

# **Parish Bylaws**

Saint Andrew's Episcopal Church

Edwardsville, Illinois

Episcopal Diocese of Springfield

Episcopal Church in the United States of America

**ARTICLE I: Name of Parish and Canon Law**

The name of this parish is St. Andrew’s Episcopal Church located in Edwardsville, Illinois (the “Parish”). As a parish in the Episcopal Church in the United States of America (the “Church”), we promise conformity to the Constitution and Canons of the Church adopted in General Convention and of the Diocese of Springfield, as may be amended and revised from time to time.

**ARTICLE II: Membership**

**Section 1: Members and Communicants**

Members of the Church are defined in the General Convention and the Diocesan Canons. Accordingly, any baptized person, whether in the Church or in another Christian church, whose baptism has been duly recorded in the Church, is a Member. Members who have received Holy Communion in the Church at least three times during the preceding year are considered to be Communicants of the Church. Communicants who have been faithful in corporate worship over the previous year (unless for good cause prevented) and have been faithful in working, praying and giving for the spread of the Kingdom of God are **Communicants in Good Standing**. *See* General Convention at Article I, Canon 17, Sec. 1-3; Diocesan Canon 43.

**Section 2: Voting Members of the Parish**

Voting Members of the Parish shall be Communicants in Good Standing who are sixteen years of age or older. Voting Members are eligible to vote at the Annual Meeting. Questions as to eligibility to vote shall be determined by the presiding officer of the Annual Meeting, subject to appeal to all qualified voters present. *See* General Convention at Article I, Canon 17, Sec. 2-3; Diocesan Canons 25 Sec. 3, 43 Sec. 3-4.

**ARTICLE III: The Vestry**

**Section 1: Composition and Classes of Vestry Members**

The Vestry shall be composed of nine members who shall serve terms of three years each. Rather than electing the entire Vestry each year, the Vestry shall be broken into three classes. The terms of Vestry members shall be staggered, such that each year one class of Vestry members shall have their terms expire and the other two classes shall continue in office. If there is a vacancy during the year, the Vestry may vote to fill the vacancy until the next Annual Meeting. If the departed Vestry member’s term would have continued past the next Annual Meeting, the Parish may elect a member to serve the remainder of the departed Vestry member’s term at that Annual Meeting in addition to electing members to succeed members whose terms have expired. After a Vestry member has served his or her full three-year term, he or she may not be re-elected to the Vestry again until one year has passed. *See* Diocesan Canon 25, Sec. 1.

**Section 2: Responsibilities**

The Vestry shall transact all the temporal business of the Parish. This business shall include all things needful for the public services; the collection and disbursement of all money due for Church purposes; the preparation and submission to the Rector of an annual report of the Parish; the

election of a Parish Warden, Clerk and Treasurer; oversight and administration of the Parish finances and Parish Buildings; and all other responsibilities required by the General Convention or the Diocesan Canons. *See* Diocesan Canons 23-24.

### **Section 3: Annual Report**

The Vestry shall, on or before the Annual Meeting, cause to be written and placed in the hands of the Rector, or, if there be none, then of the Wardens, an annual report of the previous calendar year, such report to be a full, accurate, and faithful statement of the temporal condition of the Parish as a body corporate. At the Annual Meeting, the Rector, or one of the Wardens, shall, before the balloting for Vestry members, present and read said annual report to the parishioners there assembled, and afterwards deliver it to the new Vestry, to be by them examined and duly recorded; and the original shall be placed on file among the Parish documents. The said annual report shall declare what money, land or other property has been received during the previous year, and from what source; what money has been expended, and for what objects; what property has been purchased, exchanged, mortgaged, or sold, or otherwise alienated or encumbered, and for what purposes. The Treasurer may present such portions of the Annual Report to the Annual Meeting as pertain to his or her duties and responsibilities to the Parish. The annual report shall also include reports from all Parish committees and ministries and the minutes of the year's Annual Meeting. *See* Diocesan Canon 23, Sec. 2.

### **Section 4: Meetings**

The Vestry shall meet monthly, where practicable, but not less than once each calendar quarter. The time and location of each regular Vestry meeting will be set forth in The Shield and in the service bulletin for the Sunday immediately preceding the meeting. The meetings shall be held in the Parish library, unless a majority of the Vestry votes to hold a meeting elsewhere. All meetings of the Vestry, except for such portions of meetings held in executive session, shall be open to Members of the Parish. A majority of all Vestry members shall constitute a quorum, provided, however, that no meeting of the Vestry shall be held to be valid in which neither the Rector nor either of the Wardens is present. Special meetings of the Vestry may be called by the Rector (either on his or her own motion or upon the written request of three or more members of the Vestry) or, in the Rector's vacancy or inability to act, by one of the Wardens. In the latter circumstance, the Rector shall be notified of the meeting and shall be entitled to be present and to preside. Further, the Rector shall call a special meeting upon the request of any three members of the Vestry in writing. Reasonable notice of special Vestry meetings shall be given to the Parish as practicable under the circumstances. *See* Diocesan Canons 11, Sec. 3; 22, Sec. 6, 23, 49.

### **Section 5: Meeting Minutes and Summaries**

The Clerk shall prepare and keep the minutes of all Vestry meetings. At each meeting, the Vestry shall read, correct, and approve the minutes from the previous Vestry meeting. The Rector's Warden or his or her designee shall prepare and distribute a summary of Vestry meeting minutes for distribution to the Membership after the Vestry has voted to approve the minutes. Minutes shall be available for viewing by Members in the Parish office. *See* Diocesan Canon 23, Sec. 3.

**Section 6: Role of the Rector**

The Rector shall be the *ex officio* president of the Vestry. He or she shall not vote on a matter placed before the Vestry unless needed to break a tie vote of all Vestry members present and voting. *See* Diocesan Canon 11, Sec. 3.

**ARTICLE IV: Officers of the Parish**

**Section 1: Eligibility for Officers**

All Voting Members of the Parish are eligible for elective offices in this Parish, except that members of the Vestry must be at least eighteen years of age and must have been confirmed. The Wardens must be members of the Vestry. *See* Diocesan Canons 22, Sec. 1-3; 25, Sec. 1.

**Section 2: The Rector's Warden**

- (a) Upon appointment by the Rector, the Rector's Warden (sometimes referred to as the Senior Warden) shall remain in office for a period of one year and until a successor is duly appointed.
- (b) The Rector's Warden shall perform such duties and shall have such powers as may be prescribed by the General Convention and Diocesan Canons, and as may not be inconsistent with law, including:
  - (1) To serve as lay consultant and advisor to the Rector;
  - (2) To perform such other duties as may be assigned by the Rector and the Vestry.
  - (3) To act as the senior lay officer of the Parish;
  - (4) To jointly assume with the Parish Warden the responsibility for the care, protection and maintenance of the Parish and its buildings;
  - (5) To prepare summaries of Vestry meeting minutes; and
  - (6) In the absence of the Rector, to preside at all meetings of the Parish and of the Vestry.

*See* Diocesan Canon 22.

**Section 3: The Parish Warden**

- (a) Upon election by the Vestry, the Parish Warden (sometimes referred to as the Junior Warden) shall remain in office for a period of one year and until a successor is duly elected.
- (b) The Parish Warden shall perform such duties and shall have such powers as may be prescribed by the General Convention and Diocesan Canons, and as may not be inconsistent with law, including:

- (1) To represent the parishioners in the temporal affairs of the Parish;
- (2) To report to the Vestry on any needed repairs of Parish property;
- (3) To perform the duties of the Rector's Warden in his or her absence;
- (4) To perform such other duties as may be assigned by the Rector and the Vestry.
- (5) In the absence of the Rector and the Rector's Warden to preside at all meetings of the Parish and of the Vestry.

*See* Diocesan Canon 22.

#### **Section 4: The Treasurer**

- (a) Upon election, the Treasurer shall remain in office for a period of one year and until a successor is duly elected.
- (b) The Treasurer shall perform such duties and shall have such powers as may be prescribed by the General Convention and Diocesan Canons, and as may not be inconsistent with law, including:
  - (1) To receive, have custody of and dispense all funds and monies belonging to the Parish upon budgetary authorization or prior approval by the Vestry;
  - (2) To keep or cause to be kept full, detailed and true accounts of all financial transactions relating to the Parish, its property or affairs;
  - (3) To attend all Vestry meetings and present at each meeting a full and accurate statement of all moneys received and paid out since the last such report to the Vestry;
  - (4) To present to the Vestry, at its January meeting or, in any case, before the Annual Meeting, complete financial statements showing all receipts and disbursements for the preceding year and the assets, liabilities and fund balances of all Funds as of the end of the preceding year for the Parish;
  - (5) To attend the Annual Meeting and present a report on financial matters of the Parish;
  - (6) To maintain custody of all the funds and securities of the Parish, and keep full and accurate account of receipts and disbursements in records belonging to the Parish;
  - (7) To deposit all moneys and other valuables in the name and to the credit of the Parish in such depository or depositories as may be designated by the Vestry; and
  - (8) To perform all duties generally incident to the office of the Treasurer, subject to the control of the Vestry and the Rector.

(c) No Rector, Warden or Clerk shall also act as Treasurer.

*See* Diocesan Canon 24, Sec. 3-5.

### **Section 5: The Clerk**

- (a) Upon election, the Clerk shall remain in office for a period of one year and until a successor is duly elected.
- (b) The Clerk shall perform such duties and shall have such powers as may be prescribed by the General Convention and Diocesan Canons, and as may not be inconsistent with law, including:
  - (1) To attend all Vestry meetings;
  - (2) To take and keep minutes and reports;
  - (3) To attest to the official acts of the Vestry;
  - (4) To convey all Parish books and papers to his or her successor;
  - (5) To perform all duties generally incident to the office of the Clerk, subject to the control of the Vestry and the Rector.

*See* Diocesan Canon 24, Sec. 2.

## **ARTICLE V: Nominations for Parish Offices**

### **Section 1: Nominating Committee**

The three members of the Vestry whose terms are expiring, and the Rector's Warden and the Parish Warden, if their terms are not expiring, shall serve as members of the Nominating Committee. The Vestry shall designate the chairperson of this committee from among these individuals and the Rector shall serve as an *ex officio* member of the committee.

### **Section 2: Positions for Nomination**

The Nominating Committee is to assure the nomination of at least one person for each of the following Parish positions, all of which will be elected by the Parish at the Annual Meeting:

- (a) three full-term Vestry members;
- (b) additional Vestry member(s) necessary to complete a departed Vestry member's term;
- (c) three Delegates to Annual Synod;
- (d) three Alternates to the Annual Synod;
- (e) two Delegates to Deanery; and

- (f) two Alternates to Deanery.

### **Section 3: Nominating Procedures**

- (a) Each year, generally in December, the Nominating Committee shall cause to be distributed to all Members the following information: the members of the Vestry whose terms will expire, the remaining members of the Vestry, the positions for which nominations will be made, eligibility requirements for positions for which nominations are to be made, and the members of the Nominating Committee.
- (b) Any Voting Member of the congregation (including members of the Nominating Committee) may place the name of any eligible Member of the congregation in nomination for a position by notifying a member of the Nominating Committee. Nominations must be seconded by a Voting Member and the consent of the nominee must be obtained.
- (c) After obtaining the necessary nominations, the Nominating Committee shall meet to review the nominations received and to ensure a slate of nominees that is complete prior to the announcement of the nominations. The Nominating Committee shall check eligibility for office of all prospective nominees.
- (d) The Nominating Committee shall endeavor to ensure continuity for Synod and Deanery Delegates when possible, by assuring that each year at least one nominee has been a Delegate or Alternate in the year just completed.
- (e) The Nominating Committee should attempt to provide candidates of varied perspectives, backgrounds and experiences.
- (f) Notwithstanding the preparation of a slate of Vestry candidates, any Voting member (with the second of another Voting Member) may nominate an eligible Member for election to the Vestry from the floor at the Annual Meeting at any time before the presiding officer rules the nominations to be closed or, if the nominations are not formally closed, before such time as all vacancies have been filled by election.

### **Section 4: Notice of Nominations**

The Nominating Committee shall provide the names of the nominees, along with brief biographical sketches to be provided by the nominees themselves, to the Members not later than one (1) week before the Annual Meeting.

## **ARTICLE VI: The Annual Meeting**

### **Section 1: Time and Place**

Each January, an Annual Meeting of the Parish shall be held. The Annual Meeting shall take place in Pearson Hall, or such other location as determined by the Rector. Notice of the time and place of the Annual Meeting shall be provided by appropriate Parish communication at least three weeks beforehand. *See* Diocesan Canons 25, Sec. 1.

## **Section 2: Procedures**

The presiding officer at the Annual Meeting shall be the Rector, or, if he or she is not in attendance, the first of the following who is present: the Priest in Charge, the Rector's Warden, the Parish Warden, or a Voting Member elected by the Parish. The Parish shall elect a secretary and parliamentarian for the Annual Meeting and the presiding officer shall appoint between two and six tellers to count ballots where election or vote by acclamation is not used. *See* Diocesan Canon 25, Sec. 4.

## **Section 3: Business**

At the Annual Meeting, the following items of business shall be conducted:

- the meeting shall elect a secretary;
- the meeting shall elect a parliamentarian;
- the Rector or one of the Wardens shall present the annual report and the Treasurer shall present a report concerning Parish finances;
- after closing nominations, the Parish shall hold elections for open Vestry positions by ballot and for Synod and Deanery Delegates and Alternates by means deemed appropriate by the parliamentarian and approved by the presiding officer;
- each Parish Committee and Ministry shall provide a report;
- the Rector shall submit a report on the over-all state of the Parish; and
- Any other business for the good of the Parish.

## **Section 4: Voting**

All Voting Members of the Parish present at the Annual Meeting shall be allowed to vote on elections and any other Parish business. Proxy voting shall not be permitted. *See* Diocesan Canon 25, Sec. 4.

## **Section 5: Minutes**

The secretary of the meeting shall prepare and keep the minutes of the annual meeting. Among other things, the secretary shall record the result of the ballots for election in the minutes of the annual meeting. The minutes shall be included in the next year's annual report.

## **ARTICLE VII: Election and Appointment Procedures**

### **Section 1: Annual Meeting Elections**

If there are no nominations beyond the slate prepared by the Nominating Committee, the Vestry shall be elected in a single slate. If the ballots do not demonstrate a majority of votes present in

favor of the slate, or if there are additional nominations beyond the slate, then a separate ballot or ballots will be held in a manner determined by the parliamentarian and approved by the presiding officer. No one shall be elected to the Vestry without obtaining the votes of a majority of the votes present. A slate of Synod and Deanery Delegates and a slate of Synod Alternates will be elected in the same manner as the Vestry, except that a ballot is not required. *See* Diocesan Canon 25, Sec. 1(b).

### **Section 2: Appointment of Rector's Warden**

The Rector shall select the Rector's Warden from among the Vestry by the first meeting of the Vestry after the Annual Meeting.

### **Section 3: Election by the Vestry**

The Vestry shall elect a Parish Warden, Clerk and Treasurer by majority vote at a Vestry Meeting following the Annual Meeting.

## **ARTICLE VIII: Conduct of Meetings**

Except as otherwise directed by General Convention, Diocesan Canons, or these Bylaws, all questions about the conduct of meetings shall be determined by references to Robert's Rules of Order.

## **ARTICLE IX: Parish Communications**

There shall be a Parish newsletter compiled and published periodically to all Members of the Parish by electronic mail or other appropriate means. The Parish Administrator, or such other individual as appointed by the Vestry, shall have responsibility for compiling and publishing the newsletter and other communications to the Members.

## **ARTICLE X: Audit**

### **Section 1: Parish Audit**

Each year, the financial records of the Parish (except for the Rector's Discretionary Fund) shall be audited by an Audit Committee appointed by the Vestry, consisting of at least two individuals, and not including the Treasurer. The Audit Committee shall issue its report to the Vestry not later than the August Vestry meeting, or such other time as specified by the Vestry in advance of the September 1 deadline for receipt of the audit report by the Diocese. In addition, the Rector's Warden, or his or her designee, shall audit the Rector's Discretionary Fund.

### **Section 2: Retention of Certified Public Accountant**

Upon recommendation of the Audit Committee, the Vestry may employ an independent Certified Public Accountant to audit all accounts under the management and control of the Parish.

**ARTICLE XI: Use and Amendment of Bylaws**

**Section 1: Adoption and Amendment**

Except as may otherwise be specified under provisions of law, the General Convention, or Diocesan Canons, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Vestry.

**Section 2: Copies to Vestry Members**

New Vestry members will be provided with a copy of these Bylaws at their first Vestry meeting, and are expected to become familiar with them.

**ARTICLE XII: Construction and Terms**

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

Adopted: January 2013; Revision Approved March 11, 2013