW JERSEY**

Section 1 The Annual Meeting of the Parish shall be held on the Fourth Sunday of January in each year.

Section 2 The Annual Meeting shall be held for the purpose of electing officers for the coming year and for conducting any other business which may be properly brought before the Annual Meeting as required by the Canons of the Episcopal Church, the Diocese of New Jersey, and the Statutes of the State of New Jersey. Notice of the time and place of the Annual Meeting shall be given by the posting of a notice in open view on the doors of the Church at least 14 days prior to the Annual Meeting and such notice shall also be read by the Rector or officiating minister at each service of worship on the two Sundays preceding the Annual Meeting.

The qualified voters shall elect such Vestry Members and other officers who shall be communicants in good standing (having received Holy Communion in or from the Parish at least three times during the previous 12 months).

Section 3 Special meetings of the Parish may be called by the Rector at any time; or if there be no Rector, by the Wardens upon the same notice as prescribed in Section 2 above. The notice shall specify the object for which the meeting is called, and no vote shall be taken upon any question not specified in the notice. Special meetings shall be conducted in the same manner as the Annual Meeting but the votes may be counted and declared forthwith upon any question except the election of Wardens and Vestry Members.

Section 4 Voters shall be baptized; at least 16 years of age; shall adhere to the Episcopal Church and to no other religious body; shall be regular attendants at the services of this Parish (meaning those who are more frequently present than absent unless for a good cause); and shall be regular contributors to the current expenses of the Parish. If a voter is challenged, the Rector shall certify to the regular attendance of each voter from his or her observations; and the Financial Secretary and/or the Rector shall certify that each voter is a regular contributor from the financial books and records of the Parish.

No one shall be permitted to vote or be eligible for office in more than one Parish in this Diocese.

Parishioners not eligible to vote may attend and speak at Parish meetings in accordance with the rules for the meeting.

Section 5 At the Annual Meeting, the qualified voters shall elect by ballot (by a majority of the votes cast to serve for the appropriate term) from among the voters in the Parish: (a) three Deputies and three alternate Deputies to the Diocesan convention, (b) six Deputies to the Northern Convocation, (c) a Warden or Wardens, (d) three Vestry Members, (e) and such

**BY-LAWS
OF
TRINITY CHURCH CRANFORD, NEW JERSEY**

additional Vestry Members so as to bring the total of the Vestry to nine members plus two Wardens as provided for in these By-Laws (all of whom shall be communicants in good standing having received Holy Communion in or from the Parish at least three times during the previous 12 months). The Clerk of the Vestry (or any other parishioner eligible to vote appointed by the chair) is the secretary of the meeting who enters the proceedings in the minute book of the Vestry and signs the minutes together with the chair.

Section 6 The chair appoints three or more tellers to act at any Parish meeting. Each teller must act with strict impartiality. The tellers receive all votes and ballots, count and tabulate all votes and ballots, determine the result, and do anything else necessary to conduct the election or vote with fairness to all parishioners. The tellers must make a report in writing of any matter determined by them.

Section 7 At the Annual Meeting, the Rector shall preside with the right to vote in any closed ballot. If there is no Rector in the Parish, or if the Rector is absent, the Warden with the most seniority shall preside. If that Warden is absent, the other Warden shall preside. If neither the Rector nor either of the Wardens is present, the Vestry shall appoint one of the Vestry Members to preside.

Section 8 Robert's Rules of Order shall apply where otherwise not specified.

ARTICLE III – THE RECTOR

Section 1 The Rector has exclusive charge of the worship and of all things affecting the spiritual interests of the parish subject to the Rubrics of the Book of Common Prayer, the Canons of the Church, and the godly counsel of the Bishop. It is the Rector's duty to give orders concerning the worship of the Church. The Rector is at all times entitled to access to the church for purposes of worship, religious instruction, and other purposes authorized by the Church. The Rector has spiritual direction and control of all Christian education, Parish schools, and other educational and charitable associations connected with the Parish; and if the Rector is present, presides with the right to vote at all Parish and Vestry meetings. The Vestry may take no action (a) affecting the personal rights of the Rector, (b) relating to the sale or other transfer of Church investments, or (c) relating to selling or mortgaging real estate owned by the Church unless the Rector is present at the meeting. The Rector must enter into a Letter of Agreement with the Vestry setting forth mutual responsibilities subject to the approval of the Bishop. To the extent anything in said Letter of Agreement is inconsistent with these By-Laws, the Letter of Agreement shall take precedence.

**BY-LAWS
OF
TRINITY CHURCH CRANFORD, NEW JERSEY**

Section 2 The Rector has final authority to employ or discharge any employee of the Parish provided that the Vestry has sole authority to determine salary or any other compensation of employees.

ARTICLE IV – THE VESTRY

Section 1 The governing body of this parish shall consist of the Rector, Wardens, and Vestry Members which shall be known collectively as the “Vestry.” The Wardens and Vestry Members provide leadership in the Parish, ensure that Parish funds are expended properly, elect the Rector, and provide for the Rector’s maintenance. Under the Rector, the Wardens and Vestry Members protect church property and provide for all things needed for the orderly worship of God and for the administration of the Sacraments and Ordinances of the Church.

Section 2 There shall be two Wardens, one of which is to be elected at each Annual Meeting for a two-year term. It is highly desirable that nominees for Warden shall have had previous experience as a Vestry Member in this Parish. In the event that a Warden is unable to complete his or her term, the Vestry may appoint one of its members to fill the vacancy until the next Annual Meeting.

Section 3 There shall be nine Vestry Members. There shall be three Vestry Members elected at each Annual Meeting for terms of three years each. Any additional unexpired vacant terms shall be filled by election at the Annual Meeting.

Section 4 A quorum shall consist of: (a) the Rector, one of the Wardens, and a majority of the Vestry; or (b) the Rector, both Wardens and one less than a majority of the Vestry; or (c) the Rector and two-thirds of the Vestry. Unless otherwise required by these By-Laws, the Vestry acts on the affirmative vote of a majority of those present. A vote on any matter shall be by roll call upon the request of any two members.

Section 5 No Parish paid staff member nor member of a paid staff member’s household may serve on the Vestry, nor shall more than one member of a household or two members of an extended family serve on the Vestry concurrently.

Section 6 No person elected as a Warden or to the Vestry shall succeed himself or herself in such office more than once except in the case of a Warden or Vestry Member having been appointed to complete a vacant or unexpired term of less than two years. That person shall not be disqualified from serving two full successive elective terms. A Warden shall not be permitted to run for a position as Vestry Member until a period of one year has elapsed after his or her term as Warden has expired.

**BY-LAWS
OF
TRINITY CHURCH CRANFORD, NEW JERSEY**

Section 7 The Vestry may appoint a parishioner eligible under Article II, Section 2 hereof, to fill any unexpired vacant term of a Vestry Member to serve from the date of appointment until the next Annual Meeting at which time an election shall be held to fill such vacant office.

Section 8 The Rector may appoint a Youth Member of the Vestry. The Youth Member shall serve for a one-year term that may be renewed without limit. The Youth Member does not have the right to vote, shall not count in determining a quorum, and is not subject to the provisions of Article IV, Section 5.

Section 9 At the first regular Vestry meeting following each Annual Meeting (or in the event of a vacancy), the Vestry shall select one Vestry Member to be the Clerk of the Vestry. The Clerk of the Vestry is responsible for distributing proposed minutes of Vestry meetings to members of the Vestry by the Thursday before the next regular Vestry meeting, has such other duties and responsibilities prescribed by law (and as the Vestry may determine), and may be removed from office by majority vote of the Vestry.

Section 10 At the first regular Vestry meeting following each Annual Meeting (or in the event of a vacancy), the Vestry shall elect a member of the Parish to be the Treasurer. The Treasurer shall not serve as both Treasurer and Vestry Member concurrently. The Treasurer shall attend all Vestry meetings in order to advise the Vestry on financial matters. The Treasurer does not have the right to vote. The Treasurer has such duties and responsibilities as the Vestry may determine and may be removed from office by the Vestry.

Section 11 The Rector and Wardens appoint members of the Property and Finance Committee, the Endowment Committee, and such other standing and special committees as the Vestry may establish with such duties as the Vestry may by resolution prescribe. Membership on Vestry committees is not restricted to members of the Vestry. The Senior Warden shall chair the Property and Finance Committee. The Rector and one Warden are ex officio members of all committees but their absence does not prevent there being a quorum.

Section 12 In the event that a Warden or Vestry Member is absent from meetings more times than present during a six-month period, the Vestry may call for the resignation of said member in order that the Vestry may function in the most efficient manner possible; and the Vestry may fill the vacancy so caused by appointment by motion as provided in Section 7 hereof until the next Annual Meeting. If the member does not resign, the Vestry may remove that member by majority vote, having given prior notice of the vote to the member.

Section 13 The Vestry shall have the control and general management of the affairs and business of the Parish and shall adopt rules and regulations for the necessary and proper conduct of its meetings and the management of Parish affairs provided that they are in conformance with

**BY-LAWS
OF
TRINITY CHURCH CRANFORD, NEW JERSEY**

the Canons of the Episcopal Church, the Statue of New Jersey, and the Statutes of the State of New Jersey.

Section 14 Regular Vestry meetings are held monthly at a time and place to be determined by the Vestry without notice other than announcement at the prior meeting. Parishioners may attend and observe regular Vestry meetings except when the Vestry goes into executive session. Executive sessions may be called for by any Vestry Member and must be approved by a majority of the Vestry Members present.

Special Vestry meetings may be called by the Rector, or by both Wardens, or by a majority of the Vestry at any time upon 24 hours' notice to the Rector, both Wardens, and all Vestry Members in person or by direct telephone conversation. Notice of any special meeting shall include the subject matter of said meeting.

Section 15 The Warden shall chair the Nominating Committee in the first year of his or her term. If that Warden is unable to chair the committee, the Warden in the second year of his or her term shall appoint one of the members of the Vestry to serve as Chairperson. The Rector shall propose the names of persons to serve on the Nominating Committee at or prior to the October meeting of the Vestry. At least a majority of the Nominating Committee shall be composed of parishioners not currently serving on the Vestry or as Warden.

Upon confirmation of its membership by the Vestry, the Nominating Committee shall canvass the congregation for eligible candidates for each position to be filled at the next Annual Meeting of the Parish. The Committee shall publish the list of nominees at least 14 days prior to the Annual Meeting.

Additional nominations may be made from the floor of the meeting by any parishioner eligible to vote. Such nominees must be present at the meeting and must certify their willingness to serve if elected.

ARTICLE V – AMENDMENT AND REPEAL

Section 1 These By-Laws may be amended by an affirmative vote of two-thirds of the voters present at any annual or special meeting provided that a written notice of the proposed amendment shall have been provided to the congregation at least one month prior to such meeting; and that a written notice of the proposed amendment shall have been posted on the front door of the Church at least 14 days prior to such meeting; and that the notice shall have been read by the Rector or officiating Minister at each service of worship on the two Sundays preceding such meeting.

**BY-LAWS
OF
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Section 2 These By-Laws shall be reviewed and updated at least every five years beginning in 2020. The Rector shall appoint a committee chair and persons to serve on an ad hoc Parish By-Law Review Committee at or prior to the October meeting of the Vestry in the year of the review. The Committee will present its recommendations for changes along with enabling amendments to the Annual Meeting for ratification with two-thirds majority necessary to approve each amendment.

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