

ST. PAUL'S EPISCOPAL CHURCH BYLAWS

Article I St. Paul's Episcopal Parish Incorporation

On February 16, 1995, St Paul's filed for incorporation. The name of this corporation is St. Paul's Episcopal Parish, Port Townsend, Jefferson County, Washington. The purposes for which this corporation is organized are to establish and maintain Episcopal Churches and to provide a place of public worship of Almighty God, and the administration of the sacraments and all rites and ceremonies of The Episcopal Church in the United States of America according to its usages and forms, and to establish, maintain and conduct schools for the religious instruction of the young and to further other religious and charitable work. This corporation accedes to and agrees to be bound by and comply with the Constitution, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites, and Usages of the Episcopal Church in the United States of America and of the Diocese of Olympia.

Article II Parish Meetings

Section 1. Parish Meetings and Special Meetings: The Rector shall preside at all parish meetings. If there is no Rector, the Senior Warden, or Junior Warden, in that order shall preside. The Clerk of the Vestry shall act as the clerk of the parish meeting.

Section 2. The Annual Parish Meeting and Election of Vestry Members: At any time between the Annual Meeting of Diocesan Convention and the last day of February, after due notice is publicly given at Divine Service on the two Sundays next preceding, there shall be held an Annual Meeting of the Parish for election of Vestry Members and for the transaction of such other business as may properly come before the meeting.

Adult Communicants in good standing in the Parish shall choose by vote the Vestry members to serve until the election of their successors. At any meeting to elect Vestry members or Convention delegates or alternates, Communicants have the right to nominate candidates from the meeting floor.

A qualified elector, who is house bound due to illness or traveling out of the area, i.e. Jefferson and adjoining counties, may attend the Annual Meeting via technology that allows all participants to hear each other at the same time, and shall be considered "present" at the meeting. No less than two weeks before the meeting, the Rector (or Senior Warden if there is no rector) must receive from the elector a written request for permission to attend in this manner. The Rector or Senior Warden will provide a written response. There shall be no delay of the meeting or voting process due to technical problems at the elector's site or that of the Parish. From the time voting commences at the meeting, these electors will have 20 minutes to return their ballots, via email, to the Parish email address. These ballots will be retrieved by the ballot counter, printed, and included in the vote total.

Section 3. Special Meetings: Special meetings of the Parish may be called by the Rector, or the Vestry if there is no Rector, and shall be called by the Rector upon written request signed by a majority of the Vestry. Notice of any special meeting of the Parish shall be given at two regularly

scheduled worship services, including the Sunday next preceding the day appointed for the special meeting. The notice shall state the purpose of the special meeting.

Section 4. Composition of the Vestry: The number of elected Vestry members, as prescribed in the Articles of Incorporation of each Parish, shall be no fewer than nine (9) and not more than fifteen (15), and within these limits, the Parish, by a majority vote, may fix or change the total number elected annually. Adult Communicants in good standing in the Parish shall alone be eligible to serve on the Vestry. The Rector shall be ex-officio a member of the Vestry with presiding authority that may be delegated to a Warden. Members of the Vestry shall serve for terms of three (3) years each. At the Annual meeting, one-third (1/3) of the Vestry members shall be elected to serve a full threeyear term until their successors have been elected. No member of a Vestry who is elected to a full three-year term shall be eligible for re-election to the Vestry until one year after the expiration of the term for which he or she was elected.

Article III The Vestry

Section 1. Vestry's Role: The role of the Vestry is to work in partnership with and support the Rector. The role of the Vestry is defined by the Constitution and Canons of the Episcopal Church and of the Diocese of Olympia, as well as the bylaws of the Parish. State statutes may prescribe certain responsibilities of a Vestry in its role as the governing board of a parish.

- a. The Canons of the Episcopal Church stipulate the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate properties; and the relations of the Parish to its clergy.
- b. The Vestry is to ensure standard business methods will be observed as outlined in the Episcopal Church's Manual of Business Methods in Church Affairs
- c. The Vestry has responsibility for nominating persons for holy orders.
- d. When a parish is without a Rector the Vestry is responsible for the calling of a new Rector.
- e. The Vestry shall adhere to the personnel policies and procedures for parish employees in accordance with the general guidelines set forth in the Personnel Handbook Template of the Diocese of Olympia. The Vestry is responsible for ensuring employees receive adequate salary and benefits, that they have a clear understanding of their job description, and that they have the right to a safe workplace free from harassment.
- f. No Vestry shall remove, take down or otherwise dispose of any church, chapel, rectory or parish building, nor shall the location thereof be changed without previous written consent of the Bishop, acting in consultation with the Standing Committee of the Diocese.

Section 2. The First Meeting of the Vestry: At the first Vestry meeting after annual election, there shall be chosen from among its members a Senior and a Junior Warden. In case the Parish be without a Rector, both wardens shall be elected by the Vestry; in all other cases the Rector shall appoint the Senior Warden and the Vestry shall select the Junior Warden. The Vestry shall select a Clerk of the Vestry who shall also serve as Clerk of the Parish for the ensuing year, and a Treasurer who shall receive and disburse the revenues of the Parish. The books of both the Clerk and the Treasurer shall always be open to inspection by the Rector, members of Vestry, and the Bishop. Neither Clerk nor Treasurer need be Vestry members.

Section 3. Vestry Meetings: Vestry meetings shall be held each month at such hour and place as may be fixed by the Rector, or Vestry. In the absence of the Rector, the Senior Warden shall preside over all meetings. In the absence of both the Rector and the Senior Warden, the Junior Warden shall preside over the meetings. If there is no Rector, the meeting shall be valid if there is a majority of the Vestry including one Warden (quorum).

- a. The Rector may call special meetings of the Vestry at any time and shall call a special meeting on the written request of three members of the Vestry, including one Warden.
- b. Notice of all meetings shall be given by mail, by phone or electronically to all members of the Vestry.
- c. Except in circumstances requiring emergency action or upon consent of all Vestry members, no Vestry meeting shall be held with less than three (3) days' prior notice to all members. In the event of a situation deemed urgent by the Rector, electronic voting via email or text may occur and tabulation of final votes will be taken 24 hours after the original email. Special Vestry meetings may be held either in person or electronically by Zoom.
- d. At any Vestry meeting, the Rector may vote to break a tie but shall not be counted in determining a quorum or determining how many votes are required to pass any measure.
- e. If any Vestry member is absent from three consecutive Vestry meetings without being excused by the Vestry, their position shall be declared vacant. The Vestry, at a meeting duly called, may fill a vacancy in its own membership. Persons so appointed to vacancies shall serve until the next Annual Parish Meeting, at which time they may be elected to fill the remaining portion of the unexpired term.
- f. A Rector shall be elected at a meeting of the Vestry by affirmative vote of at least two thirds of the entire Vestry given by written ballot. The Rector shall have been nominated at a Vestry meeting held not less than one week prior to the meeting at which the election takes place (See the 2020 Constitution and Canons of the Diocese of Olympia, published January 2021, Canon 9: Rector, Parishes and Vestries, Section 5b, 1&2, 5c, for complete details).

Section 4. Executive Committee: An Executive Committee of the Vestry may consist of the Rector, Senior Warden, Junior Warden, Treasurer, Clerk and certain committee chairpersons. The role of an executive committee is to help set agendas for vestry meetings, to review the life and work of the congregation, plan ahead and manage routine parish affairs between Vestry meetings. An executive committee shall not act on behalf of the Vestry.

Section 5. Nominating Committee: The Nominating Committee for the Vestry shall consist of three (3) Vestry members whose term expires at the current Annual Parish Meeting. Not less than three weeks prior to the annual meeting, this committee shall nominate qualified electors for election to the Vestry. One candidate shall be nominated for each vacant position. The names of such nominees shall be contained in the required notice of the meeting. The Nominating Committee shall nominate for election qualified electors of the Parish to serve as Delegates to the Annual Diocesan Convention and alternative delegates. Qualified electors of the Parish may make additional nominations from the floor of the Annual Parish Meeting. The number and gender of delegates to be elected shall be in accordance with the Constitution and Canons of the Diocese of Olympia. **Article IV Parish Rector**

Section 1. The Rector and the Vestry work together in partnership in all efforts for the spiritual welfare and growth of the Parish.

Section 2. The Rector's Role and Responsibilities are in accordance with the Constitution and Canons of the Episcopal Church. The Rector or the Priest-in-charge of a Parish has exclusive charge of all rites, ceremonies and liturgical practices of the Church, and the worship with music and ritual accessories thereto, subject and answerable only to the Bishop. He or she shall be entitled at all times to have access to the church buildings and to open the same, as he or she may deem proper, for public worship, for celebration of Holy Communion, baptisms, marriages, burials, religious instruction, and for all other rites and ceremonies authorized by the Church or by the Bishop of the Diocese. The Rector shall have control of the alms received at Holy Communion for pious and charitable purposes, unless a different arrangement shall be agreed to by both Rector and Vestry. The Rector shall have the direction and control of all educational programs, guilds and organizations within the Parish.

Section 3. The Register and annual report shall be the responsibility of the priest in charge of the congregation, or in the absence of a priest, the responsibility of a Warden. Every Parish shall maintain a Register in which it records the information required under the Canons of the Episcopal Church. Each Parish shall prepare and submit the annual report required by Canon 1.6.1 of the Canons of the Episcopal Church. A copy of that report shall be provided to the Diocesan office no later than March 15.

Section 4. The Rector has charge of hiring and supervising paid church employees and other staff upon approval of the Vestry.

Article V Wardens

Section 1. Wardens are elected members of the Vestry with particular leadership responsibilities. A Senior Warden and a Junior Warden are elected and accountable to the Rector and the Vestry. The Wardens work as lay partners with the Rector to ensure that worship services continue in the absence of the Rector. The Senior Warden shall be appointed by the Rector, or if there is no Rector elected by the Vestry from among its members. The Junior Warden shall be elected by the Vestry from among its members.

Section 2. As lay partners, they articulate the mission and vision of the Parish, and help manage day-to-day operations, identifying and nurturing leaders, and empowering members of the congregation to live out the Gospel in their daily lives. The Wardens' ministry should be considered as part of the Annual Mutual Ministry Review of the congregation. The Wardens provide leadership in the congregation by demonstrating a consistently positive attitude that seeks to resolve problems, recognizes accomplishments, and gives thanks for those things that build community and further the vision and mission of the church.

Section 3. Wardens assist the Rector in providing leadership so the Vestry can identify the mission, vision and goals of the congregation, make and implement plans, assess programs and celebrate achievements. The Wardens serve on the Executive Committee and attend the Vestry monthly meetings.

Section 4. The Wardens shall be charged with assuring care of the holy vessels and all other property of the Parish used in the service of the Church and shall see to it that the same are properly provided. Wardens are responsible for oversight of Parish property management, equipment, and maintenance needs.

Section 5. It shall be the duty of the Wardens of every Parish to give written notice to the Bishop of an impending vacancy in the Rectorship no later than ten (10) days after such an impending vacancy is made known. Subsequent to such notice, the Wardens shall counsel with the bishop regarding qualified nominees for the Rectorship of such Parish.

Section 6. When there is no Rector, the Wardens shall have the following responsibilities: a. Function as the communication link with the Diocese.

- b. Convene and preside over vestry meetings.
- c. Make provisions for Sunday worship.
- d. Take responsibility for the administration and maintenance of the congregation's properties.
- e. Act as custodians of the congregation's register and records.

Article VI Clerk and Treasurer

Section 1. The Clerk shall perform all duties usually or naturally incident to his or her office, besides such as may be specially imposed by the Rector or Vestry. The Clerk shall be responsible for the official record of meetings of the Vestry and Annual Parish Meeting. The Clerk shall present written minutes of such meetings to the Vestry for approval, make any corrections that may be required, and maintain a file of all Vestry meeting minutes. The Clerk may be asked to assist in preparing a Vestry meeting summary to be posted in the church newsletter. The Clerk shall sign the annual Parochial Report to the Diocese as evidence that the report reflects the official records of the meetings of the Vestry and Annual Parish Meeting.

Section 2. The Treasurer shall receive, hold and disburse all monies of the Parish in accordance with the current Constitution and Canons of the Diocese of Olympia, and Financial Information for Parishes and Missions (These responsibilities do not extend to funds in the Rector's Discretionary Fund except for the auditing of that fund). The Treasurer shall keep an accurate account of all receipts and disbursements, rendering an account monthly to the Vestry and at such other times as the Vestry may direct. The Treasurer presents a full written fiscal year report (January 1 through December 31) at the Annual Parish Meeting. The Treasurer completes the financial portions of the annual Parochial Report to the Diocese of Olympia and other reports requested by the Rector or the Vestry. The Treasurer ensures that the congregation's financial operations are in accordance with the Episcopal Church's and Diocesan Canons, congregational bylaws, and state and federal laws.

Article VII Amendments

Section 1. These Bylaws may be amended or repealed, or new bylaws adopted by the Vestry at any regular or special Vestry meeting, provided that notice of such intention shall have been contained in

the meeting notice. All Vestry changes to the bylaws are subject to the power of the Parish to amend or repeal any bylaws or adopt new bylaws.

Section 2. These Bylaws may be amended or repealed, or new bylaws adopted and approved by the voting members (qualified electors) of the Parish at any Annual Parish Meeting or special meeting called for that purpose, at which a quorum is present, and that notice of such intention shall have been contained in the notice of the meeting.

Section 3. These Bylaws are in compliance with the current Constitution and Canons of the Diocese of Olympia. All amendments, revisions and new bylaws must be posted in at least two places accessible to the congregation for viewing for a period of not less than 30 days following their adoption.

Article VIII Allegiance

St. Paul's Episcopal Parish is bound by its Articles of Incorporation, laws of the State of Washington, and the United States of America for nonprofit churches and accedes to and agrees to be bound by and comply with the Constitution, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites and Usages of the Protestant Episcopal Church in the United States of America and the Diocese of Olympia.

Article IX References

2020 Constitution and Canons (Published January 2021) Diocese of Olympia, Cannons 9, 10, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21. (Diocese of Olympia website)

Articles of Incorporation of St. Paul's Episcopal Parish, Port Townsend, Jefferson County, Filed February 16, 1995.

Episcopal Church's Manual of Business Methods in Church Affairs. (Diocese of Olympia website)

Episcopal Church's and Diocesan Bylaws. (Diocese of Olympia website)

Financial Information for Parishes and Missions. (on the Diocese of Olympia website)

RCW 23.95.100 Short title. This chapter may be known and cited as the uniform business organizations code-general provisions. [2015 c 176 § 1101.]

RCW 24.03A.005 Short title. This chapter may be known and cited as the Washington nonprofit corporation act. [2021 c 176 § 1101.]. Effective date-2021 c 176: "Except for section 5204 of this act, this act takes effect January 1, 2022." [2021 c 176 § 6103.]

RCW 24.03A.030 Application to existing nonprofit corporations. (1) This chapter applies to every domestic nonprofit corporation in existence on January 1, 2022, that was incorporated under chapter 24.03 RCW or filed a statement of election through which it elected to have chapter 24.03 RCW apply to it.

RCW 24.556 Prudent Management of Institutional Funds Act. This act applies to endowment funds and restricted gifts.

Personnel Handbook Template of the Diocese of Olympia. (Diocese of Olympia website)

Vestry Resource Guide, Episcopal Church Foundation, Revised 2017, latest printing 2019, pages 9&10, 14, 43-45, 73-77

ARTICLE X Adoption

These Bylaws were duly adopted by a vote at a regular Vestry meeting held on

this __12th____ day of __December____, 20__23__

Dawn Spencer

Ken Evans

Senior Warden

Junior Warden