

**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 widows, widowers and children of the clergy of the Protestant Episcopal Church in the State in Maryland and the District of Columbia.

**ARTICLE III**

**BOARD OF MANAGERS**

Section 1.     Membership. 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. 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. Bishops currently serving as such 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. 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.

Section 2.     Meetings. The annual meeting of the Corporation shall be held in the month of May each year, rotating location among the three dioceses. The Secretary and Assistant Treasurer shall provide the members with thirty (30) days' prior notice of the annual meeting. Special meetings 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. Eleven (11) members, provided at least two officers be present, shall constitute a quorum at the annual meeting. At any special meeting, a quorum of twenty (20), including at least two officers, must be present.

## **ARTICLE IV OFFICERS**

Section 1.     Elected Officers. The elected officers shall be a President, a Vice President and a Treasurer.

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 and Assistant Treasurer. This office, a stipendiary position, shall be filled by the Board of Managers. The Secretary and Assistant Treasurer shall have voice but no vote at 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 Assistant Treasurer and with the Chaplain of the Corporation.

**Section 3.** Tenure of Officers Upon Attaining Certain Ages. The continued service of any 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 AND 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 and Assistant Treasurer 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 and/or minor and/or dependent children. With the approval of the Board of Managers, another individual and/or individuals may be designated as beneficiaries by a writing filed with the Secretary, it being the Corporation's intention that any such other individual or individuals designated would be individuals, if any, who is/are at the time of such designation economically dependent on the member during his or her life. Such beneficiary designations, which may be changed from time to time by the member, shall require the approval of the Board of Managers, such determination to be made as soon as practicable after said filing. 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 of Members. Any member may resign at any time and shall thereby forfeit any and all benefits provided by the Corporation to the member, the member's spouse or beneficiary.

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 fewer 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 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 surviving spouse or 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 spouse or designated beneficiary, as the case may be, 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 a portion or all of any surplus from a given fiscal year (see "Fiscal Surplus", infra.), or from surpluses accruing from prior fiscal years, to supplement the incomes of beneficiaries, based on demonstrated need by such persons. With the approval of the membership, the Board of Managers may utilize the principal of the Corporation's assets for such purposes. Such supplemental payments are herein referred to as Gratuities. Need-based Gratuity decisions shall generally be made on a semi-annual 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 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, insofar as the same may be available from time to time, as determined by the Board of Managers. The identity of the beneficiary in each case shall be determined in the sole discretion of the Board of

Managers in consultation with the appropriate diocesan.

Section 11. Fiscal Surplus. Any surplus of revenue over expenses that shall accrue as of the close of a fiscal year may, by action of the officers of the Corporation, with the Board of Managers concurring, be distributed as Gratuities. Such surpluses need not be thusly utilized in their entirety and may, subject to approval of the Board of Managers, be accumulated and kept in a reserve account for similar needs that may arise in the future or may be added to the principal assets of the Corporation.

## **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.

May 9, 2007/Annual Meeting