

PROCESS FOR AMENDING A CERTIFICATE OF INCORPORATION

From time to time, a parish deems it appropriate to make changes to their certificate of incorporation. The process for doing so is not onerous. Generally, there are three common changes parishes tend to make:

1. Changing the date of a parish annual meeting – The date of the meeting is set forth in the incorporation document at a time that is not optimal for parish life (i.e. “the Monday following Easter Sunday”).
2. Changing the size of a vestry – Sometimes certificates set forth numbers of members that is too large or unwieldy making it difficult for the average parish to govern effectively (i.e. “15 vestry members and 2 wardens”).
3. Amending to provide that persons under the age of 21 years but at least 18 can vote and hold office in the church.

The procedure for amending a Certificate of Incorporation is relatively simple. However, there are specific steps that must be observed for the changes to be legally binding. These are set forth as follows:

1. At a regular vestry meeting, a resolution recommending a change or changes to the Certificate of Incorporation is moved.
2. The foregoing vestry resolution is then presented at the Annual Parish Meeting. The proposed changes must be included in the notice of the Annual Meeting.
3. At the Annual Parish Meeting the resolution adopted by the vestry is presented and ratified by the parish meeting.
4. A Certificate of Amendment is created (cf. below)
5. Once signed, the Certificate of Amendment must be filed in the office of the Clerk of the County in which the original Certificate is filed. Be sure to retain a copy for your files and also to send a copy to the Bishop’s Office.
6. The change is in force once it is submitted to the office of the county clerk.

A WORD OF CAUTION: Making changes to parish bylaws cannot amend a Certificate of Incorporation. Parish bylaws are always subordinate to the Certificate of Incorporation. However, conversely an amendment to a Certificate of Incorporation does make de facto changes to parish bylaws.

NOTE: Parishes located in Queens or Nassau incorporated prior to 1900 will find that Certificates of Incorporations are recorded in Brooklyn, as Queens and Nassau did not exist prior to 1900. The amended Certificate would also be submitted to Brooklyn (Kings County).

ROYAL CHARTER CHURCHES: There are 4 Royal Charter Churches in our diocese (St. George, Hempstead; Grace, Jamaica; St. George’s, Flushing, and St. James, Elmhurst). Charters cannot be amended. However, these parishes could incorporate under the Religious Corporations Laws of the State of New York.

+ Sample Certificate of Amendment +

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF ST. SWITHENS EPISCOPAL CHURCH**

WHEREAS, the Certificate of Incorporation of St. Swithens Episcopal Church, Brooklyn, New York was made and filed on or about September 4, 1835, and

WHEREAS, said original Certificate of Incorporation provided that the annual election be held on Monday in Easter Week, each year, and

WHEREAS, the Vestry of St. Swithens Episcopal Church, at a regular Vestry meeting, duly called, adopted a resolution recommending that the date of the annual election/meeting be changed as follows:

Resolved, that the annual election/meeting of St. Swithens Episcopal Church, Brooklyn, New York be changed from the Monday in Easter Week to (insert new date), and be it

Further Resolved that the Vestry of St. George’s Episcopal Church, Brooklyn, New York recommends that this resolution be ratified at the next annual election/meeting to be held on (insert date).” and

WHEREAS, a copy of such resolution was included in the notice of annual election/meeting and submitted to the same, and

WHEREAS, the aforesaid vestry resolution was unanimously ratified at the said annual election/meeting

NOW, THEREFORE, BE IT KNOWN, that the date of the annual election/meeting has been changed to (insert date).

Dated: Brooklyn, New York
(insert date Certificate is signed)

Presiding Officer (Rector/Priest Charge)

Qualified Voter Present at Meeting

Qualified Voter Present at Meeting

Vestry Member
Address