

By-Laws Revision Task Force

Saint Luke's Parish | Fall 2020

Report

January 7, 2021

At the recommendation of the Rector and the Wardens, the Vestry of Saint Luke's approved a task force (the "Task Force") to consider and possibly propose changes to the Parish's by-laws (the "Existing By-Laws"). A parish's by-laws state the rules and principles for its governance. The format of the Existing By-Laws dates to at least 1996, although there have been several discrete amendments to them since. The Task Force's participants are listed below. Frank Huck served as Chair.

Through a period of several months, the Task Force reviewed the Existing By-Laws, the Canons of the Episcopal Church in Connecticut (the "Canons"), a number of sample by-laws from other parishes in Connecticut and elsewhere, and commentary on best by-law practices and pitfalls, discussed areas of possible weakness and concern in the Existing By-Laws and framed and debated the draft of a restatement of the Existing By-Laws accompanying this Report (the "Draft"). Jennifer Boyd and Frank Huck have been the Task Force's main draftspersons.

The Draft is intended to further several objectives agreed to by the Task Force:

- To enhance governance transparency with the Parish. There are several layers in the effort to do so:
 - First, the Draft attempts to insert certain Canon requirements for the Parish in the actual text of the by-laws so that the Parish can readily see their impact -- without having to turn to the Canons themselves. The main examples are provisions regarding membership and voting rights in the Parish and the general powers and authority of the Rector and the Vestry as well as some limitations thereon and the means of recourse in the event of disagreements.
 - Second, the Draft proposes to set out a handful of engrained understandings and operations particular to the Parish, known to parishioners long involved in Parish affairs but likely not apparent to the Parish at large. The quorum rule and presiding officer for Parish meetings, the roles of the Executive and Finance Committees and the method of selecting committee membership and their chairs are illustrations.

- And, third, and most importantly, the Draft is intended to foster a better information flow from the Officers and Vestry to the Parish. This is best exemplified by the requirements in respect of the nomination process and Parish meetings. The Draft is, of course, only an element in a broad effort to provide more fulsome and prompt communication by Parish leadership with the Parish as a whole. A minor example is that, if the Draft is adopted, the Parish by-laws will no longer be obscured as an attachment to the Policy Manual and will be accessible through the website.
- To more fully describe the roles and responsibilities of the Vestry, the Rector and the other Officers and the standing governance-related committees.
- To fix the number of Vestry members at 14, as opposed to the current allowance of “between 12 and 30 members.” This change is largely to encourage candor and focus members more on the mission, opportunities, and issues for the Parish as a whole and less on advocacy for particular ministries and committees. While this is not explicitly mentioned in the Draft, Vestry members will still be charged with acting as liaisons, but the leadership of the ministries and committees themselves will be asked to take a larger role in bringing appropriate matters to the Vestry and reporting on their work from time to time.
- To reform, and detail better, the nominating process for Officers and other Vestry members, so as to facilitate broader Parish involvement and establish a clearer, more predictable approach. The Parish will be invited to offer suggestions for candidates, and the nominating committee, which has sometimes been simply an informal assemblage, will be required to have non-Vestry participation. The Task Force strongly supported including an explicit procedure for adding candidates via petition and stipulating that persons filling unexpired Vestry terms be subject to Parish consideration at the next annual meeting.
- To restate term limits for Officers and Vestry members and add a three-year limit for most committee chairs. The Draft also provides that all committee assignments will be subject to annual renewal. The restated term limits for Officers are not intended to change the long-standing custom, valuable in part as a recruiting measure, of asking Wardens to serve for no more than a total of three or four years in the Junior and Senior Warden positions and to give willing Clerks and Treasurers up to six years. The committee chair limit reflects both a recruiting concern best nailed down in writing in addition to a desire to ensure periodic turnover and parishioner opportunity.

- To contemplate a non-voting youth representative as an honorary Vestry member, mainly as a way to bring the perspective and concerns of the Parish's teenagers to the Vestry but also as a transparency measure, this time for the benefit of the Parish youth.
- To give recognition in the formal governance document of the Parish to the vital roles that the Parish School and Person-to-Person, and the other ministries, play in the life of Saint Luke's. A number of essential ministries and committees are not specifically noted since their missions are more operational, rather than governance, in nature and to allow easy re-naming and re-structuring as circumstances evolve.
- Finally, to simply update the Parish by-laws, to bring them more in line with current conventions for parish by-laws. Among other inclusions, the Draft explicitly permits meetings with an electronic format and Vestry action by unanimous consent, adds a commonplace indemnification for Vestry members acting in their capacities as such, inserts a strict non-discrimination policy, and accords standing committee status to the Stewardship Committee.

The Task Force appreciates that there is a certain thoughtful and loyal sentiment that Parish documents and practices should only be modified with the greatest degree of care. While it can hardly claim that its work met that proper standard, the Task Force was not unmindful of the sentiment and weighed it equally with the view that by-laws should be adapted over time as thinking in the wider community evolves and as our own patterns of conduct shift. We recommend the Draft to the Parish for approval.

By-Laws Revision Task Force

Frank Huck, Chair, Former Warden	lfhuck@gmail.com
Ryan Fleenor, Rector	ryan.fleenor@saintlukesdarien.org
Mark Campbell, Senior Warden	mcampbell.darien@gmail.com
Sally Houlihan, Junior Warden	sally.houlihan@yahoo.com
Judy Barnett, Vestry Member	judybarn13@gmail.com
Joan Bergen, Vestry Member	joankbergen@gmail.com
Chris Bolton, Vestry Member	christopher.j.bolton@gmail.com
Jennifer Boyd, Former Warden	jboyd@boydandassociates.com
Jim Bragg, Vestry Member	jamesbragg77@gmail.com
Anne Lynn, Former Warden	annelynn1121@gmail.com