

## **Rationale & Basis of Proposed Changes to St. James Parish By-laws.**

Background and Process: The 2017 Vestry wanted to re-visit the St. James By-laws, focusing on two items; 1) the size of our Vestry relative to the size of the Parish, and 2) the requirement to have four parish meetings, at very specific times, every year. We were also aware that the St. James By-laws were in conflict with the Diocesan Canons regarding our schedule for electing Vestry.

We conducted a very detailed review of the Canons and found that we were also in conflict with the Canons regarding who can vote and be on Vestry and that much of what is in the By-laws is repetitive of the Canons (creating a situation where if the Canons change we become in conflict). The specific areas of the Canons of interest are: 1) Canon 9: Rectors, Parishes and Vestries, and 2) Canon 11: Missions (this is of interest because it lays out what are effectively the by-laws for Mission churches).

We surveyed Episcopal Parish By-laws from several other parishes, both within our Diocese and from other Dioceses. We found:

- Most included something related to the expectations of Vestry Members. Ours does not and there is very little in the Canons on the Subject. We wanted to include some basic expectations.
- By-laws can be quite extensive, going into significant detail to the point of repeating virtually all of the Canons that apply to Parish's and Vestry's, or they can be quite minimalist, only addressing those areas where the Canons do not address and those areas where the By-laws wish to go beyond (but not in conflict with) the Canons. Our By-laws are closer to the minimalist, but did include several areas that repeated the Canons. We wanted to be consistent toward the minimalist approach.

### Overview of Changes:

- Addressed the issues listed above:
  - Size of Vestry
  - Eligibility to be on Vestry
  - Expectations of a Vestry member
  - Schedule for electing Vestry
  - Number of required Parish meetings
  - Consistently applied the minimalist approach
- Added Section Titles – This assists with structuring the document and finding what you may be looking for.
- Created Consistency With The Use of Defined Terms – This helps to minimize the potential for confusion. Terms defined in the By-laws are **bolded** when defined, and all defined terms (whether defined in the By-laws or in the Canons) are Capitalized when used.
- Removed/Modified some gender specific terms.

## Specific Changes and Rationale:

- Section 1 – Parish Meetings and Communication
  - Instead of four required Parish Meetings at very specific times, this was changed to one required meeting to be scheduled in accordance with the Canons. Parish meetings take a significant amount of time to prepare for and must have enough content to make them worthwhile. The Canons only require one. Other, special, Parish meetings can always be called if something warrants it.
  - Added the requirement for the Treasurer to prepare a quarterly report on the Parish financials to keep the Parish informed throughout the year. This seemed to be the primary item at each of our Parish meetings, and we did not want to let go of this communication.
  - The method of calling Special Parish meetings and the administration of Parish meetings was almost identical in words and consistent with Canon 9 Section 1...Changed to simply reference the Canons.
- Section 2 – Size and Election of Vestry
  - Instead of having our By-laws specify a twelve member Vestry, requiring a change of the By-laws any time this should be changed, we are proposing this change to specify a range (six to twelve). This range is within the range specified in the Canons.
  - Each year the Parish will decide on how many new Vestry member to elect, between two and four (that is 1/3<sup>rd</sup> of the total size), for a three year term. By changing the number elected each year (instead of specifying a new total) the Vestry can slowing grow, or shrink, over a three year period.
  - These changes provide our Parish with flexibility, but keeps the authority to use that flexibility with the Parish as a whole. Some Parishes let the Vestry alone make these decisions, the way our proposed By-laws would work is that the Vestry will make a recommendation, but the Parish would need to confirm it, or change it.
  - Removed the clause regarding Vestry member terms and eligibility for re-election as that more correctly fits in Section 3 and is duplicative of the Canons.
- Section 3 – Voting Rights and Vestry Membership
  - Our current By-laws have an option for someone who is NOT an Adult Communicant in Good Standing to be vote and be a member of Vestry. This is in violation with Canon 9 Section 2 Paragraph “a”. It also had a very convoluted description that was essentially the same as the definition of “Adult Communicant in Good Standing” that exists in Canon 20 Section 2, and is the stated requirement. Our proposal simplifies this and puts us in compliance with the Canons.
- Section 4 – Wardens
  - We are proposing making direct reference to the Canons as our By-laws were functionally identical to Canon 9 Section 3.
- Section 5 – Expectations of Vestry Members (**ADDED**)
  - We propose added this basic list of expectations.

- Section 6 – Vestry Operations and Other Parish Officials (was Section 5)
  - We propose making direct reference to the Canons for clause (a) as our By-laws were functionally identical to Canon 9 Section 4 Paragraph “b”.
  - In clause (b), in additions to the Canonical requirements, we propose adding a line that makes the official records of the Parish open to all Adult Communicants in Good Standing. This demonstrates transparency to the Parish. (NOTE: the last line of clause (b) is deleted as it is now covered in clause (a).)
  - We propose adding clause (c) regarding frequency of Vestry meetings (this corresponds to the new Section 5).
  - We propose adding clause (f) for situations where Vestry members have violated objective expectations.
- Section 6 – Amending By-Laws
  - Proposing minor tweaks for consistency.