

**The Episcopal Diocese of Massachusetts
Office of the Standing Committee
138 Tremont Street
Boston, Massachusetts 02111
617-482-5800**

Model By-laws for Missions

**Adopted by the Standing Committee October 11, 2012
In conformity with the Constitution and Canons,
Convention 2011**

Includes the following:

Page 2, Introduction

Page 4, Model Constitution/By-laws for the Organization of Missions

Standing Committee The Episcopal Diocese of Massachusetts

Model By-laws or Constitution for the Organization of Missions

The Standing Committee shall from time to time adopt and maintain a model bylaw for the guidance of missions, summer chapels and parishes of the Diocese, and the constitution or bylaws of each mission, summer chapel or parish shall at all times be in substantial compliance therewith, subject to such variations as the Bishop and Standing Committee may otherwise authorize.

Constitution and Canons of the Episcopal Diocese of Massachusetts
As of Convention 2011, Canon 14, Section 6

In each mission, our constitution and/or by-laws define the basic structures by which we work together in Christian community. Periodic updating of these documents, and the organization they outline, by Executive Committees and Missions, is critical, providing an opportunity to review and realign the relationships that these documents establish.

The model by-laws are not intended to require rigid adherence but rather as a guide in the review process. Please keep the following in mind as you use them:

- If your Mission is incorporated, this is a template for your by-laws. If your Mission is NOT incorporated, this is a template for your constitution. The document you submit to the Standing Committee and the Bishop for approval is one OR the other! The model includes both options so remove the one that is not appropriate for your particular Mission.
- Footnotes are provided to help as you prepare your by-laws or constitution – they should not be included in the document you submit.
- Review appropriate sections of the Constitution and Canons of the Diocese of Massachusetts and, if needed, of the National Canons, as you work. The by-laws of a Mission must be in accord with our Diocesan canons.

By-law review is a process that will ultimately involve the whole community. It is helpful to work with a committee from the very beginning. Steps in the formal approval process are as follows:

- Approval by the Executive Committee
- Approval by the Mission at its Annual Meeting or a Special Meeting by a 2/3 or greater vote.
- Submission of a packet to the Standing Committee that includes (1) a cover letter indicating the dates of the votes to approve the draft by-laws by the Executive Committee and by the Mission; (2) a clean copy of the by-laws that are being revised; (3) a 'black-lined' copy, showing changes and an explanation of the changes; (4) a clean copy of the revised by-laws.

If the Bishop and Standing Committee approve the new by-laws without substantial changes, they become effective immediately. If there are substantial changes required, the Mission will have to reconsider the matter at a properly called meeting and resubmit it to the Bishop and Standing Committee.

If you have questions as you work with your by-laws/constitution, contact the Standing Committee. Members are available to offer advice.

Robin Preston
President of the Standing Committee
October 11, 2012

The Rev. Johanna Barrett
Vice President of the Standing Committee

The Episcopal Diocese of Massachusetts

Model Constitution or By-laws for a Mission

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[Constitution or By-laws] for Name Mission, Place, Massachusetts

PREAMBLE

The foregoing, having previously agreed, and hereby confirming that agreement, to associate as a Mission for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Protestant Episcopal Church in the United States of America, otherwise known as and hereafter referred to as The Episcopal Church, have adopted the Articles attached hereto as the *Constitution/By-laws* of *Name* Episcopal Mission, *Place*, Massachusetts.

Article I

AUTHORITY ACKNOWLEDGED

The Mission accedes to the doctrine, discipline and worship and the Constitution and Canons of The Episcopal Church, and to the Constitution and Canons of The Protestant Episcopal Diocese of Massachusetts, otherwise known as the Episcopal Diocese of Massachusetts (hereinafter referred to as “the Diocese”), and acknowledges their authority.

Article II

MEMBERSHIP¹

Any baptized person of the age of sixteen years or more, who acknowledges the authority of the *Constitution/By-laws* of the Mission, and by declaring his or her intention to support the Mission by regular attendance at public worship and by financial support, shall be considered a member of the Mission and entitled to vote in its affairs. Any member who, for one year, shall have refrained from regular worship and from contributing toward the support of the Mission, may after written notice from the Executive Committee and an opportunity to be heard, by a vote of the Executive Committee, be removed from the list of members of the Mission.

¹ This section relates solely to membership in the Mission with its attendant voting and other privileges. Requirements for communicant status in The Episcopal Church are found in the National Canons and do not directly bear upon Mission membership. Specifically, under National Canon 1.17, Section 1(b), any member of The Episcopal Church who is 16 years of age or over is considered to be an adult communicant and under Canon 1.17, Section 3, all communicants “who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are considered communicants in good standing.” Diocesan Canon 16, Section 2 contains the terms as defined prior to July 2000 but is expected to be amended. A Mission may choose to use a signed pledge card to provide written evidence of the declaration of intent.

Article III

OFFICERS, DELEGATES AND ELECTIONS

Sec. 1. Officers. The officers of the Mission shall include one Warden who shall be a confirmed communicant of The Episcopal Church, a Treasurer, and a Clerk, all of whom shall be at least eighteen years of age.

Sec. 2 Executive Committee Members.² There shall be [2, 3, 4, or other] additional members of the Executive Committee. Two or more members of the same household or family shall not serve concurrently on the Executive Committee. The officers, together with the Priest-in-Charge³ and the additional members, shall constitute the Executive Committee of the Mission.

Sec. 3. Delegates.⁴ The Mission shall also have such Delegates to the Diocesan Convention and to the Deanery Assembly as it may be entitled to under the relevant canons and rules. Delegates may also be members of the Executive Committee.

Sec. 4. Elections. The Warden, Treasurer, Clerk, Delegates and [number which is 1/3 of the members] Executive Committee Members shall be elected at each Annual Meeting of the Mission. The Warden, Treasurer, Clerk and Delegates shall hold office until the next Annual Meeting following their election and the Executive Committee Members until the third Annual Meeting following their election, and all shall hold office until their successors are elected and qualify; provided, however, that at the Meeting at which this Article takes effect one-third of the Executive Committee Members shall be elected to hold office until the next Annual Meeting, one-third until the second, and one-third until the third, and, in each case, until their successors are elected and qualify. Any Executive Committee Member whose three-year term, and any Warden, Treasurer or Clerk whose sixth successive one-year term, expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office. Vacancies may be filled at any meeting of the Mission. Unless so filled, they may be filled by the Executive Committee until the next Annual Meeting of the Mission. Provided, that the Officers and the Executive Committee shall serve subject to the approval of the Bishop of the Diocese. If the members of the mission are unable to elect officers and an executive committee able to maintain and sustain the orderly affairs of the Mission, the Bishop of the Diocese shall have the authority to remove any officers and executive committee and appoint new officers and executive committee as necessary and may appoint as officers and members of the executive committee persons not previously members of the Mission.

² It is recommended, for a rotating Executive Committee, that the number of members be divisible by the numbers of years in a term (i.e. 3, 6, 9).

³ Priest in Charge' should be understood to include any clergy leading the mission, no matter their title.

⁴ See Diocesan Constitution, Article 2, Section 3 and Diocesan Canon 7, Section 5 regarding Mission delegates to the annual Convention and Deanery Assembly.

Article IV

NOMINATIONS

Sec. 1. Nominating Committee.⁵ There shall be a Nominating Committee consisting of the Priest in Charge, the Warden and three members of the Mission appointed by the Executive Committee. Members of the Nominating Committee shall serve one year terms and any appointed member whose third successive term has expired shall be ineligible to serve for one year. The Nominating Committee shall present at each Annual Meeting one or more candidates recommended for each position to be filled by vote at such meeting. The list of nominees so designated shall be posted with the notice of the Annual Meeting. Nominations for any office to be filled at an Annual Meeting may also be made at such meeting by any member of the Mission authorized to vote.

Article V

MEETINGS OF THE MISSION

Sec. 1. Annual and Special Meetings. The Annual Meeting shall be held at such date, hour and place as the Executive Committee shall determine. Special meetings may be called at any time by the Warden or Executive Committee. Special Meetings shall be called by the Warden whenever so requested in writing by the Priest in Charge or by five members of the Mission.

Sec. 2. Warrant. All meetings of the Mission shall be announced by posting an attested copy of the Warrant calling the meeting at the entrance of the church or place of worship occupied by the Mission. The Warrant shall be posted at least fourteen days before the date fixed for an Annual Meeting and at least seven days before a special meeting. No action shall be taken at any meeting of the Mission other than that set forth in the Warrant for such meeting.

Sec. 3. Presiding Officer. The Priest in Charge of the Mission, or in his or her absence, the Warden, shall preside; in the absence of both, a moderator shall be chosen by the meeting. A majority of the members of the Mission shall constitute a quorum, and a majority vote of those present determine any matter presented, except as provided in Article XIV respecting the amendment of this *Constitution/ By-laws*.

Sec. 4. Quorum. Members of the mission, numbering at least 20% of the average Sunday attendance as reported in the previous year's Parochial Report, and, in any event, not less than twice the number of persons who are members of the Executive Committee, present at an Annual or Special Parish Meeting shall constitute a quorum, and a majority vote of those present determine any matter presented except as provided in Article XV respecting the amendment of this *Constitution/ By-laws*.

⁵ Parishes and Missions of the Diocese have varying practices in connection with nominating committees. In reviewing alternatives to the above which may be submitted, the Bishop and Standing Committee will give due regard to the historical practice of the Mission. The final sentence, about nominations from the floor of the Annual Meeting, is required by Diocesan Canon 14, Section 6.

Article VI

PRIEST-IN-CHARGE

The Priest-in-Charge shall have jurisdiction over the spiritual affairs of the Mission and supervise and direct the mission staff. He or she shall be appointed and may be removed by the Bishop of the Diocese, and may be designated as vicar, priest-in-charge, minister-in-charge, or otherwise by the Bishop of the Diocese.

Article VII

WARDEN

It shall be the duty of the Warden, when the Mission has no Priest-in-Charge, or in his or her absence, to provide for the temporary performance of the duties of the Priest-in-Charge. In the absence or incapacity of both the Priest-in-Charge and the Warden, the Executive Committee shall elect one of its members to perform the aforementioned duties.

Article VIII

TREASURER

Sec. 1. Duties.⁶ It shall be the duty of the Treasurer to receive and disburse all monies collected under the authority of the Executive Committee, to keep a true record of receipts and disbursements, and to present a full statement of these and of the financial condition of the Mission at Annual Meetings and at other times required by the Executive Committee.

Sec. 2. Voting of Securities. Except as the Executive Committee may otherwise designate, the Treasurer may act or appoint any member of the Executive Committee (with or without power of substitution) to act as proxy or attorney in fact for the Mission at any meeting of stockholders of any other corporation, the securities of which may be held by the Mission.

Sec. 3. Bonds.⁷ The Treasurer and other custodians of funds as designated by the Executive Committee shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, adequate bonds shall be procured by the Mission and each bond shall be placed in the custody of some officer other than the person who is bonded.

⁶ Ultimate responsibility for all investments must lie with the Executive Committee. No provision will be approved which permits any Mission funds to be managed by any independent committee, trust, or other entity which is not appointed by the Executive Committee and directly answerable to it.

⁷ See Diocesan Canon 17, Section 3

Article IX

CLERK

It shall be the duty of the Clerk to keep the records of the Mission and of the Executive Committee and to keep a roll of the members entitled to vote in its affairs. The Clerk shall make available the names of persons on the membership list for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Mission.

Article X

EXECUTIVE COMMITTEE

Sec. 1. Authority and Duties. The Executive Committee shall exercise all its powers in accordance with the usage and discipline of the Episcopal Church, in compliance with the statutes of the Commonwealth and the provisions of this *Constitution/By-laws*. It shall be the duty of the Executive Committee to manage the prudential affairs and to care for the property of the Mission; to provide for the furniture, books, vestments, and all things necessary for the celebration of public worship; to see that all buildings and personal property belonging to the Mission are adequately insured; to supervise the investment of funds of the Mission⁸; to authorize and direct such purchases and sales

⁸ The Model By-Law does not contain a specific provision for the holding and management of funds held by the Mission as endowment or funds otherwise dedicated by the Mission to function as endowment. Provisions for the management of funds so designated as endowment may in most situations be handled as other restricted funds to be segregated, invested and applied in strict accordance with the terms of a governing trust and in all cases in strict accordance with the applicable provisions of the Constitution and Canons of the Diocese. In particular instances where the mission has acceded to the wishes of a donor that a by-law provision be adopted defining the terms for the care, management or disbursement of funds from a gift to be designated as endowment, the by-law to be adopted in order to receive the approval of the Bishop and the Standing Committee shall follow and comply with the following guidelines:

- A. The endowment funds shall be administered and managed at all times in compliance with the applicable provisions of the Constitution and Canons of the Diocese, and specifically Canon 17 thereof.
- B. The by-law shall prescribe in clear and specific terms the purpose for which the endowment fund is to be established.
- C. The by-law shall prescribe in clear and specific terms, the following, if applicable:
 - (1) the manner in which the endowment fund is to be invested with any restrictions on particular types of securities or other investment vehicles that are not appropriate or permissible.
 - (2) the terms for what may be utilized out of the income produced by the invested funds and what, if any, use of principal is permitted (including any prescribed rate of expenditure determined as a percentage of the market value of the fund as of a prescribed date or over an average of market values fixed on quarterly or annual appraisal dates).
 - (3) appropriate provision for accounting to the donor of the fund for the manner in which its income and/or principal have been applied in accordance with the foregoing guidelines.
 - (4) appropriate provision for the procedure for amending the purposes for which the endowment fund may be applied in the event that the original purposes are no longer viable or have otherwise been fulfilled, whether by the action of the Executive Committee or, if stipulated, by vote of the congregation of the Mission and the plurality of approval required for the adoption of any such amendment by the body vested with the right of approval.

as the Executive Committee may from time to time deem wise, and any and all transfers, assignments, contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper in this connection; to supervise and direct the officers in the discharge of their duties. The Executive Committee, in consultation with the Priest-in-Charge, shall authorize staff positions and the terms of employment.

The handling of all or any of the investments, including their purchase, custody, sale and transfer, may be delegated by the Executive Committee to the Warden or Treasurer. The Executive Committee may delegate to the Warden and/or Treasurer generally or in particular cases the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments which may be necessary or proper. The Executive Committee may appoint or authorize the appointment of any committee that it deems desirable. All such committees shall be accountable to the Executive Committee.

Sec. 2. Meetings. Meetings of the Executive Committee may be called by the Priest-in-Charge or the Warden or any two members of the Executive Committee. The Executive Committee may schedule regular meetings and determine the manner of notifying its members. The Priest-in-Charge, or such other member of the Executive Committee designated by the Priest-in-Charge, shall preside. The records of the Executive Committee shall be open to the members of the Mission at its meetings. A majority of the members shall constitute a quorum and a majority vote of those present shall determine any matter presented.

Article XI

Annual Audit

The Executive Committee shall cause to be made an annual audit of the accounts of the Treasurer and other custodians of funds of the Mission. The audit shall be made by a certified or independent public accountant or by any alternative permitted by the Office of the Treasurer of the Diocese. Such auditor shall be appointed by the Executive Committee at least thirty days before the end of the year.

Article XII

Restrictions on Alienation or Encumbrance of Real Estate

No consecrated church or chapel, nor any church or chapel which has been used solely for divine service, nor any property which is being used as a parish house or rectory, nor any land incidental to or regularly used in connection with any of the foregoing, shall be alienated or encumbered without the previous written consent of the Bishop, acting with the advice and consent of the Standing Committee.

Article XIII

ORGANIZATIONS

All formal organizations connected with the Mission shall be responsible to the Priest-in-Charge. Each organization shall present at the Annual Meeting of the Mission a report containing a summary of its activities and finances and a list of its officers. The funds of any organization which

http://www.diomass.org/inside/parish_clergy_support/document_library

has not met for three years shall be turned over to the Treasurer of the Mission to be used as the Executive Committee may direct.

Article XIV

GIFTS AND MEMORIALS

No object intended as a permanent addition to the Church or Mission property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Priest-in-Charge and the Executive Committee. All objects so accepted may be removed when deemed necessary by the Executive Committee. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Mission.

Article XV

AMENDMENTS

This *Constitution/By-laws* may be amended in the following manner: first, the proposed change shall be approved by vote of two-thirds of the members of the Mission present at a properly called meeting; next, the proposed change shall be submitted to the Bishop and Standing Committee and if approved by them without substantial revision, the change as so approved shall become immediately effective upon receipt by the Mission. If the Bishop and Standing Committee shall approve subject to a substantial revision affecting the intent or meaning of the proposed change, the matter shall be resubmitted to a properly called meeting of the members of the Mission and shall become immediately effective upon approval by vote of two thirds of the Members of the Mission present.

ARTICLE XVI

INDEMNIFICATION OF MISSION OFFICERS⁹

The Mission shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Priest-in-Charge in his or her capacity as a member of the Executive Committee, or other officer of the Mission (collectively “Indemnified Officers”), against all expenses and liabilities, including, without limitation, counsel fees, Judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Executive Committee). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Mission; and further provided that any compromise or

⁹ If, after due consideration, a mission chooses NOT to include this clause in their by-laws, the submission of their proposed by-laws to the Standing Committee must include an explanation of their reasoning.

http://www.diomass.org/inside/parish_clergy_support/document_library

settlement payment shall be approved by the Executive Committee in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Executive Committee, include payment by the Mission of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Mission under this Article, and each officer of the Mission approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members of the Mission who are not at that time parties to the proceeding or (b) the members of the Executive Committee who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more members of the Executive Committee who are not at that time parties to the proceeding and are selected for this purpose by the full Executive Committee (in which selection members of the Executive Committee who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Mission) appointed for the purpose by vote of the Executive Committee in the manner specified in clauses (1) or (2) of subparagraph (I) or, if that manner is not possible, appointed by a majority of the full Executive Committee then in office; or

(iii) the members of the Executive Committee have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws; or

(iv) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

The right of Indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Mission employees, agents, members of the Executive Committee and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Mission and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

