

*Bylaws of the  
Rector, Wardens, and Vestry of the Parish of Saint David of Wales*  
A domestic Corporation of the City of Portland and State of Oregon

*Preamble*

This Church Corporation as a constituent part of The Episcopal Church in the Diocese of Oregon expressly accedes to recognize and adopt the Constitution, Canons, Doctrines, Discipline and Worship of The Episcopal Church, and the Constitution and Canons of The Episcopal Church in the Diocese of Oregon insofar as not inconsistent with the laws relative to the Corporations, and acknowledges their Authority.

The Church Building or House of Worship belonging to this Church Corporation shall be open for all services, rites, ceremonies or other purposes either authorized or approved by The Episcopal Church or The Episcopal Church in the Diocese of Oregon, as may be demanded by the ecclesiastical authority of the Diocese.

*Article 1 Name*

The Name of this Corporation shall be the Rector, Wardens, and Vestry of the Parish of Saint David of Wales, hereafter referred to as Saint David of Wales.

*Article 2 Object*

The object and purpose of this Corporation is to provide for the public worship of Almighty God and to proclaim the Gospel according to the diverse traditions of The Episcopal Church; and to establish and maintain therein charitable and educational institutions that reflect these diverse traditions.

*Article 3 Members*

All members of the Congregation are entitled to vote at the Annual Meeting. A member of the Congregation is someone with a pledge on record. The Congregation shall comprise all persons brought together for worship at Saint David of Wales.

*Article 4 Officers*

Officers shall be the Senior Warden, the Junior Warden, the Treasurer, and the Clerk of the Vestry. All officers serve a one-year term and are eligible to serve for up to three consecutive years. A full year must pass before the officer may be considered for the same position after three consecutive years.

**4.1 Senior Warden**

The Senior Warden is appointed from the Vestry by the Rector. The Senior Warden shall be chair of the Vestry and shall have the casting vote in case of a tie. If he or she fails to act, then the Junior

Warden shall preside; or if both wardens are absent, the Vestry or the Congregation may elect an officer pro tem.

#### **4.2 Junior Warden**

The Junior Warden shall coordinate the care of the church building and grounds. As the “people’s warden,” he or she shall maintain communication with the Congregation and community on all matters pertaining to the building and grounds.

#### **4.3 Treasurer**

4.3.1 The Treasurer shall collect, receive and care for all monies and property of the corporation following acceptable accounting practices. .

4.3.2 The Treasurer shall present a written report of financial activity at all Annual Meetings and regular Vestry meetings.

4.3.3 The Treasurer shall be held responsible for the reasonable or ordinary care of all Saint David of Wales’ money and property. At the expiration of his or her term of office; he or she shall deliver to his or her successor or the Vestry all money and property under her or his control.

#### **4.4 Clerk**

The Clerk shall attend all Vestry and Annual Meetings and keep a recording of minutes of all their proceedings unless directed otherwise. The Clerk shall prepare all correspondence for the wardens and Vestry; shall care for all letters, papers, bills, books and other property of this corporation; and serve as custodian of the corporate seal of this corporation. When directed by the wardens and Vestry, the Clerk shall affix such corporate seal to any paper or instrument made, signed or executed by it. The Clerk shall prepare and serve notice of all meetings of the Congregation and Vestry.

### *Article 5 Meetings*

#### **Annual Meeting and Elections**

Annual Meetings of this Congregation shall be held at the church building or such place as its regular church services are held, on the third Sunday of January; or, if it cannot conveniently meet on that day, then on such other Sunday as the Vestry shall designate by written notice duly signed by the Rector or Clerk and posted at least one week before the date of such meeting. Notice may also be given publicly at the regular church services just prior to the date.

The Congregation shall elect Vestry members at the Annual Meeting. The Vestry shall consist of up to twelve members, elected over staggered terms, such that the necessary number of members is elected for full three-year terms at each Annual Meeting. Additional members may be selected as necessary to fill vacancies.

A term on the Vestry of Saint David of Wales is three consecutive years; a person can serve for no more than two consecutive three-year terms. A person who has served two consecutive three-year terms is available for election or appointment to the Vestry after the lapse of at least one year.

Immediately or as soon after their election as possible, the Vestry shall meet and elect from their number the Junior Warden, Clerk of the Vestry, and Treasurer, who shall serve until the next regular election unless sooner discharged by the Vestry.

### **Special Meetings**

Special Meetings of the Congregation may be held at any time on notice given at a regular Service or any Sunday at least three days just prior to the time of such meeting, which notice shall be publicly given by the Rector, Senior Warden or designee; this notice shall state the object or objects for which such meeting is held. No other business shall be transacted at such a meeting.

### *Article 6 Vestry*

The Vestry shall meet monthly or at least ten times a year. Special meetings of the Vestry may be called at any time by the Rector, either of the wardens, or upon request of any two or more of the Vestry. Notice of the time, place and reason for the special meeting shall be given at least two days before the meeting by the most efficient means. No other business shall be transacted at such meeting.

The Vestry shall have the entire charge and control of all the property and business affairs of Saint David of Wales, with all the powers vested in them as the successors of the Corporation, as provided by law, and any seven of whom shall constitute a quorum for the transaction of business.

In the event of a vacancy by death, resignation, or otherwise of any one or more members of the Vestry, such vacancy shall be filled by a vote at the next regularly scheduled Vestry meeting, or at a special Vestry meeting called by the Senior Warden. If unanimous consent is given by the Vestry, the vacancy may remain open until the Annual Meeting.

### *Article 7 Committees*

At the first meeting of the Vestry after their election, there shall be formed three committees: Executive Committee, Building Committee, and Finance Committee. The Vestry may also elect or appoint such other committees as may be deemed advisable. A majority of any committee shall be sufficient to act. The Rector serves as an ex-officio non-voting member of all committees.

In the event of a vacancy in the office of any of the committees by death, resignation, permanent removal or withdrawal from the attendance of this church or otherwise, such vacancy may be filled by a majority vote in favor by the Vestry.

### **7.1 Executive Committee**

The Executive Committee shall be composed of the Senior Warden and Junior Warden, the Clerk, and the Treasurer. Subject to the direction of the Vestry it shall be the duty of the Executive Committee to attend to all the business affairs of Saint David of Wales not otherwise expressly provided for by these bylaws.

## **7.2 Finance Committee**

The Finance Committee shall be composed of the Treasurer and one or more additional members from the Vestry. At the discretion of the Treasurer, another member or members, as identified in Article 3, may be added. The Finance Committee shall oversee the income and expenses of Saint David of Wales. It shall also be the duty of the Finance Committee to carefully examine all books, accounts vouchers, and receipts in the office of the Clerk or Treasurer and report to the Vestry at the last meeting before the annual meeting the results of such examination. They may be required to examine and report at other times by the Vestry.

## **7.3 Building Committee**

The Building Committee shall be composed of the Junior Warden and no fewer than two other individuals. Building Committee members may be congregational, as identified in Article 3, or building partner members. It shall be the duty of the Building Committee to assist the Junior Warden in the pursuit of his or her duties.

### Article 8 Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern Saint David of Wales in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Saint David of Wales may adopt. The parliamentary rules contained in the *Robert's Rules of Order, Newly Revised* shall govern in all cases where they do not conflict with any other rules of procedure adopted by this association.

### Article 9 Amendment of Bylaws

These Bylaws may be amended at any Annual Meeting of the members of Saint David of Wales by a two-thirds vote of those present, provided that both notice and copies of the proposed amendment(s) have been provided to the Congregation at least a month prior to the designated date for the vote.