

HOUSE BILL 391

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4lr0884
CF 4lr0885

By: **Delegates T. Morgan, Alston, Boaf, Crosby, Davis, Foley, Harris, Harrison, Kaufman, Lehman, J. Long, M. Morgan, Patterson, Solomon, Stewart, Vogel, Wilson, and Woods**

Introduced and read first time: January 17, 2024

Assigned to: Economic Matters

A BILL ENTITLED

1 AN ACT concerning

2 **Corporations and Associations – Protestant Episcopal Church, Diocese of**
3 **Washington**

4 FOR the purpose of repealing uncodified provisions of law relating to the Protestant
5 Episcopal Church, Diocese of Washington, commonly known as the “Vestry Act”;
6 providing for the governance of religious corporations in union with the Protestant
7 Episcopal Church, Diocese of Washington; and generally relating to the Protestant
8 Episcopal Church, Diocese of Washington.

9 BY repealing and reenacting, without amendments,
10 Article – Corporations and Associations
11 Section 5–301(a)
12 Annotated Code of Maryland
13 (2014 Replacement Volume and 2023 Supplement)

14 BY repealing and reenacting, with amendments,
15 Article – Corporations and Associations
16 Section 5–301(e)
17 Annotated Code of Maryland
18 (2014 Replacement Volume and 2023 Supplement)

19 BY adding to
20 Article – Corporations and Associations
21 Section 5–341 and 5–342 to be under the new part “Part VII. Protestant Episcopal
22 Church, Diocese of Washington”
23 Annotated Code of Maryland
24 (2014 Replacement Volume and 2023 Supplement)

25 BY repealing

EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



Chapter 96 of the Acts of the General Assembly of 1976

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

Article – Corporations and Associations

5–301.

(a) In this part the following words have the meanings indicated.

(e) “Trustees” means:

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

(2) As to a religious corporation subject to Part V [or], Part VI, OR PART VII of this subtitle, the members of the vestry.

5–339. RESERVED.

5–340. RESERVED.

PART VII. PROTESTANT EPISCOPAL CHURCH, DIOCESE OF WASHINGTON.

5–341.

(A) THIS PART APPLIES TO EVERY RELIGIOUS CORPORATION FORMED IN THIS STATE BY A PARISH OR SEPARATE CONGREGATION THAT IS IN UNION WITH OR INTENDING TO APPLY FOR UNION WITH THE CONVENTION OF THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF WASHINGTON, AS CREATED BY THE ACT OF CONGRESS APPROVED MARCH 16, 1896 (29 STAT. 58).

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

(i) PART I OF THIS SUBTITLE APPLIES TO AND REGULATES THE CORPORATE AND TEMPORAL AFFAIRS OF EVERY RELIGIOUS CORPORATION DESCRIBED IN SUBSECTION (A) OF THIS SECTION, INCLUDING THOSE INCORPORATED UNDER CHAPTER 24 OF THE ACTS OF THE GENERAL ASSEMBLY OF 1798, UNDER CHAPTER 96 OF THE ACTS OF THE GENERAL ASSEMBLY OF 1976, OR BY SPECIAL ACT OF THE GENERAL ASSEMBLY; AND

(ii) TO THE EXTENT NOT PROHIBITED BY THE CONSTITUTION OF THE UNITED STATES OR OF THIS STATE, THE CHARTER OF EACH OF THEM IS

1 DEEMED TO BE AMENDED TO CONFORM TO THIS SUBTITLE UNTIL THE CHARTER
2 OTHERWISE IS AMENDED BY THE PARISH OR SEPARATE CONGREGATION AS
3 PROVIDED IN PART I OF THIS SUBTITLE.

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

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

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

14 5-342.

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

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

20 (B) EACH RELIGIOUS CORPORATION SUBJECT TO THIS PART IS SUBJECT AT
21 ALL TIMES TO THE CONSTITUTION AND CANONS OF THE CONVENTION OF THE
22 PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF WASHINGTON AND OF THE
23 PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA.

24 SECTION 2. AND BE IT FURTHER ENACTED, That Chapter 96 of the Acts of the
25 General Assembly of 1976 be repealed.

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

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

3 (2) the convention of the Protestant Episcopal Church in the Diocese of
4 Washington on behalf of any parish or separate congregation that neglects or declines for
5 any reason to offer its own certificate for record, in which event the certificate may be made
6 and signed by the secretary of the convention instead of the vestry of the parish or separate
7 congregation.

8 SECTION 4. AND BE IT FURTHER ENACTED, That the legal existence of the
9 following parishes and separate congregations in union with the Convention of the
10 Protestant Episcopal Church in the Diocese of Washington as bodies corporate is recognized
11 and acknowledged for all purposes:

12 (1) in Montgomery County, Maryland: The Vestry of Ascension Parish, The
13 Vestry of Chevy Chase Parish, The Vestry of Christ Church Parish, The Vestry of Church
14 of Our Saviour, The Vestry of Good Shepherd Parish, The Vestry of Norwood Parish, The
15 Vestry of Potomac Parish, The Vestry of Prince George's Parish, The Vestry of Redeemer
16 Parish, The Vestry of Silver Spring Parish, The Vestry of Sligo Parish, The Vestry of St.
17 Anne's Parish, The Vestry of St. Bartholomew's Parish, The Vestry of St. Dunstan's Parish,
18 The Vestry of St. James' Parish, The Vestry of St. John's Church, The Vestry of St. Luke's
19 Church, The Vestry of St. Mark's Parish, The Vestry of St. Nicholas' Parish, The Vestry of
20 St. Peter's Parish, The Vestry of Transfiguration Parish, The Vestry of Trinity Parish, and
21 The Vestry of Wheaton Parish;

22 (2) in Prince George's County, Maryland: The Vestry of Adelphi Parish,
23 The Vestry of Baden Parish, The Vestry of Clinton Parish, The Vestry of Epiphany Parish,
24 The Vestry of Glenn Dale Parish, The Vestry of Holy Trinity Parish, The Vestry of King
25 George's Parish, The Vestry of Queen Anne Parish, The Vestry of St. Andrew's Parish, The
26 Vestry of St. Barnabas' Parish, The Vestry of St. Christopher's Parish, The Vestry of St.
27 John's Parish, The Vestry of St. Matthew's Parish, The Vestry of St. Paul's Parish, The
28 Vestry of St. Philip's Parish, The Vestry of St. Thomas' Parish, and The Vestry of Zion
29 Parish;

30 (3) in Charles County, Maryland: The Vestry of Durham Parish, The
31 Vestry of Piney Parish, The Vestry of Port Tobacco Parish, The Vestry of St. James' Parish,
32 The Vestry of Trinity Parish, and The Vestry of William and Mary Parish; and

33 (4) in St. Mary's County, Maryland: The Vestry of All Faith Parish, The
34 Vestry of All Saints' Parish, The Vestry of King and Queen Parish, The Vestry of
35 Resurrection Parish, The Vestry of St. Andrew's Parish, and The Vestry of St. Mary's
36 Parish.

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

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

5 SECTION 7. AND BE IT FURTHER ENACTED, That this Act shall take effect July
6 1, 2024.