

By-Laws of St. James Episcopal Church, Kent, WA

ARTICLE V The By-laws of the corporation, or **Parish**, shall be in accord with the Constitution and Canons of the Diocese of Olympia of the Episcopal Church in the United States of America (**Diocese**). All terms used within the By-laws but not defined in the By-laws have the same meaning as in the Constitution and Canons of the Diocese. The By-laws of the corporation, revised <enter date>, are the following:

Section 1 – Parish Meetings and Communication

- (a) There shall be one (1) annual meeting of the Parish. Said meeting shall be scheduled in accordance with the Constitution and Canons of the Diocese (**Canons**). The business that must be performed during said meeting shall be the determination (by majority vote) of the number of Vestry members to elect, the election of Vestry members, and a detailed review of the Parish financials.
- (b) Special meetings of the Parish may be called in accordance with the Canons.
- (c) All Parish meetings shall be administered in accordance with the Canons.
- (d) Quarterly, the Treasurer (or a member of Vestry appointed by the Treasurer) shall prepare and make available to the Parish, a review of the Parish financials.

Section 2 – Size and Election of Vestry

- (a) The total number of members of the Vestry shall be no less than six (6) and no more than twelve (12). In accordance with the Canons, the Rector shall be ex-officio a member and chairperson of the Vestry, if there is no Rector the Senior Warden shall be chairperson of the Vestry.
- (b) The Electors shall each year choose the number of new Vestry members to elect. This number shall be no less than two (2) and no more than four (4).
- (c) The Electors shall each year choose by ballot the previously determined number of the Vestry to serve for three years.
- (d) Replacement of Vestry persons – if it is necessary to replace a Vestry member, the Vestry shall appoint a qualified person to serve the remainder of the term. The Vestry must approve such replacement by a two-thirds majority.

Section 3 – Voting Rights and Vestry Membership

- (a) In accordance with the Canons, the **Electors** shall be Adult Communicants in Good Standing in the Parish and shall be entitled to the floor and to vote at all Parish meetings.
- (b) Eligibility to be elected to, and serve on, Vestry is in accordance with the Canons.

Section 4 – Wardens

Selection of a Senior Warden and a Junior Warden shall be in accordance with the Canons.

Section 5 – Expectations of Vestry Members

- (a) Vestry members shall remain Communicants in Good Standing in the Parish.
- (b) Vestry members shall be active participants in the life of the Parish.
- (c) Vestry members shall attend all Vestry meetings or provide advance notice to the Rector, or if there is no Rector, the Senior Warden, of a conflict preventing such attendance.
- (d) As it relates to their participation in Vestry meetings, Vestry members shall seek to represent the entire Parish, and adhere to the best practices set forth in the Vestry Covenant (as approved annually by the Vestry).

(e) Vestry members shall respect and honor confidential information, clearly identified as such, that is received in the conduct of Vestry responsibilities.

Section 6 – Vestry Operations and Other Parish Officials

(a) Selection of a Vestry Clerk and Treasurer, and eligibility to serve such roles, shall be in accordance with the Canons.

(b) In accordance with the Canons, the books of both the Clerk and the Treasurer shall always be open to the inspection of the Rector and the members of the Vestry, and the Bishop of the Diocese. These books, excluding confidential personally identifiable information, shall also be open to the inspection, in the presence of the Rector or a Warden, to any Adult Communicant in Good Standing of the Parish.

(c) The Vestry shall have regularly scheduled, monthly meetings, no more than two of which (not consecutive) may be cancelled in any calendar year. Special meetings of the Vestry may be scheduled in accordance with the Canons.

(d) There shall be no meeting of the Vestry unless the Rector, if there is one, and a quorum of the Vestry be present, provided that if the Rector be absent from the Parish, or if when notified of the meeting, the Rector shall decline or neglect to be present, the meeting shall be valid if there be a majority of the Vestry, including one Warden, present. Voting by proxy shall not be permitted.

(e) The Vestry shall manage the temporal affairs of the Parish. The Vestry shall adopt such By-laws, policies and resolutions as may be advisable to the conduct of the affairs of the Parish. They shall appoint to office persons as may be required to conduct the affairs of the Parish, except as herein provided.

(f) The Vestry may, by a two-thirds majority vote of the entire Vestry, remove a member of Vestry for i) no longer being a Communicant in Good Standing, OR ii) having three (3) or more unexcused, or five (5) or more total, absences, from Vestry meetings in a calendar year, OR iii) failure to maintain appropriate confidentiality.

Section 7 – Amending By-Laws

This article may be amended by a majority of the Electors of the annual meeting, except as such amendment shall not conflict with the Canons.