

**BYLAWS OF
CHRIST CHURCH
OF THE CITY OF DETROIT (8/10/08)**

The following bylaws are adopted to supplement the Constitution and Canons of the General Convention of the Episcopal Church in the United States and the Constitution and Canons of the Episcopal Church for the Diocese of Michigan which govern Christ Church of the City of Detroit. To the extent any provision of these bylaws is inconsistent with the canons, as those canons exist at the time these bylaws are adopted or as they may be amended from time to time, or is inconsistent with applicable law, the provisions of the canons and applicable law shall govern.

I

PARISH MEETINGS

1.1 Membership.

1.1.1 Ordinary Members. Any baptized member who is a member of The Episcopal Church and whose baptism is recorded in the records of the congregation, and who regularly participates in the worship of Christ Church Detroit shall be deemed a member of the parish.

1.1.2 Voting Members. An adult member of Christ Church Detroit (*i.e.*, a member sixteen (16) years of age or older) who has been a communicant in good standing at the parish for not less than six (6) months is eligible to vote at all congregational meetings at which he or she is physically present.

To be a communicant in good standing under the canons, a member must have received Holy Communion at least three (3) times at Christ Church during the preceding

year; must have been faithful in corporate worship, unless for good cause prevented; and must have been faithful in working, praying, and giving for the spread of the kingdom of God.¹

1.2 Annual Meeting of the Parish. The annual parish meeting of the members of the parish shall take place during the month of January. The exact date, place and time of the annual parish meeting shall be determined by the Vestry, or if the Vestry has not acted, by the member of the clergy in charge.

1.3 Special Meetings of the Parish. Special meetings of the members of the parish may be called by the Vestry, the Wardens, or the member of the clergy in charge, or upon written petition signed by ten percent (10%) of the voting members presented to the Secretary of the congregation. The Secretary of the congregation shall call for the meeting and after consulting with the member of the clergy in charge and the Wardens, shall set the date, time and place for the meeting. The meeting must be convened within thirty (30) days after the call for the meeting.

1.4 Notice of Parish Meetings.

1.4.1 Annual Meeting. Public notice of the call of, and the time and place for, the annual meeting shall be given by the Vestry, the Wardens, or the member of the clergy in charge at all services on not less than two (2) Sundays immediately preceding the meeting, and shall be given personally or sent by mail or electronic communication to all members of the congregation, the member of the clergy

¹ The Diocesan Canons require the Vestry, acting in consultation with the member of the clergy in charge, to prepare a list of adult communicants in good standing eligible to vote. Members who have (either individually or as a household) made and maintained a pledge during the six months prior to preparation of the list or who have been contributors of record to the parish during that period shall be deemed conclusively to have met the canonical duty to “giv[e] for the spread of the kingdom of God.” The member of the clergy in charge, acting in consultation with the Vestry, shall determine whether a member who has not met the requirement through contributions of record to the parish has nevertheless satisfied the requirement through other acts of charity and good works.

in charge, and all members of the Vestry not less than two (2) weeks before the annual meeting. Additionally, notice of the meeting shall be published in the church bulletin for not less than two (2) Sundays immediately preceding the meeting and posted in a prominent place in the church building.

1.4.2 Special Meetings. Public notice of the call of, and the time and place for, any special meeting shall be given by the Vestry, the Wardens, or the member of the clergy in charge at all services on not less than two (2) Sundays immediately preceding the meeting, and shall be given personally or sent by mail or electronic communication to all members of the congregation, the member of the clergy in charge, and all members of the Vestry not less than one (1) week before the special meeting. Additionally, notice of the special meeting shall be published in the church bulletin for not less than two (2) Sundays immediately preceding the meeting and posted in a prominent place in the church building.

1.4.3 Contents of Notice. The Order of Business for all congregational meetings shall be published or made available with the written notice of the meeting. Notice of a special meeting shall include the object or purpose of the meeting. No business shall be conducted at a special meeting except business stated in the notice of the meeting.

1.5 Membership Roll and Quorum. Not less than sixty (60) days prior to any annual meeting, the Secretary, acting on behalf of and in consultation with the Vestry and in consultation with the member of the clergy in charge, shall prepare and make available a list of adult communicants in good standing eligible to vote. A minimum of ten per cent (10%) of the number of adult communicants in good standing as

reported in the Parochial Report for the year prior to the date of the meeting shall constitute a quorum.

1.6 Presiding Officer. The member of the clergy in charge shall preside at all meetings of the parish. In the event the member of the clergy in charge is absent or declines to preside and fails to designate a particular member of the Vestry to preside, the Senior Warden or in the absence of the Senior Warden, the Junior Warden, shall preside.

II

SELECTION OF THE VESTRY

2.1 Size. The Vestry shall be composed of fifteen (15) persons, elected at the annual parish meeting or at an adjournment thereof.

2.2 Terms of Office. The members of the Vestry shall serve three (3) year terms or until their successors are elected. The terms of office shall be classified so that five (5) terms expire at each annual meeting. No Vestry member who has served a full three (3) year term shall be eligible for reelection until the next annual parish meeting following the expiration of the Vestry member's term of office.

2.3 Persons Eligible to Serve on the Vestry. Membership on the Vestry shall be limited to persons eligible to vote at parish meetings who have been nominated as provided in section 2.4.

2.4 Nominations for the Vestry. On or before the regular Vestry meeting in October of each year, the Senior Warden, with the approval of the Vestry, shall appoint a Nominating Committee composed of at least four (4) members of the parish, at least two (2) of whom shall be Vestry members whose terms are expiring and at

least two (2) of whom shall be persons who are not members of the Vestry. The Senior Warden shall see that the members of the parish are advised promptly of the persons serving on the Nominating Committee in a manner the Senior Warden deems appropriate. The Nominating Committee shall nominate two (2) persons for each vacancy on the Vestry to be filled at the annual parish meeting. Members of the Nominating Committee shall be eligible for nomination. Additional nominations may be made by written petition signed by at least five (5) persons eligible to vote at a parish meeting which petition shall be delivered to the member of the clergy in charge or to one of the Wardens at least fourteen (14) days in advance of the annual parish meeting. Such petitions shall state that the person nominated is a communicant in good standing and has indicated his or her willingness to serve.

2.5 Balloting. Voting for members of the Vestry shall be by written ballot, and only ballots containing votes for a number of different persons equal to the number of positions to be filled shall be deemed valid. The vote on a majority of the valid ballots cast shall be required to elect. In the event that all vacancies are not filled, subsequent ballots shall be from among those persons not elected receiving the largest number of votes on the preceding ballot, and shall include two (2) such persons for each vacancy not filled.

2.6 Judges of Elections. The Wardens, when present, shall be the judges of the election at meetings of the members of the parish. The judges shall permit no person to vote unless qualified and shall canvass and declare the result of all votes. The Wardens, may, at their discretion, appoint other members of the parish who are not candidates to assist them as judges of the election.

2.7 Vacancies. All vacancies in the Vestry may be filled by the remaining Vestry members at any meeting, and the person so elected shall hold office for the unexpired portion of the term. The Vestry may, at its option, decline to fill a vacancy, in which case the vacancy may be filled at an annual or special meeting of the members of the parish. Upon expiration of their term, persons elected to fill a vacancy shall be eligible for election to a full three (3) year term.

III

THE VESTRY

3.1 Regular Vestry Meetings. Regular meetings of the Vestry shall be held-not fewer than six (6) times throughout the year between annual meetings. The place and time of regular meetings shall be as determined by the Vestry. The meetings are open and members of the parish are welcome to attend and observe. If a person wishes to be on the agenda or to bring an issue or action before the Vestry, he or she should contact the member of the clergy in charge or the Wardens and request to be placed on the agenda. When the Vestry needs to discuss confidential matters it may go into executive session and observers may be required to leave the meeting while the Vestry is in executive session.

3.2 Notice of Meetings. Vestry meetings may be scheduled or called by the member of the clergy in charge or by the Wardens, or by written request of one-third (1/3) of the Vestry. Notice of a meeting shall be given by notice personally or by mail or electronic communication to the member of the clergy in charge and all members of the Vestry, and posted in a publication of the congregation posted in advance of the meeting in a prominent place in the church building. Notice may be waived by the

member of the clergy in charge and by the members of the Vestry. Presence at a meeting constitutes waiver of notice of the meeting.

Absent exigent circumstances, all meetings shall be in person. When such circumstances exist as determined by the member of the clergy in charge and the Wardens, notice of the meeting shall be by electronic mail, and the meeting may be held by any means that permits all persons participating in the meeting to communicate with all other persons participating in the meeting, including meeting in person, conference call, or other means of remote communication.

3.3 Special Meetings. Special meetings of the Vestry may be called by the member of the clergy in charge or by the Wardens, or by one-third (1/3) of the members of the Vestry upon giving not less than five (5) days notice personally or by mail or electronic written communication to the member of the clergy in charge and all members of the Vestry. Notice of a special meeting shall include the object or purpose of the meeting and the order of business. Notice may be waived by the member of the clergy in charge and by the Vestry. Presence at a meeting constitutes waiver of notice.

3.4 Quorum. A majority of the members of the Vestry then in office shall constitute a quorum at any regular or special meeting of the Vestry. A meeting may be adjourned without a quorum being present.

3.5 Presiding Officer. The member of the clergy in charge shall preside at all meetings of the Vestry or may designate a member of the Vestry to preside at any meeting. When presiding in place of the clergy member in charge, the designated Vestry member shall be eligible to vote on all matters coming before the Vestry.

3.6 Absences and Removal. In the event that any member of the

Vestry shall be absent from the regular meetings for a period of three (3) consecutive months, or shall be absent for three (3) meetings out of six (6) consecutive meetings, or otherwise impairs the Vestry's ability to carry out its duties, the remaining members of the Vestry may, by a two-thirds vote and with the advice and consent of the member of the clergy in charge, remove the absent member from office and appoint a qualified successor to fill the unexpired term. If the congregation is without a member of the clergy in charge, the advice and consent of the Bishop, or other person designated by the Bishop, must be obtained before such action is taken.

3.7 Records and Minutes. Records and minutes of any meeting of the Vestry shall be kept by the Secretary, or other person designated to do so. All records and minutes shall be kept with the congregation's records and shall be available for inspection.

3.8 Duties of the Vestry. The Vestry shall be responsible for the care and management of all of the temporal affairs of the congregation and to the extent necessary, the worship and spiritual life of the congregation, as required by these bylaws, the canons, and applicable state, local or federal law.

3.8.1 Duties Generally. Temporal matters. The Vestry shall be responsible for care and management of the property and assets of the congregation, and call of and relations with clergy as provided in the canons, administration of the congregation's finances, the election of wardens, appointment of other officers, supervision of volunteers, maintenance of records, preparation of an annual budget of the

congregation, and shall generally govern the congregation as required by applicable law and canons.

3.8.2 Other Duties. Upon election to the Vestry and from time to time, and at least annually, the members of the Vestry shall familiarize themselves with the canons and any changes made to them that relate to Vestry duties, and the canons shall be consulted whenever issues arise pertaining to Vestry duties and decisions.

IV

OFFICERS

4.1 Officers. The officers of the parish shall be the Senior Warden, the Junior Warden, the Secretary and the Treasurer. Officers shall be elected by the Vestry at a regular or special meeting following the annual parish meeting and shall serve until their successors are elected. The Senior Warden and the Junior Warden shall be members of the Vestry. The Secretary and Treasurer also shall be members of the Vestry unless a majority of the Vestry determines that no member of the Vestry is qualified and available to perform the duties of either or both of these offices, in which event the Vestry, by majority vote, may appoint a voting member of the parish who is not a Vestry member to such office or offices. No person (whether initially a vestry member or non vestry member) may serve more than five consecutive one-year terms as Secretary or Treasurer. The Vestry may also appoint such other or assistant officers as it deems appropriate. An officer who is not member of the Vestry, shall be entitled to attend meetings of the Vestry to serve ex officio with voice and without a vote. Any officer may be removed with or without cause by a vote of two thirds (2/3) of the members of the Vestry then in office.

Any vacancy in any office shall be filled for the unexpired term thereof by majority vote of the Vestry. Officers shall fulfill the duties set forth in these bylaws and in the canons.

4.2 Duties of Wardens. The Wardens, in concert with the Vestry, shall together with the member of the clergy in charge, seek to provide the Parish with effective leadership; assist and advise the member of the clergy in charge in the discharge of his or her duties; and perform any and all other duties as may be specified in these bylaws and the canons.

4.3 Senior Warden. The Senior Warden shall preside at meetings of the parish and the Vestry in the absence of the member of the clergy in charge, unless the member of the clergy in charge has designated another Vestry member to preside. Additionally, the Senior Warden shall perform such other responsibilities as provided in the canons, these bylaws, and as determined by the Vestry or the member of the clergy in charge. The Senior Warden may attend and participate in the meetings of all committees, but shall have no vote unless otherwise a member of the committee.

4.4 Junior Warden. The Junior Warden shall perform the duties of the Senior Warden in the absence of the Senior Warden, and shall perform such other responsibilities as provided in the canons, these bylaws, and as determined by the Vestry or the member of the clergy in charge.

4.5 Secretary. The Secretary is responsible for the maintenance and preservation of all records of the parish not entrusted to another officer or person within the parish. The Secretary shall maintain and make available an accurate roll of the parish, shall see that complete minutes of the meetings of the parish and the Vestry are taken, maintained and preserved, shall attest to the public acts of the Vestry, shall see that

notice is given of special meetings of the Vestry, shall verify that all candidates for the Vestry are Voting Members under Section 1.1 of these bylaws, and shall perform such other responsibilities as determined by the Vestry.

4.6 Treasurer. The Treasurer shall see that the funds of the parish are collected and disbursed in the manner directed by the Vestry, shall see that an accounting system is maintained which accurately reflects the financial condition of the parish, and shall present written reports of the financial condition of the parish at the annual meeting of the parish, at each regular meeting of the Vestry and at such other times as the Vestry shall direct, and shall perform such other responsibilities as determined by the Vestry.

4.7 Execution of Documents. All instruments requiring the corporate signature, including deeds, mortgages of real estate, and material written contracts shall be signed, in the name of the corporation, by one of the Wardens and by the Secretary or Treasurer or their assistants, or by such other member or members of the Vestry as shall be authorized to do so by resolution of the Vestry.

V

COMMITTEES

5.1 Committees. The Vestry, in consultation with or at the request of the member of the clergy in charge, shall establish such standing and special committees as it shall determine are appropriate from time to time to conduct the business and to further the mission of the parish and shall provide for the appointment of the members and the chairpersons of such committees. The Vestry shall see that the committees report on their activities regularly to the Vestry and to the entire Congregation at the annual parish meeting.

VI

RECTOR

6.1 Rector. The control of the worship of the parish and the spiritual jurisdiction of the parish shall be under the exclusive direction of the Rector with the godly counsel of the Bishop of the Diocese of Michigan. The Rector shall have charge of the music provided during worship services, the educational programs of the parish, and shall have the exclusive duty to allow clergy to officiate in the church and to minister any office of the church within the parish, but not to the exclusion of Bishops of the Diocese of Michigan. The Rector shall have the duty to select and discharge the organist and choirmaster, assistant clergy, if any, and other parish employees (all of whose salary and other compensation, however, shall be determined by the Vestry) and shall supervise the work of all parish employees.

VII

INDEMNIFICATION

7.1 Indemnification. Each person who is or was a member of the Vestry, a member of any committee of the parish, and each person who serves or has served at the request of the parish, as a director, officer, agent or committee member of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the parish to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. Additionally, on a case by case basis, the Vestry may authorize the parish to indemnify officers and employees of the parish, including but not limited to the Rector and the Rector's assistants.

The parish may purchase and maintain insurance on behalf of any such person against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such whether or not the corporation would have power to indemnify such person against such liability under the laws of the State of Michigan.

VIII

AMENDMENT TO BYLAWS

8.1 Amendments. These bylaws may be altered, amended, repealed or added to by a majority vote of the persons qualified to vote who are present at a regular or special meeting of the parish.

A summary of the amendment or proposed change shall be included in the notice announcing the meeting.