

**THE BY-LAWS OF THE PARISH OF CHRIST THE REDEEMER
LOCATED IN THE TOWN OF PELHAM, COUNTY OF WESTCHESTER,
STATE OF NEW YORK**

Adopted by the Vestry on the 14th day of November, 2016.

NAME

The name of the corporation is THE RECTOR, CHURCHWARDENS AND VESTRYMEN OF THE PARISH OF CHRIST THE REDEEMER AT PELHAM.

ARTICLE I

THE ARMS AND THE SEAL

THE ARMS

The Arms of Christ Church were those of the Pell Family. The ermine shield had a canton in the upper left bearing a pelican wounding herself. (They were canting arms or, a pun on Pell.) The pelican “in her piety” is a symbol of the Redeemer. Thus the new Arms remember both backgrounds, the ermine of the Pells, and the “pelican in her piety” of the Redeemer. The shift from a canton to a central circle marks the change in dedicatory emphasis.

ARMS: Ermine *a huerte* charged with a pelican in her piety proper.

THE SEAL

The Seal of THE PARISH OF CHRIST THE REDEEMER at Pelham, New York, is in the form of a “*visica pescis*”, a conventional form of the ancient Christian symbol, the fish, minus the fins and tail. In the center there appears a shield which bears the arms of the Pell family on which there is a pelican “vulning” (wounding) herself, so the blood flows. The crest is the “rebus” representing the word Bolton, being composed of a “tun”, or barrel, pierced by an arrow, or “bolt”. Below is a “torse”, or headband, used under the helmet in the Crusades. Within the border of the seal is the inscription “Seal of THE PARISH OF CHRIST THE REDEEMER.” At the shield’s right there appears a font and at the shield’s left, the chalice, and at the base, the Holy Scriptures.

ARTICLE II
CORPORATION ANNUAL PARISH MEETING AND ELECTION
AND SPECIAL MEETINGS

Section 1. The annual meeting and election of this Parish Corporation (the “Parish”) shall be held, according to its certificate of incorporation, as amended, on the third Sunday in January in each year, or on such other date as the Vestry may fix within the first quarter of the year, at an hour on said date and at a place to be fixed by the Vestry. Special meetings of the Parish may be held on any Sunday or secular day and at any hour thereof and at any place fixed by the Vestry.

Section 2. Notice of such annual meeting and election or special meeting shall be read by the Rector, or if there be none, or if the Rector is absent, by the officiating minister or by a Warden of the Parish on each of the two Sundays next preceding such annual meeting and election or special meeting, in the time of divine service, or if, for any reason, the usual place 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 preceding the annual meeting and election or special meeting. Such notice shall specify the place, day and hour of holding the annual meeting and election or special meeting. The notice of the annual meeting and election shall also specify the number, names, and terms of office of each Warden and those Vestry members whose terms of office shall then expire, or whose office shall then be vacant for any cause, and each office for which a candidate 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 such annual meeting and election or special meeting of the Parish shall be the Rector of the Parish, if there be one, or if there be none, or the Rector is absent, then one of the Wardens shall be the presiding official at the meeting and will be the judge of the qualifications of the voters. The presiding officer, or his/her designate, shall receive the votes cast and shall declare the results of the votes cast. The presiding officer of such annual meeting and election or special meeting shall cause the proceedings of the meeting to be entered in the book of minutes of the Vestry, sign his/her name thereto, and invite those present to sign that they were present. All signatures will be filed with the minutes.

Section 4. Qualified voters are the Rector and all persons eighteen (18) years of age or older who have been baptized and belong to the Parish, and have been regular communicants at its worship and have financially contributed to its support within the past twelve months.

Section 5. 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 vote of a majority of the qualified voters present and voting.

Section 6. The Vestry shall appoint, annually and not later than the October Vestry meeting, a Nominating Committee of five members of the Parish in good standing. The chairperson of the Nominating Committee shall be the Warden not up for election, and two members of the committee shall be members of the Vestry. Of the two additional members of the committee, one will be appointed by the Rector and one will be appointed by the chair of the committee. The membership of this committee shall be promptly published to the Parish. It shall be the duty of the Nominating Committee to nominate qualified lay voters to serve as Wardens, members of the Vestry, and delegates and alternates to the annual Diocesan Convention. The Committee shall consult with the Rector, and shall solicit suggestions from the Vestry and other members of the Parish. Its list of nominees shall, however, be final. Before presenting their nominees to the parish, the Committee shall make certain that such persons desire to be nominated or re-nominated, as the case may be. The Nominating Committee shall post the names of such nominees on a bulletin board of the Church not less than three Sundays prior to the Annual Meeting. The Nominating Committee shall also post as nominees the names of such other qualified lay voters who have been proposed in writing by not less than ten qualified voters; these names shall be posted not less than two Sundays prior to the Annual Meeting.

ARTICLE III

THE VESTRY

The Vestry shall consist of the Rector, two Wardens, and nine Vestry members. The Wardens and Vestry members shall be elected by ballot from persons qualified to vote at such election, and must be voters in good standing, as defined in Article II, Section 4. No person shall be eligible for election as Warden unless he or she has been confirmed or received in The Episcopal Church. No person shall be eligible for election as a Vestry member unless baptized.

Parishioners standing for election do not need to be in attendance on the day of election. At each annual election, one Warden shall be elected to hold office for two years and until a successor is duly elected. The Vestry shall consist of three classes of three members each, one class to be elected at each annual election and to hold office for three years and until their successors are duly elected. The Vestry, by a majority vote of the remaining members, may, at any meeting duly noticed as provided in Article IV, fill a vacancy in the office of Warden or Vestry member until the next annual election, at which, if such vacancy would have continued thereafter, it shall be filled as hereinbefore provided for the remainder of the unexpired term. Any Warden or Vestry member who has been in such position for six years immediately preceding an annual election shall be ineligible to stand for election or be elected to that same office, but may stand for election to the same office after one year following the end of that term of service. However, such Vestry member may become a Warden, and such Warden a Vestry member, for such

number of years that the maximum number of combined continuous years of service as Warden and member of the Vestry shall not exceed twelve years. Any Vestry member who fails to attend three (3) consecutive regularly scheduled Vestry meetings without good cause and advance notice will be considered to have forfeited the privilege to serve as a Vestry member and will be replaced in accordance with the replacement provisions in this document. Good cause shall be determined by the Vestry by majority vote.

ARTICLE IV

MEETINGS OF THE VESTRY

Section 1. Regular meetings of the Vestry shall be held at 7:30 PM monthly on a weekday evening Monday through Thursday, except July and August, at Christ Church, in the Parish of Christ the Redeemer, Pelham or at such other place or on such other date or at such other time as may be designated in writing by the Rector or by notification by a Warden. Special meetings of the Vestry may be held at any time when all the members thereof are present. Special meetings may also be held after three days' previous notice thereof shall have been given to each member of the Vestry, by the Rector, in writing, either personally, by mail, or by email. If there be no Rector, or the Rector is incapable of acting, notice of the meeting may be made by one of the Wardens in the same manner; except that twenty-four hours' notice of the first meeting of the Vestry after an annual election shall be sufficient, provided such meeting be held within three days after the election.

Section 2. In the event of the Rector refusing or neglecting to call a meeting of the Vestry, on the written request of two-thirds of all the Wardens and Vestry members of the parish, the clerk of the Vestry shall call a meeting of the same 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 each member by mailing or emailing the notice to his last known place of residence or last known email address, as the case may be.

Section 3. To constitute a quorum of the Vestry there must be present either:

1. The Rector and at least a majority of the whole number of Wardens and Vestry members, or
2. One Warden and one more than a majority of the Vestry members or both Wardens and a majority of the Vestry members, or
3. If the Rector be absent from the parish and shall have been so absent for over four calendar months, or if the meeting be called by the Rector and he/she be absent therefrom or be incapable of acting, one Warden and a majority of the Vestry members, or both Wardens and one less than a majority of the Vestry members.

Section 4. The presiding officer of the Vestry shall be the Rector, or if there be none, or the Rector is absent, the Warden who shall be called to chair by a majority of the votes, if both Wardens be present; or the Warden present, if but one be present.

Section 5. At each meeting of the Vestry, each member thereof, including the Rector, shall be entitled to one vote.

Section 6. If there be a Rector of the parish, no measure shall be taken in the Rector's absence, in any case, for effecting the sale or disposition of the real property of the Parish, nor for the sale or disposition of the capital or principal of the personal property of the Parish, nor shall any act be done which shall impair the rights of such Rector.

Section 7. All meetings shall be opened and closed with devotional exercises and business of regular meetings shall include: review of the last minutes of regular meetings, review of the minutes of any special meetings of the Vestry or executive committee, report of the Treasurer, unfinished business, and new business.

ARTICLE V

OFFICERS

Section 1. At the first meeting of the Vestry after every election, the Vestry shall elect a Treasurer and a Clerk and such other officers of the parish as the Vestry may deem fit who need not be members of the Vestry.

Section 2. The Treasurer, subject to the general control and direction of the Vestry, shall take charge of the funds of the Parish, shall keep its accounts, collect all moneys payable to it and pay all just demands against it, and shall receipt in its name for all gifts. The Treasurer shall render a statement of receipts and disbursements at each regular meeting of the Vestry, and at the first meeting in each fiscal year, or as soon thereafter as practical, shall present to the Vestry a full account of the fiscal affairs of the Parish.

Section 3. The Clerk shall keep the minutes of each meeting of the Vestry and the Executive Committee, shall record them in a suitable minutes book, and shall attest extracts therefrom. The Clerk shall keep the seal of the Parish and affix it to documents calling for that formality. In the absence of the Clerk, the presiding officer shall appoint a clerk pro tempore.

ARTICLE VI

COMMITTEES

There shall be an Executive Committee, a Finance Committee, an Investment Committee, a Buildings Committee, a Grounds Committee, a Garden of the Resurrection Committee and such other committees as the Vestry may appoint. The Chairpersons of all standing committees shall be designated by the Vestry upon the recommendation of the Rector and such other recommendations as may be made by the Vestry. Such Chairpersons shall serve for one year appointments so long as they are members of the qualified voting pool as provided in Article II. At the June meeting of the Vestry each year, chair positions will be reviewed. Membership on committees other than the Executive Committee need not be confined to members of the Vestry.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Rector, the Wardens and not less than two additional members of the Vestry to be elected by the Vestry. During the intervals between meetings of the Vestry, the Executive Committee shall have and may exercise all of the powers of the Vestry with the exception of filling vacancies on the Vestry, amending or repealing the by-laws, or adopting any measures affecting any of the rights of the Rector. The Rector shall be the chairperson of the Executive Committee, but, in the absence of the Rector, one of the Wardens elected by a majority of the members of the Executive Committee present at a meeting shall be the Chairperson of the Executive Committee for that meeting. The Clerk of the Vestry shall act as Secretary at all meetings of the Executive Committee, but, in the absence of the Clerk of the Vestry, one of the members of the Executive Committee elected by a majority of the members present at a meeting shall be the Secretary for that meeting.

Section 2. The Executive Committee shall meet at whatever time and place that may be determined by the Rector, or, in the absence of the Rector, by one of the Wardens, on at least 24 hours notice to each member of the Executive Committee. Special meetings of the Executive Committee may be held at any time when all the members thereof are present.

Section 3. At all meetings of the Executive Committee four members of the Executive Committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the assent of not less than four (4) members shall be necessary for affirmative action.

Section 4. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Vestry at the next regular or special meeting of the Vestry.

Section 5. The Wardens' service on the Executive Committee shall be concurrent with their service as Wardens, ie., two years. The two members of the Vestry elected by the Vestry to serve on the Executive Committee shall also serve a term of two years. One of the Vestry members shall rotate off the Executive Committee every year.

ARTICLE VIII

INVESTMENT AND FINANCE COMMITTEES

Section 1. The Investment Committee shall have general charge and supervision of the endowment of the Parish and the investment and reinvestment of its funds. It may buy or sell any securities on behalf of the Parish on such terms and in such manner consistent with the Endowment Investment Policies and Operating Principles. At each meeting of the Vestry, the Investment Committee shall report any changes made in the investments since its last report. The Vestry has final fiscal responsibility for the finances of the Parish and works with the Finance Committee, the treasurer and the Investment Committee to develop, approve, and supervise the annual budget of the Parish. Further Investment Committee governing guidelines are outlined in the Vestry document: *Parish of Christ the Redeemer Endowment Investment Policies and Investment Committee Operating Principles*. It shall perform such other duties as ordinarily devolve on an Investment Committee and not covered by any other provisions of these by-laws.

Section 2. The Finance Committee shall include: one Warden, the treasurer, the Rector, a member of the Investment Committee and others as appointed by the Vestry. The primary responsibilities of the Finance Committee are the creation of a proposed annual budget for Vestry review, oversight of signatures required on financial transactions involving parish expenses, communication with the parish bookkeeper, and the annual audit. The annual audit of the books and accounts of the Treasurer will be conducted by an outside auditor as required by the Diocese. All contracts entered into on behalf of the parish will require at least two signatures. At least one of the signatures is to be that of the Rector or one of the Wardens, unless otherwise specified by the Diocese of this parish.

ARTICLE IX

BUILDINGS COMMITTEE

The Buildings Committee shall be responsible for the care, maintenance, repairs and improvements of the buildings belonging to the Parish. It shall have authority to enter into contracts for these purposes in the name of the Parish, provided the obligation incurred under any one contract shall not exceed five thousand dollars (\$5,000.00) and that the signatures required in Article VIII of this document are obtained. Contracts in excess of five thousand dollars

(\$5000.00) must be reviewed and approved by the Vestry or by the Executive Committee prior to the awarding of the contract.

ARTICLE X

GROUNDS COMMITTEE

The Grounds Committee shall be responsible for the care, maintenance, repairs and improvements of the grounds belonging to the Parish. It shall have authority to enter into contracts for these purposes in the name of the Parish, provided the obligation incurred under any one contract shall not exceed two thousand-five hundred dollars (\$2500.00) and that the signatures required in Article VIII of this document are obtained. Contracts in excess of two thousand five hundred dollars (\$2500.00) must be reviewed and approved by the Vestry or by the Executive Committee prior to the awarding of any contract.

ARTICLE XI

GARDEN OF THE RESURRECTION

Section 1: Maintenance of the Garden by Committee

The Garden of the Resurrection Committee shall be responsible for the care, maintenance, repairs and improvements of the Garden of the Resurrection owned by the Parish. It shall have authority to enter into contracts for these purposes in the name of the Parish, provided the obligation incurred under any one contract shall not exceed two thousand-five hundred dollars (\$2500.00) and that the signatures required in Article VIII of this document are obtained. Contracts in excess of two thousand five hundred dollars (\$2500.00) must be reviewed and approved by the Vestry or by the Executive Committee prior to the awarding of any contract. Payments from the Garden of the Resurrection fund shall be approved by the Chairperson of the Committee and will require one additional signature from either the Rector, one of the Wardens, or the Treasurer.

Section 2: Member's Niche Agreements

The Parish Administrator (or the Rector, or one of the Wardens) may enter into agreements with a person for the sale of niches ("A Member's Niche") for use with respect to the remains of specified individuals, provided that such agreements of sale shall be at such values as shall have been determined by the Vestry, and provided that the person entering into the agreement meet at least one of the following criteria.

1. Any qualified voter (as defined in Article II, Section 4).
2. The spouse or other immediate family member of any qualified voter.
3. Any person who belonged to the Parish and was a regular communicant at its worship for more than five years.
4. Any clergy person who served the parish for more than five years.
5. Any person with the approval of two-thirds of the Vestry.

Niches #227 through #276, may each be sold at a value determined by the Rector, or in the absence of the Rector or if there be no Rector, a majority of the Vestry.

Ownership of a Member's Niche, until the niche is filled to capacity, is transferred to next of kin.

Any such agreement is submitted to the Vestry for its review at the monthly meeting next following their conclusion.

Section 3: Interment Eligibility

All interments and disinterments require the approval of the Rector, or in the absence of the Rector or if there be no Rector, a majority of the Vestry or the Executive Committee. No interment may exceed the capacity of a niche, as defined in the Member's Niche Agreement. Cremated remains must be interred in an urn of type and size approved by the Parish Administrator (or the Rector, or one of the Wardens).

Additional criteria of eligibility for interment are as follows.

1. Any person specified in a Member's Niche Agreement is eligible for interment in that Member's Niche.
2. Any spouse or child of the owner of a Member's Niche is eligible for interment in that Member's Niche.
3. With the permission of the owner of the Member's Niche, and with the approval of a majority of the Vestry or the Executive Committee, any other person may be interred in a Member's Niche.

Cremated remains are not to be scattered in the Garden. Cremated remains are not to be buried anywhere in the Garden except in Member's Niches.

A record of an interment or disinterment is to be submitted to the Vestry for its review at the monthly meeting next following such interment or disinterment.

Section 4: Garden of Resurrection Funds

All receipts in connection with the Garden of the Resurrection, including receipts from the sale of niches and interest received on investments, shall be kept in a separate account apart from other parish funds.

ARTICLE XII

FISCAL YEAR – CUSTODY OF SECURITIES AND DEPOSITS

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

Section 2. All securities shall be deposited in the name of the Parish and all cash receipts shall be deposited in the name of the Parish in checking and/or savings accounts in one or more banks or trust companies designated by the Vestry. Stocks and registerable bonds may be registered either in the name of the Parish or in that of a nominee of a depository, as the Investment Committee may direct. The income from all investments shall be collected by the depositories and placed by them in such accounts of the Parish as the Vestry may direct.

ARTICLE XIII

MEMORIALS AND OTHER GIFTS

All gifts as memorials or otherwise, including unrestricted gifts of cash or securities, shall be reported by the Treasurer to the Vestry at the Vestry meeting immediately following receipt of such gifts. A listing of all memorials and restricted gifts will be kept in the parish office.

ARTICLE XIV

AMENDMENTS AND NEW BY-LAWS

These by-laws may be amended or new by-laws adopted by the Vestry at any meeting at which a quorum is present, by the vote of two-thirds of the members present, provided that notice embodying such proposed amendments and/or new by-laws shall have been openly given at a previous meeting and also that written notice of the meeting at which such proposed amendments and/or new by-laws are to be acted upon, together with the complete language of such proposed amendments and/or new by-laws, shall have been hand-delivered, mailed, or e-mailed to all members of the Vestry at least fourteen (14) days prior to the Vestry meeting, upon which proposed amendments and/or new by-laws will be acted upon.

ARTICLE XV

ADDENDUM TO THE BY-LAWS

Documents referred to in these By-Laws and other critical documents shall be maintained in the Parish office. Such documents include:

Parish of Christ the Redeemer Endowment Investment Policies and Investment Committee Operating Principles