NOTE: COLORED HIGHLIGHTING AND EXPLANTAION OF CHANGE TYPES TO BE DELETED AFTER APPROVAL
CORRECTION – TYPO OR CAPITALIZATION
EXPANDED INCLUSIVITY
CLARIFICATION/IMPROVED READABILITY
ALIGNMENT TO CURRENT TECHNOLOGY/PRACTICE
SUBSTANTIVE CHANGE RECOMMENDED BY VESTRY

AMENDED AND RESTATED BYLAWS OF ST DAVID'S EPISCOPAL CHURCH
REVISED JANUARY 2023

ARTICLE 1
Member of the Congregation

Section 1.01 Members. All persons who have received the Sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit and whose baptism has been duly recorded in the Parish Register, and all persons confirmed or received in the Protestant Episcopal Church in the United States of America (the "Church") whose confirmation, reception or transfer is duly recorded in the Parish Register are M~~m~~embers of the Congregation.

Section 1.02 Communicants. All M~~m~~embers of the Parish who have received Holy Communion at least three (3) times during the preceding year are Communicants.

Section 1.03 Adult Communicants. Communicants who are sixteen (16) years of age and over are Adult Communicants.

Section 1.04 Good Standing. All Adult Communicants who for the previous year have been faithful in worship, unless for a good cause prevented, and have been faithful in working, praying, ~~pledging~~ and giving to this Congregation for the spread of the Kingdom of God, are Adult Communicants in Good Standing. ~~A pledge given by a family unit on behalf of that nuclear family fulfills the requirement of pledging set forth in this section for each member in that family who otherwise qualifies as an Adult Communicant in good standing~~.

Section 1.05 Voting Members. A M~~m~~ember of the Parish who is an Adult Communicant in Good Standing is entitled to vote at meetings of the Congregation.

ARTICLE 2
Meetings of the Congregation

Section 2.01. Annual Meeting. The Annual Meeting of the Parish shall be held during the month of January at a time determined by the Vestry after due notice of such meeting has been given to the Parish, or such meeting may be held at such other times as designated by the Vestry with good cause as long as due notice of such meeting is properly given to the Parish. The Annual Meeting shall be held at the location of the church building, or if there is no church building, at a location designated by the Vestry.

Section 2.02. Due Notice. Notice of the place, date and time of every Annual Meeting of the Parish shall be ~~mailed~~ provided to each M~~m~~ember of the Congregation ~~at their addresses shown in the Parish registry~~ at least twenty (20) days but not more than sixty (60) days before the date of such meeting. If an election is scheduled to occur at the upcoming Annual Meeting, the slate of candidates proposed for election, if available at the time of the notice mailing, should be ~~mailed~~ provided with the due notice of the meeting to each M~~m~~ember of the Congregation.

Section 2.03. Business. At the Annual Meeting the Congregation shall elect members of the Vestry, the Wardens and the Treasurer in addition to conducting all other annual Parish business including presenting the annual report to the Congregation.

Section 2.04. Reports. At the Annual Meeting, the Rector, or in their ~~his or her~~ absence, a Warden, shall submit a full report of the work of the Parish during the previous year. The Treasurer shall submit a report of the receipts and disbursements of the Parish for the previous year, and a report of the financial condition of the Parish.

Section 2.05. S~~pee~~cial Meetings. Special meetings of the Congregation may be called by the Rector or Priest-in-Charge, or, in their absence, by any of the Wardens upon at least twenty (20) days written notice to the Congregation.

Section 2.06. Notice of Special Meetings. Notice of the date, time, place and purpose of every special meeting of the Parish shall be ~~mailed~~ provided to each M~~m~~ember of the Congregation not less than twenty (20) days prior to the date of such meeting. The agenda of any special meeting must not deviate from the purpose stated in the notice.

Section 2.07. Quorum. Fifteen (15) percent of the Voting Members shall constitute a quorum for meetings of the Congregation.

Section 2.08. Adjournment. Any meeting of the Parish may be adjourned from time-to-time or day-to-day, or both, upon the consent of a majority of the Voting Members present. If the date, time and place of the adjourned meeting appear in the minutes of the original meeting, no further notice as to the date, time and place of the adjourned meeting need be given. At any adjourned and reconvened meeting at which a quorum of the Voting Members is present, any business may be transacted which might have been transacted at the original meeting.

Section 2.09. List of Voting Members. Upon written request of any three qualified voters made ~~of~~ at least ten (10) days before the Annual Meeting, the Rector, or in the absence of the Rector a Warden, shall post a list of Voting Members of the Congregation, certified by the Clerk of the Vestry, in a conspicuous place on the premises of the church building. The list shall remain posted until after the meeting~~,~~ and shall be retained by the Clerk as part of the records of the meeting.

Section 2.10. Voting. Each Voting Member of the Congregation shall be entitled to one (1) vote on all matters. No Voting M~~m~~ember may vote by proxy or by absentee ballot. The affirmative vote by a majority of the Voting Members present and voting at a duly called meeting of the Congregation shall constitute an action by the Parish. All proposals to be acted upon at any meeting of the Congregation must be submitted to the Clerk of the Vestry in writing not later than thirty (30) days before the meeting; provided that a proposal

may be acted upon at a special meeting of the Congregation duly called upon notice for the purpose of acting on the proposal.

ARTICLE 3
Elections

Section 3.01. Vote by Ballot. In electing the Wardens, the Treasurer and members of the Vestry, all voting must be by ballot; provided, however, that if the number of candidates for election is equal to the number of vacancies to be filled, then the Clerk of the Vestry may be directed by the Presiding Officer to cast a unanimous ballot for the slate of nominees.

Section 3.02. Nominations. An annual Nominating Committee, of which the Rector is an ex-officio member, shall be created by the Vestry not later than forty-five (45) days before the meeting. The duties of the committee shall be to prepare a slate of eligible candidates to fill the offices or positions open at the Annual Meeting. All nominations for election of the Vestry, Wardens and Treasurer made by the Nominating Committee or the Vestry must be submitted to the Clerk of the Vestry in writing not later than thirty (30) days before the meeting~~, provided that a proposal may be acted upon at a special meeting of the Congregation duly called upon notice for the purpose of acting on the proposal~~. The creation of this Nominating Committee shall not, in any way, supersede the right of any V~~v~~oting M~~m~~ember of the Parish to submit a nomination to the Vestry Clerk as directed in Section 4.08 of these Bylaws.

Section 3.03. Judges of Election. Unless the number of nominees equals the number of vacancies to be filled, the P~~p~~residing O~~o~~fficer shall appoint from the Voting Members of the Congregation, three (3) judges of the election. The judges shall canvass the ballots and certify in writing the result of the election. Whenever the right to vote is challenged, the challenged ballot shall be segregated and identified, and, after the person whose ballot it is has had the opportunity to be heard, the judges shall indicate thereon whether the vote was allowed or rejected, and affix thereto their signatures. The Clerk shall retain all election records in the event an election is appealed. If no appeal to the Bishop of the Diocese of Minnesota (the “Bishop”) is taken within thirty (30) days following the election, the election records may be destroyed.

Section 3.04. Election Results. The results of any election or summary of any action taken at an annual or special meeting of the Congregation shall be posted in a conspicuous place on the church building or otherwise communicated to the Congregation within seven (7) days after the meeting. The Rector, Priest-in-Charge, Senior Warden or the Junior Warden shall promptly forward to the Bishop the names, addresses and telephone numbers of the Wardens, the other members of the Vestry, the delegates and alternatives to Convention/Regional board, and the Treasurer and the Secretary then in office. If any change occurs in any office, the Bishop shall be promptly notified of the same.

ARTICLE 4
Vestry

Section 4.01. Board of Directors. Except as otherwise provided by the laws of Minnesota or by Can~~n~~on Law, the Vestry constitutes the Board of Directors of the corporation.

Section 4.02. Monthly Meetings. Monthly meetings of the Vestry shall be held at such time and place as may be designated by the Vestry. No written notice of any regular monthly meeting is required.

Section 4.03. Special Meetings. Special meetings of the Vestry may be called by the Rector or Priest-in-Charge, or by a Warden at the request of a majority of the Vestry members. Written notice of the date, time, location and purpose of the special meeting shall be provided to the Vestry at least three (3) days prior to the date of the special meeting. Notice may be waived before, at or after a special meeting, orally or in writing by any member. Attendance by the Rector, a Vestry member or a Warden at a meeting is a waiver of notice of that meeting, unless such person objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and thereafter does not participate in the meeting.

Section 4.04. Meeting Requirements and Quorum. No action, except for adjournment, shall be taken at any meeting of the Vestry unless either (1) the Rector or Priest-in-Charge, or, in the absence of the Rector or Priest-in-Charge, (2) the Senior Warden or Junior Warden is present. All actions of the Vestry shall require an affirmative vote of the majority of the Vestry members present and voting at any meeting at which quorum exists and which was called with due notice. A quorum shall consist of at least ~~one (1) Warden and at least four (4)~~ two-thirds (2/3) of the V~~v~~estry ~~members~~including at least one Warden, but a smaller number may adjourn until a quorum is secured. No member of the Vestry may vote by proxy or by absentee ballot.

Section 4.05. Duties. The Vestry shall be responsible for conducting all temporal activities and affairs of the Parish. The Vestry may delegate management of the temporal activities of the corporation to any person or persons, provided that the activities and affairs of the corporation are managed and all corporate powers are exercised under the ultimate direction of the Vestry.

Section 4.06. Annual Report. On or before the date set for the Annual Meeting of the Congregation the Vestry shall give to the Rector or Priest-in-Charge or, if there be none, to one of the Wardens, a full, accurate and faithful statement of the temporal condition of the Congregation.

Section 4.07. Number and Qualification. The Vestry shall consist of at least eight (8) elected persons ~~(including the two Wardens)~~ who are V~~v~~oting M~~m~~embers of the Congregation.

Section 4.08. Election. Members of the Vestry are elected by the affirmative vote of a majority of the Voting Members of the Congregation present and voting at an Annual Meeting of the Parish. A Nominating Committee, comprised of those members chosen by the Vestry, shall submit a report of nominees to the Vestry not less than thirty (30) days prior to the date set for the Annual Meeting. In addition, persons may be nominated by the petition signed by not less than fifteen (15) Voting Members of the Congregation and delivered to the Clerk not less than fourteen (14) days prior to the date set for the Annual Meeting. Except in the case of a vacancy, a person not nominated in one of the foregoing ways may not be elected a member of the Vestry.

Section 4.09. Term. The maximum term for which a member of the Vestry may serve ends on the date of the third Annual Meeting of the Parish following the meeting at which such member was elected. Each term of office shall be fixed so that, as nearly as practicable, one-third (1/3) of the members of the Vestry to be elected for full three-year terms are elected at each Annual Meeting. A retiring or resigning Vestry member may not again serve on the Vestry until one year has elapsed, except that a member completing less than one (1) year of another's unexpired term may be elected for a full term. This term limitation shall not make any retiring or resigning Vestry member ineligible for immediate election as a Junior Warden.

Section 4.10. Vacancies. By a majority vote of a quorum of the Vvestry, the remaining members of the Vestry shall elect a qualified person to fill any vacancy in the Vestry due to death, removal, resignation, or refusal to serve. The term of the vacant position to be filled will end at the natural end of that term, as it existed regardless of the vacancy. Replacement members shall have the same rights and responsibilities as those Vestry members who resigned or were replaced.

Section 4.11. Removal. If any member of the Vestry is absent for four (4) consecutive regular meetings without notice and without good cause, then, with the advice and consent of the Rector or Priest-in-Charge, or if there is no Rector or Priest-in-Charge, then with the advice and consent of the Wardens the position may be declared vacant by the Vestry and a qualified person elected by the Vestry to fill the vacancy.

Section 4.12. Written Action. Any action that may be taken at a monthly meeting or a special meeting of the Vestry may be taken without a meeting if done in writing and signed or otherwise consented to by authenticated electronic communication by all the members of the Vestry.

Section 4.13. Action by Electronic Communication. A conference among Vestry members by means of communication through which the members may simultaneously hear each other during the conference is a meeting of the Vestry, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference is a quorum. Participation in a meeting by this means also constitutes personal presence at the meeting.

Section 4.14. Committees of the Vestry. There shall be Standing Commissions of the Vestry, each of which shall be accountable to the Vestry. These Commissions shall be appointed annually by the Vestry, upon nomination by the Rector, if there be one, and if not by the Wardens. The creation of Standing Commissions lies within the discretion of the Vestry; however, the Vestry must appoint commissions to handle the property, finances and stewardship and any other area the Vestry deems appropriate. Each Commission shall elect a Chairperson and, if any Commission cannot elect a Chairperson within a reasonable time after the annual meeting, the Rector shall designate the Chair of that Committee. The Rector and Wardens shall be ex-officio members of each Standing Committee. Members of the Standing Committees need not be members of the Vestry. Each Committee shall present an annual summary report of its committee's actions over the past year and any other reports as requested from time to time by the Vestry, Wardens, Rector or Priest-in-Charge.

Section 4.15. Special Committees. Special Committees may be appointed from time to time at the discretion of the Vestry.

Section 4.16. Youth Member. Whenever possible, the Voting Members of the Congregation shall at the Annual Meeting elect an optional youth member of the Vestry. The youth member shall be an Adult Communicant of the Congregation, shall have full voting rights on the Vestry, and serve for a one-year term.

ARTICLE 5
Wardens

Section 5.01. Qualifications. The officers of the Parish shall include a Senior and a Junior Warden, each of whom shall be a member of the Vestry and an officer of the Congregation for temporal purposes. The Wardensand shall work cooperatively with the other members of the Vestry to help accomplish and maintain the temporal health of the Congregation. Each Warden shall have served at least one (1) year as a member of the Vestry at some point in time prior to election as a Warden.

Section 5.02. Term. The maximum term for which a Warden may be elected expires on the date of the second Annual Meeting of the Congregation following the meeting at which the Warden was elected. Upon election as Warden, that Warden will serve the first year as Junior Warden and the second year as Senior Warden. A retiring or resigning Warden may not again serve on the Vestry until one (1) year has elapsed, except that a Warden completing less than one (1) year of another's unexpired term may be elected to a first full term.

Section 5.03. Duties. The duties of the Wardens belong equally to all Wardens and all are jointly and individually responsible for the performance of the duties of the office, including:

(a) to preside at all meetings of the Vestry and of the Congregation, if there is no Rector or Priest-in-Charge, or if the Rector or Priest-in-Charge is absent, unable to act, or so delegates the Wardens to preside;

(b) to maintain the Parish Register if there is no Rector or Priest-in-Charge;

(c) to give notice to the Bishop if any member of the Clergy of the Church residing within the Congregation conducts ~~himself or herself~~themself in such a way as to be contrary to the rules of the Church or unbecoming to the Clergy;

(d) to see that the church building and external premises are maintained in proper repair and kept from all sacrilegious uses and from secular uses not authorized under Canon Law;

(e) to either personally or by delegation preserve order and decorum in and around the church building on all occasions and especially during the time of Divine Worship; and

(f) to give written notice of a Rector vacancy to the Bishop within one week after the position of Rector becomes vacant.

Section 5.04. Removal of Wardens. A Warden may be temporarily suspended or permanently removed from office by the Bishop as provided in the Canons of the Diocese of Minnesota.

ARTICLE 6
The Treasurer

Section 6.01. Election and Term. The Treasurer shall be elected annually with a majority vote of a quorum of the Congregation at the Annual Meeting. The Treasurer must be a Voting Member of the Congregation. The Treasurer shall serve for a term of one (1) year up to a maximum of four (4) consecutive terms or until a successor is appointed~~,~~ but may be removed at any time and for any reason by the affirmative vote of not less than two-thirds (2/3) of the Vestry present and voting at a duly called meeting of the Vestry. ~~The Treasurer shall be bonded in an amount and by a surety approved by the Vestry.~~

Section 6.02. Treasurer Duties. The Treasurer shall present to each Annual Meeting of the Congregation a full report of the financial condition of the Parish as of the end of the preceding year. The Treasurer shall ensure that the Parish ~~books of account~~financial records are kept in a manner that provides the basis for standard, clear and open accounting. The Treasurer also shall give periodic reports about the financial condition of the Parish as requested by either the Rector, the Priest-in-Charge, one (1) of the Wardens or the Stewardship Committee.

ARTICLE 7
The Clerk

Section 7.01. Term of Clerk. The Clerk, who shall be the secretary, shall be elected by the Vestry annually for a term of one (1) year or until a successor is elected. The Clerk may be removed at any time for any reason by the affirmative vote of not less than two-thirds (2/3) of the members of the Vestry present and voting at a duty called meeting of the Vestry.

Section 7.02. Duties of the Clerk. The Clerk, or in the absence of the Clerk an appointed secretary pro tem, shall take minutes of all regular and special meetings of Parish Congregation and of the Vestry, and shall maintain a permanent file of such minutes ~~at the Parish Office. The Clerk may also be requested to take minutes at any meeting of a Standing Committee or ad hoc committee of the Vestry~~. These minutes shall be made available for review by a~~n~~ Parish member at the corporate office within a reasonable time after each regular or special meeting of the Vestry or Parish, this time not to exceed three (3) weeks following the date of the meeting of which the minutes were taken.

ARTICLE 8
Vacancies and Removal of Officers

Section 8.01. Vacancies. The Vestry shall elect a qualified person to fill any vacancy of any office due to death, removal, resignation, or refusal to serve.

Section 8.02. Removal. If either the Senior Warden, Junior Warden or Treasurer is absent for three (3) consecutive regular meetings of the Vestry without notice and without good cause, then the position may, with the advice and consent of the Rector or Priest-in-Charge, be declared vacant by the Vestry and a qualified person elected to fill the vacancy.

ARTICLE 9
Rector or Priest-in-Charge

Section 9.01. Authority. Subject to the Constitution and Canons of the Church and of the Diocese of Minnesota, and to the authority of the Bishop, the Rector or Priest-in-Charge shall have exclusive charge of all things pertaining to or affecting the spiritual interests of the Congregation. It shall be the duty and the right of the Rector or Priest-in-Charge to control all matters relating to public worship and liturgy.

Section 9.02. Vacancies. The Vestry shall take appropriate steps to secure a Rector whenever the Rectorship falls vacant and shall consult the Bishop regarding the procedure to be followed in selection of a new Rector. The final choice shall be made by an affirmative vote of two-thirds (2/3) of lay members of the Vestry. The Vestry may make no commitment to anyone under consideration as prospective Rector, nor may any formal call be issued, until (1) the name of the prospective Rector has been made known in writing to the Bishop for a judgment and (2) an appropriate background check has been completed as directed by the Diocesan Council. If the Bishop has not responded within thirty (30) days of receipt of the written notice, then the Vestry may proceed with the commitment and call. If the Bishop rejects the choice of the Vestry, a second meeting of the Vestry may be held and the proposed Rector can be chosen only by a unanimous vote of the whole Vestry. If the vote is not unanimous, the same procedure set forth above must be repeated for the election of another candidate. If approved by the Bishop, there must be a formal call agreement signed by the Wardens and the new Rector. This agreement must be sent to the Bishop, signed by the Bishop and then returned to the new Rector and the Parish.

Section 9.03. Interim Rector. The Vestry may hire an Interim Rector in the absence of a full-time Rector in accordance with the Canons and with the requirements set forth by the Diocese. The Interim Rector shall be responsible for all duties of the Rector as set forth by the Diocese and by these Bylaws subject to, however, any amendments to these stated duties included in a legal and binding employment contract.

Section 9.04. Assistant Clergy. The Vestry may, by a vote of two-thirds (2/3) of the entire Vestry, elect an Associate Rector or an Assistant Minister or Ministers, upon the nomination of the candidate by the Rector after consultation with the Bishop.

ARTICLE 10
Business

Section 10.01. Fiscal Year. The business and fiscal year of the Parish shall coincide with the calendar year.

Section 10.02. Annual Audit. All accounts of the Parish shall be audited annually by a certified independent public accountant or by an accounting agency or audit committee.

Section 10.03. Real Property. No real property may be purchased, or building contracted for or erected, or substantial alteration in the fabric of the Church, Parish hall, or residence occur, or mortgage, financial encumbrance or security interest be allowed to be a lien upon any such real property or building, nor any financial undertaking of an amount in excess of the amount determined from time to time by the Standing Committee of the Diocese of Minnesota, take place until the plans, proposals and any other information which may be required have been submitted for written approval by the Finance and Property Committee of the Diocese of Minnesota, and such approval, together with any applicable Faculty from the Bishop, has been obtained.

Section 10.04. Congregational Funds. Permanent Funds, endowments, trust funds, and securities of the Congregation must be deposited with a national or state bank, savings and loan association, mutual fund, professional investment advisor, the Trustees of the Diocese of Minnesota, Incorporated, or other agency approved by the Diocesan Council of the Diocese of Minnesota, and must be held under agreements providing for at least two (2) signatures for withdrawal of such funds or securities. Records must be kept of all permanent and trust funds showing source, date, and terms governing the use of principal and income thereof. All disbursements of money on behalf of the Parish shall be by a check signed by a combination of at least two (2) of any of the following: the Rector, Priest-in-Charge, Wardens, ~~or~~ the Treasurer, or any one (1) of the above plus a Voting Member of the Parish approved by the Vestry, provided that the two signors shall not be related by blood or marriage or reside in the same household.

Section 10.05. Authorizations to Conduct Business. Deeds, mortgages, leases, contracts or other instruments of assignment, transfer, conveyance or instruments otherwise affecting or relating to the property of the Parish, whether real, personal or mixed and all other instruments or contracts involving the business of the Parish or the settlement or adjustment thereof, unless otherwise specifically authorized or directed by action of the Vestry, shall be signed by at least two (2) of the following: the Rector, Priest-in-Charge, a Warden, the Treasurer or the Financial Secretary.

Section 10.06. Funds of Congregational Groups. All organizations, guilds, societies, associations and other groups sponsored by or affiliated with the Congregation, regardless of their structure or level of formal organization, are at all times responsible to the Vestry to fully account for acquisition and expenditure of funds raised by or under the control of such groups. All fund raising and expenditure by such groups must be done in consultation with the Vestry.

Section 10.07. Financial Reviews and Annual Budget. The Vestry shall be responsible for the preparation of a full, accurate and faithful statement of the temporal condition of the Parish prior to the Annual Meeting. A projected budget for the next year shall be based upon the financial report, and both shall be presented at the Annual Meeting for ratification by a majority vote of Mmembers in good standing present at the Annual Meeting. In the event that a budget is not passed at an Annual Meeting, the most current prior year's budget shall be applied without modification until such time as a subsequent Parish Wide Meeting ratifies a new budget. All financial records of the Parish shall be open to and subject to financial review every other fiscal year and a summary of the process shall be presented to the Vestry and recorded in the minutes of that meeting.

ARTICLE 11
Amendment of Bylaws

These bylaws may be amended, repealed or restated, in whole or in part, by the affirmative vote of a majority of the Voting Members of the Parish present at any Annual Meeting or any Special Meeting of the Parish at which there is a quorum and for with due notice has been given.

ARTICLE 12
Indemnification of Persons

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party to or is threatened to be made party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the Parish), whether civil, criminal, administrative or investigative, by reason of the fact that ~~he or she~~they areis ~~or~~ wereas Rector, Priest-in-Charge, Warden, Vestry m~~M~~ember, employee, or agent of the Parish, shall be indemnified by the Parish against all reasonable expense, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or preceding. The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a Rector, Priest-in-Charge, Warden, Vestry m~~M~~ember, employee, or agent and shall inure to the benefit of such person and ~~his or her~~their heirs, executors and administrators, with respect to activities of such person during the period ~~he or she~~they acted as Rector, Priest-in-Charge, Warden, Vestry m~~M~~ember, employee, or agent, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

ARTICLE 13
Miscellaneous

Section 13.1. Rules of Procedure. Meetings of the Congregation, the Vestry, and any duly appointed committee of the Vestry, shall be governed by Robert's Rules of Order (Revised), except as otherwise provided by the Constitution and Canons of the Church, the Constitution and Canons of the Diocese of Minnesota, the laws of the State of Minnesota, the Articles of Incorporation of the Parish, or these Bylaws.