



BY-LAWS

Integrated with State Statutory and Church Canonical Laws
Governing the corporation of the Rector, Church Wardens and Vestry Members of
HOLYROOD CHURCH - IGLESIA SANTA CRUZ
in the City of New York, in the County of New York

ARTICLE I

CORPORATION ANNUAL ELECTIONS AND SPECIAL MEETINGS.

Section 1. The annual election of this Parish Corporation shall be held, according to its certificate of incorporation, as amended, on the second Sunday in January in each year, at an hour and at a place to be fixed by the Vestry. Special meetings of the Parish Corporation may be held on any day and at any hour thereof and at any place fixed by the Vestry.

Section 2. Notice of such annual election or special meeting shall be read by the rector/priest-in-charge, or if there be none, or the rector/priest-in-charge be absent, by the officiating minister or by a church warden of the Parish, on each of the two Sundays next preceding such election or special meeting, in the time of divine service, 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 two weeks next preceding the election or special meeting. Such notice shall specify the place, day and hour of holding the election or special meeting. The notice of the annual election shall also specify the name and term of office of each church warden and vestry member whose term of office shall then expire, or whose office shall then be vacant for any cause, and the office for which each such officer is to be then elected. The notice of a special meeting shall specify the matter or question to be brought before such meeting and no matter or question not specified in such notice shall be acted upon at such meeting.

Section 3. The presiding officer of annual elections and special meetings of the Parish Corporation shall be the rector/priest-in-charge, if there be one, or if there be none, or they be absent, one of the church wardens elected for the purpose by a majority of the duly qualified voters present, or if no church warden be present, a vestry member elected in like manner. Such presiding officer shall be the judge of the qualifications of the voters; shall receive the votes cast; and shall declare the result of the votes cast. The presiding officer of such annual or special meeting shall enter the proceedings of the meeting in the book of the minutes of the Vestry, sign their name thereto, and offer the same to as many qualified voters present as they shall think fit, to be also signed by them.

Section 4. Persons of the age of eighteen or more belonging to the Parish, who are active members, who have been baptized and are regular attendants of its worship and contributors to its support for at least twelve months prior to an annual election or a special meeting of the Parish Corporation at which they are in attendance, shall be qualified voters thereat.

Section 5. A number of members qualified to vote equaling at least the number of members who fulfilled their financial pledges in the previous year shall constitute a quorum at an annual or special meeting for the transaction of any business.

Section 6. The action of an annual or special meeting upon any matter or question shall be decided by a majority of the qualified voters voting thereon, but no votes may be cast by proxy. The polls of an election shall continue open for one hour, and longer in the discretion of the presiding officer or if required by a vote of a majority of the qualified voters present and voting.

Section 7. Membership¹

A-Guest/Friendly Members:

You do not have to join Holyrood Church/ Iglesia Santa Cruz in a formal way to worship, attend classes, participate in activities, and financially support the ministries of the church. In addition, all persons, adults and children, are always welcome to receive Communion. But of course, we invite you to consider becoming an active member of Holyrood/Santa Cruz. We hope that membership in the Episcopal Church will lead you to a deeper experience of God, a more vivid life of faith and the joy of Christian fellowship.

B-Active Members:

The Book of Common Prayer says that the duty of all Christians is to “follow Christ; to come together week by week for corporate worship; and to work, pray, and give for the spread of the kingdom of God.”

Active Members, also known as communicants, are considered active members, or communicants in good standing, if they have been faithful in corporate worship and faithful in working, praying, and with stewardship commitment in the past year.

An active member is one whose baptism is entered in the parish register (through one of the means described above), who worships regularly, and have self-identified as a member of the parish for at least one-year and have submitted a pledge of time, talent, and financial support to the parish, and they are up to date in their pledges payments. Most members make an annual pledge of financial support, either during the fall giving campaign or at any time during the year. All adult communicants in good standing shall be entitled to vote at the election of Vestry members. Only confirmed adult communicants in good standing are eligible to serve on the vestry.

¹ This section was approved during the April 28, 2019 Vestry meeting, following Article X of the By-laws.

We warmly welcome you to the vibrant and dynamic community of faith that is Holyrood/Santa Cruz. We hope that you will share in our great tradition of joyful worship, sacred hospitality and committed service to New York City. All are welcome in this community of discipleship, diversity and formation, to start the journey of faith together.

B1-Three steps to start active membership at Holyrood Church/ Iglesia Santa Cruz:

1. You may be baptized here.
2. If you were baptized at or you hold your membership at another Episcopal Church you can simply contact our church office and ask to transfer your “letter of membership” to Holyrood/Santa Cruz. We will take it from there: we will contact your church of origin and transfer your membership here.
3. If you were baptized in another Christian Tradition (Methodist, Presbyterian, Roman Catholic, etc...) then simply let us know when and where you were baptized (if you know) and that you desire to become a member. We will follow up with your former church, if possible.

If you come from another Christian tradition, you may choose to be received or confirmed by a bishop. We hope you will and will learn about the church through confirmation classes held on a regular basis. Our bishop visits Holyrood/Santa Cruz’s every two years though the date changes from year to year.

We will share details on the next bishop’s visit and confirmation class when they become available. If you are interested in knowing more about membership at Holyrood Church/Iglesia Santa Cruz, please don’t hesitate to contact your clergy. We love to field questions about the Episcopal Church!

Confirmation is “a mature and public affirmation of faith and commitment to the responsibilities of Baptism” (BCP). At Confirmation, an individual receives the laying on of hands by the bishop, thereby affirming their own faith and visibly connecting to the broader Body of Christ.

Reaffirmation means that you choose to re-state your commitment to Christ in The Episcopal Church, honoring your growth in faith throughout your spiritual journey. Reaffirmation is a way to honor your journey and previous public commitment as an adult while also making this definitive sacramental gesture.

Reception is common for people who have been active throughout their lives in other denominations. Often, individuals who made a public profession of faith in a faith tradition such as Baptist, Methodist, Lutheran, or Roman Catholic will choose to be Received into The Episcopal Church.

What is the meaning of the bishop laying hands on those who are confirmed, reaffirmed, or received? When the bishop lays hands on your head during the service, it is a very tangible way

for you to experience your own faith journey being welcomed into the larger journey of the Body of Christ. For many people, this portion of the sacramental service is very meaningful. A sacrament is “an outward and visible sign of an inward and spiritual grace, given by Christ as sure and certain means by which we receive that grace.” In this way, the touch experienced in the laying on of hands forever remains in your memory as an experience of grace through the Church.

Membership in the Church of Holyrood/Santa Cruz ends either with the death of a parishioner or with the transfer of a parishioner to another congregation.

C-Inactive Members:

Inactive members are those who have not participated in the life of the congregation in the previous year: do not worships regularly, do not have submitted or stop pledging time, talent, and financial support to the parish.

ARTICLE II

VESTRY

Section 1. The Vestry, as the board of trustees of the Parish Corporation, shall consist of the rector/priest-in-charge, church wardens and vestry members and shall have the custody and control of all the temporalities and property, real and personal, belonging to the Parish Corporation and of the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of such Corporation and of the Protestant Episcopal Church in the United States of America and of the Diocese of New York thereof, and in accordance with the provisions of law relating thereto, for the support and maintenance of the Parish Corporation or, providing the members of the Parish Corporation at a meeting thereof shall so authorize, of some religious, charitable, benevolent or educational object conducted by the Parish Corporation or in connection with it, or by the said Protestant Episcopal Church generally or in connection with it, and the Vestry shall not use such property or venues for any other purpose or divert the same from such uses.

Section 2. The Parish shall have two church wardens and nine vestry members to be elected by ballot from persons qualified to vote in the election at which such officers are to be chosen. No person shall be eligible for election as church warden or vestry member unless they have been baptized into the Christian faith, have self-identified as a member of the parish for at least one-year and have submitted a pledge of time, talent, and financial support to the parish for the year in which the election is being held. No person shall be eligible for election as church warden, unless they be also a communicant in the Protestant Episcopal Church. The presiding officer shall confirm the qualifications of all candidates, whether nominated in advance or from the floor of the annual election. At each annual election one church warden shall be elected to serve for a term of two years and three vestry members shall be elected each to serve for a term of three years, and until their respective successors are duly elected and qualified. If prior to an annual Parish Corporation election, a vacancy shall have occurred in the office of church warden or of vestry members by reason of the death, or the resignation or removal therefrom, of any person elected, as here-in-before provided, to such office, and there shall remain unexpired at the time

of such annual election at least one year of the term for which such person was so elected, the unexpired portion of the term then remaining shall be filled at such annual election.

Section 3. The Vestry, by majority vote of the remaining membership, if there be a quorum in office, may, at any meeting there-of, fill a vacancy occurring in the office of a church warden or vestry member by death; resignation or otherwise than by expiration of term, until the next annual Parish Corporation election, at which, if such vacancy would continue there-after, it shall be filled, as here-in-before provided, for the remainder of the unexpired term.

Section 4. Any person, the term of whose office as vestry member is about to expire on the date of any annual Parish Corporation election then to be held and who shall have served in such capacity continuously for a period of six years immediately preceding such annual election, shall be incapable of holding said office of vestry member for one year next after their term of service, as aforesaid, shall have expired, and any person, whose term of office as church warden is about to expire on the date of any annual Parish Corporation election then to be held and who shall have served in such last mentioned capacity continuously for a period of six years immediately preceding such annual election, shall be incapable of holding said office of church warden, or the office of vestry member, for one year next after their term of service as church warden, as aforesaid, shall have expired.

Section 5. Regular meetings of the Vestry shall be held for the transaction of the usual matters of Parish business, and special meetings may be held whenever required for the transaction of special matters of business, provided, however, that no meeting of the Vestry, whether regular or special, shall be held unless either all of the members of the Vestry are present, or three days' notice of the meeting shall have been given to each member thereof, by the rector/priest-in-charge, in writing either personally or by mail, or, if there be no rector/priest-in-charge or he be incapable of acting, by one of the church wardens; except that twenty-four hours' notice of the first meeting of the Vestry after an annual election of the Parish Corporation shall be sufficient if the meeting is held within three days after the election. In the event of the rector/priest-in-charge refusing or neglecting to call a meeting of the Vestry, the Clerk of the Vestry, on the written request of at least two-thirds of all the church wardens and vestry members of the Parish, shall call a meeting of the Vestry by giving at least fifteen days' written notice to be served on each member of the Vestry personally; if personal service cannot be had, then upon such member by mailing the notice to their last known place of residence.

Section 6. The presiding officer of the Vestry shall be the rector/priest-in-charge, or if there be none, or the rector/priest-in-charge be absent, the church warden who shall be called to the chair by a majority of the votes, if both church wardens be present; or the church warden present, if but one be present. At each meeting of the Vestry each member there-of shall be entitled to one vote.

Section 7. In order that any business may be transacted at a meeting of the Vestry, there must be a quorum constituted as follows: (a) The rector/priest-in-charge and at least a majority of the whole number of church wardens and vestry members shall be present, or (b) If the rector/priest-in-charge be incapable of acting to call the meeting, or if having refused or neglected to call the meeting, the same shall have been called by the Clerk of the Vestry as by Section 5 of this Article provided, or if there be no rector/priest-in-charge, one church warden and one more than

a majority of the vestry members or both church wardens and a majority of the vestry members shall be present, or (c) If the rector/priest-in-charge 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/priest-in-charge and he be absent therefrom or be incapable of acting thereat, one church warden and a majority of the vestry members or both church wardens and one less than a majority of the vestry members shall be present.

Section 8. All deeds, contracts and other instruments of the parish corporation shall be executed under and by direction of the Vestry in the corporate name of the parish and shall be signed by such officer or officers as may be specified by the Vestry and, in a proper case, sealed with the corporate seal attested by the Clerk of the Vestry.

Section 9. No obligations or bills shall be contracted for the parish corporation, nor commitments of any kind be made or entered into on its behalf, nor disbursements be made, involving a liability or expenditure exceeding twenty-five dollars, by anyone purporting to represent the Corporation in an official capacity or otherwise, except as specifically directed or approved by the Vestry in advance, or as specifically provided for as regularly accruing and recurring item of expense in a budget duly adopted by the Vestry and currently in effect. Notwithstanding the foregoing, in case of emergency and it be impossible or inexpedient to call a meeting of the Vestry, a commitment may be entered into, or an indebtedness may be incurred, or a payment may be made, even though not so authorized, for an amount not to exceed one hundred dollars, upon the approval of the Treasurer, or if he (or she) be incapacitated or absent, of the Assistant Treasurer if there be one, and the concurrence of the two church wardens, or if one of the church wardens be incapacitated or absent, then of the other church warden and of one of the vestry members, or if both church wardens be incapacitated or absent, then of any two vestry members. A report of any transaction consummated pursuant to the provisions of this section shall be made at the next succeeding meeting of the Vestry.

Section 10. The Vestry shall not take any measure to effect the sale, mortgage, lease, or other disposition, of the real property of the parish corporation, or the sale or disposition of the capital or principal of the personal property of the corporation, nor take any action which would impair the rights of the rector/priest-in-charge, unless the rector/priest-in-charge, if the parish then have one, be present. Further, the Vestry shall not make application to any court for leave to sell or mortgage the parish corporation's real property (as in such cases by law required) without the consent of the Bishop of the Diocese of New York and of the Standing Committee thereof, nor shall the Vestry execute and deliver a lease of the parish corporation's real property for a term exceeding five years without similar consent of the said Bishop and Standing Committee, provided, however, that if 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.

Section 11. Subject to the limitations and conditions contained in any gift, devise or bequest, the Vestry may invest the funds of the parish corporation in such securities, investments or other property, real or personal, located within or without the State of New York, as to it shall seem advisable without being restricted to those classes of securities which are lawful for the investment of trust funds under the laws of the State of New York.

ARTICLE III

CLERK, TREASURER, ASSISTANT TREASURER AND COUNSEL

Section 1. At the first meeting of the members of the Vestry, after each annual Parish Corporation election, a Clerk of the Vestry shall be elected from among their number to serve for one year and until a successor is elected and qualified.

Section 2. The Clerk of the Vestry shall keep a record of the proceedings of the Vestry, shall attest the minutes thereof and all corporate acts, shall preserve and have charge of all papers and books (other than those of a fiscal character) and of the seal of the Parish Corporation, and shall deliver the same to their successor, or if circumstances render it necessary, to the rector/priest-in-charge, or, if there be none, to the church wardens. The Clerk of the Vestry shall sign, in their official capacity and in the name of and on behalf of the Parish Corporation, such contracts, certificates, letters communications and other documents and instruments as from time to time they may be specifically directed by the Vestry so to do.

Section 3. At the first meeting of the Vestry after each annual Parish Corporation election, it shall elect a Treasurer, and may, in its discretion, elect an Assistant Treasurer, neither of whom need be members of the Vestry, to serve for one year and until their respective successors are elected and qualified.

Section 4. The Treasurer shall receive and keep all moneys paid to him (or her) for the purposes of the Parish Corporation. He (or she) shall deposit these moneys in the name of the Corporation in the bank or banks, trust company or trust companies, or other depository or depositories, which the Vestry shall from time to time designate. Except as otherwise provided in the by-laws or by resolution of the Vestry, he (or she) shall sign checks and drafts in connection with both the receipt and payment of money and on the order of the Vestry shall sign or countersign, as he (or she) may be directed, promissory notes, legal instruments or other papers. The Treasurer shall be responsible for the deposit and safekeeping in banks, trust companies or other depositories, designated by the Vestry, of all permanent funds and all securities owned or held in trust by the Parish Corporation, but only such institutions shall be so designated as are Federal or New York State banks or Diocesan Corporations and as shall agree in writing, on behalf of themselves as well as any nominee or nominees of theirs, to be responsible for the safe return of the securities received, upon written demand made therefore, signed by any two of the following: The rector/priest-in-charge; a church warden to be designated by the Vestry; the Treasurer. Further, the Treasurer shall make and keep records of all trust and permanent funds showing at least the following: (a) Source and date; (b) Terms governing the use of principal and income; (c) To whom and how often reports of condition are to be made; (d) How the funds are invested.

Section 5. The Treasurer shall keep the Parish Corporation's buildings, together with the contents thereof, insured against fire and other customary hazards and shall take out public liability insurance on the Parish Corporation's premises and on its motor vehicles, if any, and shall secure and maintain such other kinds of insurance as from time to time may be reasonably required, all pursuant to the direction of, and in amounts fixed by, the Vestry.

Section 6. At each regular meeting of the Vestry, and at such other times as it may request, the Treasurer shall present a written statement of all moneys received and expended and of such other data as may be deemed pertinent or essential to a showing of the then current financial

condition of the Parish Corporation. At the end of each calendar year, he (or she) shall prepare an annual report for said year and present the same at the next ensuing annual Parish Corporation election. At the termination of their service as such, the Treasurer shall deliver into the hands of his (or her) successor, or of the church wardens, all moneys, books papers or other property of the Parish Corporation then in their hands or possession.

Section 7. If an Assistant Treasurer shall have been elected as by these by-laws permitted, they shall perform such duties, including those of Treasurer, as may be assigned to him from time to time by the Vestry, or by the Treasurer with the Vestry's approval, and during the Treasurer's absence or disability, the treasurer's full powers and duties shall devolve upon the Assistant Treasurer.

Section 8. The Treasurer shall be required to give a good and satisfactory surety bond or bonds for the faithful performance of their duties as such in an amount to be determined by the Vestry. Likewise, when specifically required by the Vestry, and, in any event where the funds to be handled by the treasurer at any one time during the calendar year exceed five hundred dollars, the Assistant Treasurer, if one be elected, shall give a similar bond or bonds for the faithful performance of their duties as such in an amount to be determined by the Vestry. The expense incurred in procuring any such bond or bonds shall be borne by the Parish Corporation.

Section 9. As soon as conveniently may be done at the end of each calendar year and prior to the next ensuing annual election of the Parish Corporation, the Treasurer's books and accounts for such year shall be audited by a Certified or Independent Public Accountant, or by such an accounting agency as shall be permitted by the Finance Committee or Department of Finance of the Diocese of New York, and a report thereof rendered to the Vestry. If between annual elections, a vacancy shall occur in the office of Treasurer, a like audit shall be made for the period beginning with the date as of which an audit was last previously concluded and ending with the date that such vacancy occurred, and a report thereof rendered to the Vestry.

Section 10. The Vestry may, in its discretion, appoint a member of the bar of the State of New York as counsel to the Parish Corporation who shall be the legal advisor of the Vestry in all matters affecting the corporate status of the Parish and the management of its temporal affairs. He (or she) need not be a member of the Vestry.

ARTICLE IV **COMMITTEES**

Section 1. The Vestry may authorize and discontinue from time to time such standing committees and such special committees as it may deem advantageous and define the duties and powers of each and fix the number of members thereof. Unless otherwise specifically provided upon the creation of a committee, membership thereon need not be confined to members of the Vestry. All appointments to committees, both initially upon their organization, and when vacancies shall have occurred, shall be made by the rector/priest-in-charge, unless otherwise specifically ordered by the Vestry. Memberships of all standing committees shall terminate at the first meeting of the Vestry held after the annual Parish Corporation election in January of each year or as soon thereafter as the new members shall have qualified. The rector/priest-in-charge shall be ex-officio a member of each standing committee.

Section 2. The prohibitions and restrictions and limitations contained in Sections 8 and 9 of Article II of these by-laws shall apply to committees as well as to individuals.

ARTICLE V

VACANCIES IN VESTRY APPOINTMENTS

Section 1. Vacancies from any cause whatever in the office of Clerk of the Vestry, Treasurer, Assistant Treasurer or Counsel, or in any membership appointment by the Vestry to a committee, occurring during the term for which such election or appointment was originally made, may be filled by the Vestry, by a majority vote, at any regular or special meeting thereof.

ARTICLE VI

BUDGET

Section 1. The officer or committee designated by the Vestry annually shall prepare and submit to the Vestry, by a date in the then current calendar year fixed by the Vestry and subsequent to September 30th of that year, an itemized statement of the anticipated expenditures of the Parish for corporate purposes for the year beginning January first next ensuing, which statement, as so submitted, shall be subject to revision by the Vestry. Upon said statement having been adopted by the Vestry, either in revised or unrevised form, it shall become the tentative budget of Parish Corporation expenditures for the said calendar year next ensuing. Thereafter, and following the annual solicitation of subscriptions to the Parish Corporation from persons desiring to contribute to its support for the said ensuing year, the Vestry, at a meeting held not later than the thirty-first day of December of the then current year, shall adopt in final and complete form, a budget of anticipated income and expenditures for the year beginning January first next ensuing.

Section 2. The budget as so adopted in final and complete form shall control the operations of the Parish Corporation during the calendar year for which it was adopted, subject to the direction and control of the Vestry. The Vestry may revise and re-adopt the budget at any time or times during such year for reasons deemed sufficient by an affirmative vote of not less than two-thirds of the Vestry membership.

ARTICLE VII

ACCESS TO SAFE DEPOSIT BOXES

Section 1. All safe deposit companies shall be designated by the Vestry and the terms of rental of any vault space shall limit access thereto to any two, but not less than two, of the following: The rector/priest-in-charge; A church warden to be designated by the Vestry; and the Treasurer.

ARTICLE VIII

SEAL

Section 1. The corporate seal of the Parish Corporation shall be in the form impressed upon the margin opposite this Article VIII, to wit: Two concentric circles, the outer containing the words, (Church Name) (Town) and the inner the words and figures, "Incorporated-(Year) (County), N.Y."

ARTICLE IX

ORDER OF PROCEDURE AT VESTRY MEETINGS

Section 1. The order of proceeding at all meetings of the Vestry shall be as follows: (a) Call to order; (b) Prayer; (c) Roll Call; (d) Selection of presiding officer if rector/priest-in-charge be absent; (e) Reading of Minutes; (f) Report of Treasurer; (g) Report of Clerk of the Vestry; (h) Report of Standing Committees; (i) Report of Special Committees; (j) Communications from rector/priest-in-charge; (k) Unfinished business; (l) New business; (m) Prayer; (n) Adjournment.

ARTICLE X

AMENDMENTS AND NEW BY-LAWS

Section 1. These by-laws may be amended or new by-laws adopted by the Vestry at any meeting thereof at which a quorum is present by the vote of at least two-thirds of the members present, provided that written notice embodying such proposed amendments or new by-laws shall have been openly given at a previous meeting of the Vestry and also in the notice of the meeting at which such amendments or new by-laws are to be acted upon.