

BYLAWS OF ST. JOHN'S EPISCOPAL CHURCH **PLYMOUTH, MICHIGAN**

PREAMBLE

St. John's Episcopal Church, located in Plymouth, MI ("The Church") is an organized parish under the authority and direction of The Episcopal Church and the Episcopal Diocese of Michigan. The Church is incorporated under the statutes of the State of Michigan. The Church is also a member parish of The Episcopal Church and the Episcopal Diocese of Michigan.

The Church accedes to the Constitution and Canons for the Government of The Episcopal Church and recognizes the authority of its General Convention. The Church also accedes to the Constitution and Canons of the Episcopal Diocese of Michigan.

ARTICLE 1. ARTICLES OF INCORPORATION AND BYLAWS

1.01 **INCORPORATION**. The Church is a not-for-profit corporation incorporated in the State of Michigan on September 23, 1943. It operates according to the laws of the State of Michigan, the Constitution and Canons of The Episcopal Church, the Constitution and Canons of the Episcopal Diocese of Michigan, the Bylaws of The Church, and any rules and policies as adopted and amended by the St. John's Vestry.

1.02 **ARTICLES OF INCORPORATION AND BYLAWS**. The Articles of Incorporation and Bylaws will be the fundamental governing documents for The Church and will function as the ultimate authority on any temporal matter of The Church, unless:

- (a) the Articles of Incorporation or the Bylaws conflict with the Constitution and Canons of The Episcopal Church, or
- (b) the Articles of Incorporation or the Bylaws conflict with the Constitution and Canons of Episcopal Diocese of Michigan.

1.03 **AMENDMENT OF GOVERNING DOCUMENTS**. At any annual meeting, or at a special meeting called for that purpose, the Church may amend the Articles of Incorporation and/or Bylaws as deemed necessary for the management of the temporal matters of the Church, by a vote of two-thirds (2/3) majority of those present and voting. [DC 4.1.2.6¹]. Any proposed change to Church Bylaws must be approved by an affirmative vote of a quorum of the Vestry before said change is presented to the Electors.

1.04 **NOTICE OF ADOPTION OR AMENDMENT**. Written notice of any action that adopts or amends the Articles of Incorporation and/or the Bylaws will be given in the manner prescribed in

¹ DC refers to the Constitution and Canons of the Episcopal Diocese of Michigan.

Canon 4.1.2.1 of the Canons of the Episcopal Diocese of Michigan not less than thirty (30) days prior to any annual or special meeting at which that action will be considered. This notice will be in addition to public notice given at all regular services on not less than two (2) Sundays prior to the annual or special meeting, as provided in the Diocesan Canons and in these Bylaws. Notice may also be provided by mail or electronic communication to the members of the congregation. [DC 4.1.2.6].

ARTICLE II. ELECTORS

2.01 **ELECTORS OF THE CHURCH.** An Elector of the Church is a member of the congregation eligible to vote at the Annual Meeting and/or special meetings of the congregation.

2.02 **ELECTOR OF THE CHURCH QUALIFICATIONS.** An Elector of the Church must be a Communicant in Good Standing. A Communicant in Good Standing is any person who:

- (a) is a baptized person who is a member of the Episcopal Church, whose baptism is in the records of the congregation, and who regularly participates in worship [DC 3.3.1.1];
- (b) has received Holy Communion at least three (3) times during the previous year in the congregation where that person's membership has been recorded [DC 3.3.1.2];
- (c) has been faithful in corporate worship (unless for good cause prevented) and faithful in working, praying, and giving for the spread of the Kingdom of God [DC 3.3.1.3];
- (d) has been a member of the congregation for six (6) months or more [DC 4.1.2.4]; and
- (e) is sixteen (16) years of age or older. [DC 3.3.1.4].

2.03 **RESPONSIBILITY OF ELECTORS OF THE CHURCH.** An Elector of the Church will elect Vestry Members and decide any other business that may come before the congregation at the annual meeting or any special meeting.

2.04 **MEMBERSHIP ROLL AND QUORUM.** Not less than sixty (60) days prior to any annual or special meeting, the Vestry, in consultation with the Rector, will prepare and make available a list of adult communicants in good standing eligible to vote. A minimum of ten percent (10%) of the number of adult communicants in good standing as reported in the Parochial Report for the year prior to the date of the meeting will constitute a quorum. [DC 4.1.2.3-4]. Proxy voting is not permitted.

ARTICLE III. THE VESTRY

3.01 **GOVERNING BODY.** The Governing Body of The Church will be called the Vestry.

3.02 **COMPOSITION.** The Vestry will be composed of nine (9) members.

3.03 CLASSES OF VESTRY MEMBERS. The vestry will be composed of three (3) classes. One (1) class will be elected at each annual meeting. A class's term will expire at the annual meeting three (3) years after the class's election date.

3.04 YOUTH REPRESENTATIVE. A confirmed youth representative sixteen (16) years or older may be selected by the Rector of The Church prior to the Annual Meeting. The nomination of the youth representative must be approved by the Vestry and affirmed at the Annual Meeting. The youth representative is entitled to be present at Vestry meetings and has the same privileges as any other member of the Vestry.

3.05 LIMITATIONS ON VESTRY MEMBERSHIP. An employee of The Church cannot serve on the Vestry.

3.06 TERMS OF OFFICE. The term for any member of the Vestry, unless otherwise specified, will be three (3) years. The term for the youth representative will be one (1) year.

3.07 VACANCIES. Any member of the Vestry can resign from serving on the Vestry. A member of the Vestry may be removed pursuant to the Constitution and Canons for the Government of The Episcopal Church or the Constitution and Canons of Episcopal Diocese of Michigan. If any vacancy on the Vestry occurs, the Vestry will fill any vacancy at any meeting of the Vestry. Any person who is filling a vacancy of the Vestry will serve on the Vestry until the next Annual Meeting of the Church. [DC 4.2.1.4]. The Rector in consultation with the Wardens will nominate a candidate to fill the vacancy.

3.08 QUALIFICATIONS FOR VESTRY MEMBERS. Candidates for Vestry must be Electors of the Church. [DC 4.2.1.1].

3.09 RE-ELECTION. No member of the Vestry can be re-elected until one year after the expiration of such prior term; unless the member of the Vestry was filling a vacancy.

3.10 NOMINATING COMMITTEE. The Vestry will establish a Vestry Nominating Committee to facilitate the process of calling leaders from the parish to serve on the Vestry. The Nominating Committee will be composed of the Rector, the Wardens, and one (1) representative from each class of the Vestry.

3.11 NOMINATION PROCESS. The nomination of potential members for the Vestry will be as follows:

- (a) The Nominating Committee will meet and select a list of possible nominees for Vestry garnering input from various sources.
- (b) The Rector will meet with nominees to determine willingness and capacity to serve.
- (c) The Nominating Committee will present a final Slate of Nominees equal to the number of vacancies to the Vestry for affirmation prior to the Annual Meeting.

(d) The Slate of Nominees will be published in the Annual Report.

3.12 ADDITIONAL NOMINEES. Additional nominees may be proposed by any Elector of the Church at The Church's Annual Meeting.

3.13 ANNUAL MEETING. As required by Canons of the Episcopal Diocese of Michigan, an Annual Meeting of the congregation for business purposes occurs during the month of January at a time to be set by the Vestry. Public notice of the meeting will be published not less than two (2) Sundays immediately preceding the meeting and given personally, sent by mail, or electronic communication to all members of the congregation. Notice of the meeting will also be posted in a publication of the congregation issued in advance of the meeting and posted in a prominent place in the church building. [DC 4.1.2.1].

3.14 ELECTIONS FOR MEMBERS OF THE VESTRY. Elections for member of the Vestry will be conducted as follows:

- (a) At the Annual Meeting the Slate of Nominees will be presented for election by acclamation unless there are nominations from the floor.
- (b) If the number of nominees is greater than the number of open spots on the Vestry, the Electors of the Church will vote by written secret ballot during the Annual Meeting.

3.15 VOTING BY WRITTEN SECRET BALLOT. Any votes for members of the Vestry conducted by written secret ballot will be conducted as follows:

- (a) Proxy voting is not permitted.
- (b) A Judge of elections and two (2) Tellers – none of whom are candidates for election – will be chosen from the Electors of the Church.
- (c) The ballots will be counted by the Tellers certifying the result of the election to the Judge of elections. The Judge of elections will notify the congregation of the results of the election.
- (d) In case of tie votes another election by secret written ballot will be conducted for the nominees who are tied. If the vote is tied again then the nominees will draw lots for office.

3.16 DUTIES OF THE VESTRY. The Vestry is responsible for:

- (a) the care and management of all of the temporal affairs of the congregation;
- (b) establishing vision, policy, and budget for The Church;

- (c) working with the Rector, Commissions, Ministry Teams, and staff to formulate and implement the vision and action plans into recognizable and effective ministries;
- (d) to the extent necessary, the worship and spiritual life of the congregation, as required by Diocesan Canons, the Canons of the General Convention of The Episcopal Church; and
- (e) any duties arising under applicable federal, state, or local law. [DC 4.4].

3.17 VESTRY AND ITS OFFICERS AS AGENTS OF THE CHURCH. The Vestry will be agents and legal representatives of the Church in all matters concerning its corporate property and the relations of the Church to its clergy. All instruments, contracts and legal documents will be signed in the corporate name by a Warden and the Secretary or Treasurer. [DC 4.4.1.1.1].

3.18 AUTHORIZATION OF OTHER SIGNATORIES. The Vestry can recognize another member or members of the Vestry to act as the signatories. This authorization must be made by written resolution. [DC 4.4.1.1.1].

3.19 MEMBERS OF THE CLERGY NOT AGENTS OF THE CHURCH. Members of the clergy are not the legal representatives of the Church and have no authority to legally bind the Church unless authorized by resolution of the Vestry. [DC 4.4.1.1.1].

3.20 AGENCY NOT APPLICABLE. The agency of the Vestry is not applicable if it is not allowed by the laws of the State of Michigan, the Constitution and Canons for the Government of The Episcopal Church, or the Constitution and Canons for the Episcopal Diocese of Michigan.

3.21 REGULAR MEETINGS. There will be regular meetings of the Vestry. The number of required Vestry meetings will be at least nine (9) times per year at a time and place to be designated by the Rector. [DC 4.3.1]. Meetings can be held using any reliable means of communication available; including – but not limited to – phone, e-mail, video conferencing, and web conferencing.

3.22 SPECIAL MEETINGS. Special meetings of the Vestry may be called by the Rector, either of the Church Wardens, or by one-third (1/3) of the members of Vestry. Notice will be given as specified in Diocesan Canons [DC 4.3.2].

3.23 PRESIDING OFFICER. The Rector will preside at all meetings of the Vestry, or may designate a member of Vestry to preside at any meeting.

3.24 QUORUM. A two-thirds (2/3) majority of the members of the Vestry will constitute a quorum.

3.25 NECESSARY AND PROPER. The Vestry may adopt or rescind any policies, resolutions, or measures needed for the necessary and proper administration of the affairs of The Church at any regular meeting or special meeting by an affirmative vote of a quorum of the Vestry. No notice will be required to either adopt or rescind anything not inconsistent with these Bylaws, the

laws of the State of Michigan, the Constitution and Canons for the Government of The Episcopal Church, or the Constitution and Canons for the Episcopal Diocese of Michigan.

3.26 RULES OF MEETING PROCEDURE. The rules contained in General Roberts Rules of Order, revised, will be the parliamentary authority for this Church when not inconsistent with the Bylaws, the laws of the State of Michigan, the Constitution and Canons for the Government of The Episcopal Church, or the Constitution and Canons for the Episcopal Diocese of Michigan.

ARTICLE IV. CHURCH DELEGATES TO DIOCESAN CONVENTION

4.01 REPRESENTATION AT DIOCESAN CONVENTION. The Church will be represented at the Convention of the Diocese of Michigan by persons elected by the congregation as provided in these Bylaws and as required by the Canons of the Episcopal Diocese of Michigan. [DC 1.1.1.2].

4.02 NUMBER OF DELEGATES AND ALTERNATES. The number of Delegates and Alternate Delegates will be determined by the Canons of the Episcopal Diocese of Michigan. [DC 1.1.1.2].

4.03 QUALIFICATIONS. Persons elected to serve as Delegates and Alternate Delegates will have the same qualifications as required by § 3.08 to be a member of the Vestry.

4.04 NOMINATION PROCESS. The nomination of potential Delegates and Alternate Delegates to Diocesan Convention will be as follows:

- (a) The Rector will select a slate of nominees to be potential Delegates and Alternate Delegates to Diocesan Convention. The Alternate Delegates will be ordered by level of preference for their service to The Church at Diocesan Convention.
- (b) The Rector will then meet with each nominee and ask for the nominee's acceptance of the nomination.
- (c) If a nominee declines the nomination, the Rector will approach the alternate nominee who is at the top of the list of alternate nominees until the number of nominees is lesser than or equal to the number of spots for Delegates and Alternate Delegates to Diocesan Convention that are available.
- (d) The Rector will present the list of nominations to the Vestry for affirmation.
- (e) The Slate of Nominees will be published in the Annual Report.
- (f) At the Annual Meeting a general election will be held from the list of nominees.

4.05 ADDITIONAL NOMINEES. Additional nominees may be proposed by any Elector of the Church at The Church's Annual Meeting.

4.06 TIME OF ELECTION. Delegates and Alternate Delegates to the Diocesan Convention will be elected at the time of the election of the Vestry at the Church's Annual Meeting in January as long as this date complies with Diocesan requirements for prior notification to the Diocese of delegate selection. [DC1.1.1.2.2].

4.07 ELECTION. Delegates and Alternate Delegates will be elected by the Electors of the Church as follows:

- (a) At the Annual Meeting the Slate of Nominees for Delegates and Alternate Delegates to the Diocesan Convention will be presented for election by acclamation unless there are nominations from the floor.
- (b) If the number of nominees for Delegates and Alternate Delegates to the Diocesan Convention is greater than the number necessary, the Electors of the Church will vote by written secret ballot during the Annual Meeting.

4.08 VOTING BY WRITTEN SECRET BALLOT. Any votes for members of the Vestry conducted by written secret ballot will be conducted as follows:

- (a) Proxy voting is not permitted.
- (b) A Judge of elections and two (2) Tellers – none of whom are candidates for election – will be chosen from the Electors of the Church.
- (c) The ballots will be counted by the Tellers who will certify the result of the election to the Judge of elections. The Judge of elections will notify the congregation of the results of the election.
- (d) In case of tie votes another election by secret written ballot will be conducted for the nominees who are tied. If the vote is tied again then the nominees will draw lots for office.

4.09 DUTIES. The duties and responsibilities of Delegates and Alternate Delegates will be as specified in the Canons of the Episcopal Diocese of Michigan; specifically, but not limited to DC 1.1.1.2.

4.10 TERM OF OFFICE. Delegates and Alternate Delegates to the Diocesan Convention will serve for three year terms following their election.

ARTICLE V. THE RECTOR AND ASSISTANT CLERGY OF THIS CHURCH

5.01 **QUALIFICATION OF RECTOR.** No person will be the Rector of The Church, unless he or she has been ordained in The Episcopal Church or has been received into priesthood in The Episcopal Church from another denomination. The Rector will also be qualified in accordance with Title III: Ministry of the Canons of The Episcopal Church and the Constitution and Canons for the Episcopal Diocese of Michigan.

5.02 **QUALIFICATION OF OTHER CLERGY SERVING THE CHURCH.** Other clergy serving The Church at the discretion of the Rector may qualify to serve if they have been ordained or received by The Episcopal Church or ordained by the Evangelical Lutheran Church of America. Other clergy serving The Church at the discretion of the Rector must also be qualified in accordance with Title III: Ministry of the Canons of The Episcopal Church and the Constitution and Canons for the Episcopal Diocese of Michigan.

5.03 **ELECTION OF THE RECTOR.** The Rector of this Church will be elected by the Vestry and called in accordance with the Constitution and Canons of The Episcopal Church and the Constitution and Canons for The Episcopal Diocese of Michigan. Proper legal notice of the election of a Rector will be filed by the Senior Warden as required by the Constitution and Canons of The Episcopal Church, the Constitution and Canons for the Episcopal Diocese of Michigan, and the laws of the State of Michigan.

5.04 **SELECTION OF OTHER CLERGY SERVING THE CHURCH.** Other clergy serving The Church will be selected by the Rector in the manner provided by the Constitution and Canons of The Episcopal Church and the Constitution and Canons for the Episcopal Diocese of Michigan. Other clergy serving The Church must also be approved by the Bishop of the Episcopal Diocese of Michigan and the Vestry, and will serve under the authority and direction of the Rector. [DC 5.1.2.1].

5.05 **MINISTRY OF THE RECTOR.** The ministry of the Rector is described in the Rector's Letter of Agreement, the Constitution and Canons of The Episcopal Church, and the Constitution and Canons for the Episcopal Diocese of Michigan.

5.06 **TEMPORAL DUTIES OF THE RECTOR.** The Rector will preside at all meetings of the Vestry and preside at all meetings of the Electors of the Church.

5.07 **DELEGATION OF PRESIDING OFFICER STATUS.** The Rector may designate a member of the Vestry to preside at any meeting. In the absence of the Rector or a designee of the Rector, one of the wardens or a member of the Vestry chosen by the wardens will preside.

5.08 **RECTOR'S GENERAL INABILITY TO VOTE.** The Rector will have no vote at any meeting of The Church or the Vestry as the presiding officer unless the Rector must vote to break a tie vote. [DC 4.3.3]. The Rector is a voting member on all Ministry Teams, Commissions and Committees.

ARTICLE VI. CHURCH WARDENS, OFFICERS, MINISTRY TEAMS, AND COMMISSIONS

6.01 SENIOR AND JUNIOR WARDENS. As required by the Constitution and Canons for the Episcopal Diocese of Michigan, the first meeting of the Vestry after the Annual Meeting will be held within fifteen (15) days of the Annual Meeting. Members of the Vestry will elect two (2) persons of the Vestry membership to serve as wardens.

6.02 DIVISION OF DUTIES. The Wardens will fairly divide the duties of the offices and perform such other duties as may be designated by the Vestry or the Rector. The duties of the Wardens are provided in the Parish Policies and as specified in the Constitution and Canons for the Episcopal Diocese of Michigan. [DC 4.2.2.1].

6.03 QUALIFICATIONS. The qualifications to serve as Warden are provided in the Parish Policies and as specified in the Constitution and Canons for the Episcopal Diocese of Michigan. [DC 4.2.2.1].

6.04 EXECUTIVE COMMITTEE. The Executive Committee will be composed of the following:

- (a) the Rector,
- (b) the Wardens, and
- (c) the Treasurer.

6.05 EXECUTIVE COMMITTEE DUITES. The Executive Committee will establish the agenda for each meeting of the Vestry. In establishing the agenda for a meeting of the Vestry, the Executive Committee will take into account any requests from groups or individuals wanting to be heard at a meeting of the Vestry. In addition, the Executive Committee is delegated to act between Vestry meetings on any items of business for The Church that may require immediate action prior to a Vestry meeting.

6.06 OFFICERS. The officers named here will be officers of this Parish according to the laws of the State of Michigan:

- (a) President – Senior Warden,
- (b) Vice-President - Junior Warden,
- (c) Treasurer – Treasurer,
- (d) Secretary – Secretary, and

(e) Director – Chancellor

6.07 SECRETARY, TREASURER, AND CHANCELLOR. The Vestry will also elect a Secretary, Treasurer, and Chancellor annually. The qualifications and duties of the Secretary, Treasurer, and Chancellor are provided in the Parish Policies and the Constitution and Canons for the Episcopal Diocese of Michigan. If the Secretary, Treasurer, or Chancellor is not a member of the Vestry then that officer will serve as an ex-officio member of the Vestry with voice but without a vote. [DC 4.2.2.2].

6.08 RECORDING SECRETARY. A non-member of the Vestry may be allowed to serve as a Recording Secretary for the Vestry. In order for a non-Vestry member to serve as Recording Secretary they must be nominated by the Rector and confirmed by the Vestry. If nominated and confirmed, the Recording Secretary will keep minutes of the meetings of the Vestry and assemble any necessary paperwork for meetings of the Vestry.

6.09 MINISTRY TEAMS AND COMMISSIONS. All Ministry Teams and Vestry Commissions will be established with the consent of the Rector and require approval by the Vestry if funding is required, unless a ministry deals directly with the administration, finances, or property of The Church. If a ministry deals directly with the administration, finances, or property of The Church it must be approved by the Vestry. Duties, responsibilities, and operating procedures for any Ministry Team are described in the Parish Policies or specified in the Constitution and Canons for the Episcopal Diocese of Michigan.

6.10 VACANCIES. Any officer can resign voluntarily. If a warden resigns the function of the resigning warden will be carried out by the warden still in office. The empty warden position must be filled within fifteen (15) days of the vacancy by a vote of the Vestry. [DC 4.2.2.1]. If any other officer position becomes vacant then the functions of the vacant office will be carried out by one of the wardens. A vacant officer position must be filled with sixty (60) days of the vacancy by a vote of the Vestry. Any person elected to fill a vacant officer position will serve in that position for the remainder of the one (1) year term.

6.11 LIMITATIONS ON CANDIDATES FOR OFFICER POSITIONS. No employee of The Church or relative of an employee of The Church can serve as Warden, Treasurer, Secretary, or Chancellor. Employees of The Church or relatives of employees of The Church can serve as a Recording Secretary for the Vestry. [DC 4.4.4].

ARTICLE VII. FINANCES

7.01 FINANCIAL REVIEW. Clergy accounts, accounts of organizations in The Church, and any other account The Church has control over will be audited annually (based on calendar year) by a process authorized by the Parish Policies, the Diocesan Council for the Episcopal Diocese of Michigan, or the Constitution and Canons for the Episcopal Diocese of Michigan, and the Constitution and Canons of The Episcopal Church. The annual audit or review will be completed no later than August 1st of the calendar year following the end of the annual period audited. The annual audit report will be filed with the Treasurer of the Episcopal Diocese of Michigan no later

than September 1st of the calendar year following the end of the annual period audited and will be available for public inspection. [DC 4.4.3.2].

7.02 INSURANCE. The Church will maintain adequate insurance coverage against hazards and liabilities on all of its real and personal property. In addition, the Church will maintain adequate insurance coverage to indemnify members of the Vestry, employees, and Clergy against any legal claims or liabilities that may occur as agents and/or legal representatives of the Church.

ARTICLE VIII. SEVERABILITY AND ANNULMENT

8.01 SEVERABILITY.

If any provision of these Bylaws is held to be invalid by an ecclesiastical court of The Episcopal Church, a Federal court, a State court; that provision will be stricken from these Bylaws and the remainder of these Bylaws will not be affected.

8.02 ANNULMENT. Upon the adoption of these Bylaws all previous Bylaws and conflicting Parish Policies and Procedures will be declared null and void and have of no force or effect.

The foregoing Bylaws were
adopted at the Annual Meeting of the parish held on _____

John A. Buehner, Jr. Warden
St. John's Episcopal Church
Plymouth, Michigan