

## By-Laws St. Mark's Episcopal Church Paw Paw, Michigan

### ARTICLE I: PARISH MEETINGS

**SECTION 1 ANNUAL PARISH MEETING:** A Parish Meeting shall be held annually in January. Such annual meeting shall:

- a) Select adult communicants in good standing for the Vestry,
- b) Consider and act upon recommendations of the Vestry concerning the business of the Parish,
- c) Receive reports of the Rector, Secretary, Treasurer and other officers of the Parish and of its organizations,
- d) Consider and act upon proposed amendments, if any, to the Articles of Incorporation or By-laws of the Parish.

**SECTION 2, NOTICE OF ANNUAL MEETINGS** Notice of the date, hour and place of holding each Annual Meeting shall be given at a regular service on each of the two Sundays next preceding such meeting by the Rector, or in the Rector's absence, by a Warden; or notice shall be given with like effect by such publishing, posting or mailing as the Vestry may direct.

**SECTION 3, SPECIAL PARISH MEETINGS:** Special meetings of the Parish may be called by the Rector, or by written consents of a majority of the Vestry if the Rector approves, or by consent of a majority of the Vestry if there be no Rector. Notice of a special meeting shall state the purpose or purposes thereof, and be given in the same manner as notice of an Annual Meeting.

**SECTION 4 QUALIFICATIONS OF VOTERS** At all Parish Meetings, whether Annual or Special, the right to vote shall be limited to Baptized persons,

- a) *Not less than* sixteen (16) years of age,
- b) Whose baptisms shall have been duly recorded in the parish,
- c) Who for a period of not less than six months next preceding have been regular worshippers in the Parish, and
- d) Who for not less than six months preceding have been bona fide regular contributors to its support, according to the method used in the Parish. Physical disability or absence from the Parish during the preceding six months shall not disqualify an otherwise qualified voter.

Before any vote has been taken, the Presiding Officer shall state to the persons present the foregoing qualifications of voters. The Rector and the Wardens shall be judges of the qualifications of voters. If a Warden is absent, the Presiding Officer may appoint a member of the Vestry to act in place of the warden. The judges shall not permit an unqualified person to vote. Proxy ballots shall not be accepted.

**SECTION 5 QUORUM:** At any duly called Parish Meeting, whether Annual or Special, a quorum shall consist of those members present and qualified to vote.

**SECTION 6 ORDER OF BUSINESS:** Unless otherwise provided by resolution, the Presiding Officer shall control the order of business. The Presiding Officer, to accelerate the election, may appoint tellers and other assistants. The Secretary shall preserve a list of the names of all Persons who vote.. Such a list shall be signed by the judges. Robert's Rules of Order shall guide the parliamentary process unless special Rules of Order are presented and adopted.

## **ARTICLE II: THE VESTRY**

### **SECTION 1a: QUALIFICATIONS AND NUMBER OF VESTRY MEMBERS**

The vestry of this parish shall consist of at least six (6) and no more than fifteen (15) lay members. Vestry members shall be adult communicants in good standing, as defined by Sections 2 and 3 of Canon 17 of Title I of the General Convention, and shall be qualified voters of the Parish.

Each year at the Annual Meeting new members of the Vestry shall be selected to serve for a period of three years, in the number necessary maintain the number of vestry members at 7 (seven). Those members who have served three years shall not be eligible for re-election until one year has elapsed.

The purpose of this By-law is to insure that at all times there shall be at least two members with two years experience, *two members with one year of experience*, and *two new members*, so that there will be an established rotation in office, and regular opportunity to add *two new members* each year.

### **SECTION 1b: PROCEDURE FOR NOMINATION AND SELECTION OF VESTRY MEMBERS**

Nominations for Vestry. The Nominating Committee shall consist of those members of the Vestry retiring after the next Annual Meeting. Any member of the parish may nominate a person for vestry by giving that name to a member of the Nominating Committee at least 2 weeks prior to the Annual Meeting. The Nominating Committee will determine that the nominees are willing to serve if selected for the vestry, and will make up the ballot slate for the Annual Meeting. Nominations will not be accepted from the floor at the Annual Meeting.

Selection of New Vestry Members. The new Vestry members shall be chosen at the Annual Meeting by secret ballot from the slate prepared by the Nominating Committee. After the introduction of the nominees, and a period of prayer, ballots shall be cast by all eligible voters present, and tallied by the appointed tellers. Depending on how many Vestry positions are to be filled, the names receiving the most votes shall be declared as elected. In the case of a tie for the final position, another ballot shall be cast for those names which were tied. In the event the slate has the exact number of names needed to replace the expiring terms, then the slate shall be voted up or down by those attending the meeting, without a ballot vote.

Absence of Nominees for Vestry. If there are no nominations for Vestry by the time of the Annual Meeting, the retiring Vestry members shall continue to serve until a Special

Parish Meeting can be held to select replacements.

**SECTION 2, ORGANIZATION:** At the first Vestry meeting following the Annual Parish Meeting, the newly constituted Vestry shall select for a term of one year a) a Senior Warden, b) a Junior Warden, c) a Secretary, d) a Treasurer and e) the authorized number of lay delegates to represent the Parish at the St. Joseph Deanery Convocations and at the Diocesan Convention, as determined according to Title II, Canon 3, Section 1, together with the same number of alternates. For the purpose of continuity, delegates shall serve two year staggered terms, that is, one new delegate/alternate shall be selected each year. The Secretary and Treasurer shall be ex-officio the Secretary and Treasurer of the Parish.

If any Vestry member is absent three stated Vestry meetings, without being excused by a majority vote of the Vestry, that person's seat shall be declared vacant.

In case of any vacancy on the Vestry, whether caused by death, withdrawal, or absenteeism, a successor shall be nominated and elected at a duly called Parish Meeting if the Vestry is for more than six months; otherwise at a regular or special Vestry meeting. If elected at a Vestry meeting, the member shall serve only until the next Annual Meeting.

In the case of vacancies of varying terms of office, the nominee chosen first in the selection process shall serve the longest term, the one chosen next, the next longest term, and so forth.

**SECTION 3 QUALIFICATIONS OF OFFICERS:** The Wardens shall be Vestry members, The Secretary and Treasurer shall be qualified voters of the Parish who may or may not be members of the Vestry. Lay delegates shall be adult communicants in good standing. [Constitution of the Diocese of Western Michigan, Article III, Section 2, g.] Alternate delegates shall have no voice or vote in the Convention except when serving in the stead of an absent delegate. Delegates and alternates may vote at Deanery Convocation meetings.

### **ARTICLE III: DUTIES OF OFFICERS**

**SECTION 1 , WARDENS:** In case the Parish be without a Rector, or in the absence of the Rector, the Senior Warden, or if absent, the Junior Warden, shall preside at meetings of the Parish and of the Vestry, and shall provide public worship as circumstances shall permit.

**SECTION 2, SECRETARY:** The Secretary shall keep correct minutes properly bound of all meetings of the Vestry and of the Parish, and shall sign the same and deliver the same to the Secretary's successor. The records of the Parish and Vestry at all times shall be safely and permanently kept, and be open to inspection by the Bishop, the Rector, and all qualified voters of the Parish. The Secretary shall be the custodian bond of the Treasurer. The Secretary shall see to it that notice is given of all meetings of the Vestry and of the Parish.

**SECTION 3, TREASURER,** The Treasurer shall receive and keep safely all monies of the Parish corporation, and shall make disbursements there from only upon order of the Vestry.

The Treasurer shall obtain and keep on file proper receipts and vouchers covering all disbursements and shall maintain proper accounts covering all funds received,

disbursed and on hand. The Treasurer shall report to the Vestry at each stated meeting thereof, and whenever requested, all receipts and disbursements and the condition of the Parish corporation finances.

The Treasurer shall make like report to the Annual Parish Meeting. The Treasurer's records shall be open to inspection by the Bishop, the Rector and members of the Vestry, and shall be promptly delivered to the Treasurer's successor in office.

**SECTION 4, BONDS.** All Treasurers and other custodians of funds which may exceed \$500 at any one time during the fiscal year shall be bonded in amount and form approved by the Vestry as required by Title I, Canon 7 of the General Convention.

**SECTION 5, RECORDS & REPORTS :** It shall be the duty of the Rector to register all the official acts listed in Title I, Canon 6, of the Canons of General Convention. A report of every congregation and of every Bishop, Presbyter, and Deacon not officially attached to a Congregation shall be prepared annually as required and in the manner set for by Title I, Canon 6, of the Canons of General Convention.

#### **ARTICLE IV: DUTIES OF THE VESTRY**

**SECTION 1 DUTIES OF THE VESTRY:** The Vestry shall have the duty to:

- a) Assist the Rector in the oversight of the mission and ministry of the Parish;
- b) Employ and fix the compensation of all employees of the Parish provided that no person shall be employed or retained except by and with the approval of the Rector;
- c) Provide maintenance for the Rector and such compensation as shall be agreed upon for employees of the Parish,
- d) Elect and call a Rector after consultation with the Bishop, in case of a vacancy, provided that prior to the election of a Rector of any Parish, the Vestry shall inform the Bishop of the name and residence of the person they propose to elect. It shall be unlawful for the Vestry to take any action on any name until the receipt of the Bishop's acknowledgment of such notification, and of the Bishop's accompanying suggestions, if there be any; provided further that the Bishop is then within the territory of the United States and that the Bishop's reply is made within thirty days after the receipt of said notification;
- e) Have charge, care and management of all property and temporal affairs of the Parish;
- f) Supervise collection, control and disbursement of all monies contributed or due to the Parish corporation;
- g) Keep all buildings, structures and tangible properties of the Parish adequately insured against loss;
- h) See to it that all Treasurers and custodians of funds (other than banking institutions) obtained contributed, held or accumulated for the benefit of the Parish, or of any of its activities, shall be adequately bonded;
- i) See to it that all Treasurers and custodians of funds maintain records sufficient to enable proper accounting and audits, and that such records are audited annually by accountants satisfactory to the Department of Finance of the Diocese;

j) Deposit all trust funds, permanent funds and all securities which come under their control with a national bank, a state bank, the Association of the Diocese or some other custodian approved by the Department of Finance of the Diocese, under a suitable deposit arrangement requiring not less than two signatures upon all checks orders for withdrawals;

k) Manage trust funds and income therefrom strictly in accordance with the lawful express requirements of the instruments creating the trust;

l) Sell and convey unneeded personal property of the Parish when deemed for the best interest of the Parish to do so;

m) Pursuant to a vote of the Parish at a duly called meeting, sell and convey real estate of the Parish, when deemed for the best interest of the Parish to do so, but only pursuant to written consent of the Bishop and Standing Committee first obtained;

Acting within the limitations upon debt contained in Title II, Canon 8 of the Diocese of Western Michigan, and in compliance with the requirements of that Canon, to do any of the following acts; namely, to:

n) Cause necessary repairs to be made upon Parish property;

o) Purchase necessary furnishings and equipment, and

p) Mortgage real estate when deemed for the best interest of the Parish to do so, but only pursuant to written consent of the Bishop and Standing Committee first obtained; and

q) Acquire appropriate real estate, and on real estate held in fee simple by the Parish corporation, pursuant to consent of the Congregation given at a Parish Meeting duly called and held, take down and remove or alter existing buildings; and erect, construct or reconstruct a church building, chapel, rectory, and/or Parish house, This subsection shall not be held to apply to alterations which do not involve major structural changes to the buildings in question

The foregoing duties of the Vestry shall always be subject to the authority of the Rector to direct the spiritual activities of the Congregation subject to the Bishop or other person acting as the Ecclesiastical Authority, and to Canon Law and the rector's right to possession, use and control of the property of the Parish as provided by the Canons of the General Convention.

**SECTION 2: VESTRY MEETINGS:** The Vestry shall meet as often as once in each month in ten months of the calendar year. The Rector, when present, shall preside at all Vestry meetings. but shall have no vote except in case of a tie; and in the Rector's absence from the meeting, one of the Wardens if present shall preside.

Special meetings of the Vestry may be called by the Rector at any time, upon notice given in any practical manner to each Vestry member. The purpose of the special meeting shall be stated as a part of the notice. In the vacancy of the Rectorate, a special meeting may be called by either Warden at any time, upon notice given in any practical manner to each other Vestry member.

No notice of any meeting at which the Rector and all members of the Vestry are present shall be necessary. Any or all members may waive notice in writing either before or after the meeting has been held. All waivers of notice shall be kept on file by the Secretary.

A majority of the members of the Vestry, not counting the Rector, when duly assembled, shall constitute a quorum. Less than a quorum may transact business, if there be no objections, and if any business so transacted be ratified at the next regular meeting of the Vestry.

**SECTION 3: INDEMNIFICATION:** Except to the extent prohibited by law, members of the Vestry shall not be personally liable to the Church for monetary damages for breach of fiduciary duty. The Church assumes all liability to any persons other than the Church for all acts or omissions of a Vestry Member occurring on or after January 1, 1988. Any repeal or amendment of this Article shall not adversely affect any right or protection of a Vestry Member (as provided by this Article) against any claim which is made or which accrues prior to the date of such repeal or amendment.

**SECTION 4: DISSOLUTION OF PASTORAL RELATIONSHIP:** Except upon mandatory resignation by reason of age, a Rector may not resign as Rector of a Parish without the consent of its Vestry, nor may any Rector canonically or lawfully elected and in charge of a Parish be removed by the Vestry against the Rector's will, except as provided by Title II, Canon 11 of the Canons of the Diocese of Western Michigan.

If for an urgent reason a Rector or Vestry desires a dissolution of the pastoral relation, and the parties cannot agree, either party may give notice in writing to the Ecclesiastical Authority of the Diocese and follow thereby the provisions of Title II, Canon 11, "On Dissolution of the Pastoral Relation."

If misconduct on the part of the Rector is alleged, notice shall be given in writing by the Vestry to the Bishop and to the Ecclesiastical Trial Court of the Diocese of Western Michigan, and the provisions of Title IV, Canon 2 of the Canons of the Diocese of Western Michigan shall be followed.

## **ARTICLE V: CHURCH DEBT**

**SECTION 1, LIMITATIONS OF DEBT:** Hereafter no indebtedness shall be incurred by the Parish without the approval of both the Bishop and the Standing Committee; EXCEPT:

a) Indebtedness for permanent improvements, replacements or additions to real estate or equipment, where the amount of such indebtedness, plus indebtedness of every kind already existing, shall not exceed 150% of the average annual receipts of the Parish during the three years then last preceding;

b) Indebtedness for current expenses where the amount of such indebtedness, plus all indebtedness heretofore incurred for current expenses and still existing, shall not exceed 20% of the total current receipts of such congregation during the preceding fiscal year; and the payment of all such indebtedness shall be provided for in the budget of the next ensuing fiscal year with reasonable expectation of its payment out of the receipts of the next two years;

c) Indebtedness incurred to finance existing loans, provided the total amount thereof shall not be increased.

In computing receipts under subsections a) and b) of Section 1 hereof, income from endowments, devises and bequests available for general purposes may be INCLUDED but principal and income not available for payment of debts, and receipts earmarked for nonparochial purposes shall be EXCLUDED.

**SECTION 2. PLAN OF PAYMENT REQUIRED:** Where approval of proposed indebtedness is required, the application therefore shall be accompanied by a plan of payment, and such approval shall not be granted in any event unless such a plan is deemed feasible by the Bishop and the Standing Committee.

**SECTION 3. EXISTING INDEBTEDNESS:** This Canon shall not apply to the refinancing of existing indebtedness, provided the total existing indebtedness is not increased.

#### **ARTICLE VI: FISCAL YEAR, AUDITS & INSURANCE**

**SECTION 1, FISCAL YEAR:** The fiscal year shall be for the Parish the calendar year beginning January 1 and ending December 31, both inclusive.

**SECTION 2, AUDITS:** As soon as may be after the close of each fiscal year, the accounts of all officers handling funds shall be audited in a manner satisfactory to the Executive Council.

**SECTION 3, INSURANCE:** All buildings and tangible personal property owned by the Parish shall be insured under the Diocesan Blanket Insurance program; including but not limited to hazards to be insured against, amount and sufficiency of such insurance for each Parish, and insurance carrier or carriers, shall be as prescribed by the Executive Council. Each Parish insured under this program shall pay to the convention Treasurer its fair share of the cost of the total Blanket Insurance program, which fair share shall be determined by the Executive Council.

If any congregation neglects or refuses to pay its fair share of the cost of the Blanket Insurance program, the Executive Council may exclude its property from the program.

#### **ARTICLE VII: AMENDMENTS**

**SECTION 1 :** These By-laws may be amended by the Vestry subject to the approval by a majority vote of a quorum of qualified voters present at any duly called Parish Meeting, provided that the substance of the proposed amendment shall have been stated in the notice of such meeting.

#### **ARTICLE VIII: BY-LAWS SUBJECT TO CONSTITUTION & CANONS**

These By-laws and all amendments and additions thereto shall at all times be subject to the Constitution and Canons of the General Convention of the Episcopal Church in the United States and to the Constitution and Canons of the Diocese of Western Michigan.

[NOTE: While it is not explicitly stated, the Bylaws of the Parish need to conform also to:

- a) the doctrine and discipline of the Episcopal Church in the United States as expressed primarily in the Book of Common Law
- b) the laws of the State of Michigan regarding Episcopal Churches, in particular P.A. 40 of 1899 being sections 458.251--458-273 of the Michigan compiled Laws
- c) and obviously to the teachings of Sacred Scripture from which all standards for our life together as Christians derive.]

[NOTE: Copies of the Constitution and Canons of the Episcopal Church in the United States and of the Constitution and Canons of the Diocese of Western Michigan are available from the Parish Library for any who wish to examine them.]