

SENATE BILL 20

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1999 Regular Session
9lr0364

(PRE-FILED)

By: **Senator Baker**

Requested: October 5, 1998

Introduced and read first time: January 13, 1999

Assigned to: Judicial Proceedings

A BILL ENTITLED

1 AN ACT concerning

2 **Protestant Episcopal Church, Diocese of Easton**

3 FOR the purpose of repealing certain uncodified provisions of law relating to the
4 Protestant Episcopal Church, Diocese of Easton, commonly known as the
5 "Vestry Act"; requiring certain religious corporations to adopt bylaws to govern
6 their corporate and temporal affairs; authorizing bylaws to be adopted by a
7 majority of the qualified voters voting at a regular or special congregational
8 meeting called for that purpose; providing that certain religious corporations are
9 subject to certain constitutions and canons; authorizing the State Department of
10 Assessments and Taxation to record certain certificates of incorporation;
11 recognizing the legal existence of certain parishes and congregations as bodies
12 corporate; estopping all persons, entities, and instrumentalities from denying
13 the legal and corporate existence of certain bodies corporate; altering a certain
14 definition; providing for the construction and application of this Act; providing
15 for the effective date of this Act; and generally relating to the Protestant
16 Episcopal Church, Diocese of Easton.

17 BY repealing and reenacting, with amendments,
18 Article - Corporations and Associations
19 Section 5-301(e)
20 Annotated Code of Maryland
21 (1993 Replacement Volume and 1998 Supplement)

22 BY adding to
23 Article - Corporations and Associations
24 Section 5-337 and 5-338 to be under the new part "Part VI. Protestant
25 Episcopal Church, Diocese of Easton"
26 Annotated Code of Maryland
27 (1993 Replacement Volume and 1998 Supplement)

28 BY repealing
29 Chapter 97 of the Acts of the General Assembly of 1976, as amended by Chapter
30 318 of the Acts of the General Assembly of 1990

1 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF
2 MARYLAND, That the Laws of Maryland read as follows:

3 **Article - Corporations and Associations**

4 5-301.

5 (e) "Trustees" means:

6 (1) As to a religious corporation subject to Part II of this subtitle, the
7 corporators appointed or elected as provided in that part; and

8 (2) As to a religious corporation subject to Part V OR PART VI of this
9 subtitle, the members of the vestry.

10 PART VI. PROTESTANT EPISCOPAL CHURCH, DIOCESE OF EASTON.

11 5-337.

12 (A) THIS PART APPLIES TO EVERY RELIGIOUS CORPORATION FORMED IN THIS
13 STATE BY A PARISH OR SEPARATE CONGREGATION THAT IS IN UNION WITH OR
14 INTENDING TO APPLY FOR UNION WITH THE CONVENTION OF THE PROTESTANT
15 EPISCOPAL CHURCH IN THE DIOCESE OF EASTON, AS CREATED BY CHAPTER 23, ACTS
16 OF 1870.

17 (B) (1) EXCEPT AS PROVIDED IN PARAGRAPH (2) OF THIS SUBSECTION OR
18 OTHERWISE IN THIS PART:

19 (I) PART I OF THIS SUBTITLE APPLIES TO AND REGULATES THE
20 CORPORATE AND TEMPORAL AFFAIRS OF EVERY RELIGIOUS CORPORATION
21 DESCRIBED IN SUBSECTION (A) OF THIS SECTION, INCLUDING THOSE
22 INCORPORATED UNDER CHAPTER 24, ACTS OF 1798, OR BY SPECIAL ACT OF THE
23 GENERAL ASSEMBLY; AND

24 (II) TO THE EXTENT NOT PROHIBITED BY THE CONSTITUTION OF
25 THE UNITED STATES OR OF THIS STATE, THE CHARTER OF EACH OF THEM IS
26 DEEMED TO BE AMENDED TO CONFORM TO THIS SUBTITLE UNTIL THE CHARTER
27 OTHERWISE IS AMENDED BY THE PARISH OR SEPARATE CONGREGATION AS
28 PROVIDED IN PART I OF THIS SUBTITLE.

29 (2) AS TO ANY PARISH OR SEPARATE CONGREGATION THAT WAS
30 INCORPORATED BEFORE THE EFFECTIVE DATE OF THE MARYLAND CONSTITUTION
31 OF 1851 AND, THEREFORE, HAS AN IRREPEALABLE CHARTER, UNLESS THAT PARISH
32 OR SEPARATE CONGREGATION ACCEPTS, USES, ENJOYS, OR IN ANY WAY AVAILS
33 ITSELF OF ANY RIGHT, PRIVILEGE, OR ADVANTAGE GRANTED OR CONFERRED BY ANY
34 STATUTE ENACTED AFTER NOVEMBER 3, 1891:

35 (I) PART I OF THIS SUBTITLE DOES NOT APPLY TO THE PARISH OR
36 SEPARATE CONGREGATION; AND

1 (II) THE PARISH OR SEPARATE CONGREGATION CONTINUES TO BE
2 GOVERNED BY THE STATUTE UNDER WHICH IT WAS INCORPORATED.

3 5-338.

4 (A) (1) EACH RELIGIOUS CORPORATION SUBJECT TO THIS PART SHALL
5 ADOPT BYLAWS TO GOVERN ITS CORPORATE AND TEMPORAL AFFAIRS.

6 (2) BYLAWS MAY BE ADOPTED BY A MAJORITY OF THE QUALIFIED
7 VOTERS VOTING AT A REGULAR OR SPECIAL CONGREGATIONAL MEETING CALLED
8 FOR THAT PURPOSE.

9 (B) EACH RELIGIOUS CORPORATION SUBJECT TO THIS PART IS SUBJECT AT
10 ALL TIMES TO THE CONSTITUTION AND CANONS OF THE CONVENTION OF THE
11 PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF EASTON AND OF THE
12 PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA.

13 SECTION 2. AND BE IT FURTHER ENACTED, That Chapter(s) 97 of the Acts
14 of the General Assembly of 1976, as amended by Chapter(s) 318 of the Acts of the
15 General Assembly of 1990, be repealed.

16 SECTION 3. AND BE IT FURTHER ENACTED, That since the vestries
17 previously incorporated under the provisions of the original Vestry Act have not been
18 required to file and record a certificate of incorporation, and the vestries of any
19 separate congregation, after union with the Convention of the Protestant Episcopal
20 Church in the Diocese of Easton, have not been required to file and record a
21 supplemental certificate signifying that union, the State Department of Assessments
22 and Taxation, or its successor administrative body, may file and record a certificate,
23 similar in every respect to the certificate required by § 5-304(b) of the Corporations
24 and Associations Article, on the request of:

25 (1) any parish or separate congregation offering its own certificate for
26 record; or

27 (2) the Convention of the Protestant Episcopal Church in the Diocese of
28 Easton on behalf of any parish or separate congregation that neglects or declines for
29 any reason to offer it own certificate for record, in which event the certificate may be
30 made and signed by the secretary of the Convention instead of the vestry of the parish
31 or separate congregation.

32 SECTION 4. AND BE IT FURTHER ENACTED, That the legal existence of the
33 following parishes and separate congregations in union with the Convention of the
34 Protestant Episcopal Church in the Diocese of Easton as bodies corporate is
35 recognized and acknowledged for all purposes: The Vestry of All Hallows Parish, The
36 Vestry of Augustine Parish, The Vestry of Chester Parish, The Vestry of Christ
37 Church Parish-Kent Island, The Vestry of Coventry Parish, The Vestry of Dorchester
38 Parish, The Vestry of East New Market Parish, The Vestry of Great Choptank Parish,
39 The Vestry of Holy Trinity Church-Oxford, The Vestry of I.U. Parish, The Vestry of
40 Miles River Parish, The Vestry of North Elk Parish, The Vestry of North Kent Parish,
41 The Vestry of North Ocean City Parish, The Vestry of North Sassafras Parish, The

1 Vestry of Pocomoke Parish, The Vestry of Quantico Parish, The Vestry of Saint Alban's
2 Parish, The Vestry of Saint Andrew's Church-Hurlock, The Vestry of Saint John's
3 Church-Cornersville, The Vestry of Saint Luke's Parish, The Vestry of Saint Mary's
4 White Chapel Parish, The Vestry of Saint Michael's Parish, The Vestry of Saint Paul's
5 By-The-Sea Parish, The Vestry of Saint Paul's Parish, The Vestry of Saint Paul's
6 Parish-Kent, The Vestry of Saint Peter's Parish, The Vestry of Salisbury Parish, The
7 Vestry of Shrewsbury Parish, The Vestry of Spring Hill Parish, The Vestry of
8 Somerset Parish, The Vestry of Stepney Parish, The Vestry of Susquehanna Parish,
9 The Vestry of Trinity Parish, The Vestry of Vienna Parish, The Vestry of White Marsh
10 Parish, The Vestry of Wicomico Parish, The Vestry of Worcester Parish, and The
11 Vestry of Wye Parish.

12 SECTION 5. AND BE IT FURTHER ENACTED, That the bodies corporate
13 named in Section 4 of this Act shall be deemed to be properly incorporated and all
14 persons, entities, and instrumentalities, including the courts of this State and units of
15 State government, shall be estopped from denying the legal and corporate existence of
16 those bodies corporate.

17 SECTION 6. AND BE IT FURTHER ENACTED, That this Act does not prohibit
18 the future dissolution or merger of the bodies corporate named in Section 4 of this Act
19 pursuant to the constitution and canons of the Convention of the Protestant Episcopal
20 Church in the Diocese of Easton and the applicable provisions of the laws of this
21 State.

22 SECTION 7. AND BE IT FURTHER ENACTED, That this Act shall take effect
23 July 1, 1999.