

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

Revised and Adopted by the Vestry, JAN 2020

I. 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 Episcopal Church 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 but may designate a Warden to preside in his/ her stead.

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 6.7

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. 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-temp.

3.1.2.2. Proxy votes will not be allowed.

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

3.1.2.4. 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.

3.1.2.5. 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 Constitution and Canons of The Episcopal Church and the Episcopal Diocese of Oregon.

3.1.3.2. Nothing set forth herein shall be construed contrary to the Constitution and Canons of The Episcopal Church and the Episcopal Diocese of Oregon.

3.2. Leadership of the Congregation: The Presiding Officers

3.2.1. Senior Warden shall:

3.2.1.1. Preside at meetings of the Vestry in the absence of the Rector;

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

3.2.2. Junior Warden shall:

3.2.2.1. Conduct meetings of the Vestry in the absence of the Rector and the Senior Warden;

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

3.2.3 Clerk shall:

3.2.3.1. Record all minutes of meetings of the Vestry;

3.2.3.2. Attest or certify documents of the Parish as required;

3.2.3.3. Preserve all entrusted documents, papers, books and records;

3.2.3.4. 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 each month 1/12th of the Annual Diocesan Program Assessment amount due to the Episcopal Diocese of Oregon ;

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 Episcopal Church**. 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 **Section 4.3.3.** below

3.3.2.Duties of the Vestry. Each Vestry member shall:

3.3.2.1. Attend Vestry meetings unless excused for reasonable cause.

3.3.2.2. 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.)

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. Notwithstanding the requirements of 4.3.3.4, a Senior Warden may serve a second, consecutive two-year term. A Senior Warden may not serve more than two 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 4.3.7 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 Rector, advised by members of the Vestry, shall develop a slate for balloting at the Annual Meeting.

4.3.2.1. At direction of the Senior Warden, Vestry members will contact all those nominated to assure that they meet the eligibility requirements and to verify their willingness to stand for election.

4.3.2.2. All eligible and willing nominees will be put forward 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 ballot shall be published at least 30 days prior to the Annual Meeting.

4.3.2.3. 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.

4.3.2.4. 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. The slate of nominees shall be presented to the eligible voting members and affirmed by voice vote. In the event that the number of floor nominees causes the slate to exceed the number of vacancies to be filled, the election shall be executed by paper ballot. Three tellers will be appointed to be responsible for distributing, collecting, safeguarding and counting all ballots.
- 4.3.5.3. Proxy ballots are not allowed.
- 4.3.5.4. The Vestry and Clerk shall follow Diocesan Canon 6.12 Determination of Controversies, in the event of a challenged election.
- 4.3.5.5. The presiding officer shall certify all who are elected Members of the Vestry.

4.3.5.6.

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.

4.3.6. 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 maybe:

- 4.4.1.1. Persistent failure to attend Vestry meetings or retreats;
- 4.4.1.2. Removal from the Parish rolls;

- regular 4.4.1.3. Moving from the area by such distance as to preclude active 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 Section 4.3.1 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. Standing Committees composed of up to six members of the Parish to advise the Vestry on specific duties as noted for each committee.

- 5.1.2. The at-large members shall be appointed by the Vestry to serve four-year terms on a rotating basis. In order to be eligible to serve, at-large members must have made a pledge to the financial support of our Parish in their own name for at least six months preceding their appointment.
- 5.1.3. Parish policy established by the Vestry and amended or revised by Vestry from time to time, is hereby made part of these by-laws by reference and shall govern the functioning of each of these Committees.
- 5.1.4. The Property Committee composed of up to six members of the Parish to advise the Vestry on the upkeep and maintenance of the physical property of the Parish.
- 5.1.5. The Finance Committee composed of five members of the Parish and ex-officio members to advise the Vestry on Parish investments and financial matters. The at-large members shall be appointed by the Vestry to serve four-year terms on a rotating basis and the ex-officio members shall be designated by the Rector.
- 5.1.6. The Audit Committee composed of at least three member of the Parish to conduct an annual examination of the Parishes finances. Audit committee members should be independent of the decision-making and financial record keeping functions of the Parish. At least one member of the audit committee should be a financial expert.
- 5.1.7. The Personnel Committee composed of at least four members of the Parish to advise the Vestry and Rector on matters related to personnel management and employment policies that comply with all applicable local, state and federal laws.
- 5.1.8. The Stewardship Committee composed of up to six members of the Parish to advise Vestry and clergy on themes, communication strategies and master calendar for annual pledging processes and to plan, host, and promote formation events on stewardship themes.
- 5.1.9. Other Standing Committees may be established as deemed necessary by the Vestry.

5.2. Special Committees may be formed as needed by the Vestry

5.2.1. Membership may include one or more Vestry members and members of the Parish-at-large.

5.2.2. Chairs of special committees shall be appointed by the Rector with concurrence of the Vestry.

5.3. Use of 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. This election shall take place no later than March 1st of each year.
- 6.3 Certification of Lay Delegates:** The names of the lay delegates and alternates to the Diocesan Convention shall be certified in to the Secretary of Convention writing by the Rector, within 30 days of their election. The certification shall specify when the election occurred, the name and contact information for each lay delegate and alternate, and that each is at least 16 years of age and a communicant in good standing of the parish.

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:**
- 8.3.1.1. Treasurer**
 - 8.3.1.2. Parish Administrator**

8.3.1.3. 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:

8.3.2.1. Treasurer

8.3.2.2. Parish Administrator

8.3.2.3. Senior Warden or Junior Warden

9. CONSTRUCTION AND AMENDMENT OF BYLAWS:

9.1 These Bylaws are subject and subordinate to the Constitution and Canons of the Diocese of Oregon, the Constitution and Canons of the Episcopal Church 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. Amendments to these Bylaws must be approved by the Parish at an Annual Meeting after publication of a notice 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.

Recommended by the Vestry on January 08, 2020

**Approved at the Annual Meeting:
Date _____**

Senior Warden

Attest:

Clerk