

THE CHARTER
LAWS AND RULES
OF THE CORPORATION
FOR THE RELIEF OF THE
WIDOWS and CHILDREN
OF THE
CLERGY
OF THE
Protestant Episcopal Church
IN MARYLAND

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CHARTER

—
AN ACT

To provide a fund for the relief of the Widows and Children of the Clergy of the Protestant Episcopal Church in this State (Maryland). Passed November Session, 1784 ch. 78.

Whereas, it hath been represented to this General Assembly by the Rev. William Smith, Doctor in Divinity, the Rev. William West, John Andrews and Thomas John Claggett, that they are a committee appointed by and in behalf of the Clergy of the Protestant Episcopal Church in this State, (formerly denominated the Church of England), to solicit an Act of Incorporation to enable the clergy of the said Church to raise and manage a fund for providing small annuities for the distressed widows of the said clergy, and for the education of their children; and this General Assembly is earnestly desirous to promote every pious and charitable design for the relief and assistance of the widows and fatherless, and especially those of the respectable and useful body of clergy of all denominations, who are often obliged through the uncertainty and scantiness of their support in many places, to leave their families in very necessitous circumstances: ---

Therefore,

Be it enacted by the General Assembly of Maryland, That the said Protestant Episcopal Clergy; namely, William Smith, John Gordon, John M'Pherson, William Thompson, Samuel Keene, William West, Walter Magowan, John Andrews, Thomas John Claggett, George Goldie, Edward Gantt, Francis Lauder, Jos. Messenger, John Bowie, Walter Harrison, Thos. Gates, James Wilmer, Hamilton Bell, Francis Walker, John Stewart, Samuel Tingley, Leonard Cutting, Ralph Higginbotham, Mason Weems and Edward Gantt, Jr., and such other Clergymen in the orders and communion of the said Church, as may hereafter become residents of this State, and shall be contributors to the said funds of the Corporation, herein erected, and as may be admitted into the said corporation, by a majority of the members thereof for the time being, shall be and they and their successors are hereby declared to be, one community, corporation and body politic, forever, by the name of "the Corporation for the relief of the Widows and Children of the Clergy of the Protestant Episcopal Church in Maryland," and by the same name they and their successors shall and may, at all times hereafter, be persons able and capable in law to purchase, take, have and enjoy, to them and their successors in fee, or for any less estate or estates, any lands, tenements, rents, annuities, pensions and other hereditaments, within this State, by the gift, bargain, sale, or devise, of any person or persons, bodies politic and corporate, capable to make the same; and such lands, tenements, rents, annuities, pensions and other hereditaments, or any less estates, rights, or interest, of or in the same at their pleasure to alien, sell, transfer or lease, in such manner as they may judge most conducive or furthering the pious design of this charitable incorporation, and according to the nature of such estate as they may have in the same; and also that they and their successors may take and receive any sum or sums of money, and any kind, manner or portion of goods and chattels, and may or shall be given, sold or bequeathed unto them by any person or persons, bodies politic or corporate, capable to make a gift, sale or bequest thereof, and to employ the same, either in their immediate payment of annuities to the widows aforesaid, and other declared purposes of this incorporation, or in providing a fund, or capital sufficient to produce a yearly interest, revenue or income, for answering the good purposes of the same; provided that the clear yearly value of the said capital, funds, stock and other hereditaments and real estate of the said Corporation, do not exceed fifteen thousand Spanish milled dollars of the present current weight; namely seventeen pennyweight and six grains each dollar, above all taxes and assessments.

3dly. *And be it enacted*, That the members o the said Corporation, and their successors, may meet together on the fourth Tuesday in May every year, and at such other time or times, and at such place or places, within this State, and upon such public notice given, as may be fixed and agreed upon, for the purposes of forming such rules and regulations, and as may be necessary for answering and carrying into effect the pious purposes of this Act; provided such rules and regulations be not repugnant to the constitution and laws of this State.

4thly. *And be it enacted*, That the said Corporation and their successors, by the name aforesaid, shall be forever thereafter able and capable in law to sue and be sued, plead and be impleaded, answer and be answered unto, defend and be defended, in all or any courts of justice, and before all or any judges, officers or other persons whatsoever, in all and singular, actions, matters and demands whatsoever; and that it shall and may be lawful for them and their successors, forever thereafter, to have a common seal for their use, and in their affairs and business; and the same, at the will and pleasure of them and their successors, to change, alter, break and make anew, from time to time, as they shall think best; and shall in general have and exercise all such rights, franchises, privileges and immunities, as by law are incident and necessary to corporations of this kind, and which may be necessary to the Corporation herein and hereby constituted and erected, to enable them duly and fully in the law, to execute all things touching and concerning the design and intent of their said incorporation, for the benefit, succor and relief of the widows of such clergymen in the orders and communion of the Protestant Episcopal Church aforesaid, as may or shall become contributors to the funds of said Corporation, agreeable to such rules and by-laws as may be established for the management and payment of annuities to the said widows, and for the education of their children, and settling them in some useful business or profession.

As used in this Charter, the word “widow” shall mean “widower” when used to refer to the spouse of a female member. 4/21/80

AN ACT

To amend and enlarge the powers granted by the Act entitled “An Act to provide a fund for the relief of the Widows and Children of the Clergy of the Protestant Episcopal Church in the State of Maryland” passed November Session, 1784, Chapter 78.

WHEREAS, in the period of one hundred years since the passage of the Act herein referred to, the number of persons to be benefited by the Corporation thereby created has largely increased and their needs and necessities have multiplied in various forms; and although the ability of the Corporation to meet those wants has also increased, it yet requires further enlargement and more liberty in the use of its income, in order thoroughly to accomplish the various charitable purposes that may be sub-served thereby; therefore,

SECTION 1. *Be it enacted by the General Assembly of Maryland,* That the proviso in the Act entitled “An Act to provide a fund for the relief of the Widows and Children of the Clergy of the Protestant Episcopal Church in the State of Maryland,” passed November Session, 1784, Chapter 78, which limits the clear yearly value of the capital fund, stock and other hereditaments and real estate of the Corporation thereby created to a sum not exceeding fifteen thousand Spanish milled dollars or the then current weight of seventeen pennyweight and six grains, each dollar above all taxes and assessments, be and the same is hereby repealed; and the said corporation is hereby authorized to hold such funds, stocks and other hereditaments and real estate as authorized by the Act aforesaid. ~~provided that the net income arising from the same shall not exceed the sum of fifty thousand dollars per annum.~~ **11/18/68**

Sec. 2. *And be it enacted,* That it shall be competent for the said Corporation to admit new members by the votes of two-thirds of those members who may be present at any annual meeting of said Corporation.

Sec. 3. *And be it enacted,* That the said corporation be and it is hereby authorized, *at any annual meeting, by a vote of a majority of the members present at the meeting,* to distribute any surplus of the preceding year remaining after the settlement in full of all expenses and claims upon the said Corporation for that year to the following objects, in the order named, and in such proportion as to it may seem best, unless as herein otherwise specified, viz:

Firstly. The Corporation shall be and it is hereby authorized to distribute any surplus of the previous year. 11/18/68

~~Secondly.~~ to the payment of the Widows and Children of deceased members, as now authorized under the by-laws of the Corporation to receive annuities, of such sums, in addition to their annuities as their respective needs and the amount to be distributed may warrant.

In the event of liquidation or dissolution of the Corporation, the assets then existing will be distributed among the Dioceses of Maryland, Easton and Washington of the Protestant Episcopal Church in the United States of America, in such proportions as the members shall determine at a duly called meeting for that purpose. 11/18/68

LAWS

For the Management of the Fund and payment of the Annuities of the Corporation for the Relief of the Widows and Children of the Clergy of the Protestant Episcopal Church in Maryland.

1. Members heretofore elected shall pay annual contributions of \$20.00 (Class I) or of \$10.00 (Class II), but members hereafter elected including those elected at the annual meeting of the year 1950, shall pay annual contributions of \$20.00, and there shall only be one class of membership for those hereafter elected. Contributions shall be due and payable in advance, upon each new member's election and thereafter annually on the first day of the month succeeding the annual meeting. If not paid on or before the first day of July next succeeding, the Board of Managers may in their discretion add a penalty of 10% or recommend to the next or any ensuing annual meeting that the member be dropped from the rolls and that the benefits not already accrued subject to the member's death be canceled. Bills shall be rendered by the Treasurer for all moneys payable by the members, but failure to do so shall not exempt any member from his obligation, but may be considered by the Board of Managers in regard to penalizing the member for non-payment.

2. Any member may resign and thereby become entitled to repayment without interest of all his contributions except his initial contributions. However, if he should resign after paying five annual contributions in either Class I or Class II he shall not be entitled to the refund without the written consent of his wife or unmarried daughters of full age, or if his wife be dead and he have a minor child or minor children, without the written consent of the Board of Managers, and if such consent be not given and the member makes no further payments his wife and children shall be entitled to the same benefits upon his death thereafter as if the member had died immediately after making his last payment.

3. Members who shall leave this State to reside elsewhere before the expiration of five years from the date of their election to membership shall be deemed to have resigned but members who shall leave this State to reside elsewhere after having lived in Maryland for five consecutive years since their election may retain membership and privileges as members subject to all the obligations of members, but shall not be entitled to receive notices of meetings unless they leave their addresses with the Secretary.

Members who leave this State to reside elsewhere before the expiration of five years from the date of their election to membership, and who have been deemed to resign, and who have had annual contributions returned, may repay their annual contributions to the Corporation if they return to reside in the Diocese of Maryland, the Diocese of Easton or the Diocese of Washington. Upon repayment of these contributions, the members shall be credited with membership for each year for which such repayment is made. 4/21/80

4. If a member dies before he shall have completed five annual payments, his beneficiaries shall be entitled to an annuity of four times his annual contribution; if he has paid five and less than ten, they shall receive an annuity of five times his annual contribution; if ten and less than fifteen, they shall be paid an annuity of six times his annual contribution; and if fifteen, they shall receive an annuity of eight times his annual contribution. No more than fifteen annual payments shall be made.

Should a member desire to change from Class II to Class I, he may do so by notifying the Agent and thereafter paying the dues of the higher class; and he shall be given credit as having paid for as many years at the higher class rate as the sum total of his previous payments would cover

This paragraph shall take effect upon its adoption but shall not affect payments made on account of annuities prior to the date of its adoption.

5. When a deceased member leaves a widow and no child or descendant the widow shall be entitled to the whole annuity during her widowhood, and the same shall cease upon her remarriage. If the member leaves a child or children the Managers may apportion the annuity among them or between them and the widow if there be also a widow. They shall make such apportionment with due regard to any special needs or circumstances (of whose existence and effect they shall be the sole judges), but in the absence of special reasons for discrimination they shall follow the statute of distribution of the personal property of intestates now in force in Maryland; except that sons when they become of full age and daughters when they marry shall cease to be entitled to annuities but if they are physically or otherwise handicapped the Board of Managers may in their discretion continue their annuities in whole or in part as long as in their sole judgment it may be necessary; and that descendants of deceased children shall be excluded. Children shall include legally adopted children of a member.

6. Notwithstanding the foregoing paragraph any member may dispose of the right to such annuities by his Last Will and Testament duly probated, but only among his wife, minor sons, unmarried daughters, or those minors to whom he stands in loco parentis.

7. In accordance with the third section of Chapter 131 of the Acts of 1884 amending the Charter of this Corporation, ~~out of~~ the surplus of the fiscal year preceding the annual meeting remaining after the settlement in full of all expenses and claims for that year ~~there shall be deducted one quarter thereof to be added to the principal account and invested as such and the balances (11/18/99)~~ shall be carried to a reserve account out of which gratuities may be paid to the annuitants in addition to their annuities. The amount of every such gratuity shall be determined annually by the officers in regard to the amount in such reserve account and to the individual needs of the respective annuitants subject to the directions of the Board of Managers and to the action of the annual meeting in authorizing such distribution.

If the entire reserve shall not be so distributed in any year at the next succeeding general or special meeting the members of the Corporation may determine whether such balance should be kept in the reserve for gratuities or added to the principal account for investment.

8. These laws may be repealed or amended at any annual meeting of the Corporation by a majority vote, *Provided*, notice of the repeal or any amendment proposed shall be given at the preceding annual meeting or to the Secretary, at least thirty days before the annual meeting at which such repeal or amendment is to be acted upon; and it shall be the duty of the Secretary to send a copy of the notice so received to all members of the Corporation within ten days after receipt of the same.

9. As used in these bylaws, “wife” and “widow” shall mean “husband” and “widower” respectively, when used to refer to the spouse of a female member. 4/21/80

RULES

For the Transaction of the Business of "The Corporation"

1. *Managers.* There shall be a Board of Managers of which the President, Vice-President, Secretary and Treasurer shall be members ex-officio, together with **at least (5/1/91)** three persons to be elected at the annual meeting, of whom at least one shall be a member of the corporation. They shall serve without compensation as members of the Board. The Board shall have charge of the investment and reinvestment of the funds of the Corporation, and may either purchase, sell or otherwise dispose of the securities and property of the Corporation. In the case of any vacancy among the members of the Board or among the officers, the Board shall have power to fill such vacancy until the next general meeting. The Board of Managers may appoint any bank or trust company agent of the Corporation to act as custodian of its funds and investment or any part of the same, and to collect the income therefrom and account for and remit the same periodically to the Treasurer or on his order, and the Board may fix the compensation of such agent from time to time and may at its discretion discharge the agent and authorize the Treasurer or any other party or parties, or corporation of its selection to act as such custodian. The members of the Board shall hold office for one year, and until the election of their successors.

2. *Officers.* The officers shall consist of a President, who shall be the Bishop of Maryland, if a member, and a Vice-President, Secretary and Treasurer, to be elected annually at the general meeting. The offices of Secretary and Treasurer may be filled by one person in the discretion of the general meeting. The Board of Managers may choose an Assistant Secretary and an Assistant Treasurer, and may retain Counsel. The Board shall have authority to fix the salaries of the Vice-President and other officers. If the Treasurer or any person other than a bank or trust company in the City of Baltimore shall be custodian of the funds and securities of the Corporation or collector of its income, such individual shall furnish the Corporation a bond in a penal sum of not less than \$10,000.00 with proper surety or sureties conditioned upon the faithful discharge of the duties imposed upon him, and the Board may require like surety bonds from any other officers or employees in their discretion.

The Vice-President shall preside at all meetings of the Corporation and meetings of the Board of Managers in the absence of the President and shall be responsible to the Corporation for the efficient conduct of its affairs. All deeds, leases, releases, mortgages, conveyances and other documents whose execution on behalf of this Corporation has been duly authorized and or which it may be required to execute shall be signed by either the President or Vice-President.

The President or the Vice-President shall be authorized and empowered to transfer any and all shares of stock, bonds or other securities now or hereafter standing in the name of this Corporation and to affix the seal of the Corporation thereto, to be attested by the Secretary or the Treasurer or the Assistant Treasurer; to make, execute and deliver under such corporate seal, any and all instruments in writing necessary or proper for such purpose, (and for the purpose of depositing securities under any plan of refinancing, reorganization or protection) including the appointment of an attorney or attorneys in fact to make transfers of shares of stock, bonds or other securities on the books of any corporation; to cast the vote of the Corporation in respect to any stocks or give its proxy for that purpose.

The Secretary shall have charge of the Corporate seal and may affix the same to any document on which it is required and shall attest the same, or the same may be attested by the Treasurer or Assistant Treasurer. The Secretary shall take and keep the Minutes of the meetings of the Corporation, and also of the Board of Managers, and record them in a suitable book subject to the approval of the ensuing meeting. He shall faithfully preserve all papers, documents and accounts committed to his care until delivery to his successor. He shall notify member of their election. He shall cause all notices of meetings and other matters of which notices should be given to be sent to the persons to be notified.

The Treasurer, if there be no agent or custodian appointed, shall have custody of the funds and securities of the Corporation. He shall collect the dues of the members and keep accurate accounts of the receipts and disbursements, and shall deposit all money of the Corporation in its name subject to the order of the President or Vice-President and the Treasurer or Assistant Treasurer, in such bank as the Board of Managers may designate. Unless otherwise directed by the Board of Managers he shall maintain a separate bank account for principal funds uninvested subject to the order of the same officers. He shall disburse all moneys as authorized by the Corporation or the Board of Managers from time to time and shall pay all annuities and gratuities to the widows and children of members as same may be due or authorized. He shall render accounts regularly at every annual meeting, which account shall be kept on file permanently by the Secretary and unless otherwise ordered by the Board of Managers such annual account shall be printed and distributed to the members not more than thirty days prior to the annual meeting.

The Counsellor shall receive such retainer as the Board of Managers may approve not exceeding \$100.00 per annum and whatever fees or compensation he may be entitled to for professional services rendered. He may attend the meetings of the Corporation at which he shall be entitled to the floor as if a member, but without a vote. He may sit as a member of the Board of Managers if invited to do so by the Board, in which event he shall be deemed a regular member of the Board until the next ensuing general meeting of the Corporation.

3. *Meetings.* The General Meeting of the Corporation shall be held at such hour as the President, or in his absence the Vice-President may designate at the time of the meeting of the annual Convention of the Diocese of Maryland, either before or after its session, and in a place convenient to the members, and thirty days' notice thereof shall be sent by mail to the members. Special meetings may be called at any time by the President or Vice President by mailing notice to all members at least ten days prior thereto, which notices shall name the place and time of such meeting and the purpose for which the same is called. Eleven members, provided two officers be present at least, shall constitute a quorum at a General Meeting, but at any Special Meeting at least twenty members shall be present including at least one officer before any business can be transacted.

These rules may be amended at any general meeting by a majority vote of those present, or at any special meeting if the matter of the proposed amendment be included in the notice of such special meeting.