

BY-LAWS

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

The Church shall be known as St. John's Episcopal Church of Plymouth, Michigan.

The Church is an organized parish under the authority and direction of The Episcopal Church for the Diocese of Michigan and incorporated under the statutes of the State of Michigan.

The Church accedes to the Constitution and Canons for the Government of The Episcopal Church in the United States of America and recognizes the authority of its General Convention. Likewise, the Church accedes to the Constitution and Canons of The Episcopal Church for the Diocese of Michigan.

ARTICLE I

ARTICLES OF INCORPORATION AND BY-LAWS

SECTION 1.1 – INCORPORATION.

St. John's Episcopal Church, Plymouth, Michigan, 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 Canons of The Episcopal Church, the Canons of the Episcopal Diocese of Michigan of which St. John's is a member church, and the governance policies and standing rules as adopted and amended by the St. John's Vestry.

SECTION 1.2 – BY-LAWS.

- 1.2.1 At any annual meeting, or at a special meeting called for that purpose, the Church may amend the Articles of Incorporation and/or the By-Laws 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 4.1.2.6]
- 1.2.2 Any proposed change to Church By-Laws must be approved by an affirmative vote of a quorum of the Vestry before said change is presented to the Electors.

- 1.2.3 Written notice of any action that adopts or amends the Articles of Incorporation and/or the By-Laws shall be given in the manner provided in the Diocesan Canons not less than thirty (30) days prior to any annual or special meeting at which that action will be considered. This notice shall be in addition to public notice given at all regular services on not less than two (2) Sundays as provided in the Diocesan Canons and in these By-Laws. Notice may also be provided by mail or electronic communication to the members of the congregation. [DC 4.1.2.6]

ARTICLE II

ELECTORS

SECTION 2.1 – QUALIFICATIONS.

Diocesan Canons designate six (6) categories of church membership. [DC 3.3] [DC 3.3.1.3] The Electors of the Church, that is, members of the congregation eligible to vote at the Annual Meeting and/or special meetings of the congregation, shall be communicants in good standing [DC 4.1.1.2] as defined by the Diocesan Canons:

- A baptized person who is a member of St. John’s Episcopal Church, and whose baptism is recorded in the records of this Church, and
- Who is sixteen (16) years of age or older and has received, during the preceding year, Holy Communion at least three (3) times in this Church; and
- Who, during the preceding year, has regularly participated in corporate worship, unless for good cause prevented, and in working, praying, and giving for the spread of the Kingdom of God.

SECTION 2.2 – RESPONSIBILITY OF ELECTORS.

The electors shall elect Vestry Members at the annual meeting of electors to be held as provided by these By-Laws.

SECTION 2.3 – MEMBERSHIP ROLL AND QUORUM.

[DC 4.1.2.3] Not less than sixty (60) days prior to any annual or special meeting, the Vestry, in consultation with the Rector, shall cause to be prepared and made available a list of adult communicants in good standing eligible to vote [DC 4.1.2.4]. 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 shall constitute a quorum. Proxy voting is not permitted.

ARTICLE III

THE VESTRY

SECTION 3.1 – COMPOSITION.

- 3.1.1 The Vestry shall be composed of twelve (12) members of this Church, in three (3) classes of four (4), one (1) class elected at each annual meeting, and each class having terms which expire at an annual meeting, duly elected as hereinafter provided.
- 3.1.2 A confirmed youth representative sixteen (16) years or older may be selected by the senior high youth group prior to the Annual Meeting. The nomination of said representative shall be approved by the Rector and affirmed at the Annual Meeting. If affirmed, the youth representative will serve as the thirteenth (13th) member of the Vestry.
- 3.1.3 Not more than one (1) member of a household may serve simultaneously on the Vestry, nor may a Church employee or a relative of a Church employee serve on the Vestry.

SECTION 3.2 – TERMS.

- 3.2.1 The term for any member elected in accordance with Section 3.1.1, shall be three (3) years, or the remainder of an unexpired term.
- 3.2.2 The term for the youth representative, if selected, shall be one (1) year.
- 3.2.3 The Vestry shall, at a meeting duly called, fill a vacancy in its own membership for the period of time until the next Annual Meeting of the Church. [DC 4.2.1.4]

SECTION 3.3 – QUALIFICATIONS.

- 3.3.1 Candidates for Vestry shall be adult communicants in good standing, sixteen (16) years of age or older, as defined by Diocesan Canons. The candidates shall be confirmed or received in The Episcopal Church, and a pledging member or a giver of record. [DC 4.2.1.1]
- 3.3.2 No elected member of the Vestry shall be eligible for re-election until one year after the expiration of such prior term.

SECTION 3.4 – NOMINATION.

- 3.4.1 The Vestry shall establish a Vestry Nominating Committee to facilitate the process of calling leaders out of the parish to service on Vestry.
- 3.4.2 The Nominating Committee is composed of the Senior and Junior Wardens, one (1) representative from each class of the Vestry, and the Rector.

- 3.4.3 The Nominating Committee shall present to the Vestry a list of nominees (see Section 3.3). The list of nominees should include at least two (2) more nominees than the number of vacancies being filled, if possible.
- 3.4.4 The Vestry will affirm the final nominations in November, and a January newsletter article will announce the nominees and introduce them to the parish.
- 3.4.5 At the Annual Meeting in January, a general election will be held from the list of nominees

SECTION 3.5 – ELECTIONS.

- 3.5.1 As required by Diocesan Canons, an Annual Meeting of the congregation for business purposes shall occur during the month of January on such day and such time as the Vestry shall fix.
- 3.5.2 Public notice of the call of, and the time and place for, the Annual Meeting shall be published by the Vestry, Wardens, or Rector on not less than two (2) Sundays immediately preceding the meeting, and shall be given personally or sent by mail or electronic communication to all members of the congregation, and 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]
- 3.5.3 Voting shall be by written secret ballot during the conduct of the Annual Meeting. Proxy voting is not permitted.
- 3.5.4 A Judge of elections and two (2) Tellers, none of whom are candidates for election, shall be chosen from the outgoing Vestry class.
- 3.5.5 The ballots shall be counted by the Tellers, who shall certify the result of the election to the Judge, who, in turn, shall notify the congregation of their election. In case of tie votes, the candidates shall draw lot for the office.

SECTION 3.6 – DUTIES.

- 3.6.1 The Vestry shall be responsible for the care and management of all of the temporal affairs of the congregation and 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 applicable state, local or federal law. [DC 4.4]
- 3.6.2 The Vestry, except as provided by State of Michigan or Diocesan law, shall 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 shall be signed in the corporate name by a Warden and the Secretary or Treasurer, unless by resolution of the Vestry, one of them or some other member or members of the Vestry are authorized as the signatories. 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]

- 3.6.3 The Vestry establishes vision, policy, strategic themes, the budget and action plans. The Ministry Teams work with the Rector and Staff to formulate and then implement the vision, strategic themes and action plans into recognizable and effective ministries.

SECTION 3.7 – PROCEDURES AND MEETINGS.

- 3.7.1 There shall be regular meetings of the Vestry ten times per year, at the time and place to be designated by the Rector. [DC 4.3.1]
- 3.7.2 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 shall be given as specified in Diocesan Canons [DC 4.3.2]
- 3.7.3 The Rector shall preside at all meetings of the Vestry, or may designate a member of Vestry to preside at any meeting.
- 3.7.4 A two-thirds (2/3) majority of the members of the Vestry shall constitute a quorum.
- 3.7.5 The Vestry may adopt Parish Governance Policies for the administration of the affairs of the Church at any regular meeting; any policies may likewise be canceled at any regular meeting provided a quorum of the Vestry affirmatively votes. No notice shall be required to either adopt or rescind any standing rule not inconsistent with these By-Laws or the Diocesan Canons.
- 3.7.6 The rules contained in General Roberts Rules of Order, revised, shall be the parliamentary authority for this Church when not inconsistent with the General Church Canons, the Canons of the Diocese of Michigan, or the By-Laws or any standing rules or policies of this Church.

ARTICLE IV

CHURCH DELEGATES TO DIOCESAN CONVENTION

SECTION 4.1 – COMPOSITION.

- 4.1.1 The Church shall be represented at the Convention of the Diocese of Michigan by persons duly elected as hereinafter provided, and as required by Diocesan Canons.
- 4.1.2 The number of Delegates shall be determined by Diocesan Canons.
- 4.1.3 The number of Alternate Delegates shall be determined by Diocesan Canons.

SECTION 4.2 – QUALIFICATIONS.

Persons elected to serve as Delegates and Alternate Delegates shall have the same qualifications as required to be a member of the Vestry (see Section 3.3).

SECTION 4.3 – NOMINATION.

The Nominating Committee of the Vestry shall act as the Nominating Committee for the election of Delegates and Alternate Delegates. The slate shall be selected and presented in the same manner as provided for in the nomination of persons for the Vestry (see Section 3.4).

SECTION 4.4 – ELECTION.

- 4.4.1 Delegates and Alternate Delegates shall 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]
- 4.4.2 Delegates and Alternate Delegates shall be elected by the voting membership of the Church.
- 4.4.3 When the number of nominees for Delegate exceeds the number to be elected, those who receive the most votes shall be declared to have been elected. Those receiving the next highest totals of votes shall be declared Alternate Delegates, up to the number of Alternates authorized by the Diocese.

SECTION 4.5 – DUTIES.

- 4.5.1 The duties and responsibilities of Delegates and Alternate Delegates shall be as specified in Diocesan Canons.
- 4.5.2 The Delegates and Alternate Delegates shall meet with the Church’s congregation prior to the Annual Convention of the Diocese and shall report to the Church’s congregation after the Annual Convention.
- 4.5.3 Delegates and Alternate Delegates shall serve following their election until their successors are elected.

ARTICLE V

THE RECTOR AND ASSISTANT CLERGY OF THIS CHURCH

SECTION 5.1 – QUALIFICATION.

- 5.1.1 No person shall be the Rector of this Church, unless he or she shall have had Episcopal ordination or shall have been received into the Episcopal priesthood from another denomination, and shall have also qualified in accordance with *Title III: Ministry* of the Canons of The Episcopal Church and the Canons of the Diocese of Michigan.

- 5.1.2 Other clergy, including Assistant Clergy, serving at the discretion of the Rector, and/or in term-limited, non-tenured positions, may qualify to serve if they have been ordained or received by The Episcopal Church or ordained by the Evangelical Lutheran Church of America, and have qualified in accordance with *Title III: Ministry* of the Canons of The Episcopal Church and the Canons of the Diocese of Michigan.

SECTION 5.2 – ELECTION.

- 5.2.1 The Rector of this Church shall be elected by the Vestry and called in accordance with the Canons of the Episcopal Church and the Canons of the Diocese of Michigan.
- 5.2.2 Proper legal notice of the election of a Rector shall be filed by the Senior Warden as required to the Diocese of Michigan and the State of Michigan.
- 5.2.3 Assistant members of the clergy shall be selected by the Rector in the manner provided by the Canons of the General Convention, with the approval of the Bishop of the Diocese of Michigan and of the Vestry, and shall serve under the authority and direction of the Rector. [DC 5.1.2.1]

SECTION 5.3 – MINISTRY OF THE RECTOR.

The ministry of the Rector is as described in the Preamble to the Rector’s Covenant of Call and, as further described, in the Rector Position Description.

SECTION 5.4 – TEMPORAL DUTIES OF THE RECTOR.

The Rector shall preside at all meetings of the Vestry and Electors, or he or she may designate a member of the Vestry to preside at any meeting. In the absence of the Rector, one of the wardens, or a member of the Vestry chosen by the wardens, shall preside. The Rector shall have no vote at the meeting except when presiding, and only then in the case of a tie vote. [DC 4.3.3] He or she shall appoint and be a voting member on all Ministry Teams and Committees.

ARTICLE VI

CHURCH WARDENS, OFFICERS, MINISTRY TEAMS, AND COMMITTEES

SECTION 6.1 – SENIOR AND JUNIOR WARDENS.

As required by Diocesan Canons, the first meeting of the Vestry after the annual election shall be held within fifteen (15) days of the annual election. Members of Vestry shall at this meeting elect from their members two (2) persons to serve as wardens, one (1) as “senior warden” and one (1) as “junior warden,” who shall fairly divide the duties of the two (2) offices and perform such other duties as may be designated by the Vestry or the Rector. Qualifications and duties for each of the wardens are provided in the Parish Governance Policies and as specified in Diocesan Canons. [DC 4.2.2.1]

SECTION 6.2 - EXECUTIVE COMMITTEE.

The Executive Committee shall be composed of the Rector and the Senior and Junior Wardens. This Committee shall, with Vestry input, establish the agenda for each Vestry meeting. In addition, the Executive Committee is delegated to act between Vestry meetings on any items that may require immediate action prior to a Vestry meeting.

SECTION 6.3 – OFFICERS.

The officers named here shall be officers of this Parish according to the laws of the State of Michigan:

- President – Senior Warden
- Vice-President - Junior Warden
- Treasurer – Treasurer
- Secretary – Secretary
- Director – Chancellor

SECTION 6.4 – SECRETARY, TREASURER, AND OTHER OFFICERS.

The Vestry shall also elect a Secretary, Treasurer of the Church, Chancellor, and any other officers as are deemed necessary. The qualifications and duties of the Secretary, Treasurer, Chancellor, and other officers are provided in the Diocesan Canons and Parish Governance Policies. Such officers are ex-officio members of the Vestry with voice and without a vote. [DC 4.2.2.2]

SECTION 6.5 – MINISTRY TEAMS AND COMMITTEES.

- 6.5.1 All Ministry Teams and Vestry Committees shall be established by the Rector and approved by the Vestry.
- 6.5.2 Duties, responsibilities, and operating procedures for each of the Ministry Teams and Committees are prescribed in the Parish Governance Policies and Diocesan Canons.

ARTICLE VII

FINANCES

SECTION 7.1 – FINANCIAL REVIEW.

All accounts, including clergy accounts and accounts of organizations in the Church, shall be audited annually (based on calendar year) by an independent certified public accountant or such audit committee or process as shall be authorized by Diocesan Council. The annual audit shall be completed no later than August 1st of the calendar year following the end of the annual period audited. The annual audit report shall be filed with the Treasurer of the Diocese no later than September 1st of the calendar year

following the end of the annual period audited and shall be available for public inspection, including by any member of the Church. [DC 4.4.3.2]

SECTION 7.2 – INSURANCE.

The Church shall maintain adequate insurance coverage against hazards and liabilities on all of its real and personal property. In addition, the Church shall maintain adequate insurance coverage to indemnify members of the Vestry 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

SECTION 8.1 – SEVERABILITY.

If any provision of these By-Laws is held to be invalid by an ecclesiastical court, or by a Federal or State court, the remainder of these By-Laws shall not be affected by such a holding.

SECTION 8.2 – ANNULMENT.

Upon the adoption of these By Laws, all previous By-Laws, and conflicting Parish Governance Policies and/or Procedures, shall be declared null and void, and of no force or effect whatsoever.

The foregoing By-Laws were adopted at the Annual Meeting of the parish held on the 20th day of January, 2008.

Dee Fleming
Secretary of the Vestry
St. John's Episcopal Church
Plymouth, Michigan