

June 21, 2007, review/approve final copy

BYLAWS

FOR

SAINT PAUL'S EPISCOPAL CHURCH

ALTUS, OKLAHOMA

2007

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BYLAWS
of

Saint Paul's Episcopal Church

Altus, Oklahoma

Preamble

St. Paul's Episcopal Church, Altus, Oklahoma (the "Parish"), adopts these Bylaws to govern its corporate and temporal affairs as a not-for-profit and religious corporation organized under the laws of the State of Oklahoma, and to conform its conduct with the requirements of the Constitution and Canons of the Episcopal Diocese of Oklahoma, Inc. (the "Diocese") and the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Church").

ARTICLE 1

Authority Acknowledged

The Parish accedes to the doctrine, discipline and worship of the Church and the Diocese and acknowledges their authority.

ARTICLE 2

Voting Membership

2.1. *Parish Members.* Every baptized person whose name and baptism are recorded in the Parish Register is a member of the Parish. A member eighteen years of age or older is an adult member of the Parish.

2.2 *Voting Members.* Every adult member of the Parish in good standing is entitled to vote. A member is in good standing if he or she has received Holy Communion in the Church at least three times during the preceding year and has otherwise been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God. The Church Secretary, as an agent of the Vestry, keeps a list of qualified voters in the Parish Register and only those members listed are allowed to vote. Any question concerning a person's eligibility for voting must be raised before voting begins. The Rector, or Wardens in absence of a Rector, decides eligibility questions and their decision is final for the purposes of that meeting and any adjournment thereof. A list of voting members shall be available for examination.

ARTICLE 3

Meetings of the Congregation

3.1. *Annual Meeting.* The Parish will hold its annual meeting by the last Sunday in January, at a date, time and place appointed by the Vestry. The purpose of the meeting is to elect officers and other Vestry members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive the budget and reports, and conduct such other business as may properly come before the meeting. A secretary of the Congregation meeting shall be elected on nomination by the presiding officer at each Annual Meeting, who shall serve until his or her successor shall have been elected, and whose duties shall be those customarily associated with that office.

3.2. *Special Meeting.* A special meeting of the Parish may be called at anytime by the Rector, the Wardens, the Vestry or 10% or more of the adult members in good standing. The Parish may transact only the business set forth in the notice of the meeting.

3.3. *Notice.* Notice of any Parish meeting is given during all services held on the two Sundays preceding the meeting and by **email or mail postmarked** at least ten days before the meeting to the persons of the Parish entitled to vote. The written notice shall include the purpose of the meeting and, in the case of the annual meeting, the slate of candidates proposed by the nominating committee.

3.4. *Quorum.* The presence of **20** persons entitled to vote and a majority of the Vestry constitutes a quorum for the transaction of business.

3.5. *Vote.* Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting. All elections are to be by written ballot, unless the election is by acclamation. Voting by proxy or absentee ballot shall not be permitted. **The nominating committee will nominate at least one eligible person for each position to be filled. Nominations from the floor must identify the nominee to a specific vestry seat.**

3.6. *Presiding Officer.* The Rector shall preside at Parish meetings. In the Rector's absence, the Wardens shall preside according to seniority by title.

3.7. *Rules of Procedure.* In all matters of parliamentary procedure not governed by canon or these bylaws, the latest edition of Robert's Rules of Order shall govern.

ARTICLE 4

Rector

4.1. *Authority and Responsibilities.* Subject to the Church and Diocesan Canons, the Rubrics of the Book of Common Prayer, and the pastoral direction of the Bishop, the

Rector is the chief executive officer of the Parish and as such is vested with the authority over and responsibility for the conduct of the worship and the spiritual growth of the Parish and its members, the use and control of Parish property, and the supervision and direction over the Parish staff. With the advice and consent of the Bishop, a Rector may select one or more assistant Clergy, who serve under the authority and direction of the Rector. The Rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by the Church, the Diocese, and the Parish. The Rector has those further responsibilities set forth in the Church and Diocesan Canons.

4.2. *Election and Qualification.* When the Parish desires to elect a Rector, the Vestry appoints a search committee to investigate and interview potential candidates. At least 30 days before an election, the Vestry shall notify the Bishop of the candidate it proposes to elect and request the Bishop's consent. The Vestry shall afford the Bishop the opportunity to communicate with the Vestry about the candidate. If the Bishop consents to the election, the Vestry may then elect the candidate as Rector by a two-thirds vote. If a Rector is elected, the Wardens shall certify the election and notify the Bishop of the election in writing. If the Bishop is satisfied that the Rector-elect is a duly qualified Priest and that the Rector-elect has accepted the office, the Bishop shall notify the Secretary of the General Convention, who records the election.

4.3. *Resignation and Removal.* Except upon mandatory resignation by reason of age, the Rector may not resign without the consent of the Vestry, and the Vestry may not remove the Rector against the Rector's will, except as provided in the Diocesan Canons. If the office of Rector becomes vacant or the Rector is incapacitated, the Wardens or other proper officers notify the Bishop and Standing Committee within 30 days. Within the 30 days and after consultation with the Bishop, the Vestry appoints an interim Rector or otherwise arranges for regular worship services until such time as a new Rector is elected or the Rector can resume his or her duties in case of incapacity.

ARTICLE 5

Officers

5.1. *Officers.* The officers of the Vestry shall be the Rector, Senior Warden, Junior Warden, Treasurer and Parish Clerk. The Senior Warden shall be nominated by the Rector from the members of the Vestry and approved at the annual meeting. Junior Warden shall be nominated and elected by the Vestry from the members thereof and shall serve until his successor shall be elected. The Vestry elects the Parish Clerk and Treasurer, who may or may not be a member of the Vestry.

5.2. *Qualifications and Terms.*

(a) Wardens shall be confirmed voting members of the Parish, 18 years of age or older, and shall be elected to a term of one year or until a successor shall be elected. A Junior or Senior Warden may be elected to no more than three consecutive terms and shall be ineligible for one year for reelection to that office after having served three consecutive years in the same.

(b) The Treasurer shall be a confirmed voting member of the Parish, 18 years of age or older, and shall be elected to a term of one year or until a successor shall be elected. The Treasurer may be elected to a term of no more than five consecutive terms and shall be ineligible for one year for reelection to that office after having served five consecutive years in the same. **Treasurer shall have voice but not vote unless a member of the Vestry.**

(c) The Parish Clerk shall be a confirmed voting member of the Parish, 18 years of age or older, and shall be elected to a term of one year or until a successor shall be elected. The Parish Clerk may be elected to no more than five consecutive terms and shall be ineligible for one year for reelection to that office after having served five consecutive years in the same. **The Parish Clerk shall have voice but not vote unless a member of the Vestry.**

5.3. *Duties.*

(a) The Wardens assist the Rector in promoting the general interest of the Parish, supervise the care, protection and maintenance of the Parish buildings and ensure that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of the Parish. The Wardens discharge such other duties as the Rector and the Church requires.

(b) The Treasurer ensures that funds of the Parish are properly received and disbursed in accordance with Vestry policy, verifies and pays bills presented for payment; prepares monthly financial reports for the Vestry, a report to the annual meeting, and the annual financial report to the Diocese; presents and recommends to the Vestry a budget before the annual meeting; and annually submits the financial records of the Parish to audit. The Treasurer shall be adequately bonded by inclusion in the Parish's errors and omissions liability insurance coverage.

(c) The Parish Clerk records minutes of all Vestry, annual, and special meetings; gives notice of all such meetings as required by the Diocesan Canons and these Bylaws; reports the names of the Parish's delegates to Diocesan Convention to the Secretary of the Convention; and keeps a current list of all voting members of the Parish.

5.4. *Other Officers.* The Vestry may designate other officers, who have such powers and duties as the Vestry determines.

ARTICLE 6

Vestry

6.1. *Composition; Qualifications.* The Vestry consists of the Rector, **and seven Vestry members. Two Wardens will be selected from the seven Vestry members. Each Vestry position shall be identified by a seat number from one to seven.** Vestry members shall be adult confirmed voting members of the Parish, 18 years of age or older.

6.2. *Term.* The elected Vestry members serve staggered, three-year terms. The 4 Parish annually elects the appropriate number of Vestry members and any additional members to fill any premature vacancies. An elected Vestry member shall not be eligible for reelection to that position for one year following the completion of a full term, but may be elected to the office of Treasurer, or Parish Clerk. Members of the Vestry hold office until their successors are selected and have qualified.

6.3. *Duties.* The Vestry manages and directs the temporal affairs of the Parish, including the maintenance of its property. The Vestry is also the agent and legal representative of the Parish in all matters concerning its corporate property and in its relation to its Clergy. It is the duty of the Vestry to take charge of the property of the Parish; to elect and call a Rector, to promote the good stewardship of the Parish's resources; to provide for and preserve the Parish register and other records, to prepare an annual Parish budget, to support and maintain the Parish's Clergy, and to pay the diocesan assessment. In the absence of the Wardens, the remainder of the Vestry performs the several duties of these officers.

6.4. *Meetings.* The Vestry shall meet at least monthly. Vestry meetings are open to all members of the Parish, except when the Vestry adjourns to executive session.

(a) The Vestry **will give notice** of regular meetings **and** specify a purpose. The Rector, the Senior Warden or any two members of the Vestry may call a special meeting of the Vestry. The person or persons calling a special meeting must give written notice to each member of the time, place (if any), date and purpose of the special meeting. Notice is given in person, by e-mail or by telephone not less than forty-eight hours preceding the meeting or by mail **postmarked** not less than two days preceding the date of such meeting unless an emergency exists which requires the immediate attention of the Vestry. No business shall be transacted at special meetings except that specified in the notice.

(b) The presence of the Rector or one of the Wardens and a majority of the Vestry constitute a quorum.

(c) The Rector presides at Vestry meetings. When the Rector is absent, the Wardens, according to seniority by title, preside unless the Rector has designated other Parish Clergy to preside. The Rector has voice and vote in all matters.

(d) Except as may be otherwise required by law, canon, or these bylaws, any action of the Vestry shall require the affirmative votes of a simple majority of those present and voting. No Vestry member is permitted to vote by absentee ballot or proxy.

(e) The latest edition of Robert's Rules of Order shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

6.5. *Standing Committees* . The Vestry and Rector are supported by the work of standing committees, which are subject to the supervision and ultimate control of the Rector and the Vestry.

(a) *Designation*, The Parish has the following standing committees: Building, Compensation Review, Education, Finance, Nominating, Outreach, Parish Life,

Stewardship and Planned Giving, and Worship (advisory to Rector).

(b) *Composition.* The Rector, with the advice and consent of the Vestry, appoints members to the standing committees, designates the chair of each, and requires such activities as will assist the Vestry in its duties. All adult confirmed members of the Parish are eligible to serve on any committees, as well as such other baptized Christians as the Rector may designate. The Church Secretary maintains lists of committee members.

(c) *Term.* Committee membership terms are for one year or until the Vestry appoints new members or reappoints current members to the committee. All committee members may serve successive terms.

(d) *Chair.* The Rector shall appoint the chair of each committee whose term shall be for one year or until the Rector appoints a new chair. Members of the Vestry may serve as committee chairs.

(e) *Meeting.* A standing committee meets as necessary to conduct its business. The committee keeps records of its activities and reports to the Rector and the Vestry.

6.6. *Ad Hoc Committees.* The Vestry may create and charge committees to undertake specific tasks by the governance of the Parish. The Rector, with the advice and consent of the Vestry, appoints the committee members, including the chairs. Each such committee dissolves upon completion of its work.

6.7. *Guilds and other Parish Organizations.* The Parish may support and encourage guilds and other Parish organizations to assist in its missions. These organizations report at least annually at the Parish's annual meeting and are subject to the supervision and ultimate control of the Rector and the Vestry. The assets of these organizations are the assets of the Church.

6.8. *Vestry Vacancies.* In the event of the death, resignation, or removal of a Vestry member, the Rector shall, with the approval of the Vestry, appoint a qualified person to fill the vacancy until the next Annual Meeting of the Parish or until a successor is elected and qualified.

6.9. *Resignations.* A member of the Vestry, other than the Rector, may resign at anytime by tendering his or her resignation in writing to the Rector or to a Warden. The Vestry need not accept the resignation to be effective.

6.10. *Removal of Vestry Member.* A member of the Vestry, other than the Rector, may be removed at anytime for due cause by the votes of a two-thirds majority of the entire Vestry, provided notice of the proposed removal and the reasons for the same shall have been given to the said Vestry member at least ten days in advance of the meeting. Grounds for removal shall include, without limitation, conduct in violation of the Church Canons or Diocesan Canons or otherwise detrimental to the mission and best interests of the Parish; failure to disclose and, if appropriate, abstain from Vestry deliberations and determinations by reason of conflict of interest; absence without excuse or good cause

shown from four consecutive duly convened Vestry meetings or from six such meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened executive session; ineligibility for office; failure to support the Parish by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; disability; failure to attend with reasonable diligence to his or her duties as a Vestry member; failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the Parish, in either case without excuse or good cause shown.

ARTICLE 7

Diocesan Convention Delegates

For the election of delegates to the Diocesan Convention, the Nominating Committee nominates the number of authorized delegates at the Parish's annual meeting. Additional nominees may be accepted from the floor. Voting to elect delegates is by written ballot. Those nominees receiving the greatest number of votes are delegates. All other nominees are alternate delegates ranked in order of votes received. Delegates and alternates shall be adult confirmed voting members and shall each serve a term of one year. A delegate may be elected to no more than five consecutive terms and shall be ineligible for one year for reelection to the office of delegate after having served in the office five consecutive years.

Delegates shall attend all Regional and Diocesan Convention functions unless for good cause prevented. Delegates and alternates may discuss anticipated convention business with the Vestry before Diocesan Convention, and report convention proceedings to the Vestry and the Parish within one month after each Diocesan Convention.

ARTICLE 8

Indemnification

To the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of the Church or the Diocese, the Parish shall indemnify, defend and hold harmless past and present officers and Vestry and committee members (including the Rector and other members of the clergy in their capacities as such) and their respective heirs and legal representatives (each an "Indemnitee") from and against any and all liabilities, costs and expenses (including settlement costs, attorneys fees and other defense costs) incurred by an Indemnitee in connection with any threatened, pending or completed civil, criminal or administrative proceeding in which an Indemnitee may become involved by reason of his or her service to the Parish in such capacities, except with respect to matters as to which the Indemnitee maybe adjudged in such proceeding to be liable for willful, wanton or grossly negligent misconduct. The Parish may advance

costs and expenses under such terms as the Vestry deems appropriate, including receipt of an undertaking to repay the advances if the Indemnatee is determined to have failed the standard of conduct set forth above. Indemnification (and advances) shall be limited to instances in which the Parish, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding before a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article is amended or repealed, such action has prospective effect only, and does not affect the indemnification rights of an Indemnatee with respect to proceedings in respect of which indemnification has been properly sought by application to the Vestry in writing by the Indemnatee before the effective date of such action.

ARTICLE 9

Accounting and Financial Matters

9.1. *Fiscal Year.* The fiscal year of the Parish is the calendar year.

9.2. *Funds.* The handling of any or all of the cash, funds and investments of the Parish, including the purchase, custody, sale and transfer of the same, maybe delegated by the Vestry to the Wardens, the Treasurer, and/or to the Finance Committee of the Parish, if the same be appointed, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

9.3. *Indebtedness.* The Parish shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the Parish without the express approval of the Vestry, nor without the written assent of the Bishop and Standing Committee of the Diocese except as provided in the Diocesan Canons.

9.4. *Books of Account.* The Treasurer keeps proper books of account for the Parish, prepares periodic interim financial statements at least monthly, and prepares annual financial statements. The financial statements consist of a statement of financial position (balance sheet), a statement of activities (income statement) and a statement of cash flows. The financial accounts are to be maintained and the audit conducted either in accordance with generally accepted accounting principles or in accordance with the Standards Manual of Business Methods in Church Affairs, as promulgated by the Domestic & Foreign Missionary Society of the Church.

9.5. *Audits.* The Parish's financial statements are audited annually by an independent certified public accountant, or independent licensed public accountant, or such audit committee as the Diocesan Finance Committee may authorize. All audit reports, financial statements, footnotes and supplementary schedules, including memorandum

issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, are to be filed with the Diocesan Finance Committee and the Bishop within 30 days following the date of the report, and in no event, not later than September 1 of the year following the year covered by the audit report.

9.6. *Annual Reports.* An annual report of all business and financial matters of the Parish, including the complete, audited financial statements, shall be prepared by or under the direction of the Treasurer, approved by the Vestry and distributed to the Parish at the annual meeting of the Parish.

9.7. *Gifts and Memorials.* No object intended as a permanent addition to the property of the Parish, or to be used for public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry, subject to such conditions as they may prescribe. All objects so accepted maybe altered, removed or disposed of when deemed necessary or appropriate by the Vestry. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions of the gift and the dates of acceptance shall be preserved in the permanent records of the Parish.

9.8. *Property Held in Trust.* All real and personal property of the Parish is held in irrevocable trust for the Church and the Diocese, provided that the trust does not in anyway limit the power and authority of the Parish, otherwise existing over such property, while it remains a part of and subject to the Church and its Constitution and Canons.

9.9. *Real Property.* All buildings of the Parish and their contents shall be kept adequately insured. The Vestry may not encumber or alienate any real property of the Parish without the written consent of the Bishop, the Standing Committee and the Diocesan Council.

ARTICLE 10

Other Church Records; Agents

10.1. *Annual Parochial Reports.* The Parish prepares annually a report for the year ended December 31, in the form required by the Diocese. The preparation and delivery of this Annual Parochial Report is the joint duty of the Rector and Vestry. After approval, the Vestry submits its Annual Parochial Report to the Bishop of the Diocese by March 1. The Annual Parochial Report includes the following information:

(a) The number of baptisms, confirmations, marriages, and burials during the year, the total number of adult baptized members, baptized members under 18 years of age, and

total number of baptized members; the total number of adult communicants in good standing, the total number of communicants in good standing under 18 years of age, and the total number of communicants in good standing, and the total number of confirmed adult communicants;

(b) Financial information in the form required by the Church, including a summary of all receipts and expenditures, from whatever source derived and for whatever purpose used;

(c) A schedule of the property held by the Parish, whether real or personal, with an appraisal of its value, together with a statement of the indebtedness of the Parish, if any, and of the amount of insurance carried;

(d) A report stating whether the Parish has conducted the mandatory annual review of compensation and indicating levels of clergy compensation; and

(e) Such other relevant information as required by the form approved for the Annual Parochial Report, which may include information required by these Canons or as appropriate to secure an accurate view of the state of the Diocese and the Church.

10.2. *Maintenance of Parish Register and Other Records.* The Rector, or the Wardens if there is no Rector, shall maintain a Parish Register, in the form adopted by the General Convention, to record all baptisms, confirmations, marriages and burials. The Rector is the custodian of the Parish Register, and great care shall be taken to preserve the Register and other church records. When a new Register is begun, the old Register is sent to the Registrar of the Diocese for safekeeping.

10.3. *Agents of the Parish.* The Parish may delegate to the Rector, one or both Wardens or the Treasurer, generally or as to specific instances, or to any employee or agent of the Parish as to specific instances, due authority to execute and deliver, on behalf of the Parish, such contracts, deeds, mortgages, notes, bonds, checks, drafts and other instruments and documents as the Vestry may deem necessary or proper. Without a general or specific delegation of authority, residual authority shall lie with the Rector, the Wardens or the Treasurer, or any of them. The Vestry may appoint such employees, agents and representatives of the Parish (including legal counsel) and delegate to them due authority to perform such acts and duties for the Parish as the Vestry sees fit, consistent with these bylaws and with the Church Canons and Diocesan Canons. Except as provided in these Bylaws or as specifically authorized by the Vestry, no Vestry member, officer or employee of the Parish or any other person shall have the power or authority to bind the Parish by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

ARTICLE 11

Amendments to Bylaws

The Vestry may recommend amending or repealing these Bylaws or any part thereof upon approval of the parish at a called meeting. Said amendments or changes to the

Bylaws will be posted for the parish two weeks prior to any meeting. The Parish Clerk shall record all amendments or repeals of these Bylaws by making the required changes on the Parish's copy of the Bylaws and either noting the effective time of the change (and all other changes following the last restatement of the Bylaws) in a parenthetical following the amended or deleted Section or restating and certifying an amended and restated version of the then effective Bylaws.

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Bylaws of the Parish as adopted by the Vestry on [Month/day/year].
Executed as of [Month/day/year].

_____ Senior Warden

_____ Junior Warden