

## CHAPTER 151

**AN ACT** concerning the incorporation and governance of Protestant Episcopal Churches in this State and amending parts of the statutory law.

**BE IT ENACTED** by the Senate and General Assembly of the State of New Jersey:

1. R.S.16:12-1 is amended to read as follows:

Incorporation; meeting.

16:12-1. Any congregation or parish of the Protestant Episcopal Church in this State, duly organized in accordance with the constitution and canons of such church, may incorporate in the following manner:

A meeting shall be called by notice, designating the time and place of such meeting and the object for which it is called, signed by the minister, if there be one, and five members of full age, and read during public service at the usual place of worship, on the two successive Sundays next preceding. At such meeting only those persons who are qualified in accordance with the constitution and canons of the Protestant Episcopal Church in the diocese in which the parish is located shall be entitled to vote or act as officers. Five qualified voters shall constitute a quorum, and all questions shall be decided by a majority vote of those present. The minister shall preside at the meeting, but if the minister is absent, or if there be no minister in charge of the congregation, another person shall be chosen to act as chairperson. The presiding officer shall be the judge of the qualification of voters, shall receive the votes and declare the result. A secretary shall be chosen to record the proceedings.

The meeting shall determine by ballot whether the congregation shall become incorporated, and if so determined, the meeting shall determine further:

- a. The corporate title, which shall be in the form as follows:

"The Rector, Wardens and Vestry of ..... Church in ....."

- b. The date of the annual meeting, which shall not be inconsistent with the constitution, canons or laws of such church; and

- c. The number of vestrymembers, which shall be three, six, nine, or 12.

The meeting shall then elect, by ballot, two wardens, one to hold office until the first annual meeting, and the other to hold office until the second annual meeting thereafter. The number of vestrymembers determined upon shall be elected in like manner, one-third to hold office until the first annual meeting, one-third until the second annual meeting, and one-third until the third annual meeting thereafter.

2. R.S.16:12-2 is amended to read as follows:

Certificate; execution, filing, recording.

16:12-2. A certificate shall be executed, under the hands and seals of the chairperson and secretary of the meeting and acknowledged or proved in the same manner as deeds of real estate, setting forth:

- a. That the meeting was called and organized as provided in R.S.16:12-1;

- b. The name assumed as the corporate title;

- c. The day fixed for the annual meeting;

- d. The number of vestrymembers; and

- e. The names of the persons elected as wardens and vestrymembers and their terms of office.

The certificate shall be filed and recorded forthwith in the office of the clerk of the county in which the parish is located, whereupon such wardens and vestrymembers, together with the rector, shall be a corporation, and shall constitute the trustees and the vestry of the parish.

3. R.S.16:12-4 is amended to read as follows:

Consent by bishop, committee required for certain transactions.

16:12-4. No sale, conveyance or mortgage of any real estate other than burial lots in churchyards or cemeteries, and no lease for a longer term than one year shall be made by such corporation without the previous written consent of the bishop and a majority of the standing committee of the diocese within which the corporation is located, or in case of a vacancy in the office of bishop, or of the bishop's absence from the diocese, then of a majority of the standing committee. Such consent shall be acknowledged or proved and recorded with the deed, lease, mortgage or instrument of conveyance. Without such consent the sale, conveyance, mortgage or lease shall be void.

4. R.S.16:12-6 is amended to read as follows:

Members and officers.

16:12-6. The rector shall be a member and the presiding officer of every such corporation, but if there be no rector, the wardens and vestrymembers shall constitute the corporation, and one of the wardens shall be elected the presiding officer. A clerk or secretary, who shall be one of the vestrymembers, and a treasurer shall be elected annually by the vestry, in such manner and subject to such restrictions as may be provided by the by-laws.

5. R.S.16:12-7 is amended to read as follows:

Rector; filling vacancy.

16:12-7. When a vacancy shall occur in the office of rector, in any manner whatsoever, the wardens and vestrymembers, two-thirds of them concurring in the choice, may, subject to the constitution and canons of the Protestant Episcopal Church in the United States, and of the diocese in which the parish is located, choose some fit person, duly qualified, to be rector of the parish.

6. R.S.16:12-9 is amended to read as follows:

Vestry; quorum.

16:12-9. To constitute a quorum of the vestry there must be present either:

- a. The rector, one of the wardens and a majority of the vestrymembers; or
- b. The rector, both wardens and one less than a majority of the vestrymembers; or
- c. The rector and two-thirds of the vestrymembers; or

d. If the rector is absent from the diocese, or is incapable of acting, and shall have been so absent or incapable for more than three calendar months, or if the meeting is called by the rector and the rector is absent therefrom, or if the meeting is called by the wardens or vestrymembers and the rector is absent therefrom, one warden and a majority of the vestrymembers, or both wardens and one less than a majority of the vestrymembers.

If there is a rector called to or settled in the parish, no action shall be taken in the rector's absence, relating to or affecting the personal or exclusive rights of the rector, or the alienation of the capital or principal of any investments held by the corporation, or the sale of its real estate, or the encumbrance thereof, except as may be necessary for ordinary repairs.

7. R.S.16:12-10 is amended to read as follows:

Annual parish election.

16:12-10. The annual election of any such parish shall be held on such day as may be designated in its certificate of incorporation, if consistent with the constitution, canons or laws of such church. Notice of the time and place of the annual election shall be given by advertisement set up in open view at the door of the church or usual place of worship, 10 days prior to the election and shall also be read by the rector or officiating minister on the two Sundays next preceding the election, in time of public service.

The rector shall preside, with the right to vote, or if the rector is absent or if no rector is settled in the parish, the meeting shall choose one of the wardens, or if neither of the wardens is present, one of the vestrymembers, or if no vestrymember is present, then some duly qualified voter to act as chairperson. The secretary of the vestry, or in the secretary's absence a person appointed by the chairperson, shall enter the proceedings in the minute book of the vestry, and shall sign the same together with the chairperson. The qualifications for voters, and for such officers as may be elected by the meeting, shall be as provided from time to time by the constitution and canons of the Protestant Episcopal Church in the diocese in which the parish is located; provided, however, that, at any annual parish meeting held for the election of wardens or vestrymembers, a by-law may be adopted providing that no wardens or vestrymembers who have been duly elected at any parish meeting may succeed themselves, which by-law shall remain in full force and effect until repealed at a subsequent annual parish meeting. The chairperson shall be the judge of the qualifications of the voters, shall receive the votes and declare the result. The election shall be by ballot, and the polls shall remain open for one-half hour, and for such longer time as may be required to receive the ballots of the persons present and ready to vote. Three persons shall constitute a quorum. In case of failure to elect on the first ballot the required number of wardens or vestrymembers to be elected at the meeting, one or more further ballots shall be taken in the same manner.

8. R.S.16:12-11 is amended to read as follows:

Election of officers; tenure.

16:12-11. At each annual election of any such parish incorporated after March twentieth, one thousand nine hundred and one, one warden shall be elected to hold office for two years, or until a successor is chosen, and one-third of the total number of vestrymembers shall be elected to hold office for three years, or until their successors are chosen, and of any such parish incorporated prior to March twentieth, one thousand nine hundred and one, both wardens and all the vestrymembers may be elected to hold office for one year, or until their successors are chosen, or one warden shall be elected to hold office for two years or until a successor is chosen and one-third of the total number of vestrymembers shall be elected to hold office for three years, or until their successors are chosen, notwithstanding any provisions in the charters or certificates of incorporation of any such parishes, congregations, societies or churches.

9. R.S.16:12-12 is amended to read as follows:

Warden or vestrymember; filling vacancy.

16:12-12. In the event of a vacancy in the office of warden or vestrymember caused by the failure of any candidate to receive a majority of the votes cast, the vacancy shall be filled at a special meeting of the parish, called forthwith and conducted as hereinafter provided. In

the event of a vacancy caused by the death, resignation, removal, incapacity, refusal or neglect for six months of any duly elected warden or vestrymember to serve in such capacity, the vacancy may be filled by the vestry until the next annual meeting.

10. R.S.16:12-13 is amended to read as follows:

Special parish meetings.

16:12-13. Special meetings of the parish for any of the purposes provided in this article may be called by the rector at any time, or if there be no rector, by the wardens, upon the same notice as prescribed in R.S.16:12-10. The notice shall specify the object for which the meeting is called, and no vote shall be taken upon any question not specified in the notice. Special meetings shall be conducted in the same manner as the meetings for the annual election, but the votes may be counted and declared forthwith upon any question except the election of wardens and vestrymembers.

11. R.S.16:12-14 is amended to read as follows:

Changes; procedure.

16:12-14. Any parish of the Protestant Episcopal Church, however incorporated, may change its corporate title, the number of its vestrymembers, the terms of office of its wardens and vestrymembers, or the date of its annual meeting. Such changes shall in all respects conform to the requirements of this article, and shall be made in the following manner:

A meeting of the vestry shall be called and held in the manner provided by R.S.16:12-8 and R.S.16:12-9, except that at least one week's notice, stating the object thereof, shall be given to each member. If the vestry, by a two-thirds vote of all the members thereof, shall recommend such change or changes, a special parish meeting shall be called in the manner provided by R.S.16:12-13. If the meeting of the parish shall ratify the recommendations of the vestry by a two-thirds vote of those present balloting separately upon each proposed change, then a certificate shall be executed by the rector and secretary, in the same manner as provided in R.S.16:12-2 for the execution of the certificate of incorporation, and shall be immediately filed and recorded in the office of the clerk of the county in which the parish is located, whereupon the change shall take effect.

12. R.S.16:12-15 is amended to read as follows:

Consolidation of parishes.

16:12-15. Two or more incorporated parishes of such church may consolidate and become one parish in the following manner:

A meeting of the vestry of each parish may be called by the rector or wardens upon one week's notice to each member. If each vestry shall determine by a vote of three-fourths of all the members thereof that such consolidation is advisable, a further resolution shall be adopted by a like vote, requesting the consent of the bishop and standing committee of the diocese in which the parishes are located. Such consent shall be given in writing, signed by the bishop and a majority of the standing committee, and acknowledged or proved in the same manner as deeds of real estate.

A special meeting of the congregation of each parish shall then be called and conducted in the manner provided in R.S.16:12-13. Each meeting shall determine by a vote of three-fourths of those present balloting separately upon each question:

- a. Whether such consolidation is advisable, and, if the determination is favorable; then

b. Whether the consolidated parish shall act under the charter of one of the consolidated parishes, or under a new certificate of organization;

c. The corporate title of the consolidated parish, which may be identical with the name of the parish whose charter has been adopted. If no such charter is adopted, or if any change is made in the corporate title, it shall be in the form provided in R.S.16:12-1;

d. The date of the annual meeting, which shall not be inconsistent with the constitution, canons or laws of such church;

e. The number of vestrymembers, which shall be identical with the number fixed by the charter adopted, or if any change is made, shall be three, six or nine; and

f. The wardens and vestrymembers, who shall be chosen either in accordance with the provisions of the charter adopted, or as hereinbefore provided for new parishes.

A certificate shall then be made by the rector and secretary of each parish, and executed and acknowledged in accordance with R.S.16:12-2, setting forth:

a. The meeting and action of the vestry;

b. That the bishop and a majority of the standing committee have consented; and

c. The meeting of the congregation, and its action upon the questions required to be determined.

All such certificates, and the written consent of the bishop and standing committee, shall be forthwith filed and recorded together in the offices of the clerks of the counties in which the parishes are located. Thereupon the consolidated parish shall immediately become vested with all the temporalities and real and personal property of the parishes so consolidated.

13. This act shall take effect immediately.

Approved July 21, 2017.