

ARTICLES OF INCORPORATION OF ST. JAMES PARISH, KENT, WASHINGTON

ARTICLE I The name of this corporation shall be "St. James Parish of Kent, Washington".

ARTICLE II The location and chief place of business of the corporation shall be in Kent, Washington.

ARTICLE III This corporation shall not be a joint stock corporation.

ARTICLE IV The object for which this corporation is formed is to maintain the practice of the worship of Almighty God and administer the sacraments and all rites and ceremonies of the Episcopal Church in the United States of America.

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. The By-laws of the corporation, revised **January 6, 2013**, are the following:

Section 1

(a) There shall be four (4) quarterly meetings of the Parish. Said quarterly meetings shall be held on or before the third Tuesday of the following months: January, March, June and September of each year at an hour and place of which due notice shall be given publicly at divine service on the two Sundays next preceding said meetings. **The January meeting shall be held on the last Sunday of the month of January unless there is an HYC scheduled. If there is an HYC scheduled for the last Sunday, the meeting will be held on the third Sunday in the month of January.** Emphasis on each meeting shall be as follows:

September - Presentation to Parish of program for coming activity year, including staff arrangements. Transactions of such business as may properly come before the meeting.

Election of the Vestry members will occur at this meeting.

January - This is the Annual Meeting. Reports of activities and programs will be made. New Vestry members will take office at this meeting.

March - Mid year report on activities and programs during the preceding months of January and February. Presentation to Parish of mid year programs and financial status and the transaction of such business as may properly come before the meeting.

June - Third quarter report on activities and programs during the preceding months of March, April and May. Presentation to Parish of evaluation of year's program to date. Begin pre-planning of fall programs and the transaction of such business as may properly come before the meeting.

All electors of the Parish shall be entitled to the floor and to vote at the meetings.

(b) Special meetings of the Parish may be called by the Rector, or by the Vestry if there is no Rector, and shall be called by the Rector upon written request signed by a majority of the Vestry. Notice of any special meeting of the Parish shall be given at two regular services of the Church on at least one Sunday next preceding the day appointed for the special meeting.

(c) At all Parish meetings, the Rector (if there be one; if not a Warden) shall preside, except as the Rector may appoint another elector to preside, the Clerk of the Parish shall act as the Clerk of the meeting, except as the Clerk may appoint another elector to serve.

Section 2

(a) The number of members of the Vestry shall be twelve (12). Baptized persons who are qualified electors shall alone be eligible; and at least two-thirds of the Vestry shall also be communicants. The Rector shall be ex-officio a member and chairman of the Vestry.

(b) The qualified electors shall each year choose by ballot one-third of the whole number of the Vestry to serve for three years and until the elections of their successors.

(c) No member of the Vestry who is elected to a full three years shall be eligible for reelection to the Vestry until one year after the expiration of the term for which he was elected.

(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

The electors shall be:

(a) communicants of the Parish of at least 16 years of age whose names have been on the Parish Register for at least one month next preceding the Parish Meeting, and who have made stated contributions to the Parish Budget shown by the books of the Parish Treasurer, and

(b) such other baptized persons of like age who for six months past have made stated contributions to the Parish Budget as shown by the books of the Parish Treasurer.

Section 4

At the first meeting of the Vestry after the annual meeting there shall be chosen a Senior Warden and a Junior Warden, both of whom shall be communicants of the church and shall be Vestry members. In case the Parish be without a Rector, both wardens shall be elected by the Vestry; in all other cases the Rector shall appoint from the Vestry the Senior Warden, and the Vestry members may elect the Junior Warden.

Section 5

(a) At the first meeting of the Vestry after the Annual Meeting they shall also elect a Clerk, who shall keep the minutes of the Vestry meeting, and also record them in a book provided for the purpose, and a Treasurer who shall oversee receipt and disbursement of revenues of the Parish, as the Vestry shall direct. The Treasurer shall keep accurate account of all receipts and disbursements, rendering an annual account to the Vestry for audit, in addition thereto, an account at any time as the Vestry may direct.

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. Neither the Clerk nor the Treasurer need be a member of the Vestry.

(b) 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.

(c) 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.

Section 6

This article may be amended by a majority of the electors of the Parish meeting, except as such amendment shall not conflict with the Constitution and Canons of the Diocese of Olympia.

ARTICLE VI The officers of the corporation (parish) shall consist of a President, two Wardens, the Clerk, and the Treasurer. The Rector of the Parish shall be the President of the Corporation. The Wardens, Clerk and Treasurer shall be selected as provided in Article V.

ARTICLE VII Upon dissolution of the corporation (parish) all property, real and other, shall become property of the Diocese of Olympia.
