

BYLAWS of ST. PAUL'S PARISH, SALEM, MARION COUNTY, OREGON

Adopted by the Vestry, September 16, 1996

I. NAME, LOCATION

- A. Name: The name of the Parish is Rector, Wardens and Vestry of the Parish of St. Paul's, An Oregon Corporation. For the purpose of these Bylaws, the Corporation will be called St. Paul's Episcopal Church.

- B. Location: The location of the Parish is in Salem, Marion County, Oregon.

II. PARISH ORGANIZATION

- A. The Parish of St. Paul's Episcopal Church is an Oregon nonprofit corporation within the Diocese of Oregon in accordance with the Constitution, Canons, Doctrine, Discipline and Worship of the Protestant Episcopal Church in the United States of America and with the Constitution and Canons of the Diocese of Oregon.

- B. The Rector is the President of the Parish Corporation and is Presiding Officer of the Vestry.

- C. The Vestry is the Board of Directors of the Parish Corporation, responsible for the management of the temporal affairs of the parish, subject to limitations of civil and canon law.

- D. The Parish is managed in accordance with these bylaws which establish procedures and practices for electing members of the Vestry, conducting the Annual Meeting, and attending to the general business affairs of the Parish.

III. GOVERNANCE,

A. Governance of the Parish

1. Annual Meeting

- a. An Annual Meeting of the Parish shall be upon a day and at an hour as determined by the Vestry. It shall elect its Governing Body (Vestry) and receive the reports of the Rector, Wardens, committees, and other church groups and transact such other business as may legally and canonically come before the meeting. The Vestry shall attend to the fiscal matters of the congregation between Annual Meetings.

- b. Notice of the date, time and place of the meetings shall be mailed not less than 7 days before the meeting if by first class mail or if by other than first class mail not less than 30 days nor more than 60 days prior to the meeting.

- c. Those qualified voters present at the meeting shall constitute a quorum.

2. Vestry Meetings

- a. The Vestry will have regular monthly meetings at a time and place designated by its members. Special meetings may be called by the Rector or by both Wardens or by any three Members of the Vestry by giving three-day notice to each Member of the Vestry.

- b. A quorum of a Vestry shall consist of a majority of all its voting members, and no meeting shall be held without the attendance of the Rector or one of the Wardens and the Clerk. In the absence of the Clerk the Presiding Officer shall appoint a Clerk pro-tem.
- c. Proxy votes will not be allowed.
- d. Vestry meetings are open to all members of the Parish, except when an executive session is declared.

3. Parliamentary Authority

- a. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any adopted special rules of order, and any statutes applicable to this organization, the Canons of the Episcopal Church in The Diocese of Oregon and Canons of the Protestant Episcopal Church in the United States of America.
- b. Nothing set forth herein shall be construed contrary to the Canons of the Episcopal Church in the Diocese of Oregon and Canons of the Protestant Church in the United States of America.

B. Leadership of the Congregation: The Presiding Officers

1. Senior Warden shall:

- a. preside at meetings of the Vestry in the absence of the Rector;
- b. be responsible for the temporal matters of the Parish and perform other duties set forth in Canon law.

2. Junior Warden shall:

- a. conduct meetings of the Vestry in the absence of the Rector and the Senior Warden;
- b. be responsible for the temporal matters of the Parish and perform other duties set forth in Canon law.

3. Clerk shall:

- a. record all minutes of meetings of the Vestry;
- b. attest or certify documents of the Parish as required;
- c. preserve all entrusted documents, papers, books and records;
- d. furnish each Vestry member with minutes of each meeting of the Vestry;

- e. perform such other duties as set forth in Canon Law and as may be prescribed by the Vestry and Rector.

4. Treasurer shall:

- a. maintain records of account for all funds received and dispersed, and present them annually for audit;
- b. send to the Treasurer of the Diocese, by the 15th of each month, a statement of the previous month's General Purpose Income and its Diocesan Program assessment payment, in compliance with Diocesan Canon 5.2, section 6;
- c. maintain records and assist the Rector in the preparation of the Annual Parochial Report;
- d. maintain complete and accurate records with respect to all trust or other dedicated funds, including the source and date thereof, the terms governing the use of principal and income, to whom and how often reports of condition are to be made, how the funds are to be invested and proper books of account;
- e. inform the Church Pension Fund of salaries and any other compensation paid to the Clergy by the Parish and changes in such salaries and compensation as they may occur, pay promptly to the Church Pension Fund the pension assessments required thereon under the Canons of the General Convention and in accordance with the rules of the Fund;
- f. perform all duties prescribed by the Vestry and by the Canons of the Diocese of Oregon and the rules of the Church Pension Fund.

5. Vestry

- a. The Vestry shall be composed of twelve members who are lay persons who qualify by the Canons of the Diocese of Oregon and by the requirements of IV. C. 3. below.
- b. Duties of the Vestry. Each Vestry member shall:
 - i. serve as liaison in a specific ministry area; (This service is intended to reflect the Vestry's role in governance and oversight of the ministry of the Parish.)
 - ii. attend Vestry meetings and semiannual retreats unless excused for reasonable cause.
- c. The Vestry is responsible for stewardship of the Parish and its property and other duties as defined by Canon law.

IV. ELECTIONS, APPOINTMENTS AND TERM OF OFFICE

A. Rector.

1. Vacancies: When the parish is without a Rector, the vacancy shall be filled by the Vestry as outlined by the Diocesan Operations Resource Manual.
2. Powers and Duties: For the purposes of his or her office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall at all times be entitled to the use and control of the Church and Parish buildings, with the appurtenances and furniture thereof, in addition to the powers and duties prescribed by the Constitution and Canons of the Diocese of Oregon and the Canons of the General Convention.
3. Annual Review: The Vestry and the Rector shall conduct an annual review of the job description, parish goals and Rector's accomplishments. In preparation for the Annual Review, the Rector and the Vestry shall conduct separate but concurrent reviews of the past year's activities and accomplishments which will be discussed at the Vestry meeting following the fall Vestry retreat or at that retreat.
4. Resignation and Removal: The Rector may not resign without the consent of the Vestry nor may she/he be removed by the Vestry against his or her will except in accordance with the General Convention Canons.

B. Officers of the Parish. The Officers of the Parish shall:

1. include the Senior Warden, the Junior Warden, the Clerk, and the Treasurer.
2. be elected by the Vestry for a term of two years or until their respective successors are elected with the exception of the Senior Warden. The Rector shall appoint one of the elected members of the Vestry to be Senior Warden for a term of two years or until his/her successor is appointed. A Warden may not serve more than two consecutive terms.

C. Vestry

1. Term of Office: Vestry members shall serve for three year terms, (subject to the limits imposed by subsections 3.d. and 6 and 7 of this section) with four members to be elected at each Annual Meeting. It is the responsibility of the Vestry members to notify the Rector, Senior Warden and Clerk in writing of intent to resign.
2. Process of nominations: At least 120 days prior to the Annual Meeting, the Vestry shall appoint a Nominating Committee to consist of The Wardens and all retiring Vestry persons. The charge to this committee will be to solicit nominations for eligible Vestry candidates and to develop a slate for balloting at the Annual Meeting.
 - a. Simultaneously, a call for nominations and a description of eligibility requirements shall be published. Prepared forms or other means to make the nomination process open and convenient will be made available.

- b. The Nominating Committee will contact all those nominated and other potential candidates to assure that they meet the eligibility requirements and to verify their willingness to stand for election.
 - c. All eligible and willing nominees will be put forward by the Committee for the public ballot. (Nominations are not made for specific Vestry duties or positions; however, the Rector may nominate the person he/she intends to appoint as Sr. Warden.) The Nominating Committee will publish the ballot at least 30 days prior to the Annual Meeting.
 - d. Nominations may be made from the floor at the Annual Meeting. Anyone so nominated must first affirm his/her eligibility and willingness to serve if elected.
 - e. Written statements from the candidates will be solicited and published at least one week in advance of the Annual Meeting. Floor nominees may present either oral or written statements. All candidates may respond to questions, if any, from the floor.
3. Eligibility of Candidates: All eligible candidates for election to the Vestry will meet the minimum requirements specified by the Canons of the diocese and the Parish Bylaws as described below. A candidate must:
 - a. Be eligible to vote in Vestry elections (Paragraph 4 below).
 - b. Be eighteen years or older.
 - c. Have made a current pledge, in his/her own name, to the financial support of our Parish for at least six months preceding the election.
 - d. Have waited one year after serving two consecutive terms on the Vestry.
4. Eligibility to vote in Vestry Election. A voter must:
 - a. Be enrolled on the Parish Register for six months;
 - b. Be baptized and sixteen years of age or older;
 - c. Have been a communicant in the year preceding the election; (A communicant will have received Holy Communion in the Episcopal Church at least three times during the year.)
 - d. Have been a contributor, in his/her own name, for the financial support of our Parish for not less than 6 months preceding the election
5. Conduct of the Election
 - a. The Vestry election will take place at the Annual Meeting.)

- b. Three tellers will be appointed in accordance with Diocesan Canon. The tellers will be responsible for distributing, collecting, safeguarding and counting all ballots. They also serve as election judges with respect to valid and challenged ballots per applicable Canon.
 - c. The number of positions voted for on the ballot shall be no more than the number of vacant positions. Ballots containing more choices than the number of members to be elected are to be declared not valid by the tellers. This definition of a valid ballot is to be printed on each ballot.
 - d. Proxy and absentee ballots are not allowed.
 - e. Those nominees receiving the most votes, in descending order up to the number of open positions, with the limitation that they each must have a vote total of at least a majority of the number of valid ballots, will be declared elected as Vestry members by the tellers. In the event that the limitation becomes effective or of a tie, then a second (or third or more) election shall be conducted with the names of those previously elected removed from the ballot until all positions are filled.
 - f. The tellers shall communicate the names of those elected to the presiding officer in writing, but they shall keep the tally of votes confidential. The tellers shall also identify the first and second runners-up for the record. The tellers and Clerk shall follow Diocesan Canon 6.6 in the event of a challenged election.
 - g. The presiding officer shall certify all who are elected Members of the Vestry.
6. Vacant Vestry Positions: In the event of a vacancy on the Vestry which results in an uncompleted Vestry term that exceeds six months, the Vestry shall appoint a qualified and willing member of the congregation to the remainder of the term. Vacancies of less than six months shall remain unfilled until the elections at the following Annual Meeting.
7. A Vestry member who has been chosen to fill a vacancy occurring on the Vestry may, (upon completion of the term), be nominated to be elected to a full term on the Vestry.

D. Removal of Vestry Members and Officers.

- 1. Vestry Members and Officers of the Parish may be removed only for cause, which may be:
 - a. Persistent failure to attend Vestry meetings or retreats;
 - b. Removal from the Parish rolls;
 - c. Moving from the area by such distance as to preclude active regular participation;
 - d. Conviction of a felony;
 - e. Mental or physical incompetence to perform his or her duties;

- f. Substantial misfeasance or malfeasance on the part of any officer.
2. Removal shall be accomplished in the following manner:
 - a. If a member is persistently absent, the Rector and one of the Wardens shall meet with the member to determine the extent to which the relevant circumstances will affect future attendance. If it is determined that the circumstances will continue to prevent regular attendance, the Rector and Warden may agree to accept a resignation from the member in accordance with provision IV.C.1. of the Bylaws. The Rector and Warden shall present a recommendation for appropriate action at the next Vestry meeting following the interview.
 - b. A motion for removal shall be voted on at two successive regular meetings of the Vestry with two-thirds of the elected Vestry members voting in favor of said motion at both meetings.
 - c. Thereafter, a notice of intention to remove shall be addressed to the person concerned setting forth the specific grounds for removal. Said notice may be delivered in person by the Rector or Senior Warden or may be sent by certified mail, return receipt requested, and shall provide for fifteen days from the date of receipt of the notice in which the Vestry member or other officer concerned may respond to the notice and present statements and arguments (in opposition) at a regular or special meeting of the Vestry. Upon hearing and considering the said statements and arguments, the Vestry shall take final action, which shall be in the form of a motion with two-thirds of the Vestry voting in favor thereof. Notice of said final action shall be addressed in writing to the person concerned and shall be delivered in the same manner provided above for delivery of the notice of intention to remove.
 - d. If the final action results in removal of the Vestry member or Officer, the Vestry shall declare a vacancy as provided by the Canons of the Diocese of Oregon, and the provisions herein

V. COMMITTEES AND CONSULTANTS

A. Standing Committees

1. The Finance Committee shall be a Standing Committee of the Vestry. The Treasurer shall be Chair of the Committee which may have between 3 and 5 members who are appointed by the Sr. Warden and confirmed by the Vestry. The Finance Committee shall establish policies and procedures, subject to Vestry approval, for investing and monitoring the status of all investable Parish funds, including the remaining balances of funds paid in from outside trusts.
2. The Property Committee shall be a Standing Committee of the Vestry. The Chair and 3 to 5 members shall be appointed by the Rector and Sr. Warden and confirmed by the Vestry. The Committee shall be responsible for monitoring and overseeing the maintenance of all church property. It shall provide the Vestry with a prioritized list of needed or desirable repairs, remodeling or renovations and implement work as authorized and funded by the Vestry.

3. Other Standing Committees may be established as deemed necessary by the Vestry.
- B. Special Committees may be established as needed. Members are appointed by the Rector with the concurrence of the Vestry. Special Committees shall be those having a goal which can be reached within a specified time limit and which require ability and expertise in a specific area.
 - C. Members of Special Committees may include one or more Vestry members and members of the Parish-at-large. The Chairs of Special Committees shall be appointed by the Rector with the concurrence of the Vestry.
 - D. Matters applicable to consultants. All committees and special committees may obtain the services of consultants who may or may not be members of the Parish, but no commitment to pay for unbudgeted services of consultants may be made without having first obtained the consent of the Vestry.

VI. LAY DELEGATES TO DIOCESAN CONVENTION AND WILLAMETTE CONVOCATION.

- A. Number of Lay Delegates: The number of lay delegates from the Parish to the Diocesan Convention and to the Willamette Convocation shall be as prescribed by the Canons of the Diocese of Oregon. There shall be at least two alternate delegates.
- B. Selection and Term of Office: The lay delegates (and alternates) of the Parish to the Diocesan Convention and Willamette Convocation shall be elected by the Vestry and shall serve a one year term.
- C. Certification of Lay Delegates: The names of the lay delegates to the Diocesan Convention shall be certified in writing by the Rector, or in the Rector's absence, by a Warden and the Clerk of the Parish, on the form of certification provided by the Secretary of the Diocese sixty days prior to the Convention.

VII. PARISH REGISTER

- A. Maintenance and Contents: The Parish shall furnish a Parish Register, and it shall be the duty of the Rector to record therein all baptisms, confirmations, marriages, burials and the names of all communicants of the Parish, together with such other information and dates as may be required by the Canons of the Diocese of Oregon, the Canons of General Conventions and the Vestry of the Parish.

VIII. RECORD MANAGEMENT

- A. Preservation of Parish Records: The Rector, Wardens, Vestry members, officers and committees of the parish shall preserve all Parish books, records, documents, funds and property entrusted to them and shall deliver any such to their respective successors.
- B. Annual Audits: The books and records of the Treasurer shall be audited annually in compliance with Canon 6.11. Either an independent public accountant or such other person or persons as the Vestry may appoint shall perform an audit and make a written report to the Vestry following its completion.

The report shall be filed with the Bishop or Ecclesiastical Authority within 30 days of the date of the report.

- C. Signatures to Documents: All promissory notes, contracts or other formal legal documents shall be signed on behalf of the parish and in its corporate name by the Rector or the Senior Warden or the Junior Warden, as may be directed by the Vestry, and attested by the Clerk.
- D. Bonding: The Treasurer shall furnish at the expense of the Parish a bond in such amount as may be prescribed by the Vestry to secure the faithful performance of the Treasurer's duties. Other officers and custodians, other than banking institutions, shall give such bond as may be prescribed by the Vestry. This requirement shall not apply to treasurers of funds which do not exceed \$500 at any one time during the fiscal year.
- E. Signing of Checks
 - 1. All checks drawn on Parish operations accounts shall be signed by one of the following officers:
 - a. Treasurer or Assistant Treasurer
 - b. Parish Administrator
 - c. Junior Warden
 - 2. All checks in excess of \$1,000.00 drawn on Parish special accounts shall be signed by two of the following officers:
 - a. Treasurer or Assistant Treasurer
 - b. Parish Administrator
 - c. Junior Warden

IX. CONSTRUCTION AND AMENDMENT OF BYLAWS:

- A. These Bylaws are subject and subordinate to the Canons of the Diocese of Oregon, the Constitution and Canons of the General Convention and to applicable civil law, all as the same exist or may hereafter be in force and effect. The Bylaws are severable and invalidity of any particular bylaw or portion thereof shall not affect the validity of any other bylaw or portion.
- B. Amendment of Bylaws: The bylaws may be amended or repealed at any meeting by a two-thirds affirmative vote of the Vestry provided that a copy of the proposed amendment is mailed to each member of the Vestry at least fifteen days prior to the meeting at which such amendment will be considered. The amendment shall also be published to the Parish in writing at least 10 days prior to that meeting.
- C. Repealer: All bylaws in effect prior to the date of adoption of these bylaws are repealed.

X. INDEMNIFICATION.

- A. The personal liability of the members of the Vestry and uncompensated officers to the corporation for monetary damages for their conduct as such is eliminated to the full extent permitted by the Oregon Nonprofit Corporation Act.

B. The corporation shall indemnify the members of the Vestry and officers, employees and agents from and against all liability and expenses to the full extent permitted by the Oregon Nonprofit Corporation Act.

*The Articles of Incorporation were signed and subscribed on May 13, 1884.

Adopted by the Vestry September 16, 1996

Attest: _____ Senior Warden
John Givens

Carl E. Webb Clerk

Confirmed by Annual Parish Meeting January 26, 1997.

Bylaw Amendment Adopted by the Vestry December 14, 1998

V. Committees and Consultants

A. Standing Committees

1. The Finance Committee shall be a Standing Committee of the Vestry. The Treasurer shall be Chair of the Committee which may have between 3 and 5 members who are appointed by the Sr. Warden and confirmed by the Vestry. The Finance Committee shall establish policies and procedures, subject to Vestry approval, for investing and monitoring the status of all investable Parish funds, including the remaining balances of funds paid in from outside trusts.

1. The Finance Committee shall be a Standing Committee of the Vestry. The committee shall have 6 members in addition to the Treasurer who is a permanent member and the Rector, Assistant Treasurer and Office Administrator, who are non voting ex officio members. Four members at large will be appointed by the Vestry to serve 4-year terms on a rotating basis. The Vestry will appoint one new member at the beginning of each Vestry year to replace the most senior member of the 4. Reappointment is permitted after one year of absence, except that members who are serving at the time of this bylaw change may be reappointed in a like manner to serve during their tenure of Vestry membership.

The committee will elect a chair and a secretary from within its membership to serve two-year terms. These officers may be reelected without limitation, except that election to office may not extend committee membership beyond a 4-year term. The committee will function in accordance with the Financial Management Plan of the Parish and it may use consultants at its own discretion in accordance with section V.A.3. of these bylaws. The Treasurer is responsible for liaison between the Finance Committee and the Vestry. □