



January 3, 2018

Dear friends,

The By-Laws of St. Mary's Church have been in place since January 1995 and needed review and revision. We are pleased to announce that your Vestry has voted to approve proposed revisions to the by-laws, which will be on the agenda for our annual meeting on February 4, 2018. Matt Bresette began the by-laws revision during his term on vestry, and Peter Hutton and Lisa Barr have dedicated many hours to creating the document that you have before you. We are grateful for all their work to clarify St. Mary's by-laws and rectify some omissions.

As the by-laws are meant to define the rights of members with respect to the parish, only the members of the parish, acting in a parish meeting, can give the document final approval.

We wanted to give you time to review the proposed by-laws so that we can address questions and concerns in advance of the annual meeting. Included in this packet are both the existing by-laws and the proposed, revised by-laws for your review and comparison. In general, the revisions will modernize the language and comport with the diocesan model by-laws adopted by the Standing Committee of the Episcopal Diocese of Massachusetts in October 2012.

It is difficult to compare the old and new by-laws article by article, as their structure is quite different. Here are the most significant changes to guide you in your review. All article numbers refer to the proposed revisions and not to the existing by-laws.

- Article II changes the age of membership from 18 to 16 to conform to the model by-laws.
- Article III, section 1 adds a new provision prohibiting members of the same household from serving concurrently on the vestry. This provision is consistent with the model by-laws.
- As defined, the vestry comprises the officers (wardens, treasurer, clerk), the vestrypersons, and the rector. Some by-laws distinguish between the officers and the vestry; ours do not. Note also that the officers are required to be at least 18 years of age, but vestrypersons are not, which leaves open the possibility of a youth member, aged 16 or 17.
- Article III, section 3 defines terms (length of service) differently from the existing by-laws. The term of the warden(s) remains at 6 successive one-year terms, but the proposed by-laws would now permit two three-year terms on the vestry, or a total of six years in any of the following positions: warden, officer, or vestryperson. There is also a provision for "extraordinary circumstances" that would allow extending a position beyond the six-year limit.

- Article III, section 4 potentially broadens the composition of the nominating committee. Our present by-laws reflect the tradition at St. Mary's where the retiring vestrypersons essentially become the nominating committee, but the proposed bylaws do not so limit the appointment.
- Article IV, section 2 adds a provision for an additional form of notice of parish meetings, by sending an electronic copy.
- The provision for a quorum is now broken out as a separate section (Article IV, section 4) and is now defined in accordance with the model by-laws.
- Article V, section 1 allows the parish to delegate to the vestry the election of the rector. The present provision calls for the parish to elect the rector, with no delegation authorized. Absent this change, in order to elect a rector, we would first need to call a special meeting of the parish.
- Article VII, section 3 adds a provision for an assistant treasurer. Our present by-laws do not contemplate this role. This is a discretionary appointment by the vestry, in accordance with the model by-laws.
- Article XIV provides for indemnification of parish officers. The diocese essentially mandates this provision, in its exact form, and special permission is required to deviate from the language of the model by-law.

We invite your comments, questions and concerns about the proposed revisions to our by-laws. It would be most helpful to address these concerns in advance of our annual meeting, although there will of course be an opportunity for discussion at the meeting. Please direct any questions to Peter Hutton (peterhuttonsr@hotmail.com) and Lisa Barr (lbarr@comcast.net).

Thank you for your time and prayerful consideration,

Peter Scarafile, Caty McMahon, Barry Olofsson, Lee Hunsaker, Brad Goodwin, Peter Hutton, Louise Koch, Bill Plettner, Susan Goodspeed, Bunny Thompson, Lisa Barr, Maureen Tempesta, and John Stackhouse