

St. John's Episcopal Church

Saint Louis, Missouri

Bylaws

I: Purpose

The purpose of these bylaws is to provide rules and regulations for the administration of the corporate affairs of St. John's Episcopal Church, located at 3664 Arsenal Street, St. Louis, MO 63116, its Vestry, executive committee, and other Parish committees and ministry groups.

II: Governance

As a Parish in union with the Episcopal Diocese of Missouri, St. John's Episcopal Church (St. John's) accedes to the Constitution and Canons of the Episcopal Diocese of Missouri and the Constitution and Canons of the Episcopal Church in the United States of America (the Canons), as the respective documents may be duly amended from time to time.

III: Form of Worship

St. John's is a Parish of the Episcopal Church in the United States of America, otherwise known as The Episcopal Church (ECUSA), and of the Episcopal Diocese of Missouri (DM). Its Rector and Vestry shall at all times adhere to and observe the doctrine, worship and discipline of the same, as set forth in its creeds, articles, liturgy, and constitutions and Canons. Pursuant to the Canons, St. John's shall at all times be subject to the jurisdiction and authority of the Bishop of the Diocese.

IV: Principal Place of Worship

The principal place of worship of St. John's Parish (the Parish) shall be located at the St. John's Episcopal Church building at 3664 Arsenal Street, St. Louis, MO (the church). The principal place of worship may be changed by the Vestry with the approval of the Bishop and the Parish membership at an annual Parish meeting. In the event that a temporary place of worship may be needed for any reason, the Rector and/or the Vestry may choose such a place in consultation with the Bishop.

V: Membership

- A. All communicants in good standing shall be considered members of the parish. A communicant in good standing is a communicant who for the previous calendar year has been faithful in corporate worship, unless for good cause prevented, and faithful in working for and contributing to the spread of the Kingdom of God. The Rector shall be the initial judge of the standing of St. John's members.
- B. All persons who have received the Sacrament of Holy Baptism in the Name of the Father, and of the Son, and of the Holy Spirit, whether in the Episcopal Church or in another Christian church, and whose baptisms have been duly recorded in the register of the Parish, are members of the Parish.

- C. All persons who by baptism, confirmation, or letter of transfer are duly recorded in the register of the Parish are considered members of St. John's.
- D. A communicant is a member of this Parish who has received Holy Communion in this Parish, in this diocese, in some other part of the Episcopal Church, or in a church in communion with The Episcopal Church at least three times in the preceding calendar year..
- E. An adult member or communicant of St. John's is one who is sixteen years of age or older.
- F. Lay adult communicants in good standing who have been confirmed by the Bishop by laying on of hands and who have been members of St. John's for at least one calendar year are eligible for election as Wardens and members of the Vestry.

VI: Annual Meeting

- A. The Annual Meeting of the Parish shall be held on the third Sunday in January or as soon thereafter as may be practical immediately following the main Parish worship service. The Annual Meeting will be held at the church.
- B. Notice of the Annual Meeting shall be given at least three weeks in advance in the Sunday Bulletin and during the announcements at the main Parish service and on subsequent Sundays until the meeting has been concluded.
- C. The Rector shall preside at the Annual Meeting in the absence of the Bishop. If the Rector is not present the Senior Warden shall preside. The Rector and Wardens shall present reports to the Parish at the Annual Meeting.
- D. Vestry members shall be elected at the Annual Meeting to replace members whose terms have expired. Financial statements and an annual budget shall be presented at the Annual Meeting for review of the Parish, having been previously approved by the Vestry. Reports of Parish ministries and working groups shall also be presented.
- E. All adult communicants in good standing are electors and are qualified to vote at the Annual Meeting. Eligibility of electors, if challenged, shall be determined by the presiding officer. Voting at the Annual Meeting shall be by secret ballot. Election to the vestry shall be determined by a simple majority vote of Electors present at the Annual Meeting.

VII: Special Meetings

- A. Special Parish meeting may be called by the Bishop or by the Rector.
- B. In the Bishop's absence if there is no Rector, the Senior Warden may call a special Parish meeting. Special Parish meetings may also be called by a majority of the Vestry or by one third of all eligible Parish electors upon written request delivered to the Rector, or if there is no Rector, to the Senior Warden.
- C. Notice of any special Parish meeting shall be given at least three weeks in advance in the Sunday Bulletin and during the announcements at the main Parish service and on subsequent Sundays until the meeting has been concluded.

VIII: The Rector and Other Ministers

- A. Subject to the Canons and the authority of the Bishop of Missouri, the Rector shall have ultimate responsibility for all things pertaining to or affecting the spiritual interests of the Parish. It shall be the Rector's duty and right to give instructions concerning public worship, together with all that appertains thereto.
- B. For the purposes of the full discharge of all functions and duties of his/her office, at all times, the Rector shall be entitled to the use and control of the Church and other Parish buildings with the appurtenances and furniture thereof. The Parish holds its property, real and personal, as trustee for the Diocese and the Episcopal Church, as provided in the Canons.
- C. The Rector shall be the custodian of the Parish Register and shall also be responsible for the annual submission of the parochial report.
- D. Any other minister within the Parish, by whatever name designated, shall be selected in accordance with the Canons of the Episcopal Church and all be under the authority of the Rector and shall have such duties as shall be determined by the Rector.

IX: Vestry

Duties:

- A. The property and business of the Parish shall be managed under the direction of the Vestry of the Parish (the Vestry), who shall exercise all powers permitted under the Canons and Missouri law. Except as provided by the law of the State of Missouri or of the Canons of the Episcopal Church and of the Diocese of Missouri, the Vestry shall be the agent and legal representative of the Parish in all matters concerning its real and personal property and the relations of the Parish to its Clergy.
- B. The Vestry shall have charge of the property and revenue of the Parish and shall attend to all business matters of the Parish, including the providing and keeping in good order a house of worship and all the necessary furniture and appointments of the same and the payment of all Parish obligations and dues.
- C. Upon the recommendation of the Rector, the Vestry may, from time to time, appoint or employ such persons in such capacities as the Vestry may consider necessary to assist in the proper conduct of the activities and management of the Parish. The terms and conditions of any such appointment shall be at the discretion of the Vestry.
- D. Vestry Members shall not receive any compensation for their services as such.

Qualifications, Nomination, and Election:

- A. The Vestry of the Parish shall consist of the Rector and nine (9) or more members of the Parish, elected at the annual Parish meeting as contemplated in the Canons. The Rector shall choose from among the elected members of the Vestry a person to serve as Senior Warden. The Vestry may elect a Junior Warden from among the elected Vestry members other than the Senior Warden.
- B. The Vestry members regularly chosen from among those eligible shall be divided onto three equal classes, each consisting of Vestry members. The Vestry members

of each such class shall serve for a period of three (3) years. Such classes shall be staggered so that the term of office of one class of Vestry members expires in each year.

- C. No person may be elected to the Vestry for more than two consecutive three year terms, not to exceed a total of six years, except as permitted by the Canons.
- D. On or before the first Sunday in Advent in each year the Rector shall, by suitable announcement or publication to the Members, declare the number of vacancies on the Vestry to be filled at the next annual Parish meeting, and request nominations from the Members for the filling of those vacancies. Sitting Vestry members shall be the nominating committee of the Vestry and shall present nominations to the Rector. Any Member wishing to make one or more nominations of Members to fill the expiring terms of existing Vestry members shall do so in writing to the Rector. The Rector shall compare the list of nominees so received with information contained in the Parish Register and the records of the Parish in order to confirm the eligibility of each nominee to so serve. If the Parish is without a Rector, the duties of the Rector under this section shall be carried out by the Senior Warden.
- E. The Rector shall promptly send written notification of nomination to each eligible nominee. Written notice of such nominations shall be given by announcement at worship services in the Church on at least three successive Sundays immediately preceding the date of the annual Parish meeting, and by publication in the Sunday Bulletin and in the Parish Newsletter, as appropriate. Nominations not received by the Rector prior to seven (7) days before the Annual Meeting, may not be nominated from the floor. If the Parish is without a Rector, the duties of the Rector under this section shall be carried out by the Senior Warden.
- F. If the slate of eligible nominees exceeds the number of Vestry members whose terms are expiring then eligible nominees shall be elected to succeed the Vestry members whose terms are expiring in the order of the number of votes received by each candidate. In the case of a tie vote between any two candidates, a runoff vote will be held.

Vacancies:

- A. In the case of any vacancy in the Vestry through death, resignation, disqualification, removal or other cause, the remaining Vestry members, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Vestry member whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto. The person receiving the next highest number of votes at the annual Parish meeting will be considered next in line for the vacancy. Any person selected for an unexpired term of one year or less shall be eligible for re-election by the annual Parish meeting for a successive three (3) year term. Whether or not a vacancy exists shall be determined by a majority vote at a meeting at which there exists a quorum after receiving recommendations of the Rector.
- B. Any Vestry member may be removed from office for cause by the affirmative vote of a majority of the other Vestry members or by majority vote of the

Communicant Members in Good Standing present at any special meeting of Members called and announced as prescribed in section VII of these bylaws.

Meetings:

- A. The Vestry shall meet on such day of the month and at such time and place as it shall from time to time determine by resolution of the Vestry, provided that notice of every resolution of the Vestry fixing or changing the time or place for the holding of regular meetings of the Vestry shall be given to each Vestry Member at least three (3) days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Vestry. All vestry meetings shall be open to any interested Member unless by a two-thirds majority vote, the Vestry shall decide to meet in executive session to discuss matters of personnel or unusual delicacy or sensitivity. Any action taken in such executive session shall be fully reported in the minutes of the Vestry meeting.
- B. Vestry members may participate in meetings by telephone. The Vestry may act outside scheduled meetings in emergencies. In case some emergency action needs to be taken, the Rector and or the Wardens may poll the vestry to determine its will.
- C. A quorum for a meeting of the Vestry shall consist of a majority of all members thereof. No meeting of the Vestry shall be valid unless either the Rector or the Senior Warden shall be present; provided that if the office of Rector is vacant, then the presence of both the Senior and Junior Wardens shall be required; but if the offices of the Rector and either Warden shall be vacant, then the presence of the other Warden shall be required.
- D. At each meeting, minutes shall be kept in the Parish Register by the Clerk or, in the absence of the Clerk, by someone appointed by the Rector.
- E. The annual organizational meeting of the Vestry shall be held on the first regular meeting of the Vestry next following the Annual Meeting, at which a Vestry is elected. If the annual organizational meeting of the Vestry must be held other than on the first regular meeting of the Vestry following the Annual Meeting, then the Rector shall cause notice of the date, time and place of the meeting to be given to all Vestry members and Vestry members-elect at least three (3) days prior to the meeting.
- F. Special meetings of the Vestry shall be held whenever called by the Rector, the Senior Warden or any four (4) members of the Vestry. The Rector or Senior Warden shall cause notice of each special meeting of Vestry members to be given by mailing the same at least three (3) days prior to the meeting or by telephoning the same at least two (2) days before the meeting, to each Vestry member, but such notice may be waived by any Vestry member. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At each meeting, minutes shall be kept in the Vestry Minute Book by the Clerk or, in the absence of the Clerk, by someone appointed by the Rector.
- G. An affirmative vote of a majority of those present in person at all meetings of the Vestry and entitled to vote shall be necessary for the passage of any resolution.

Officers of the Vestry

- A. The officers of the Parish shall be a Senior Warden, a Junior Warden, a Clerk, and a Treasurer, and also such other assistants to the foregoing officers as the Vestry from time to time may consider necessary for the proper conduct of the business of the Parish. All Parish officers must be members of the Parish in good standing.
- B. The Senior Warden shall be appointed by the Rector from among the Vestry members for a term of one year and until a successor shall be duly appointed. In case there shall be a vacancy in the office of Rector, and a vacancy in the office of Senior Warden occurs, the Vestry shall ask the Bishop of the Diocese to either appoint a successor Senior Warden or authorize it to elect an individual to the position. The Senior Warden shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Missouri and as may not be inconsistent with law. The Senior Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned to the Senior Warden by the Rector and the Vestry. The Senior Warden shall be the senior lay officer of the Parish. In the absence of the Rector, the Senior Warden shall preside at all meetings of Members and of the Vestry.
- C. The Junior Warden shall be elected by the Vestry from among its members for a term of one year and until a successor is duly elected. In the event a vacancy occurs in the office of Junior Warden, the elected members of the Vestry may elect a replacement to hold office. The Junior Warden shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Missouri and as may not be inconsistent with law. The Junior Warden shall have general responsibility for the supervision and maintenance of all property of the Church, real and personal (other than cash and securities) and shall perform such other duties as may be assigned to the Junior Warden by the Rector and the Vestry. In the absence of the Rector and the Senior Warden, the Junior Warden shall preside at all meetings of Members and of the Vestry.
- D. It shall be the duty of the Wardens to supervise the care, protection and maintenance of the Church and other buildings of the Parish, to see that they are kept in proper repair and to guard them from use prohibited by law or by the Canons of the Episcopal Church and of the Diocese of Missouri. They shall also see 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, and they shall discharge such other duties as may devolve upon them by the provisions of the Canons of the Episcopal Church and of the Diocese of Missouri.
- E. The Vestry shall elect a Clerk to serve for a period of one year and until a successor shall be duly elected. The Clerk need not be a member of the Vestry. The Clerk shall keep or cause to be kept, true and accurate minutes of all meetings. The Clerk may appoint an assistant to assist in preparing reports for the Vestry or the Parish or to cover a temporary absence. Copies of Vestry minutes shall be made available to each member of the Vestry prior to the next regularly scheduled meeting. The Clerk shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the

Diocese of Missouri and as may not be inconsistent with law. The Clerk shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Missouri and as may not be inconsistent with law. The Clerk shall give, or cause to be given, notice of all meetings of Members and Vestry members and all other notices required by law or by these bylaws. The Clerk shall record all the proceedings of the meetings of the Members and of the Vestry members in books provided for that purpose, and shall perform such other duties as may be assigned to the Clerk by the Vestry or the Rector.

- F. The Treasurer shall be elected by the Vestry for a period of one year and until a successor is duly elected. The Treasurer need not be a member of the Vestry. The Treasurer shall receive, have custody of and dispense all funds and monies belonging to the Parish and shall keep or cause to be kept full, detailed and true accounts of all financial transactions relating to the Parish, its property or affairs. The Treasurer shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Missouri and as may not be inconsistent with law. The Treasurer shall have custody of all the funds and securities of the Parish, and shall keep full and accurate account of receipts and disbursements in books belonging to the Parish. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Parish in such depository or depositories as may be designated by the Vestry. The Treasurer shall disburse the funds of the Church as may be ordered by the Vestry, whenever either of them so requests, an account of all transactions as Treasurer and of the financial condition of the Parish. The Treasurer shall perform all duties generally incident to the office of the Treasurer, subject to the control of the Vestry and the Rector. The vestry may appoint an assistant treasurer as needed to assist in preparing reports for the Vestry or the Parish or to cover a temporary absence.
- G. All officers and agents of the Church shall be subject to removal at any time by the affirmative vote of a majority of the Vestry, and all officers, agents, and employees, shall hold office at the discretion of the Vestry or of the officers appointing them.
- H. The Rector shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Missouri and as may not be inconsistent with law. The Rector shall be the chief executive officer of the Parish and shall have general charge and control of all its business affairs and properties. The Rector shall preside at all meetings of the Members. The Rector shall preside at all meetings of the Vestry, but shall not vote unless the Vestry is equally divided. The Rector and the Senior Warden or other authorized officers of the Vestry shall sign and execute all authorized bonds, contracts or other obligations in the name of the Parish.

X: Committees and Ministry Groups

Executive Committee of the Vestry

- A. The Executive Committee of the Vestry shall consist of the Rector, the Senior Warden, the Junior Warden, the Treasurer, and one at-large Vestry member

chosen by the Rector and the Senior Warden. The Executive Committee shall have and may exercise such powers and duties as may be determined from time to time by resolution adopted by the Vestry.

- B. The Executive Committee may meet frequently and/or on call of the Rector and Wardens for the purpose of transacting business assigned to it by resolution of the Vestry.

Ministry Groups and Standing Committees

- A. Members of each Ministry Group and/or Standing Committee shall be appointed by the Rector in consultation with Vestry members and/or with other Ministry Group or Committee members, subject to confirmation by the Vestry. Ministry Group and Standing Committee members shall serve for a period of one year and until their successors are confirmed. Each Group or Committee created hereunder shall have at least one member of the Vestry serving on it. The Rector and the Senior and Junior Wardens shall be ex officio members of all Groups and Committees.
- B. Ministry Groups and Committees shall report periodically to the Vestry. Each Ministry Group and Standing Committee shall prepare a written report of its activities to be presented at the Annual Meeting.
- C. From time to time, new Ministry Groups and/or Committees may be formed with a size, composition, function and duration as may be determined to be appropriate by the Rector and Vestry.

XI: Parish Administration

Fiscal Year

The fiscal year of the Parish shall be the calendar year ending in December.

Bank Accounts

- A. Officers or agents of the Parish, as designated by the Vestry, shall, consistently with the terms and conditions prescribed by the Canons of the Episcopal Church and of the Diocese of Missouri and as may not be inconsistent with law, have authority to deposit funds of the Parish in such banks or trust companies as the Vestry may designate. Such officers or agents as from time to time shall be authorized by the Vestry may withdraw any or all of the funds of the Parish so deposited in any such bank or trust company.
- B. All checks, notes, drafts, bonds, acceptances, leases, notes, contracts, and all other documents and instruments shall be signed by two of the following persons: the Rector, Senior Warden, Junior Warden, Treasurer, or Assistant Treasurer as designated by the vestry.

Loans

- A. The Rector and Wardens as agents of the Parish, upon approval by the Vestry shall, consistently with the terms and conditions prescribed by the Canons of the Episcopal Church and of the Diocese of Missouri and as may not be inconsistent with law, have authority to effect loans, advances or other forms of credit at any

time or times for the Parish from banks, trust companies, institutions, firms or persons as designated by the Vestry.

- B. No indebtedness shall be incurred by the Vestry on behalf of the Parish unless it is approved by a majority of members of the Vestry of the Parish and such indebtedness is not in conflict with the Canons of the Diocese of Missouri.

Bonding

The Treasurer and any other individual within the Parish whose assigned duties shall include (on a regular basis) the unsupervised handling of substantial amount of funds shall be adequately bonded.

Annual Report, Budget, and Audit

- A. The Vestry shall prepare or cause to be prepared each year a report of its business and activities together with a proposed income and expense budget for the following year which shall be presented to the Parish at the time of the annual meeting.
- B. The Vestry shall prepare or cause to be prepared each year an audit of the Parish's books of account as required by the Canons of the Diocese of Missouri.

XII: Delegates to the Convention

Eligibility

The Parish shall be represented at each meeting of the Convention of the Diocese of Missouri by that number of lay delegates to which it is entitled in accordance with the Constitution of the Diocese of Missouri. Such delegates shall be at least eighteen (18) years of age and shall be communicants of the Church.

Election

The delegates and one alternate for each delegate shall be elected by the Parish at the Annual Meeting.

XIII: Rules of Order

Unless contradicted by other provisions found herein or in the Constitution and Canons of the Diocese of Missouri, the proceedings of Parish meetings and meetings of the Vestry shall be governed by Roberts Rules of Order Revised.

XIV: Amendments

Amendment of bylaws

- A. These bylaws may be amended or repealed, or new bylaws may be adopted at any meeting of the Vestry called for that purpose, by an affirmative vote of two-thirds of the entire membership of the Vestry, provided that a copy of the proposed changes shall be delivered or sent by mail to the last known place of residence of the members at least ten days before the date of the meeting and provided further that a copy of the proposed changes shall have been conspicuously posted on the

- Parish grounds and notice of such posting has been generally circulated to the congregation at least fourteen days prior to the date of the meeting at which such changes are to be considered.
- B. In addition, these bylaws may be amended or repealed or new bylaws may be adopted at any annual or special meeting of the Parish by a simple majority vote. This power in the membership of the Parish shall include the power to change or override any otherwise effective action taken by the Vestry. The notice of any annual or special meeting whose agenda shall include the amendment, repeal, or adoption of new bylaws shall set forth the proposed change or a summary thereof and the rationale therefore.
 - C. No amendment to these bylaws shall become effective until approved by the Bishop of Missouri and/or his designee.