

**THE CORPORATION FOR THE RELIEF OF THE WIDOWS
AND CHILDREN OF THE CLERGY OF THE
PROTESTANT EPISCOPAL CHURCH IN MARYLAND**

Chartered 1784 by Act of the General Assembly of Maryland

BY-LAWS

ARTICLE I — NAME

The name of the Corporation shall be The Corporation for the Relief of the Widows and Children of the Clergy of the Protestant Episcopal Church in Maryland.

ARTICLE II — PURPOSE

The purpose of this Corporation shall be to provide a fund for the relief of the surviving spouses, domestic partners, and dependents of deceased clergy of the Episcopal Church in the State of Maryland and the District of Columbia.

ARTICLE III — BOARD OF MANAGERS

SECTION 1: *Membership & Meetings.*

(a) *Number of Members & Duties.* There shall be a Board of Managers consisting of three (3) members from each diocese, who will serve without compensation. The Board of Managers shall have charge of the business affairs of the Corporation, including investments, human resources functions, and all the powers permitted a board of directors under the Maryland General Corporation Law.

(b) *Terms.* The board members shall serve staggered terms of three (3) years each such that one member from each diocese is elected each year. Such elections shall take place at each annual meeting of the Corporation. A member of the Board of Managers may serve three (3) consecutive terms but may not serve again as a member of the Board of Managers until an absence from the Board of at least one (1) year.

(c) *Ex Officio Membership.* Bishops currently serving as Diocesan in the three dioceses shall be *ex officio* members of the Board of Managers, with voice and vote. Bishops retired from any of the three dioceses shall be honorary members of the Board of Managers, with voice but no vote.

(d) *Meetings of the Board.* At any meeting of the Board of Managers, the presence in person of a majority of the entire Board of Managers shall constitute a quorum for the transaction of business; provided, however, that bishops, whether active or retired, shall not be considered members of the Board of Managers in determining the number required for a quorum, but shall be eligible to be counted in meeting the quorum requirement.

(e) *Meeting Attendance by Telephone.* Members may participate in a meeting by conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at such meeting.

SECTION 2: *Meetings of the Corporation.*

(a) *Annual Meetings.* The annual meeting of the Corporation shall be held in the month of May, rotating location among the three dioceses. The Secretary shall provide the members with thirty (30) days' prior notice of the annual meeting. Eleven (11) members, provided at least two (2) officers be present, shall constitute a quorum at the annual meeting.

(b) *Special Meetings.* Special meetings of the Corporation may be called at any time by any two (2) officers with a minimum of three (3) members of the Board of Managers concurring and upon the giving of notice to all members at least ten (10) days prior thereto. At any special meeting, a quorum of twenty (20), including at least two (2) officers, must be present.

(c) *Notice of Meetings.* Before any meeting, notice of the same shall be mailed to each member at his or her address as it appears in the records of the Corporation or transmitted to the member by electronic mail to any electronic mail address of the member or by any other electronic means in general use. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he or she, before or after the meeting, signs a waiver of notice filed with the meeting records, or is present at the meeting in person or by proxy.

ARTICLE IV — OFFICERS

SECTION 1: *Elected Officers.* The elected officers shall be as set forth in the next section.

SECTION 2: *Duties of Officers.*

(a) *President.* The President is to be elected annually by the Board of Managers from among its members. The President shall preside at all meetings of the Corporation and meetings of the Board of Managers and shall be responsible for the efficient conduct of the Corporation's affairs. The President shall execute on behalf of the Corporation all deeds, all legal leases, releases, mortgages, conveyances and other documents whose execution has been duly authorized.

(b) *Vice President.* The Vice President is to be elected annually by the Board of Managers from among its members. The Vice President shall, in the absence of the president, have the powers and duties of the president.

(c) *Treasurer.* The Treasurer shall be elected by the Board of Managers to serve a one (1) year term. The Treasurer may be, but need not be, a member of the Board of Managers. The office of Treasurer may be occupied by a lay person. The Treasurer, if not a member of the Board of Managers, shall have voice but no vote at the meetings of the Board of Managers. This office shall have the duties normally ascribed to it by the Maryland General Corporation Law.

(d) *Secretary.* The Secretary shall be elected by the Board of Managers to serve a one (1) year term. The Secretary may be, but need not be, a member of the Board of Managers. The office of Secretary may be occupied by a lay person. The Secretary, if not a member of the Board of Managers, shall have voice but no vote at the meetings of the Board of Managers. This office shall have the duties normally ascribed to it by the Maryland General Corporation Law.

(e) *Chaplain of the Corporation.* This office, a stipendiary position, shall be filled by the Board of Managers. The Chaplain of the Corporation shall be responsible for the pastoral care of beneficiaries. The Chaplain of the Corporation shall have voice but no vote at meetings of the Board of Managers. This office is to be held by an ordained person.

(f) *Executive Secretary.* This office, a stipendiary position, shall be filled by the Board of Managers. The Executive Secretary shall have voice but no vote at meetings of the Board of Managers. Duties of this office include responsibility for organizing and preparing for meetings of the Board of Managers and the annual meeting of members, administrative tasks, coordination with dioceses and collaboration with the Secretary and with the Chaplain of the Corporation.

(g) *Assistant Officers.* The Board of Managers may from time to time create such assistant officers as it deems necessary or convenient.

SECTION 3: *Tenure of Officers Upon Attaining Certain Ages.* The continued service of any officer, other than an assistant officer, serving from time to time who has attained the age of seventy-two (72) years must be ratified by the Board of Managers at the time of the next full board meeting following the annual meeting and each such meeting thereafter until such officer attains the age of eighty (80) years, at which time s/he shall be ineligible for reelection.

ARTICLE V —

MEMBERSHIP, DUES, RESIGNATION, ANNUITIES & GRATUITIES

SECTION 1: *Membership.* Membership in the Corporation shall be limited to clergy canonically resident in the Episcopal Dioceses of Washington, Maryland, and Easton (hereinafter, the “three dioceses”).

SECTION 2: *Procedure for Becoming a Member.* A person canonically resident in one of the three dioceses may obtain from the Secretary a membership application form, complete the same, and submit it to any officer of the Corporation, together with the first year's dues. The effective date of an application will be considered to be the most recent annual meeting of the Corporation.

SECTION 3: *Membership Dues.* Annual membership dues shall be Fifty Dollars (\$50.00) for fifteen (15) years. Membership dues shall be due and payable not later than the first day of July of each year, for which invoices shall be rendered by the Treasurer. As an alternative to payment of membership dues over the said fifteen (15) year period, a member who has been a member in good standing for five (5) or more years may pay the remainder of the fifteen (15) years' dues in advance. Failure to pay dues by September 30 shall be deemed a resignation (see "Resignation," *infra.*). Membership may be restored by payment of all past, unpaid dues.

SECTION 4: *Beneficiaries.* A member's beneficiary(ies) shall be his or her spouse, domestic partner, and/or minor and/or dependent children. Business entities such as corporations, partnerships, limited liability companies and the like, as well as decedents' estates and *inter vivos* and testamentary trusts, shall not be eligible for designation.

SECTION 5: *Resignation, Deposition of Members.* Any member may resign at any time and shall thereby forfeit any and all benefits provided by the Corporation to the member or the member's beneficiary. Any member who is deposed or renounces his or her orders shall likewise forfeit such benefits except for good cause as determined in the discretion of the Board of Managers.

SECTION 6: *Members Leaving the Three Dioceses.* A member who ceases to be canonically resident in the three dioceses shall be governed as follows:

(a) A member who leaves having been a member less than five (5) full years shall be considered to have resigned;

(b) A member who ceases to be canonically resident in the three dioceses after having been a member for five (5) years or more may continue membership by continuing payment of annual dues and meeting any and all other obligations of membership.

SECTION 7: *Death Benefit.* Upon the death of a member, such member's beneficiary or beneficiaries, as the case may be, shall receive a death benefit of \$10,000.00. In a case where there is more than one beneficiary, payments shall be apportioned among them as the Board of Managers in its discretion shall direct.

SECTION 8: *Annuities.*

(a) Upon the death of a member, such member's beneficiary or beneficiaries, as the case may be, shall receive an annuity of \$1,500.00 per year.

(b) Such annuities shall be paid during the lifetime of the beneficiary, and except as provided in subparagraph (d) of this section, all entitlement thereto shall cease upon such person's death.

(c) Such annuities shall not be subject to testamentary disposition.

(d) If a member is survived by a child or children, in addition to the beneficiary, the Board of Managers may apportion the annuity among such persons with due regard to any special needs or circumstances, in the Board's sole and absolute discretion. In the cases of persons with physical or mental handicaps or other special needs, the Board of Managers may continue, in its discretion, the annuity as long as such needs persist. Except as provided in this paragraph, an annuity shall not be paid to a member's independent, adult children.

SECTION 9: *Gratuities.* The Board of Managers may, in its sole and absolute discretion, utilize assets of the Corporation to supplement the incomes of beneficiaries and/or dependent persons during their lifetimes, based on demonstrated need by such persons. Such supplemental payments are herein referred to as Gratuities. Need-based Gratuity decisions shall generally be made on a semiannual basis. No guarantee or entitlement shall accrue to any person beyond the half-year for which such Gratuity is authorized.

SECTION 10. *Gratuities for Dependents of Clergy.* Persons economically dependent upon members and clergy canonically resident in the three dioceses shall, upon the death of the cleric, be eligible for consideration to receive charitable assistance from the Corporation during their lifetimes. Such assistance shall be subject to the availability of the same, as determined by the Board of Managers. The identity of the dependent person in each case shall be determined in the sole discretion of the Board of Managers in consultation with the appropriate Diocesan Bishop.

ARTICLE VI — AMENDMENTS

These By-Laws, or any of them, may be altered or repealed, and new By-Laws may be adopted, by majority vote at any annual or special meeting of the Corporation, provided that notice of any such change shall be given at least thirty (30) days before the meeting at which such repeal or amendment is to be considered. It shall be the duty of the Secretary to send a copy of the notice to all members of the Corporation.

ARTICLE VII — FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

May 8, 2002/Annual Meeting
Rev. May 9, 2007/Annual Meeting
Rev. May 4, 2011/Annual Meeting
Rev. May 3, 2017/Annual Meeting