

**By-Laws
Of
St. Alban's Episcopal Parish
Adopted by The Rector, Churchwardens and Vestrymen of
St. Alban's Parish in the City of Edmonds, Snohomish County**

ARTICLE I NAME

The name of the corporation shall be the Rector, Churchwardens, and Vestrymen of St. Alban's Parish in the City of Edmonds, Snohomish County. The corporation may be referred to as St. Alban's Episcopal Church for brevity, but its full corporate name shall be used in all legal documents.

ARTICLE II ALLEGIANCE.

This corporation accedes to and agrees to be bound by and to comply with the Constitutions, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites, and Usages of the Episcopal Church in the United States of America and of the Diocese of Olympia. These By-Laws supplement, and are in addition to, the Diocesan Canons.

ARTICLE III DEFINITIONS OF TERMS

Section 1. Parish: "Parish" shall mean, as the context may in each instance require, either the corporation's legal entity, the membership of the corporation, or such geographical area as may be determined from time to time by the ecclesiastical authority of the Diocese of Olympia of the Episcopal Church in the United States of America. When used with reference to this corporation, the terms "Corporation" and "Parish" may be used interchangeably and synonymously. Whenever the term "Vestry" is used it shall be deemed synonymous with and shall be taken to mean the Managing Board of this corporation.

Section 2. Communicant: A "Communicant" is a baptized person who is faithful in corporate worship and has received the Sacrament of Holy Communion in this Church at least three times during the preceding twelve (12) months (unless good cause prevented).

Section 3. Communicant in Good Standing: A "Communicant in Good Standing" is a Communicant who is a recorded contributor to the support of the Church with money or with personal service, as determined by the Rector of the congregation. Communicants 16 years of age and older are to be considered adult communicants.

ARTICLE IV **PARISH MEETINGS**

- Section 1.** Parish Meetings: The term “Parish Meeting” as used in these By-Laws refers to official meetings of the communicants in good standing of St. Alban’s for the purpose of transacting the business of the Parish. The types of Parish Meetings are:
- a) Annual Meeting: No later than the last day of February of each year, after due notice is publicly given at Divine Service on the two Sundays next preceding, the Parish shall hold an Annual Meeting for election of Vestry Members and for the transaction of such business as may properly come before the Annual Meeting.
 - b) Special Meetings: Special Meetings of the Parish may be called by the Rector, or by the Vestry if there be no Rector, and shall be called by the Rector upon a written request signed by a majority of the Vestry.
- Section 2.** Notice: Notice of any Parish Meeting shall be given at Divine Service on the two Sundays next preceding the meeting date. In the case of a Special Meeting, the notice shall state the purpose of the Special Meeting.
- Section 3.** Presiding Officer: At all Parish Meetings the Rector (or if there is none, a Warden) shall preside unless the Rector delegates this responsibility to a Warden. The Clerk of the Vestry shall act as the Clerk of the Meeting.
- Section 4.** Place of Meeting: All Parish Meetings shall be held at a place within the geographical limits of the Parish and shall be designated in the notice of any meeting.
- Section 5.** Quorum: A quorum of all Parish Meetings shall consist of at least 25% of the adult communicants in good standing of the Parish.
- Section 6.** Voting Rights: Qualified electors of the parish shall be Adult Communicants in good standing of the parish age sixteen (16) or older, whose names have been on the Parish Register for at least six (6) months preceding the parish meeting, and who have made recorded contributions to the parish budget, within the twelve months preceding the meeting, as shown by the books of the parish treasurer.
- Section 7.** Proxy: Voting by proxy shall not be permitted.

Section 8. Minutes:

- a) Minutes shall be kept of all Parish Meetings. Minutes shall be written by the Clerk or by a Clerk Pro-Tem who shall be appointed by the presiding officer in the event of the Clerk's absence.
- b) Minutes taken shall minimally include the following items:
 - 1) Whether a quorum of the voting group is present.
 - 2) All motions made: to include the text of the motion, the name of the maker of the motion, and the name of the seconder, if the motion is seconded.
 - 3) All proposed amendments to motions under discussion need to include the same information as stated above.
 - 4) Results of votes taken.
 - 5) Disposition of all motions not brought to vote.
 - 6) All statements, text, or documents as the voting group shall agree to include.

ARTICLE V **VESTRY**

Section 1. Number: The affairs of this corporation shall be managed by a Board of Directors called the Vestry, which shall consist of the Rector, included as an ex-officio member, and no fewer than six or more than fifteen duly elected persons. The parish, by a majority vote, may fix or change the total number elected annually. The Rector shall be an ex-officio member of the Vestry with presiding authority that may be delegated to a Warden.

Section 2. Qualifications: To be qualified for election to the Vestry and to maintain Vestry membership, a person shall be, and shall remain throughout his/her term, an adult communicant in good standing in the Parish with voting rights as per Article IV, Section 6.

Section 3. Election: At each Annual Meeting, or at a Special Meeting called for that purpose, one third of the Vestry members shall be elected by vote of the adult communicants in good standing in the Parish with voting rights as per Article IV, Section 6. Vestry members so

elected shall serve a term of three (3) years and until the election of their successors. No Vestry member who is elected to a full three-year term shall be eligible for re-election to the Vestry until one (1) year after the term for which that member was elected.

Section 4. Removal: A Vestry member may be removed from office by a two-thirds (2/3) vote of the entire Vestry for any of the following causes:

- a) Failure to maintain the qualifications referred to in Section 2 above.
- b) Unexcused absence from three (3) meetings within a year or attending less than eight (8) meeting in a year.

Section 5. Vacancies: The Vestry may, at a meeting duly called, fill a vacancy in its own membership until the next scheduled Parish Meeting, at which time the Parish shall elect a member for the remaining portion of the unexpired term.

Section 6. Nomination and Election: Those retiring Vestry members plus one additional serving Vestry member shall constitute a nominating committee. Prior to the Annual Parish Meeting, the nominating committee shall present a slate of qualified nominees to the Vestry, at least sufficient in quantity to equal the number of positions to be filled in the Vestry election. Additional nominations may be made from the floor at the Annual Parish Meeting. Those nominees receiving the greatest number of votes shall be elected. In the event that terms of differing lengths are to be filled, the nominee receiving the largest number of votes shall fill the longest term and so on until all available positions have been filled.

Section 7. Youth Representative: The Vestry shall invite comment from one (1) ex-officio youth representative, should such be elected by the youth of the Parish. The youth representative shall be at least sixteen (16) years of age and not more that twenty (20) year of age when elected. The youth representative shall serve a twelve (12) month term from date of election and may not succeed him/herself unless no alternative candidate is willing to stand for election. The youth representative shall have a voice but not a vote at the Vestry meetings.

ARTICLE VI OFFICERS

- Section 1.** Number: The officers of the corporation shall consist of the Rector, Senior Warden, Junior Warden(s), Clerk and Treasurer. No two offices may be held by the same person.
- Section 2.** Wardens: At the first meeting of the Vestry after the Annual Parish Meeting there shall be chosen from among its members a Senior Warden and one or more Junior Wardens. In case the Parish is without a Rector, the Wardens shall be elected by the Vestry; in all other cases, the Rector shall appoint, from the Vestry, the Senior Warden and the Vestry will elect the Junior Warden(s).
- Section 3.** Clerk: The Clerk shall be elected according to Canon, and shall fulfill the duties of the position of Clerk according to Canon and according to these By-Laws.
- Section 4.** Treasurer: The Treasurer shall be elected by the Vestry according to Canon, and shall fulfill the duties of the position of Treasurer according to Canon and according to these By-Laws.
- Section 5.** Resignation: Any officer may resign at any time by giving written notice of such resignation to the Vestry or the Rector of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Vestry or by such officer. The acceptance of such resignation shall not be necessary to make it effective.
- Section 6.** Removal: Any person who has been elected or appointed to a position by the Vestry may be removed by a two thirds (2/3) vote of the entire Vestry; provided, that Article VII below shall control with respect to the position of the Rector.
- Section 7** Vacancies: A vacancy in any office appointed by the Vestry may be filled by the Vestry for the unexpired portion of the term. A vacancy in the office of Senior Warden shall be filled by the Rector for the unexpired portion of the term.

ARTICLE VII RECTOR

The position of Rector shall be subject to the Canons of the Diocese of Olympia and the Episcopal Church of the United States without mediation thereto. This includes all details of the implementation as well as the acceptance of a candidate for or removal of a Rector from said position.

ARTICLE VIII ASSISTANT CLERGY

Assistant Clergy may be appointed by the Rector on terms and conditions approved by the Rector and the Vestry.

ARTICLE IX VESTRY MEETINGS

Section 1. Regular Meetings: Regular meetings of the Vestry shall be held monthly, September through June, at a place to be determined by vote of the Vestry. The Vestry will also meet once in the summer on a date mutually agreed upon by a majority of its members. The date and place of the Vestry meeting may be changed from time to time by vote of the Vestry at a meeting duly called.

Section 2. Special Meetings: Special meetings of the Vestry may be called by the Rector, or by the Senior Warden if there be no Rector; upon a written request signed by at least three (3) members of the Vestry, including one (1) Warden. 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.

Section 3. Quorum: A simple majority of Vestry members shall constitute a quorum. There shall be no Vestry meeting unless the Rector, if there be one, and a quorum of the Vestry are present; provided that a majority of the Vestry which includes at least one Warden may nonetheless hold a valid Vestry meeting if the Rector is absent from the Parish or fails to attend despite proper notice of the meeting.

Section 4. Voting: Each member of the Vestry shall possess one vote in all matters coming before the Vestry. Except as otherwise provided herein, all voting at meetings of the Vestry shall be by each member in person; voting by proxy shall not be allowed. The Rector may vote when necessary to break a tie, but shall not be counted in determining the present of a quorum or in determining how many votes are required to pass any measure.

Section 5. Minutes: The Clerk of the Vestry shall keep minutes of all Vestry meetings. The minutes shall minimally include a list of those persons present and those items specified in Article IV, Section 8 b) above.

ARTICLE X

COMMITTEES

Section 1.

Executive Committee:

- a) The Rector shall preside over the Executive Committee which shall consist of the Rector, the Senior Warden and the Junior Warden(s).
- b) The Executive Committee shall have authority to take actions, between Vestry meetings as may be necessary for the proper functioning of the Parish. Nothing herein shall authorize the Executive Committee to take any action contrary to adopted positions, policies, and procedures of the Vestry.
- c) The Executive Committee shall have the power to direct the dispositions of the moneys and other property of this Parish in accordance with approved orders and budgets and to approve such additional expenditures as do not violate the limitations of Article XII, Finances.
- d) The Executive Committee shall be accountable to the Vestry and shall in lieu of formal minutes report to the Vestry an account of the actions taken and moneys spent between regular Vestry meetings.
- e) A majority of the Executive Committee shall be necessary to take any action.

Section 2.

Standing Committees (except Executive Committee): The Vestry may create standing committees as it deems necessary to facilitate the business of the Parish. The purpose of standing committees shall be to act only as advisory bodies to the Vestry.

Section 3.

Other Committees: The Vestry may create such other committees as it deems necessary to study or perform specific functions. A committee is not required to be chaired by a Vestry member, or to include a Vestry member.

Section 5.

Committee Organization: On formation of any committee, the Vestry must approve a written charter of the scope of work to be performed, including their roles, responsibility, and accountability.

ARTICLE XI **PARISH PROPERTIES**

Section 1. Real Property: No mortgage or other encumbrance, deed, conveyance, transfer, or agreement for any such action related to any of the Parish’s real property shall be entered into by any body or representative of the Parish, except according to the Canon guidelines relevant thereto.

Section 2. Legal Documents: All deeds and contracts of the corporation shall be executed by the Rector, or if there be none or if the Rector be absent, by the Senior Warden and Junior Warden(s). In either case, such execution shall have been previously authorized by the Vestry.

ARTICLE XII **FINANCES**

Section 1. Authority to Dispense Parish Funds: The Rector, Treasurer, Senior Warden, and Junior Warden(s) shall be empowered to dispense funds or to incur debt in the name of the Parish for items which have been budgeted as operating expenses (including the salaries of Parish personnel and the purchases of goods and services) or as directed by the Vestry or the Executive Committee. Payment of any Parish obligation shall require the approval of two of the foregoing officers.

Section 2. Extraordinary Expenses: The Vestry may issue and revise, as it deems appropriate, written policy allowing extraordinary non-budgeted expenditures by officers, up to a specified limit, without prior Vestry approval. Expenditures in excess of said limit shall require prior Vestry approval. Before granting such approval the Vestry shall call for bids from multiple purveyors, where multiple purveyors are reasonably available.

Section 3. Business Methods: Officers and representatives of this corporation shall adhere to the “Business Methods in Church Affairs”, or similarly titled, guidelines defined by the Canons for matters concerning investments, multiple signatures for withdrawals, records kept, bonding of treasurers and custodians, books of account, audits and financial reviews, insurance policies, reports made to the Diocese, and such other issues as may be defined in future revisions of the Canons.

ARTICLE XIII MUTUAL MINISTRY REVIEW

The Rector and Vestry shall annually conduct a review of the total ministry of the parish, with the results of that review reported in writing to the parish. The purpose of the review is to provide the rector and vestry the opportunity to assess the roles and responsibilities of each other and the ministry of the parish they share, to evaluate goals set from the previous year, to set new goals for the coming year, to identify areas of conflict or disappointment that need to be resolved and may be adversely affecting their mutual ministry, and to clarify expectations of all parties so that future conflicts may be diminished or avoided..

ARTICLE XIV PROCEDURE

Where any matter or procedure is not covered by these By-Laws or by the Constitution or Canons of the Diocese of Olympia, Robert’s Rules of Order (latest edition) shall govern at any meeting of the Parish or Vestry.

ARTICLE XV AMENDMENTS TO THE BY-LAWS

Section 1. Initiation and Review of Proposed Amendments: The Rector, members of the Vestry, or any adult communicant in good standing of the Parish may initiate an amendment to these By-Laws, including the addition of new provisions and the repeal of then-existing provisions. All proposed amendments shall be preliminarily reviewed by the Vestry or committee thereof, which shall report back to the Vestry within the time period set by the Vestry. At any regular or special meeting of the Vestry, following written notice to all Vestry members that proposed By-Law amendment(s) will be considered at such meeting, a majority of the members of the entire Vestry may vote to submit all or any portion of the amendment(s), as proposed or with modifications, to the Parish for consideration pursuant to Section 2, below, or may vote to reject the amendment(s) without submission to the Parish.

Section 2. Adoption By The Parish: These By-Laws may be amended only by the membership of the Parish at either an Annual Meeting or a Special Meeting called for that purpose, at which a quorum is present, by a majority vote of those present. Proposed amendments may only be placed on a meeting agenda by action of the Vestry, as provided in Section 1 above. The full text of proposed amendments, together with any Vestry recommendation made thereon, shall be included in written notice of the meeting otherwise required to be given.

Adopted by the Parish of St. Alban’s Episcopal Church this _____ day of _____, 20__.