

# SENATE BILL 429

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CF HB 391

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By: **Senator Bailey**

Introduced and read first time: January 19, 2024

Assigned to: Judicial Proceedings

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## 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  
26 Chapter 96 of the Acts of the General Assembly of 1976

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EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



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

3 **Article – Corporations and Associations**

4 5–301.

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

6 (e) “Trustees” means:

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

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

11 **5–339. RESERVED.**

12 **5–340. RESERVED.**

13 **PART VII. PROTESTANT EPISCOPAL CHURCH, DIOCESE OF WASHINGTON.**

14 **5–341.**

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

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

22 (i) **PART I OF THIS SUBTITLE APPLIES TO AND REGULATES THE**  
23 **CORPORATE AND TEMPORAL AFFAIRS OF EVERY RELIGIOUS CORPORATION**  
24 **DESCRIBED IN SUBSECTION (A) OF THIS SECTION, INCLUDING THOSE**  
25 **INCORPORATED UNDER CHAPTER 24 OF THE ACTS OF THE GENERAL ASSEMBLY OF**  
26 **1798, UNDER CHAPTER 96 OF THE ACTS OF THE GENERAL ASSEMBLY OF 1976, OR**  
27 **BY SPECIAL ACT OF THE GENERAL ASSEMBLY; AND**

28 (ii) **TO THE EXTENT NOT PROHIBITED BY THE CONSTITUTION**  
29 **OF THE UNITED STATES OR OF THIS STATE, THE CHARTER OF EACH OF THEM IS**  
30 **DEEMED TO BE AMENDED TO CONFORM TO THIS SUBTITLE UNTIL THE CHARTER**  
31 **OTHERWISE IS AMENDED BY THE PARISH OR SEPARATE CONGREGATION AS**

1 PROVIDED IN PART I OF THIS SUBTITLE.

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

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

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

12 5-342.

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

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

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

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

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

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

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

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

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

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

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

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

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

39           SECTION 6. AND BE IT FURTHER ENACTED, That this Act does not prohibit the  
40 future dissolution or merger of the bodies corporate named in Section 4 of this Act pursuant

1 to the constitution and canons of the Convention of the Protestant Episcopal Church in the  
2 Diocese of Washington and the applicable provisions of the laws of this State.

3           SECTION 7. AND BE IT FURTHER ENACTED, That this Act shall take effect July  
4 1, 2024.