

BY-LAWS
OF
ST. PAUL'S EPISCOPAL CHURCH OF MOUNT VERNON
MOUNT VERNON, SKAGIT COUNTY, WASHINGTON

PREAMBLE

This corporation accedes to and agrees to be bound by and comply with the Constitution, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites, and Usages of the Protestant Episcopal Church in the United States of America and of the Diocese of Olympia. There is nothing in these By Laws that is intended to contradict the Canons and Constitution of the Diocese of Olympia.

ARTICLE I
DEFINITION OF TERMS

Section 1. Whenever the term "Parish" is used, it shall mean, as the context may in each instance require, either the corporation's legal entity, or the membership of the corporation, or such geographical area as may be determined from time to time by the ecclesiastical authority of the Diocese of Olympia of the Protestant Episcopal Church in the United States of America.

Section 2. When used with reference to this corporation, the following terms may be used interchangeably and synonymously:

1. "Corporation" and "Parish"
2. "Board of Directors" and "Vestry"
3. "Director" and "Vestry Member"
4. "Clerk" and "Secretary" and "Scribe"
5. "Rector" and "Priest in Charge"

Section 3. The Corporation may be referred to for brevity as St. Paul's Parish, or St. Paul's Parish in Mount Vernon, or St. Paul's Episcopal Church, or St. Paul's Church; but its full corporate name shall be used in all legal documents.

Section 4. Members: All baptized persons whose names are on the Parish Register shall be members of the Parish.

Section 5. A "communicant in good" standing is a communicant who is a recorded contributor to the support of the Church with money or personal service as determined by the Rector

ARTICLE II
PARISH MEETINGS

Section 1. On or before the fifth day of April of each year, after due notice publicly given at the regular principal service of St. Paul's Parish on the preceding two Sundays, there shall be held the Annual Meeting of the Parish for election of a Vestry and necessary Delegates to the Diocesan Convention, and for the transaction of such other business as may properly come before the meeting.

Section 2. Special meetings of the Parish may be called by the Rector, or by the Vestry if there be no Rector; and such meetings shall be called by the Rector upon a written request signed by a majority of the Vestry. Notice of

any special meeting of the Parish shall be given at two regular services of the Church on at least one Sunday immediately preceding the day for the special meeting.

Section 3. At all Parish meetings the Rector or, if there be no Rector or if he/she is absent, the Senior Warden, or the Junior Warden, in that order, shall preside or may delegate the responsibility to another Vestry member. The Clerk of the Vestry shall act as the Secretary of the Meeting.

Section 4. All Parish meetings shall be held within the geographical limits of the Parish. The presider of the meeting can designate alternate places to meet if notification is posted 2 weeks prior to the meeting.

Section 5. A quorum at all Parish meetings shall consist of at least twenty-five (25) qualified electors of the Parish.

Section 6. Only “qualified electors” of the Parish shall be entitled to vote at Parish meetings.

Section 7. The qualified electors of the Parish shall be communicants in good standing of the Parish, age sixteen or older, whose names have been on the Parish Register for at least one month preceding the Parish Meeting.

Section 8. Voting by proxy shall not be permitted.

ARTICLE III COMPOSITION, OFFICERS, and DUTIES OF THE VESTRY

Section 1. Duties of the Vestry

- a. The affairs of this corporation shall be managed by a Board of Directors called the Vestry which shall consist of the Rector (an ex officio member), and not less than five (5) nor more than fifteen persons elected by the Parish at the Annual Meeting or at a special meeting called for that purpose.
- b. The officers of the Corporation shall have the usual duties incident to their respective offices and such other duties as are provided in the Constitution, Canons, usages and Practices of the Protestant Episcopal Church in the United States of America, and the Diocese of Olympia.

Section 2. Composition of the Vestry

- a. The number of elected Vestry members shall be no fewer than six or more than fifteen. Within these limits, the Parish, by a majority vote, may fix or change the total number elected annually.
- b. Except as otherwise provided herein, the Rector or Priest in charge shall be an ex-officio member of the Vestry with presiding authority that the Rector/Priest may delegate to a Warden.

Section 3. Officers of the Vestry

- a. The officers of the corporation shall consist of a President, a Senior Warden, a Junior Warden, a Clerk, and a Treasurer.
 - 1) The Rector or the Priest in charge shall be President of the corporation and shall chair Vestry meetings or may delegate that responsibility.
 - 2) The Wardens shall be members of the Vestry and Communicants of the church. They shall be known as the Senior Warden and the Junior Warden. The Senior Warden shall be appointed by the Rector and the Junior Warden shall be elected by the Vestry.
 - 3) The Clerk and the Treasurer need not be members of the Vestry but shall be approved by the Vestry.

ARTICLE IV
ELECTION OF THE VESTRY

Section 1. Election

Vestry members shall be elected by the Parish at the Annual Meeting or at a special meeting called for that purpose.

Section 2. Qualifications

Baptized persons who are qualified electors of the Parish shall be eligible to serve as members of the Vestry.

Section 3. Nominations

No later than three weeks prior to the Annual Parish meeting, the Vestry shall nominate for election to the Vestry qualified persons, at least equal in number to the number of Vestry members to be elected. The names of such nominees shall be contained in the required notice of the Annual Meeting. In the event that terms of differing lengths are to be filled, nominees shall be designated to fill a specified term. The members of the Parish may make additional nominations from the floor at the Annual Meeting.

Section 4. Terms

The qualified electors of the parish shall each year elect approximately one-third (1/3) of the Vestry members to serve for three years and until their successors are elected. A member of the Vestry who is elected to a full three-year term shall, if the member agrees, be eligible for re-election to the Vestry for one additional three-year-term. No Vestry member shall be eligible for re-election to the Vestry until one year after the expiration of the second three-year term for which he or she was elected. If more than one-third (1/3) of the Vestry members need to be elected at any one time, they shall be elected in terms of varying lengths such that the newly elected vestry shall be comprised of approximately one-third (1/3) members with remaining term length of one (1) year, approximately one-third (1/3) members with remaining term length of two (2) years, and approximately one-third (1/3) members with remaining term length of three (3) years.

Section 5. Families.

Only one member of the same household or family may serve concurrently as a voting member on the Vestry.

Section 6. Vacancies

The Vestry may fill a vacancy in its own membership until the next Annual Meeting of the Parish, at which time a member shall be elected for the remaining portion of an unexpired term.

Section 7. Resignation

All Vestry members shall serve until the expiration of the term for which they are elected and until the election of their successors, unless resignation for appropriate cause is submitted and accepted.

Section 8. Nonparticipation

If any Vestry member is absent from three consecutive meetings of the Vestry without being excused by the Vestry, his or her position shall be declared vacant and filled in accordance with Section 5.

ARTICLE V
VESTRY MEETINGS

Section 1. Annual Vestry Meeting

The Annual Meeting of Vestry shall be held at the place of the Annual Parish Meeting immediately following the adjournment thereof. At such Annual Vestry Meeting, the Vestry shall elect the officers (Junior Warden, Secretary, and Treasurer) whom they are required to elect by the By-Laws, such officers to serve until the next Annual Vestry Meeting and until their successors are elected. At this meeting, the Rector shall appoint from the Vestry the Senior Warden. In case the parish is without a Rector, the Vestry shall elect all of the Wardens.

Section 2. Regular Meetings

- a. A regular meeting of the Vestry shall be held monthly at a place to be determined by the Vestry. The time and place of the regular meetings of the Vestry will be communicated to the Parish.
- b. The date and place of the regular Vestry meeting may be changed from time to time by agreement of the Vestry provided that notice is given to the church members.
- c. A majority of the Vestry, including at least one Warden, may hold a valid meeting if the Rector is absent from the Parish or fails to attend despite proper notice of the meeting.

Section 3. Special Meetings

- a. Special meetings of the Vestry may be called by the Rector, or by the Senior Warden if there be no Rector.
- b. Special meetings shall be called upon a written request signed by a majority of the Vestry.
- c. Notice of any special meeting of the Vestry shall be given either orally or in writing or email to all Vestry members at least seventy-two (72) hours prior to such Vestry meeting.
- d. A special meeting of the Vestry may lawfully be held without notice thereof being given whenever all the members of the Vestry are present and consent thereto.

Section 4. Quorum of Vestry Meetings

- a. A majority of the members of the Vestry shall constitute a quorum.
- b. At any Vestry meeting, the Rector may vote to break a tie but shall not be counted in determining the presence of a quorum or in determining how many votes are required to pass any measure.
- c. For the purposes of determining a quorum, neither the clerk nor the treasurer shall be counted unless they are duly elected members of the Vestry.

Section 5. Attendance

- a. All Vestry members are required to attend a minimum of six regularly scheduled Vestry meetings within any Vestry year. If any member does not attend the minimum number of meetings, their resignation maybe requested by the Senior Warden.
- b. Any Vestry member who misses 3 meetings in a row without notifying the Rector or Senior Warden of the impending absence can be removed by the Vestry with a majority vote after making an attempt to understand the absences.

Section 6. Standing Committees and Ad Hoc Committees

a. Standing Committees

- 1) The Vestry, in conjunction with the Rector, may appoint or form committees to help to support the mission and values of the St. Paul's Parish. The Vestry should specify these Committees' goals, structure, and any plans; and the Vestry should provide oversight to these committees as deemed appropriate by the Rector or the Vestry. These Committees should provide advice and aid to the Vestry as requested from time to time, including reports and findings.
- 2) Standing Committees may include, but may not be limited to, the following:
 - Stewardship
 - Finance

Outreach
Personnel
Maintenance

b. Ad Hoc Committees

The Vestry, in conjunction with the Rector, may form Ad Hoc Committees that help to support the mission and values of the St. Paul's Parish. These Ad Hoc Committees should serve for a limited time with a limited goal.

The Vestry should ratify these Committees' goals, structure, and any plans; and the Vestry should provide oversight to these committees as deemed appropriate by the Rector or the Vestry. These Committees should provide advice and aid to the Vestry as requested from time to time, including reports and findings.

ARTICLE VI
ALLEGIANCE

This corporation accedes to and agrees to be bound by and comply with the Constitution, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites, and Usages of the Protestant Episcopal Church in the United States of American, and the Diocese of Olympia.

ARTICLE VII
PROCEDURES

Where any matter of procedure is not covered by these By-Laws, or by the Constitution of Canons of the Diocese of Olympia, Robert's Rules of Order, latest revised edition, shall govern at any meeting of the Parish or Vestry.

ARTICLE VIII
BUSINESS METHODS IN CHURCH AFFAIRS

Section 1. Standard Business Practices

St. Paul's shall adhere to the standard business methods prescribed for church affairs in the National Canons, subject to the following supplemental terms and conditions:

- a. Licensed securities brokers shall be approved holders of trust funds, other permanent funds and securities.
- b. The requirement for Diocese of Olympia 2012 Constitution and Canons signatures on orders of withdrawal shall not be construed as a prohibition against electronic fund transfers or against payments of reasonable fees charged for management or other services provided by authorized depositaries.
- c. Each account containing restricted funds shall be accounted for separately from other funds and shall not be commingled with operating funds.
- d. Treasurers and custodians shall be considered adequately bonded to the extent that their errors and omissions are covered by bona fide insurance.
- e. The accounts and business records of St. Paul's shall be audited annually.
- f. Insurance on church buildings shall be adequate if it covers reasonable replacement value of the structures and protects against perils of fire and physical loss or damage including theft, vandalism, collapse, flood, and windstorm.

Section 2. Clergy Agreements

All clergy actively serving St. Paul's shall be covered by written agreements specifying terms including compensation, including any housing and utilities allowance, pension and insurance benefits, business and charitable expenses, and continuing education and sabbatical expenses.

ARTICLE IX
CHURCH MISSION AND AFFILIATED/COLLABORATIVE GROUPS

Section 1. Preschool

- a. As part of the Mission of St. Paul’s Parish, the classroom spaces of the church building shall be used for educational purposes of pre-school children.
- b. Upon approval of The Vestry of the Church shall from time-to-time enter into lease agreements with appropriate persons or entities with to further the goal of using the classroom spaces of the church building for pre-school education.
- c. The bylaws of any Preschool established in the classroom spaces shall in no way contradict the St. Paul’s Episcopal Church Bylaws.

Section 2. Other

The St. Paul’s Vestry with approval at the Annual Meeting or a Special Meeting has the authority to develop other collaborative agreements with other church groups including Episcopal and other denominations in the future. Such agreements must include specific obligations of all collaborative members, financial arrangements, provisions for changes in members, and provisions for potential dissolution of the agreements; and must have the approval of the Diocese of Olympia.

ARTICLE X
AMENDMENTS

These By-Laws may be altered, amended, or repealed; or new By-Laws adopted by the voting members (qualified electors) of the Parish at any Annual Meeting or at any special meeting called for that purpose at which a quorum is present; provided, that notice of such intended action shall be contained in the notice of the meeting otherwise required to be given.

I, the undersigned, being the Secretary of this corporation do hereby certify that the forgoing are the Revised Bylaws of the St. Paul’s Parish of the Diocese of Olympia and that they were regularly adopted by majority vote at a meeting of the members of the Parish, regularly called and held on the ____ day of _____, 2019.

Executed this _____ day of _____, 2019. _____
(name), Secretary