

**BYLAWS OF THE SOCIETY OF KING'S CHAPEL,  
REVISED IN JANUARY, 2020**

**I  
Name**

This association shall be known as the Society of King's Chapel.

**II  
Purpose**

The purpose of the Society shall be to maintain Christian worship in King's Chapel and to engage in any other activities that are functions of a religious society. The Covenant of the Society shall be worded:

*In the love of truth and in the spirit of Jesus Christ, we unite for the worship of God and the service of all.*

**III  
Proprietors of Pews in King's Chapel**

The Society is the sole Proprietor of Pews in King's Chapel and, as such, shall have and exercise all of the powers of the Proprietors of Pews in King's Chapel and shall be entitled to all of the rights and benefits of the Proprietors of Pews in and to any trusts, bequests, endowments, or other interests in property held in the name or for the benefit of the Proprietors of Pews in King's Chapel, but subject to the provisions of that certain indenture of trust between the Proprietors of Pews in King's Chapel and Arthur T. Lyman and others dated 3-5 June, 1907 ("the Indenture of 1907").

**IV  
Membership**

Any person sixteen (16) years of age or older may be admitted to membership in the Society who (1) shall have given notice to the Committee on Membership of his or her desire to become a member by attending worship and events at King's Chapel for at least three (3) months prior to admittance, discussing membership with the Minister or members of the Committee on Membership, and attending a meeting to discuss the history, governance, and worship of King's Chapel, (2) shall have been recommended for membership by the Committee on Membership in consultation with the Minister, and (3) shall subscribe publicly to the Covenant of the Society, all in accordance with

procedures established by the Wardens and Vestry. ("Minister", where used in these Bylaws, shall mean the Senior Minister.)

The Minister may waive the foregoing requirements in case of emergency, such waiver to be subject to ratification by the Committee on Membership.

Except as provided for in Article XIII, all members in good standing shall have the right to vote in the proceedings of the Society.

The Society, acting through the Wardens and Vestry in consultation with the Committee on Membership, shall have the right to terminate or suspend membership of any person whose conduct is inimical to the best interests of the Society or whose lack of support or participation has continued for a sufficient length of time to indicate the absence of a commitment to the life of the Society, as determined by the Wardens and Vestry after giving such person a sufficient opportunity to be heard. Termination of membership shall not preclude affiliation with the Society on any basis in accordance with established practice. Membership of a suspended member may be reinstated by the Wardens and Vestry on the recommendation of the Committee on Membership.

Criteria and procedure for membership and criteria and procedures for suspension or termination of membership may be established by the Wardens and Vestry, on the recommendation of the Committee on Membership and in conformity with these Bylaws.

## V

### **Annual and Special Meetings**

The Annual Meeting of the Society shall be held in each calendar year on a date to be determined by the Wardens and Vestry. Special Meetings may be called at other times by the Wardens and Vestry, and shall be called by them at the request of not fewer than fifteen (15) members of the Society.

The hour and place of the meetings shall be determined by the Wardens. Notice of either annual or special meetings shall include a statement of purpose of the meeting and shall be mailed or otherwise transmitted at least ten (10) days before the time set to each member of the Society to his or her address as it appears on the records of the Society.

Notice of the Annual Meeting or any special meeting of Members may be given by any electronic means including email. Any Annual meeting or special meeting shall allow Members to participate by any electronic means if and as specified by the Senior Warden so long as all Members, whether present personally or by electronic means, are

able to hear, participate and vote concurrently with all other Members. The Vestry and all committees may discharge their respective responsibilities in like manner.

## **VI Quorum**

At any meeting of the Society, fifty (50) or more members entitled to vote shall constitute a quorum for the purposes of electing Officers, Vestry, or Trustees; calling or dismissing the Minister; and amending these Bylaws; and thirty (30) or more members entitled to vote shall constitute a quorum for the transaction of any other business that may properly come before the meeting. Vote by proxy or absentee ballot shall not be allowed.

Any vote of the Society shall be based on the number of members entitled to vote on the matter and who are present and voting.

## **VII Officers and Committees**

All Officers, Vestry members, and Chairs of Committees shall be members of the Society in good standing.

The Officers of the Society shall be a Senior Warden, a Junior Warden, a Treasurer, and an Assistant Treasurer. In addition, there shall be a Vestry, whose elected members shall number nine (9) in addition to the Officers. The Minister, the Chair of Parish Council, and Trustees shall be ex officio and non-voting.

There shall be a Parish Council consisting of a Chair, the Chair of each Standing Committee, the presiding officers of duly sanctioned organized groups within the Society, and two members-at-large selected from the Society, as well as the Minister, the Wardens, and the Treasurers. It shall be the responsibility of the Chair of the Parish Council, the Minister, and the Senior Warden to determine annually which duly sanctioned organized groups shall be represented on the Council.

The Standing Committees of the Society may be as follows:

1. Adult Religious Education
2. Archives
3. Buildings and Grounds
4. Chancel and Decoration
5. Community Action
6. Church School (of which the Church School Director shall be ex officio and non-voting)

7. Denominational and Ecumenical Affairs
8. Fiscal Affairs (of which the Wardens, the Treasurer, and the Chair of Stewardship shall be ex officio)
9. Hospitality
10. Membership (comprised solely of members of the Society)
11. Music (of which the Music Director shall be ex officio and non-voting)
12. Nominating (consisting of three (3) members of the Society nominated by the Wardens and Vestry, and elected by the Society at the Annual Meeting. The Committee shall elect its own Chair.)
13. Personnel and Ministerial (of which the Junior Warden and Minister shall be ex officio and non-voting)
14. Stewardship

The Minister, ex officio on all committees, and other staff and ministers, are advisory, and may not vote.

## **VIII**

### **Terms and Qualifications for Office**

The terms of office for the Wardens, Treasurer, and Assistant Treasurer shall be three years. These officers may be elected for one additional consecutive term.

Members of the Vestry shall be elected for a three-year term, and may not immediately succeed themselves in office. The terms of a third of the elected members of the Vestry shall expire each year.

Chairs of Standing Committees, and the Chair and members-at-large of the Parish Council, shall be elected for two years, and may be elected for one additional consecutive term.

Notwithstanding anything to the contrary provided in these Bylaws, any individual who is a Trustee under the Indenture of 1907, shall be an ex officio member of the Vestry, and shall not be counted in determining the number of members of the Vestry. No person who is a Trustee under the Indenture of 1907 may be elected Senior or Junior Warden, Treasurer, or Assistant Treasurer.

## **IX**

### **Vacancies**

Vacancies in the offices of Senior and Junior Warden, Treasurer and Assistant Treasurer, Vestry, and Chairs of Standing Committees, shall be filled by appointment of the

Wardens and Vestry, in consultation with the Nominating Committee, for the remainder of the terms of the office in which the vacancies occur.

## **X Duties and Powers**

The Wardens, Treasurers, and elected members of the Vestry shall be the governing board of the Society, with all the usual powers of such a board. It shall be the duty of the Wardens to weigh any object of concern in the affairs of the Society, to bring all such concerns to the Vestry, and when appropriate to call a vote of the Vestry to determine action. Further, it shall be the duty of the Wardens to respond in a timely fashion to any person or group who raise such objects of concern.

It shall be the duty of the Senior Warden to preside at meetings of the Vestry and of the Society.

It shall be a duty of the Junior Warden to act in the absence of the Senior Warden, to serve as Secretary of the Vestry and the Society, and to serve ex officio and non-voting on the Personnel Committee.

It shall be the duty of the Treasurer to discharge those responsibilities that are usual to that office.

It shall be the duty of the Assistant Treasurer to act in the absence of the Treasurer, and to discharge those duties that are usual to that office.

The Vestry oversees the financial and organizational life of the Society. It may present or recommend action to the Society. The Vestry shall meet from time to time as they determine, or at the call of the Senior Warden.

It shall be the duty of the Parish Council to weigh any object of concern in the affairs of the Society and to advise and make recommendations to the Wardens and Vestry. It shall be the duty of the Chair of Parish Council to call meetings of the Council, as circumstances may require. It shall be the responsibility of the members of the Parish Council to aid the Minister in developing and executing new programs for the benefit of the Society. If any committee is unable to carry out its charge, then the Chair of Parish Council may recommend to the Wardens that appropriate change be made.

It shall be the duty of Standing Committees under the authority of the Wardens and Vestry to oversee the conduct of the affairs of the Society in their several spheres of responsibility.

It shall be the duty of the Chair of each Standing Committee to call meetings of such Committees as circumstances may require, and to attend, or send a representative to, meetings of the Parish Council. It shall also be the duty of the Chair of each Standing Committee to report annually in writing on the work of the Committee and to deposit a copy of such report with the Junior Warden on the schedule designated by the Wardens.

It shall also be the duty of the Chair of each Standing Committee yearly to designate committee members sufficient to the responsibilities of that committee. Committee Chairs may appoint additional members at any time.

It shall be the duty of the Nominating Committee to prepare a slate of candidates to replace the various Officers, class of Vestry members, Chairs of Standing Committees, Chair and members-at-large of the Parish Council, whose terms will expire at the time of the Annual Meeting. It shall also be the Committee's duty to explain to the potential nominees the responsibilities of the offices to which they may be nominated.

## **XI**

### **Election of Officers and Election of Chairs of Standing Committees**

The Senior and Junior Wardens, the Treasurer and Assistant Treasurer, elected members of the Vestry, the Chair and members-at-large of the Parish Council, and the Chairs of the Standing Committees shall be elected at the Annual Meeting of the Society.

The Nominating Committee shall transmit to the Society as part of the Annual Meeting a list of its nominees. Further nominations may be made from the floor.

## **XII**

### **Calling, Hiring, and Dismissing of Ministers**

A Search Committee appointed by the Wardens, with approval of the Vestry, shall be charged to work in consultation with the Wardens, to recommend to the Society a candidate for Minister. Prior to beginning its work, said Committee shall be introduced by the Wardens to the Society at a regular service of Morning Prayer and via parish communication. The Search Committee shall submit its recommendation when the Wardens and Vestry shall specify.

Upon recommendation by the Search Committee, the Minister shall be called by a vote of not less than 90% of the members of the Society present at a meeting called for that purpose. A quorum shall be that of an Annual Meeting (see Article VI).

The Wardens and Treasurer shall act for the Society to decide upon the terms of the ministerial contract, including salary. Said contract shall include provision for annual reviews by the Wardens, the Chair of the Personnel Committee, and the Chair of Parish Council.

The called Minister shall then be installed, preferably at a regular service of Morning Prayer. If not previously ordained, ordination shall take place at a time agreeable to the Minister candidate and the Society.

The Wardens, in consultation with the Personnel Committee and the Chair of Parish Council, shall institute an Advisory Group for the Minister; the responsibilities of said committee shall be determined by the Wardens. Similarly, Advisory Groups may be formed for other Ministers and staff.

An Interim Minister may be hired by the Wardens and Vestry using a search process as they may determine. An Associate Minister or Assistant Minister may be hired by the Wardens and Vestry, in consultation with the Minister, using a search process as they may determine. The Wardens and Treasurer shall act for the Society to decide upon the terms of the ministerial contract, including salary, of any Interim Minister, and any Associate or Assistant Minister.

The Minister may be dismissed by a vote of a majority of the members of the Society present at a meeting called for the purpose, following the protocols of an Annual Meeting, except without a Hearing.

### **XIII Election of Trustees**

Whenever a vacancy in the office of Trustee under the Indenture of 1907 occurs, the Society, upon nomination by the Wardens and Vestry, shall elect a successor, who shall be a member of the Society, by vote of a majority of the members of the Society present at a meeting called for that purpose, provided, however, that the filling of such a vacancy shall be in conformity with the provisions of the Indenture of 1907.

#### **XIV Budget and Treasurer's Report**

An annual operating budget for the Society shall be adopted by majority vote at the Annual Meeting or at a special meeting of the Society.

The Fiscal Affairs Committee shall prepare the proposed budget, which shall be submitted to the Wardens and Vestry for review. The proposed budget, together with the comments and recommendations of the Wardens and Vestry, shall be submitted to the Society as part of the Notice of the meeting called to vote on the budget.

The Treasurer shall submit a financial report to the Society at the budget meeting and shall submit such interim reports to the Wardens and Vestry, as they from time to time direct.

#### **XV Amendments**

Provided that due notice of any proposed amendment has been given in the call to the meeting, these Bylaws may be amended by a two-thirds vote of the members of the Society present at any meeting called for that purpose, provided, however, that nothing in any proposed amendment shall be contrary to the provisions of the Indenture of 1907.

#### **XVI Severance**

If any provision of these Bylaws shall be determined to be invalid, the remaining provisions shall so far as possible remain in effect.