

# BYLAWS of ST. PAUL'S PARISH, SALEM, MARION COUNTY, OREGON

Revised and Adopted by the Vestry, January 16, 2013

## 1. NAME, LOCATION

- 1.1. Name: The name of the Parish is Rector, Wardens and Vestry of the Parish of St. Paul's, an Oregon Corporation. For the purpose of these Bylaws, the Corporation will be called St. Paul's Episcopal Church.
- 1.2. Location: The location of the Parish is in Salem, Marion County, Oregon.

## 2. PARISH ORGANIZATION

- 2.1. The Parish of St. Paul's Episcopal Church is an Oregon nonprofit corporation within the Diocese of Oregon in accordance with the Constitution, Canons, Doctrine, Discipline and Worship of the Protestant Episcopal Church in the United States of America and with the Constitution and Canons of the Diocese of Oregon.
- 2.2. The Rector is the President of the Parish Corporation and is Presiding Officer of the Vestry.
- 2.3. The Vestry is the Board of Directors of the Parish Corporation, responsible for the management of the temporal affairs of the parish, subject to limitations of civil and canon law.
- 2.4. The Parish is managed in accordance with these bylaws which establish procedures and practices for electing members of the Vestry, conducting the Annual Meeting, and attending to the general business affairs of the Parish.

## 3. GOVERNANCE,

### 3.1. Governance of the Parish

#### 3.1.1. Annual Meeting

3.1.1.1. An Annual Meeting of the Parish shall be upon a day and at an hour as determined by the Vestry. It shall elect its Governing Body (Vestry) and receive the reports of the Rector, Wardens, committees, and other church groups and transact such other business as may legally and canonically come before the meeting. The Vestry shall attend to the fiscal matters of the congregation between Annual Meetings.

3.1.1.2. Notice of the date, time and place of the meetings shall conform to canon 6.6

3.1.1.3. Those qualified voters present at the meeting shall constitute a quorum.

#### 3.1.2. Vestry Meetings

3.1.2.1. The Vestry will have regular monthly meetings at a time and place designated by its members. Special meetings may be called by the Rector or by both Wardens or by any three Members of the Vestry by giving three-day notice to each Member of the Vestry.

3.1.2.2. A quorum of a Vestry shall consist of a majority of all its voting members, and no meeting shall be held without the attendance of the Rector or one of the Wardens and the Clerk. In the absence of the Clerk the Presiding Officer shall appoint a Clerk pro-tem.

3.1.2.3. Proxy votes will not be allowed.

3.1.2.4. Vestry meetings are open to all members of the Parish, except when an executive session is declared.

3.1.2.5. Executive Committee

The Vestry may appoint an Executive Committee to serve between regular meetings, during recess or in the event of emergency. Either the Rector or one of the Wardens must be present at any Executive Committee meeting.

Actions taken by the Executive Committee shall be recorded and entered into the minutes of the next meeting.

3.1.2.6. Electronic Voting

Events which require action between regular vestry meetings may be acted upon electronically. Procedures shall be the same as in regular meetings (i.e. a motion followed by a second, etc.), however a majority vote of all members shall be required instead of a majority of members voting. Results of electronic voting shall be recorded in the minutes of the next Vestry meeting.

3.1.3 Parliamentary Authority

3.1.3.1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any adopted special rules of order, and any statutes applicable to this organization, the Canons of the Episcopal Church in The Diocese of Oregon and Canons of the Protestant Episcopal Church in the United States of America.

3.1.3.2. Nothing set forth herein shall be construed contrary to the Canons of the Episcopal Church in the Diocese of Oregon and Canons of the Protestant Episcopal Church in the United States of America.

3.2. Leadership of the Congregation: The Presiding Officers

3.2.1. Senior Warden shall:

a. preside at meetings of the Vestry in the absence of the Rector;

b. be responsible for the temporal matters of the Parish and perform other duties set forth in Canon law.

3.2.2. Junior Warden shall:

a. conduct meetings of the Vestry in the absence of the Rector and the Senior Warden;

b. be responsible for the temporal matters of the Parish and perform other duties set forth in Canon law.

3.2.3 Clerk shall:

a. record all minutes of meetings of the Vestry;

- b. attest or certify documents of the Parish as required;
- c. preserve all entrusted documents, papers, books and records;
- d. furnish each Vestry member with minutes of each meeting of the Vestry. Perform such other duties as set forth in Canon Law and as may be prescribed by the Vestry and Rector.

3.2.4 Treasurer shall:

- 3.2.4.1. maintain records of account for all funds received and disbursed.
- 3.2.4.2. send to the Treasurer of the Diocese, by the 15th of each month, a statement of the previous month's General Purpose Income and its Diocesan Program assessment payment, in compliance with Diocesan Canon 5.2, section 6;
- 3.2.4.3. maintain records and assist the Rector in the preparation of the Annual Parochial Report;
- 3.2.4.4. maintain complete and accurate records with respect to all trust or other dedicated funds;
- 3.2.4.5. inform the Church Pension Fund of salaries and any other compensation paid to the Clergy by the Parish and changes in such salaries and compensation as they may occur, pay promptly to the Church Pension Fund the pension assessments required thereon under the Canons of the General Convention and in accordance with the rules of the Fund.
- 3.2.4.6. perform all duties prescribed by the Vestry and by the Canons of the Diocese Of Oregon and the rules of the Church Pension Fund.

3.3. Vestry

3.3.1. The Vestry shall be composed of twelve members who are lay persons who qualify by the Canons of the Diocese of Oregon and by the requirements of IV. C. 3. below.

3.3.2 Duties of the Vestry. Each Vestry member shall:

- i. serve as liaison in a specific ministry area; (This service is intended to reflect the Vestry's role in governance and oversight of the ministry of the Parish.)
- ii. attend Vestry meetings unless excused for reasonable cause.

3.3.3 The Vestry is responsible for stewardship of the Parish and its property and other duties as defined by Canon law.

#### 4. ELECTIONS, APPOINTMENTS AND TERM OF OFFICE

4.1 Rector.

4.1.1 Vacancies: When the parish is without a Rector, the vacancy shall be filled by the Vestry as outlined by the Diocesan Operations Resource Manual.

4.1.2 Powers and Duties: For the purposes of his or her office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall at all times be entitled to the use and control of the Church and Parish buildings, with the appurtenances and furniture thereof, in addition to the powers and duties prescribed by the Constitution and Canons of the Diocese of Oregon and the Canons of the General Convention.

4.2 Officers of the Parish. The Officers of the Parish include:

4.2.1 The Rector, who is the permanent C.E.O. of the Parish Corporation.

4.2.2 The Senior Warden (an elected member of the Vestry) who is appointed by the Rector to serve a two-year term. A Senior Warden may not serve more than 2 consecutive terms.

4.2.3 The Junior Warden, the Clerk, and the Treasurer who are elected by the Vestry to serve two-year terms.

4.3 Vestry

4.3.1 Term of Office: Vestry members shall serve for three year terms, (subject to the limits imposed by subsections 4.3.3.4 and 4.3.6 and 4.3.3.7 of this section) with four members to be elected at each Annual Meeting. It is the responsibility of the Vestry members to notify the Rector, Senior Warden and Clerk in writing of intent to resign.

4.3.2 Process of nominations: Prior to the Annual Meeting, the Vestry shall appoint a Nominating Committee. The charge to this committee will be to solicit nominations for eligible Vestry candidates and to develop a slate for balloting at the Annual Meeting.

4.3.2.1 Simultaneously, a call for nominations and a description of eligibility requirements shall be published. Prepared forms or other means to make the nomination process open and convenient will be made available.

4.3.2.2 The Nominating Committee will contact all those nominated and other potential candidates to assure that they meet the eligibility requirements and to verify their willingness to stand for election.

4.3.2.3 All eligible and willing nominees will be put forward by the Committee for the public ballot. (Nominations are not made for specific Vestry duties or positions; however, the Rector may nominate the person he/she intends to appoint as Sr. Warden.) The Nominating Committee will publish the ballot at least 30 days prior to the Annual Meeting.

4.3.2.4 Nominations may be made from the floor at the Annual Meeting. Anyone so Nominated must first affirm his/her eligibility and willingness to serve if elected.

4.3.2.5 Written statements from the candidates will be solicited and published at least one week in advance of the Annual Meeting. Floor nominees may present either oral or written statements. All candidates may respond to questions, if any, from the floor.

4.3.3 Eligibility of Candidates: All eligible candidates for election to the Vestry will meet the minimum requirements specified by the Canons of the diocese and the Parish Bylaws as described below. A candidate must:

4.3.3.1 Be eligible to vote in Vestry elections (Paragraph 4 below).

4.3.3.2 Be eighteen years or older.

4.3.3.3 Have made a current pledge, in his/her own name, to the financial support of our Parish for at least six months preceding the election.

4.3.3.4 Have waited one year after serving on the Vestry;

4.3.4 Eligibility to vote in Vestry Election. A voter must:

4.3.4.1 Be enrolled on the Parish Register for six months;

4.3.4.2 Be baptized and sixteen years of age or older;

4.3.4.3 Have been a communicant in the year preceding the election; (A communicant will have received Holy Communion in the Episcopal Church at least three times during the year.)

4.3.4.4 Have been a contributor, in his/her own name, for the financial support of our Parish for not less than 6 months preceding the election

4.3.5 Conduct of the Election

4.3.5.1 The Vestry election will take place at the Annual Meeting.)

4.3.5.2 Three tellers will be appointed in accordance with Diocesan Canon. The tellers will be responsible for distributing, collecting, safeguarding and counting all ballots. They also serve as election judges with respect to valid and challenged ballots per applicable Canon.

4.3.5.3 The number of positions voted for on the ballot shall be no more than the number of vacant positions. Ballots containing more choices than the number of members to be elected are to be declared not valid by the tellers. This definition of a valid ballot is to be printed on each ballot.

4.3.5.4 Proxy and absentee ballots are not allowed.

4.3.5.5 Those nominees receiving the most votes, in descending order up to the number of open positions, with the limitation that they each must have a vote total of at least a majority of the number of valid ballots, will be declared elected as Vestry members by the tellers. In the event that the limitation becomes effective or of a tie, then a second election shall be conducted with the names of those previously elected removed from the ballot. The number of names on this ballot shall be limited to the number of members to be elected plus one with these names chosen from those who have received the highest number of votes on the previous ballot. This procedure will continue until all positions are filled.

4.3.5.6 The tellers shall communicate the names of those elected to the presiding officer in writing, but they shall keep the tally of votes confidential. The tellers shall also identify the first and second runners-up for the record. The tellers and Clerk shall follow Diocesan Canon 6.6 in the event of a challenged election.

4.3.5.7 The presiding officer shall certify all who are elected Members of the Vestry.

4.3.6 Vacant Vestry Positions: In the event of a vacancy on the Vestry which results in an uncompleted Vestry term that exceeds six months, the Vestry shall appoint a qualified and willing member of the congregation to the remainder of the term. Vacancies of less than six months shall remain unfilled until the elections at the following Annual Meeting.

4.3.7 A Vestry member who has been chosen to fill a vacancy occurring on the Vestry may, (upon completion of the term), be nominated to be elected to a full term on the Vestry.

#### 4.4 Removal of Vestry Members and Officers.

4.4.1. Vestry Members and Officers of the Parish may be removed only for cause which may be:

4.4.1.1 Persistent failure to attend Vestry meetings or retreats;

4.4.1.2 Removal from the Parish rolls;

4.4.1.3 Moving from the area by such distance as to preclude active regular participation;

4.4.1.4 Conviction of a felony;

4.4.1.5. Mental or physical incompetence to perform his or her duties;

4.4.1.6 Substantial misfeasance or malfeasance on the part of any officer.

4.4.2 Removal shall be accomplished in the following manner:

4.4.2.1 If a member is persistently absent, the Rector and one of the Wardens shall meet with the member to determine the extent to which the relevant circumstances will affect future attendance. If it is determined that the circumstances will continue to prevent regular attendance, the Rector and Warden may agree to accept a resignation from the member in accordance with provision IV.C.1. of the Bylaws. The Rector and Warden shall present a recommendation for appropriate action at the next Vestry meeting following the interview.

4.4.2.2 A motion for removal shall be voted on at two successive regular meetings of the Vestry with two-thirds of the elected Vestry members voting in favor of said motion at both meetings.

4.4.2.3. Thereafter, a notice of intention to remove shall be addressed to the person concerned setting forth the specific grounds for removal. Said notice may be delivered in person by the Rector or Senior Warden or may be sent by certified mail, return receipt requested, and shall provide for fifteen days from the date of receipt of the notice in which the Vestry member or other officer concerned may respond to the notice and present statements and arguments (in opposition) at a regular or special meeting of the Vestry. Upon hearing and considering the said statements and arguments, the Vestry shall take final action, which shall be in the form of a motion with two-thirds of the Vestry voting in favor thereof. Notice of said final action shall be addressed in writing to the person concerned and shall be delivered in the same manner provided above for delivery of the notice of intention to remove.

4.4.2.4 If the final action results in removal of the Vestry member or Officer, the Vestry shall declare a vacancy as provided by the Canons of the Diocese of Oregon, and the provisions herein.

## 5 COMMITTEES AND CONSULTANTS

### 5.1 Standing Committees

5.1.1 The Finance Committee shall be a Standing Committee of the Vestry. The committee shall have 6 members in addition to the Treasurer who is a permanent member and the Rector, Assistant Treasurer and Office Administrator, who are non voting ex officio members. Four members at large will be appointed by the Vestry to serve 4-year terms on a rotating basis. The four at large members appointed by the Vestry must have made a current pledge in his/her own name to the financial support of our Parish for at least six months preceding their appointment to be eligible to serve on the Finance Committee. The Vestry will appoint one new member at the beginning of each Vestry year to replace the most senior member of the 4. Reappointment is permitted after one year of absence. Two Vestry members shall be appointed in a like manner to serve during their tenure of Vestry membership. The committee will elect a chair and a secretary to serve until their successors are elected. The committee will function in accordance with the Parish Policy established by the Vestry. It may use consultants at its own discretion in accordance with section V.A.3. of these bylaws. The Treasurer or a designated Vestry member will be responsible for liaison between the Finance Committee and the Vestry.

5.1.2 The Property Committee shall be a Standing Committee of the Vestry. The Chair and 3 to 5 members shall be appointed by the Vestry. Members of the Property Committee must have made a current pledge in his/her own name to the financial support of our Parish for at least six months preceding their appointment to be eligible to serve on the Property Committee. The Committee shall be responsible for monitoring and overseeing the maintenance of all church property. It shall provide the Vestry with a prioritized list of needed or desirable repairs, remodeling or renovations and implement work as authorized and funded by the Vestry.

5.1.3 Other Standing Committees may be established as deemed necessary by the Vestry.

5.2 Members of Special Committees may include one or more Vestry members and members of the Parish-at-large. The Chairs of Special Committees shall be appointed by the Rector with the concurrence of the Vestry.

### 5.3 Matters applicable to consultants.

All committees and special committees may obtain the services of consultants who may or may not be members of the Parish, but no commitment to pay for unbudgeted services of consultants may be made without having first obtained the consent of the Vestry.

## 6. LAY DELEGATES TO DIOCESAN CONVENTION AND WILLAMETTE CONVOCATION.

6.1 Number of Lay Delegates: The number of lay delegates from the Parish to the Diocesan Convention and to the Willamette Convocation shall be as prescribed by the Canons of the Diocese of Oregon. There shall be at least two alternate delegates.

6.2 Selection and Term of Office: The lay delegates (and alternates) of the Parish to the Diocesan Convention and Willamette Convocation shall be elected by the Vestry and shall serve a one year term.

6.3 Certification of Lay Delegates: The names of the lay delegates to the Diocesan Convention shall be certified in writing by the Rector, or in the Rector's absence, by a Warden and the Clerk of the Parish, on the form of certification provided by the Secretary of the Diocese sixty days prior to the Convention.

## 7. PARISH REGISTER

7.1 Maintenance and Contents: The Parish shall furnish a Parish Register, and it shall be the duty of the Rector to record therein all baptisms, confirmations, marriages, burials and the names of all communicants of the Parish, together with such other information and dates as may be required by the Canons of the Diocese of Oregon, the Canons of General Conventions and the Vestry of the Parish.

## 8. RECORD MANAGEMENT

8.1 Preservation of Parish Records: The Rector, Wardens, Vestry members, officers and committees of the parish shall preserve all Parish books, records, documents, funds and property entrusted to them and shall deliver any such to their respective successors.

8.2 Signatures to Documents: All promissory notes, contracts or other formal legal documents shall be signed on behalf of the parish and in its corporate name by the Rector or the Senior Warden or the Junior Warden, as may be directed by the Vestry, and attested by the Clerk.

The Vestry may assign limited signature authority to certain individuals or entities by specifying such authority in a Vestry approved document such as a written Policy.

### 8.3 Signing of Checks

8.3.1 All checks drawn on Parish operations accounts shall be signed by one of the following officers:

- a. Treasurer
- b. Parish Administrator
- c. Senior Warden or Junior Warden

8.3.2. All checks in excess of \$2,000 drawn on Parish special accounts shall be signed by two of the following officers:

- a. Treasurer
- b. Parish Administrator
- c. Senior Warden or Junior Warden

## 9. CONSTRUCTION AND AMENDMENT OF BYLAWS:

9.1 These Bylaws are subject and subordinate to the Canons of the Diocese of Oregon, the Constitution and Canons of the General Convention and to applicable civil law, all as the same exist or may hereafter be in force and effect. The Bylaws are severable and invalidity of any particular bylaw or portion thereof shall not affect the validity of any other bylaw or portion.

9.2 Amendment of Bylaws: The bylaws may be amended or repealed at any meeting by a two-thirds affirmative vote of the Vestry provided that a copy of the proposed amendment is provided to each member of the



Vestry at least five days prior to the meeting at which such amendment will be considered. The amendment shall also be published to the Parish at least 10 days prior to the Annual Meeting.

9.3 Repealer: All bylaws in effect prior to the date of adoption of these bylaws are repealed.

#### 10. INDEMNIFICATION.

10.1 The personal liability of the members of the Vestry and uncompensated officers to the corporation for monetary damages for their conduct as such is eliminated to the full extent permitted by the Oregon Nonprofit Corporation Act.

10.2 The corporation shall indemnify the members of the Vestry and officers, employees and agents from and against all liability and expenses to the full extent permitted by the Oregon Nonprofit Corporation Act.

\*The Articles of Incorporation were signed and subscribed on May 13, 1884.  
Adopted by the Vestry September 16, 1996

\_\_\_\_\_ Senior Warden

Attest: \_\_\_\_\_ Clerk

Confirmed by the Annual Parish Meeting \_\_\_\_\_