

By-laws of St. James Parish, Farmington Connecticut

As Amended and Adopted at the Annual Meeting of the Parish January 26, 2014

Article I

GENERAL

The Parish is St. James Episcopal Church, Farmington, Connecticut and is referred to herein as “St. James” or “The Parish”.

The Parish acknowledges the authority of the Episcopal Church, its Constitution and General Canons and the authority of the Diocese of Connecticut, its Constitution and Canons. These By-laws are supplemental and subordinate to the Canons of the Episcopal Church and of the Diocese of Connecticut. Any amendments to said Canons shall effectively amend these by laws so as to maintain consistency between the Canons and these By-laws.

The purpose of these By-laws is to clarify responsibilities and procedures within St. James necessary for the sound and orderly conduct of Parish ministries. These By-laws are intended to assist the Rector, the Vestry and the Members of St. James by supplementing the Canons wherever necessary or appropriate.

Certain capitalized terms used in these By-laws without definitions have the meanings set forth in Article XIV hereof.

Article II

MEMBERSHIP IN ST. JAMES Section 2.01 Membership

A member of St. James will remain such until the relationship is terminated by death, or by written notice of withdrawal, or by vote of the Parish at the Annual Parish Meeting, the reason for the termination of such relationship in the last case to be determined by the Vestry, and reported to the Parish, in accordance with the provisions of Diocesan Canon I, Section 8; provided that notice of the proposed action shall have been given by the Vestry to such Member, either personally or by letter addressed to said Member at the Member’s residence or last known place of residence, at least seven days before the time of said meeting.

Section 2.02 Roll of Voting Members

The Vestry shall from time to time, and always within one month preceding the Annual Parish Meeting ensure that a roll of Members and Voting Members of St. James has been established in accordance with the provisions of Canon I, Sections 3-6 and Section 8, of the Diocese of Connecticut. The roll of Voting Members shall be presented by the Vestry to the Annual Parish Meeting and such special Parish meetings as may arise, and when adopted by said meeting shall be the roll of that meeting.

Article III

PARISH MEETINGS

Section 3.01 Annual Parish Meeting

There shall be an Annual Parish Meeting of the Members of St. James on the third Sunday in January, or on such date as set by action of the Vestry. The purpose of the Annual Parish Meeting shall be (a) election, in accordance with Article IV hereof, of the Wardens, The Treasurer, the Parish Clerk, the Delegates and such other members of the Vestry as shall be required, (b) recognition of retiring lay leaders, (c) delegation of authority to the Vestry to set the date of the next Annual Parish Meeting, (d) presenting to the Parish the preceding fiscal year's financial statements, as well as the current year's financial forecast and budget and (e) transaction of such other business as may legally come before such meeting.

Section 3.02 Special Parish Meetings

Special Parish meetings may be called by vote of the Vestry or upon written request of 10% of the Voting Members of the Parish.

Section 3.03 Warnings of Meetings

The Parish Clerk shall sign the Warning of each Parish Meeting. A Warden shall sign the warning in the absence of the Parish Clerk. The warning shall be posted at the main door of the Church building, or sent by the Parish Clerk to every Member, at least fifteen days prior to the Annual Parish Meeting, or Special Parish Meeting, as the case may be. The Warnings of Special Parish meetings shall contain a statement of the objectives for which the meeting is called. The business of Special Parish meetings shall be restricted to that described in the warnings.

Section 3.04 Order of Business

The order of business for all Parish meetings shall be established and made available to Members of St. James at least one week prior to the meeting.

Section 3.05 Presiding Officer and Motions

The Rector shall preside at all Parish meetings. In the absence of a Rector, a Warden shall preside. The presiding Officer of any Parish meeting may require any motion to be put in writing.

Section 3.06 Voting and Quorum Requirements

Only voting Members of St. James may vote on the business to be transacted at any Parish meeting. A quorum for Parish meetings shall consist of that number of Voting Members present at such Parish meeting, but in no case less than one fourth of the total of Voting Members. No person may vote by proxy.

Section 3.07 Majority Vote

Except as otherwise provided in these By-laws, a majority of all votes cast shall be sufficient to approve any matter which properly comes before any Parish meeting.

Section 3.08 Minutes

The Parish Clerk shall prepare draft minutes of any Parish meeting and post them for Parish review within 30 days of such meeting. The Parish Clerk shall provide each member of the Vestry with a complete copy of the draft minutes at the next regularly scheduled Vestry meeting following any parish meeting.

Article IV ELECTIONS

Section 4.01 Annual Parish Meeting

Annual elections shall be held at the Annual Parish Meeting for the position of two Wardens, the Treasurer, the Parish Clerk, and any vacant position of the Vestry members-at-large.

Section 4.02 Nominating Committee

The following provision shall govern the formation of, and nominations made by, the Nominating Committee:

- (a) The Rector and Wardens, together with such other persons as the Rector may appoint, shall act as the nominating committee.
- (b) The Nominating Committee shall seek candidates for the Officers, Vestry Members-at-large and Delegates. The Nominating Committee shall provide an opportunity for any Voting Member of the Parish to make nominations for Parish Officers, Vestry Members-at-Large and Delegates, with the written consent of the nominee. The Nominating Committee shall provide all nominees with a written description of the responsibilities of the respective office prior to acceptance of the nomination.
- (c) Report and Slate of Candidates. The Nominating Committee shall report its recommendations to the regularly scheduled Vestry meeting at least two weeks prior to the Parish meeting at which an election shall be held. The Nominating Committee shall also publish the slate to the Parish at least one week prior to such Parish meeting and shall place in nomination such slate at such Parish meeting.

Section 4.03 Floor Nominations

Nominations from the floor, by Voting Members of the Parish, shall be in order for all elected positions. The Parish Clerk shall ensure that candidates so nominated meet the necessary requirements. Any nomination from the floor must be seconded by two voting Members of the Parish. Any person nominated from the floor for any Parish position must have agreed in writing to the statement: "I understand the responsibilities of the position of [enter name of Parish position] of St. James Parish and agree to have my name placed in nomination."

Section 4.04 Order of Election

At the Annual Parish Meeting, elections shall be held in the following order: Wardens, Treasurer, Parish Clerk, Vestry Members-at-Large, Delegates.

Section 4.05 Multiple Candidates

In the event of multiple candidates for any one position, election for that position shall be by written ballot. The nominee receiving the most votes shall be elected (A majority of votes cast shall not be necessary to elect.)

Section 4.06 Related Matters

All other matters pertaining to the voting process and conduct of the Annual Parish Meeting are covered under the Parish Meetings sections contained in Article III of these By-laws.

Article V

THE VESTRY–GENERAL PROVISIONS Section 5.01 Broad Responsibilities

Vestry members are Christian leaders with broad responsibilities having to do with the temporal and spiritual matters of the Parish. “Except as provided by the law of the State or of the Diocese, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and relations of the Parish to the Clergy,” (National Canons Title I, Canon 14, Section 2), The election of a Rector, disposition of the real estate of the Parish, and the borrowing or lending of money shall not be within the control of the Vestry, unless by special vote of the parish (Diocesan Canon I, Section 9), subject to the provisions of Diocesan Canon VIII, Section 3.

Section 5.02 Establishing Parish Goals

The Vestry supports the Parish in its life and various ministries. To that end, the Vestry will ask each budget–dependent ministry to develop annual goals that are relevant to the adopted vision of the Parish, and will encourage other ministries, where feasible, to do the same. The Vestry, in conjunction with the Rector, will also take the initiative to begin and organize the process to discern the congregation’s vision anew when it is believed by both the Vestry and the Rector that the time has come to do so. The Vestry collaborates with the Rector in the general oversight of Parish life and ministry, and in the development of long-term plans. This also means establishing, developing, implementing and reviewing goals consistent with the Parish’s understanding of its mission. The execution of these goals, however, is the responsibility of the entire congregation, rather than being the sole responsibility of the Vestry.

Section 5.03 Duties

To fulfill their role effectively, Vestry members are expected to:(a) be faithful in attendance at worship; (b) be active participants in Parish functions and programs; (c) attend and participate in all Vestry meetings; (d) attend the Annual Parish Meeting; (e) be faithful in their prayer life, in the stewardship of their time and talents, and in their financial support of the church and its ministry; (f) attend Vestry retreats; (g) participate in the annual visitation of the Bishop;

(h) attend Diocesan Vestry events; (i) carry out their duties in such a manner as to avoid actual or perceived conflicts of interest; and (j) in all things seek to understand and to act on the Lord's will for this part of the body of Christ.

Section 5.04 Eligibility for Membership

All Voting Members of the Parish who are at least eighteen years of age shall be eligible for election as members of the Vestry of the Parish.

Section 5.05 Membership and Chairman

The Vestry of St. James consists of 14 voting members: 9 Vestry Members-at-large; the Parish Officers consisting of 2 Wardens, Treasurer and Parish Clerk; and the Rector, who also shall be chairman ex-officio of the Vestry.

ARTICLE VI

VESTRY MEMBERS-AT-LARGE Section 6.01 Election, Number and Term

Vestry Members-at-Large are elected at the Annual Parish Meeting. There shall be nine members-at-large, whose normal terms of office shall be three years or until the adjournment of the third succeeding Annual Parish meeting, except as hereinafter provided, and until others are chosen and qualify. The terms of at least three Vestry Members-at-Large shall expire every year. The term of office of a Vestry Member-at-Large begins immediately after the adjournment of the meeting at which that Vestry Member-at-Large is elected.

Section 6.02 Limitation on Consecutive Terms

A retiring full term (see Section 6.03) Vestry member-at-Large shall not be eligible for re-election to the Vestry until the next year's regularly scheduled Annual Parish Meeting. A retiring Vestry member-at-large shall be eligible for election as Warden, Treasurer, Parish Clerk, or Delegate to the Diocesan Convention.

Section 6.03 Vacancies

A vacancy occurring during the course of the year may be filled until the next yearly Annual Parish Meeting. A retiring Vestry Member-at-Large shall be eligible for election as Warden, Treasurer, Parish Clerk, or Delegate to the Diocesan Convention.

ARTICLE VII

WARDENS

Section 7.01 Election, Number and Term

Two Wardens shall be elected at the Annual Parish Meeting. Wardens' terms of office shall be for one year or until the adjournment of the next regularly scheduled Annual Parish Meeting, except as hereinafter provided, and until others are chosen and qualify. A Warden's term begins immediately after the adjournment of the meeting at which that Warden is elected.

Section 7.02 Limitation on Consecutive Terms

No person shall be asked to serve more than three consecutive terms as Warden.

Section 7.03 Vacancies

Any vacancy occurring during the course of the year in the office of Warden shall be filled at the next regularly scheduled Yearly Parish Meeting, or may be filled, prior thereto, at a special Parish meeting duly called for that purpose.

Section 7.04 Certain Duties

The Wardens shall take the following actions:

- (a) The Wardens shall ensure that a copy of the Constitution and relevant Canons of the Episcopal Church and the Diocese of Connecticut and these By-laws are present at every Parish meeting;
- (b) In the absence of the Parish Clerk, a Warden shall sign the warning for a Parish meeting and cause it to be posted or distributed at least Fifteen days prior to the meeting in accordance with Section 3.03 hereof;
- (c) In the absence of the Rector, a Warden shall preside at all Parish meetings;
- (d) In the absence of the Rector, a Warden shall provide public worship at the regularly scheduled times; and
- (e) When the Parish becomes vacant, notify the Bishop in accordance with Diocesan Canon I, Section 10.

ARTICLE VIII

PARISH CLERK

Section 8.01 Election and Term

The Parish Clerk shall be elected at the Annual Parish Meeting. The Parish Clerk's term of office shall be for one year until the adjournment of the next regularly scheduled Annual Parish Meeting, except as hereinafter provided, and until another is chosen and qualifies. The Parish Clerk's term begins immediately after the adjournment of the meeting at which the Parish Clerk is elected.

Section 8.02 Limitation on Consecutive Terms

No person should be asked to serve more than three consecutive terms as Clerk. However at the discretion of the Rector and with the consent of the incumbent, a person may serve additional terms as Clerk.

Section 8.02 Vacancy

A vacancy occurring during the course of the year may be filled until the next yearly Parish meeting by vote of the Vestry.

Section 8.03 Certain Duties

The Parish Clerk shall be sworn to the faithful discharge of the following duties:

- (a) serve as Secretary of the Vestry;
- (b) attend all Parish meetings and meetings of the Vestry, or make suitable arrangements to the end that full and proper records of the proceedings are made and preserved;
- (c) under supervision of the Vestry, keep an accurate roll of the Members and Voting Members of the Parish, and have such roll present at every Parish meeting;
- (d) be official custodian of the files, records and archives of the Parish;
- (e) immediately transmit the names of the newly elected lay Delegates and alternate Delegates to the Diocesan Convention and to the Deanery to the appropriate person, in the appropriate format;
- (f) require the Delegates to the Convention of the Diocese of Connecticut in each year to report to the Vestry any amendments to the Constitution or Canons of the Diocese and propose an amendment to these By-laws corresponding to the Constitution and/or Canons in order to keep these By-laws in conformity therewith;
- (g) sign the warnings for Parish meetings and cause them to be posted or distributed at least 15 days prior to the meeting in accordance with Section 3.03 hereof;
- (h) within 30 days of any Parish meeting, post draft minutes of such meeting and provide them to the Vestry in accordance with Section 3.08 hereof; .
- (i) ensure that candidates nominated from the floor of a Parish meeting meet the necessary requirements in accordance with Sections 4.04, 5.04, 6.02, 7.02, 10.02 and 10.03 hereof;
- (j) ensure that an official copy of these By-laws is filed in the front of the minute book of the Vestry in accordance with Section 15.04 hereof; and
- (k) perform such other duties as the Vestry may assign.

ARTICLE IX TREASURER

Section 9.01 Election and Term

The Treasurer shall be elected at the Annual Meeting. The Treasurer's term of office shall be for one year until the adjournment of the next regularly scheduled Annual meeting, except as hereinafter provided, and until another is chosen and qualifies. The Treasurer's term begins immediately after the adjournment of the meeting at which the Treasurer is elected.

Section 9.02 Limitation on Consecutive Terms

No person should be asked to serve more than three consecutive terms as Treasurer. However at the discretion of the Rector and with the consent of the incumbent, a person may serve additional terms as Treasurer.

Section 9.03 Vacancy

A vacancy occurring during the course of the year may be filled until the next Yearly Parish Meeting by vote of the Vestry.

Section 9.04 Certain Duties

The Treasurer of the Parish shall be sworn to the faithful discharge of the following duties;

- (a) collect, receive, hold custody and disburse all monies belonging to the Parish;
- (b) make records of such collections, receipts and disbursements in such a form and manner as will provide the basis for satisfactory accounting of the same;
- (c) keep records of all trust and permanent funds showing at least the amount, source, date and terms governing the use of principal and income, to whom and how often reports of conditions are to be made, and how the funds are invested;
- (d) attend the meetings of the Vestry and furnish the Vestry with a financial report for the month recently ended and the year to the end of such month;

- (e) provide any and all such information as may be required for the timely preparation of the Parish Parochial Report;
- (f) prepare a budget for review and approval by the Vestry;
- (g) review and approve expenditures and authorizations for conformity with the budget approved by the Vestry in accordance with the provisions of Section 13.03 hereof;

- (h) conform to the procedures and processes referred to in Sections 9.05 and 13.02 hereof; and (i) perform such other tasks as the Vestry may assign.

Section 9.05 Assistant Treasurer or Comptroller

An Assistant Treasurer or Comptroller may be appointed by the Vestry. Such person shall have voice on the Vestry, but no vote.

Section 9.05 Principles and Practices

The Treasurer will conduct all financial affairs in accordance with “A Manual of Accounting Principles and Reporting Practices for Parishes and Missions”, covered separately in Section 13.02 hereof, and Diocesan Canon VIII.

Article X

DELEGATES

Section 10.01 Election Number and Term

There shall be two Delegates and two Alternate Delegates to the Diocesan Convention. The four shall also serve as the Parish’s Delegates to the Hartford Deanery Council. Such Delegates shall be elected at the Annual Parish Meeting and serve a term of three years, and until their successors be chosen and qualified.

Section 10.02 Limitation on consecutive Terms

No person may serve more than two consecutive terms as either a Delegate or Alternate Delegate.

Section 10.03 Vestry Membership Requirement

One Delegate or one Alternate Delegate shall be a member of the Vestry.

Section 10.04 Vacancies

In the event of a vacancy, the position may be filled at a special Parish meeting until the next regularly scheduled Annual Parish Meeting. At that time the position will be filled until the third Annual Parish Meeting following such election and until the Delegate's successor be chosen and qualified.

Section 10.05 Ex-Officio Vestry Members

Delegates who are not serving on the Vestry shall become, upon their election, ex-officio members of the Vestry with voice but without vote.

Article XI

VESTRY MEETINGS

Section 11.01 Regular and Special Meetings

Regular Vestry meetings shall be held on the third Thursday of each month from January through June and September through December. Such meeting dates may be changed from time to time by action of the Vestry. Special meetings of the Vestry may be called by the Rector, both Wardens, or by any three members of the Vestry. The Rector, if present, shall preside at all meetings of the Vestry or delegate such authority to a Warden. All regular meetings of the Vestry shall be open to the Members of the Parish.

Section 11.02 Notices of Special or Rescheduled meetings

Notice of any special or rescheduled Vestry meeting shall be by written or oral notice to all Vestry members at least one week prior to the date of such meeting or as determined by consent of eight Vestry members.

Section 11.03 Quorum

A Quorum shall consist of eight members of the Vestry.

Section 11.04 Majority Vote

Vestry decisions shall be by majority vote of Vestry members present at the meeting. No person may vote by proxy.

Section 11.05 Certain Required Actions

In accordance with these By-laws, the Vestry shall take the following actions:

(a) From time to time and always within one month of the Annual Parish Meeting

(usually at the January Vestry meeting), ensure that a roll of Members and Voting Members has been established and present the roll of Voting Members to Parish meetings, all in Accordance with Section 2.02 hereof;

(b) Approve the financial forecast and budget of the Parish (usually at the December and January Vestry meetings) for presentation to the Parish at the Annual Meeting;

(c) At a regular meeting at least two weeks prior to a Parish meeting at which an election will be held (usually the January meeting) receive the report of the Nominating Committee in accordance with Section 4.02 hereof;

(d) Set the date of the Annual Meeting in accordance with Section 3.01 hereof.

Article XII COMMITTEES Section 12.01 Creation

The Rector and Vestry may create committees for the work of the Parish. The Vestry may abolish committees as it deems necessary. The Rector, in consultation with the Vestry, shall approve the chairperson for each committee and all committee job descriptions.

Section 12.02 Open Meetings

All regular committee meetings shall be open to all Members of the Parish.

Section 12.03 Reports

Every committee shall present to the Annual Parish Meeting a written report of its activities. Every committee shall be subject to review upon request of the Vestry and shall report to the Vestry and/or to the parish on its activities, use of funds and financial status.

Article XIII

PARISH BUSINESS AND FINANCIAL

Section 13.01 Fiscal Year

The Parish fiscal year is from January 1 to December 31. **Section 13.02 Model for Business Affairs**

The Parish shall model its business affairs according to the procedures and processes described in “A Manual of Accounting Principles and Reporting Practices for Parishes and Missions,” as adopted by the 1979 General Convention and amended.

Section 13.03 Control of Expenditures and Authorizations

Except in cases of emergencies, Vestry approval shall be obtained for any expenditure or authorization when such expense or authorization (a) would cause, in the judgment of the Treasurer, the relevant line item of budget expense (including any prior emergency expenditures) to exceed the amount set forth in the budget approved by the Vestry and presented to the Annual Meeting of the Parish by more than the greater of (i) \$500 or (ii) 5% of such line item amount or (b) would cause, in the judgment of the Treasurer, the total amount of expenses (including any prior emergency expenses) to exceed the total amount of expenses set forth in such budget by more than 5%.

Section 13.04 Emergency Expenses

In the event of emergency, any expenditure necessary to eliminate immediate risk to persons or property may be authorized by the Rector or any two of the following: the Wardens or Treasurer. Any expense so authorized shall be reported to the Vestry at its next regular meeting.

Article XIV

DEFINITIONS

As used in these By-laws, the following terms have the following meanings:

(a) "Adult Communicants" means all Communicants who are sixteen years of age and over. (b)

"Adult Members" means Members sixteen years of age and over.

(c) "Communicants" means Members who have received Holy Communion in the Episcopal Church at least three times during the preceding year.

(d) "Delegates" means the two delegates and two alternate delegates to the Diocesan Convention who shall also serve as the Parish's delegates to the Hartford Deanery Council in accordance with Section 10.01 hereof

(e) "Episcopal Church" means the Protestant Episcopal Church in the United States of America.

(f) "Members" means all persons (i) who have received the Sacrament of Holy Baptism with water in the names of the Father, and of the Son, and of the Holy Spirit, whether in the Episcopal Church or in another Christian Church, i.e. Christians (ii) Baptism has been duly recorded in the Episcopal Church, *i.e.* Episcopalians and (iii) who have been registered in the Parish register of St. James or confirmed or received by a Bishop in communion with the Episcopal Church in the Parish or transferred to the Parish upon presentation of the certificate referred to in Diocesan Canon I, Section 4, *i.e.*, Members of St. James

(g) "Officers" means the Wardens, the Treasurer and the Parish Clerk.

(h) "Vestry" means the Rector, the Officers and the nine Vestry Members-at-Large. Unless otherwise specified, the term does not include persons who are ex-officio members of the Vestry, or others, with voice but without vote.

(i) "Voting Members" means all Adult Communicants who (i) for at least six months prior to the meeting in question have been faithful attendants at the services at St. James, unless for good cause prevented, and (ii) have been faithful contributors to its support, and faithful in working, praying and giving for the spread of the Kingdom of God; these facts to be determined in each case by the Vestry as required by Canon I, Section 8, of the Diocese of Connecticut.

(j) "Yearly Parish Meeting" means the Annual Parish Meeting held pursuant to Section 3.01 hereof.

Article XV MISCELLANY

Section 15.01 Rules of Order

Robert's Rules of Order, Revised, shall provide the rules of conduct for all Parish meetings, all regular and special Vestry meetings, and the meetings of committees and organizations authorized by the Parish or Vestry, insofar as Robert's Rules of Order are not inconsistent with

the Constitution and relevant Canons of the Episcopal Church and the Diocese of Connecticut or these By-laws.

Section 15.02 Parish Policies and Procedures

It shall be the duty of the Rector and Vestry to adopt and publish to the Parish such Policy and procedural documents as may be necessary for the common good.

Section 15.03 Amendment and Repeal

These By-laws may be amended or repealed, consistent with the Constitution and Canons of the Diocese of Connecticut, at any meeting of the Parish by two-thirds of the Voting Members present, provided that the full text of such amendment shall be made available to every Voting Member of the Parish at least one week prior to such meeting. Any amendment or repeal of these By-laws shall, unless otherwise specified, take effect immediately upon its adoption.

Section 15.04 Official Copy

An official copy of these By-laws shall be filed in the front of the minute book of the Vestry.

Section 15.05 Effect of Adoption

By adoption of these By-laws, the Parish automatically repeals all prior By-laws, and these By-laws immediately take precedence over any previously adopted resolutions of the Parish or Vestry.