

SENATE BILL 20

Unofficial Copy  
C1

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

---

Committee Report: Favorable  
Senate action: Adopted  
Read second time: February 9, 1999

---

CHAPTER \_\_\_\_\_

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

1 Episcopal Church, Diocese of Easton"  
2 Annotated Code of Maryland  
3 (1993 Replacement Volume and 1998 Supplement)

4 BY repealing  
5 Chapter 97 of the Acts of the General Assembly of 1976, as amended by Chapter  
6 318 of the Acts of the General Assembly of 1990

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

9 **Article - Corporations and Associations**

10 5-301.

11 (e) "Trustees" means:

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

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

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

17 5-337.

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

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

25 (I) PART I OF THIS SUBTITLE APPLIES TO AND REGULATES THE  
26 CORPORATE AND TEMPORAL AFFAIRS OF EVERY RELIGIOUS CORPORATION  
27 DESCRIBED IN SUBSECTION (A) OF THIS SECTION, INCLUDING THOSE  
28 INCORPORATED UNDER CHAPTER 24, ACTS OF 1798, OR BY SPECIAL ACT OF THE  
29 GENERAL ASSEMBLY; AND

30 (II) TO THE EXTENT NOT PROHIBITED BY THE CONSTITUTION OF  
31 THE UNITED STATES OR OF THIS STATE, THE CHARTER OF EACH OF THEM IS  
32 DEEMED TO BE AMENDED TO CONFORM TO THIS SUBTITLE UNTIL THE CHARTER  
33 OTHERWISE IS AMENDED BY THE PARISH OR SEPARATE CONGREGATION AS  
34 PROVIDED IN PART I OF THIS SUBTITLE.

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

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

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

11 5-338.

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

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

17 (B) EACH RELIGIOUS CORPORATION SUBJECT TO THIS PART IS SUBJECT AT  
18 ALL TIMES TO THE CONSTITUTION AND CANONS OF THE CONVENTION OF THE  
19 PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF EASTON AND OF THE  
20 PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA.

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

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

33 (1) any parish or separate congregation offering its own certificate for  
34 record; or

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

1 SECTION 4. AND BE IT FURTHER ENACTED, That the legal existence of the  
2 following parishes and separate congregations in union with the Convention of the  
3 Protestant Episcopal Church in the Diocese of Easton as bodies corporate is  
4 recognized and acknowledged for all purposes: The Vestry of All Hallows Parish, The  
5 Vestry of Augustine Parish, The Vestry of Chester Parish, The Vestry of Christ  
6 Church Parish-Kent Island, The Vestry of Coventry Parish, The Vestry of Dorchester  
7 Parish, The Vestry of East New Market Parish, The Vestry of Great Choptank Parish,  
8 The Vestry of Holy Trinity Church-Oxford, The Vestry of I.U. Parish, The Vestry of  
9 Miles River Parish, The Vestry of North Elk Parish, The Vestry of North Kent Parish,  
10 The Vestry of North Ocean City Parish, The Vestry of North Sassafras Parish, The  
11 Vestry of Pocomoke Parish, The Vestry of Quantico Parish, The Vestry of Saint Alban's  
12 Parish, The Vestry of Saint Andrew's Church-Hurlock, The Vestry of Saint John's  
13 Church-Cornersville, The Vestry of Saint Luke's Parish, The Vestry of Saint Mary's  
14 White Chapel Parish, The Vestry of Saint Michael's Parish, The Vestry of Saint Paul's  
15 By-The-Sea Parish, The Vestry of Saint Paul's Parish, The Vestry of Saint Paul's  
16 Parish-Kent, The Vestry of Saint Peter's Parish, The Vestry of Salisbury Parish, The  
17 Vestry of Shrewsbury Parish, The Vestry of Spring Hill Parish, The Vestry of  
18 Somerset Parish, The Vestry of Stepney Parish, The Vestry of Susquehanna Parish,  
19 The Vestry of Trinity Parish, The Vestry of Vienna Parish, The Vestry of White Marsh  
20 Parish, The Vestry of Wicomico Parish, The Vestry of Worcester Parish, and The  
21 Vestry of Wye Parish.

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

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

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