

Bylaws of St. Thomas Episcopal Church Sun Valley, Idaho

Article I Name, Registered Office, and Duration

This parish shall be known as St. Thomas Episcopal Church. Its mailing address is Post Office Box 1070, Sun Valley, Idaho 83353, and its registered office is on 201 Sun Valley Road, Sun Valley, Idaho. Its period of existence shall be perpetual.

Article II Recognition of Authority and Accession

This parish, as a constituent part of the Episcopal Diocese of Idaho, expressly accedes to and recognizes the authority of the constitution, canons, discipline, and worship of the Episcopal Church in the United States of America and the constitution and canons of the Episcopal Diocese of Idaho.

Article III Membership (Elections)

Every baptized person not less than 16 years of age who has been enrolled in the parish register for the three months preceding the annual parish meeting and **is a communicant in good standing**¹ of the parish shall be a voting member of the parish and may vote at parish meetings.

Article IV Parish Meetings

1. *Annual Parish Meetings.* An annual meeting of the membership of the parish shall be held each year during the month of January or the first week of February at a place and time chosen by the rector and the vestry and shall be announced at church services at least on the two Sundays preceding the meeting **as well as by electronic written notice**² to the membership at least ten days prior to the meeting.

2. *The Agenda.* The agenda at the annual meeting will include the following: a devotional service, the rector's report, reading of the previous year's minutes (if requested), treasurer's report (the treasurer shall present a statement of liabilities and assets of the parish, shall account for all funds contributed by the congregation, and shall present reports of receipts and disbursements of every organization of the congregation for the preceding year), **warden reports**³, committee reports, election of vestry members, appointment of the senior warden, election of convention delegates, miscellaneous business, prayer, and adjournment.

¹ This term is current and commonly used in the Episcopal Church.

² Clarifying current St. Thomas practice.

³ Clarifying current St. Thomas practice.

3. *Special Parish Meetings.* A special meeting of the parish membership may be called by the rector, by a warden in the rector's absence, or by a majority of the vestry. The purpose, time, and place of the meeting will be announced on the two Sundays preceding the meeting **as well as by electronic written notice⁴** to the membership at least ten days prior to the meeting.

4. *Conducting Parish Meetings.* The rector shall preside at all parish meetings. When the rector is not present a warden will preside. The vestry clerk will act as clerk at parish meetings, and in the absence of the vestry clerk a clerk *pro tempore* will be elected.

Article V **The Vestry**

1. *Definition.* The vestry is the agent and legal representative of the parish in all matters concerning its property and the relations of the parish to its clergy. **The vestry shall consist of the rector, two wardens, and from six to ten others⁵** who shall be 16 years of age or older and who shall be baptized members in good standing in the parish. Each member of the vestry shall have one vote in deciding matters of the parish.

2. *Selection of the Vestry.* **By the October vestry meeting a nominating committee will be appointed and approved by the vestry consisting of the three outgoing vestry members plus two members of the congregation. The Nominating Committee is to prepare a list of nominations for vacant vestry positions to be approved by the vestry.** The list will be posted in a conspicuous place at the church **and electronically distributed⁶** not later than the second Sunday preceding the annual meeting. Additional nominations may be presented from the floor at the annual meeting, and the qualified voting members of the parish shall then vote on the new vestry members to fill the vacancies.

3. *Responsibilities.* Vestry members will be responsible for attending vestry meetings, for serving on vestry committees, and will have regular contact with the members of the parish to relate their needs and concerns to the vestry.

4. *Term.* The term of a vestry member will be three years, with one-third of the members rotating off each year. No vestry member serving a full three-year term will be re-elected until the lapse of one year.

5. *Mid-year Vacancies.* Vacancies occurring on the vestry after the annual meeting and prior to the following annual meeting shall be filled by a majority vote of the remaining vestry members at a regular vestry meeting. The newly elected vestry member will fill out the term of the predecessor.

6. *Vestry Meeting.* Regular meetings of the vestry will be held at a time and place fixed by the vestry. The rector shall preside at all vestry meetings unless the rector

⁴ Clarifying current St. Thomas practice.

⁵ Clarifying current St. Thomas practice.

⁶ Clarifying current St. Thomas practice.

chooses to appoint one of the wardens to preside. In the absence of the rector a warden will preside at the meetings. Members of the parish may attend vestry meetings unless the meeting is announced as being closed at the Sunday preceding such closed meeting. No business shall be transacted at a vestry meeting unless a quorum is present (a quorum is more than half the membership of the vestry). All vestry members agree to support and abide by all decisions that have been made by the vestry⁷. Additional or special meetings of the vestry may be called by the rector, a warden, or any two members of the vestry upon three days' notice to all members.

7. *Model of Authority.* The vestry will function under a collegial or consensus model of authority. Therefore, all decisions for the parish business will be decided upon by the vestry as a whole. When responsibilities are delegated to members of the vestry or members of the parish outside of the vestry, any decisions shall be made by the vestry. The person delegated with such responsibility will report regularly to the vestry at its meetings.

8. *Absence from Vestry Meetings.* Any member of the vestry who misses three consecutive meetings will resign from the vestry (at the vestry's discretion) unless there is adequate justification for such absence. That member will be replaced as soon as possible by the remaining vestry members or at the annual meeting, as provided above.

9. *Removal from the Vestry.* A vestry member may be removed for good and sufficient cause by a two-thirds vote of the entire vestry or may be removed by the general membership of the parish (the electors) at a special parish meeting called for this purpose.

Article VI

Officers

1. *Rector.* The rector shall have general control of the worship in the parish and is vested with the spiritual jurisdiction of the parish. The rector shall keep the parish register in accordance with Canon 14 of the Diocesan Canons.

2. *Senior Warden.* The senior warden, commonly known as the rector's warden, will be a member of the vestry appointed from the communicants of the parish by the rector at the annual parish meeting. If the selected senior warden is already an elected member of the vestry they will be replaced in that capacity under the terms of Article V paragraph 5⁸. In the absence of the rector the senior warden shall preside at vestry meetings and be responsible for the worship of the parish.

3. *Junior Warden.* The junior warden, commonly known as the people's warden, will be elected by the vestry as a whole from among its members at the first regular vestry meeting following the annual parish meeting. In the absence of the rector and senior warden the junior warden will perform the duties of the senior warden with the same powers as the senior warden.

⁷ Bishop Brian suggested softening the language to allow for healthy disagreement among vestry members.

⁸ Clarifying current practice for selection and potential replacement of Senior Warden vestry position.

4. *Clerk.* The clerk (who need not be a member of the vestry) will be selected by the vestry at the first regular meeting following the annual meeting. The clerk will act as secretary at vestry meetings, annual meetings, and other meetings of the parish as requested.

5. *Treasurer.* The treasurer (**not a member of the vestry**)⁹ will be selected by the vestry at the first regular meeting following the annual meeting. The treasurer will be responsible for and have custody of all fund and securities of the parish and will maintain adequate and correct accounts of the properties and business transactions of the parish including its assets, liabilities, receipts, disbursements, gains, and losses.

6. *Term.* Each officer except the rector will serve a term of one year and may be re-elected or reappointed to successive terms.

7. *Mutual Ministry Review.* At least bi-annually the rector and vestry will conduct a Mutual Ministry Review of the performance of both parties as a normal element of discipline in their cooperative endeavor.¹⁰

8. *Additional Officers.* The vestry may appoint officers to assist the above-mentioned officers to serve temporarily for general or specific duties as needed. In any such instance, a specific area of responsibility will be defined and recorded in the vestry minutes as well as the length of time the officer will serve in this capacity.

9. *Removal from Office.* Any officer except the rector or senior warden may be removed by the vestry whenever the best interests of the parish would be served by such action. The senior warden may be removed by the rector.

10. *Directors and Officers Insurance.* St. Thomas Church shall maintain at all times Directors and Officers Liability insurance coverage in the amount of at least one million dollars.¹¹

Article VII **Filling Vacancies in the Office of Rector**

1. *Notice to Ecclesiastical Authority.* The wardens of the parish will notify the ecclesiastical authority (hereafter referred to as “the bishop”) of the Diocese of Idaho immediately upon a vacancy in the rector’s office.

2. *Qualifications.* The rector must be a presbyter in good standing, and if not already canonically resident in the Diocese of Idaho, must be transferred thereto within 60 days of assuming the duties of rector of the parish.

3. The vestry shall consult with the bishop concerning the congregation’s needs and

⁹ Historical practice has been that the Treasurer has sometime been a member of the vestry and sometimes not. This change was directed by Bishop Brian in order to prevent a potential conflict of interest.

¹⁰ Mutual Ministry Reviews are a common practice in the Diocese of Idaho. This holds the vestry and rector concretely accountable to each other.

¹¹ This is and has been current practice at St. Thomas Church.

shall cooperate with the bishop's office in conducting a prescribed search procedure.

4. Upon notification that the congregation has begun a search procedure, the bishop may nominate clergy for the position, taking into account the requirements of the position and names suggested by the congregation.
5. In the case of a rector, the vestry shall elect from those nominated. If none be found suitable, they may request additional nominations from the bishop. In the case of an assistant, the rector in consultation with the vestry shall select from among those nominated in a similar manner.
6. When a selection has been made, either rector or assistant, the bishop shall be notified and a call may not be made until the bishop's written consent shall have been received.
7. The vestry shall set forth terms of employment in a letter of agreement; terms shall comply with all diocesan and national church standards.
8. *Provisions for Worship.* The vestry will make provision for the normal schedule of worship of the parish during the vacancy in the office of rector. If it fails to do so for a period of 30 days, it will be the duty of the bishop to make such provisions.

Article VIII **Committees**

The vestry may create committees and define their powers from time to time as the need may arise. There will be three standing committees: Nominating, Financial and Executive.

1. Nominating Committee: The Nominating Committee shall consist of the three outgoing vestry members plus two members of the congregation. The Committee membership will be approved by the Vestry. The nominated slate shall be approved by the vestry before it is presented to the congregation. Its function is to fulfill Article V, paragraph 2 of these bylaws.
2. Finance Committee: The Finance Committee shall consist of the Treasurer, Rector, Parish Administrator and one to three other members of the congregation. Committee members will be selected by the Treasurer in consultation with the vestry and the rector. The Finance Committee will advise the vestry of the creation of the annual budget, as well as all financial matters the vestry seeks guidance on.
3. The Executive Committee shall consist of the Rector, Senior and Junior Wardens, Vestry Clerk and the Treasurer. The role of the Executive Committee shall be to set the agendas for vestry meetings and to provide guidance, keeping the focus on the congregation's vision for the future. Except in

extraordinary circumstances, an Executive Committee should guard against making decisions or otherwise acting on behalf of the vestry.¹²

Article IX Fiscal Policy

The fiscal year for St. Thomas Church will be the calendar year, and all monies of the parish will be kept in such accounts as the vestry directs. Among those accounts will be a general account for all purposes approved by the vestry; a memorial fund to be used for the acquisition of property to perpetuate the memory of persons designated by donors; **the endowment funds**¹³; and a properties account or building fund to be used for capital improvements to church property, acquisition of land for church construction, and acquisition of furnishings and fixtures for any such building project.

Article X Investment Policy

1. The investment policy of the vestry of St. Thomas Church in managing the endowment fund shall be to preserve capital through **moderate growth investment policies**. In carrying out this policy, the vestry and **finance committee of the vestry**¹⁴ will abide by the Prudent Investor Rule as found in the Idaho Prudent Investor Act, codified in Idaho Code Section 68-501. (A copy of the code section is attached to these bylaws.)
2. The vestry and **the finance committee of the vestry** may, in carrying out the investment policy, hire such **investment managers** or other persons or firms with special expertise in the field of **investment management** for endowment funds, and use such persons or firms to obtain appropriate advice in the implementation of the policy and in the management of the endowment fund. The vestry and the **finance committee** of the vestry are hereby given the authority to retain such **investment managers**¹⁵.
3. The existing endowment fund consists of money which has been donated with certain use restrictions imposed thereon and money which has been donated without use restrictions. It shall be the policy of the vestry to abide by such existing use restrictions and to abide by restrictions associated with future donations which are received in accordance with the restricted giving policy. **Annual interest and dividend income generated by all endowment funds may be used by the vestry as they see fit.**¹⁶
4. The corpus of the **restricted**¹⁷ endowment fund shall not be invaded without the approval of seventy-five percent (75%) or more of the entire vestry of St. Thomas

¹² Historically these three standing committees have operated, but their responsibilities and makeup have never been added to the bylaws

¹³ Acknowledging current list of accounts.

¹⁴ This is a change from “conservative investment policies” to “moderate growth policies” in order to preserve the value of our investments over time.

¹⁵ This is a change from “investment counselors” to “investment managers”, contemporary language. In current practice, the finance committee has absorbed the responsibility of the investment committee.

¹⁶ Clarifying current St. Thomas practice.

¹⁷ “Restricted” is added to clarify which funds are intended.

Church, and a two-thirds (2/3) majority vote of approval by eligible voting members of the congregation (persons 16 years of age or older and regular financial contributors to the parish) present at a meeting called for that purpose.

Article XI Conflicts of Interest

Members of the Vestry shall, wherever possible, avoid conflicts of interest and/or the appearance of a conflict of interest between their position as a member of the vestry and their personal and/or business interests. In the event an issue or matter comes up for consideration by the vestry or a committee of the vestry that places a member of the vestry in a conflict or apparent conflict of interest, the affected member shall advise the Senior Warden of the vestry or committee chair and shall refrain from advocating and/or voting on the matter. The “appearance of a conflict of interest” as used in this paragraph, means engaging in activities or conduct which would lead a reasonable person with knowledge of the relevant facts to question the member’s impartiality.¹⁸

Article XII Facility Use

Use of St. Thomas Church facilities by organizations not related to St. Thomas Church or the Episcopal Diocese of Idaho may be permitted by the rector, or in the absence of the rector by the senior warden, or in the absence of the senior warden by the junior warden, or in the absence of all of the above by a majority vote of a quorum of the vestry.

Article XIII Amendments to Bylaws

Proposed amendments to these bylaws may be voted upon at a parish meeting and may be passed by a two-thirds vote of those present. Such proposed amendments will be posted in a conspicuous place in the church and electronically distributed¹⁹ for at least two Sundays before the meeting. Any member of the parish may propose such amendments and give proper notice.

Article XIV Compliance with Canons

All matters affecting St. Thomas Church will conform to the Constitution and Canons of the Diocese of Idaho and in cases where these bylaws make no provision for actions or where they are found to be at variance with diocesan canons, the Constitution and Canons of the Diocese of Idaho will control.

¹⁸ Best practice for profit and nonprofit governing bodies and has now been incorporated into the St. Thomas bylaws.

¹⁹ Clarifying current St. Thomas practice.