

# **Bylaws of Rector, Wardens, and Vestry of the Parish of Saint David of Wales, an Oregon nonprofit corporation**

## **Preamble**

Saint David of Wales, Portland, Oregon, having associated as a Parish for the purpose of maintaining the public worship of Almighty God and proclaiming the Gospel according to the diverse traditions of The Episcopal Church; has adopted the Articles below as its Bylaws.

## **Article I Corporate Existence and Authority**

### Section 1.1. Affiliation

Rector, Wardens, and Vestry of the Parish of Saint David of Wales is a Church Corporation, incorporated under the laws of the state of Oregon as a nonprofit corporation with an assumed business name of Saint David of Wales (the “Parish”). The Parish is a constituent part of both the Episcopal Church and the Episcopal Church in Western Oregon. The Parish expressly accedes to and recognizes the Constitution, Canons, Doctrines, Discipline and Worship of The Episcopal Church, and the Constitution and Canons of The Episcopal Church in the Western Oregon (collectively, the “Church Governing Documents”). Capitalized terms not defined herein shall have the meanings given in the Church Governing Documents. The Parish will abide by these authorities unless they conflict with Oregon law governing nonprofit corporations.

All real and personal property held by or for the benefit of the Parish is held in trust for The Episcopal Church and the Episcopal Church in Western Oregon. The existence of this trust in no way limits the power and authority of the Parish over such property so long as the Parish remains a constituent part of The Episcopal Church and the Episcopal Church in Western Oregon.

### Section 1.2. Governance

The Parish is governed by a Vestry of the Parish on all matters pertaining to its corporate property as described further under Article 3. The presiding officer of the Vestry is the Rector.

The Vestry shall maintain and propose amendments to the Parish Articles of Incorporation and the Parish Bylaws. Parish Bylaws and any amendments thereto must be approved by a two-thirds majority vote of legal voters in attendance at an annual Parish meeting. Any amendment to the Articles of Incorporation must be approved by a two-thirds majority vote of legal voters in attendance at an annual Parish meeting recorded and submitted in the manner required by Oregon Law. Copies of any proposed amendments to the Parish Bylaws or Articles of Incorporation must be provided to legal voters at least 30 days prior to the noticed date of the annual meeting. These copies may be provided by electronic mail.

The Vestry shall adopt and maintain a manual of policies and procedures adopted by majority votes of the Vestry in two consecutive regular meetings. No such policy or procedure may conflict with the Parish Articles of Incorporation or Bylaws.

### Section 1.3. Church Property

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

The Vestry is responsible for the upkeep, maintenance, and operation of all real and personal property owned by the Parish, and all expenses incurred in these activities.

The purchase, lease, mortgage, or sale of real property, and certain modifications of existing improvements to real property, require consultation with, and the approval of, the Board of Trustees, and written consent of the Bishop and the Standing Committee of The Episcopal Church in Western Oregon.

## **Article 2** **Parish Meetings**

### Section 2.1. The Annual Meeting

Within each calendar year there shall be a Parish meeting. This annual meeting shall:

- (a) Hear and act upon reports of the Rector, the Treasurer, and other persons exercising ministries within the Parish as requested by the Rector, or Senior Warden;
- (b) Elect Vestry members;
- (c) Elect delegates to the Diocesan Convention; and
- (d) Transact other business as may legally or canonically come before the meeting.

### Section 2.2. Eligible Voters

All communicants of the Church at least 16 years of age, who have received Communion in the Parish during the year preceding; and all baptized persons of like age who contributed to the support of the Parish, shall be legal voters of the Parish. Voting shall be limited to those present at the Annual Meeting, and voting by proxy shall not be allowed.

### Section 2.3. Time, Date, and Place

The annual meeting shall be held at a time, date, and place set by the Vestry, during the month of January, on a Sunday, and on Parish property.

### Section 2.4. Notification

Notice of the annual meeting, signed by the Rector or by one of the Wardens, shall be provided to all legal voters at least 14 days before the date of the meeting, except for meetings during which

amendments to the Parish Articles of Incorporation or Bylaws will be considered. For such annual meetings notice must be provided at least 30 days before the meeting. Required notice may be provided by electronic mail. Notice shall also be provided at the regular Sunday church service seven days before and on the day of the meeting.

#### Section 2.5. Conduct of the Meeting

Only the Rector or a Warden may serve as the presiding officer of an annual meeting. The Clerk of the Vestry shall be Clerk of the Parish Meeting. In absence of the Clerk of the Vestry, the meeting shall elect a Clerk pro tempore. To the extent it would accord with these Bylaws, annual meetings shall be conducted in accord with the current edition of *Roberts Rules of Order Newly Revised* and the Clerk shall serve as parliamentarian for the meeting.

#### Section 2.6. Election of Vestry Members

The election of Vestry members shall be by ballot. The presiding officer shall act as inspector of elections and certify who are elected members of the Vestry and the terms to which they are elected.

#### Section 2.7 Special Parish Meetings

Special Parish meetings may be called at any time by the Rector, both Wardens, or any three members of the Vestry. Notice of any special meeting shall be given in the same manner as the notice of the annual meeting. The notice shall set forth the business which is proposed, and no other business than that specified in the notice shall be in order. Amendments to the Parish Articles of Incorporation or Bylaws may not be considered in a special meeting.

### **Article 3 The Vestry**

#### Section 3.1. Duties

The duties of the Vestry include:

- (a) Attending to the temporal concerns of the Parish;
- (b) In case of a vacancy in the Office of the Rector, electing a Rector, provided no Rector shall have a vote in the election of a successor; and
- (c) Approving for appointment parochial assistants recommended by the Rector.

#### Section 3.2. Membership

The Vestry shall consist of the Rector and at least six but no more than twelve lay members, two of whom shall serve as Wardens. Lay members shall be elected for staggered terms at each annual meeting with approximately one-third of the members being elected each year. All Vestry members must be eligible to vote in annual meetings of the Parish, and a majority of the lay members must be confirmed communicants. The exact number of Vestry members will be fixed by resolution of the Vestry from time to time.

### Section 3.3. Terms

The elected term for a layperson on the Vestry is three consecutive years; no layperson may serve for more than two consecutive three-year terms. The term of a layperson appointed to fill a vacancy is the remainder of the vacated term. No lay person, whether elected or appointed shall serve for more than six years in any seven-year period. For the purpose of this limitation, service as a Warden counts as service on the Vestry.

### Section 3.4. Vacancies

In the event of a vacancy 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 next annual meeting. The filling of vacancies shall not allow any person to serve more than six consecutive years on the Vestry nor shall the filling of Vacancies cause a minority of confirmed communicant on the Vestry.

### Section 3.5. Conflicts of Interest and Bias

Should any member have a conflict of interest or undue bias, that member should declare that conflict or bias and refrain from voting on any matter giving rise to a conflict or bias. A conflict of interest arises whenever a Vestry member, a member of the member's household, or a close family member of the Vestry member might derive a financial benefit from a decision of the Vestry. Undue bias arises when no fact could change the predetermined mindset of the member.

The Vestry, by a majority vote, may exclude a member with an undeclared conflict of interest or bias from taking part in the discussion or voting on a matter giving rise to the conflict. By a two-thirds vote such member may be excluded from the meeting during consideration of such matter, provided neither the Rector or presiding officer may be excluded.

## **Article 4** **Vestry Meetings**

### Section 4.1. Organizational Meeting

As soon as practicable after the adjournment of each annual Parish meeting the Vestry shall meet and complete the following.

- (a) The Rector shall appoint a Senior Warden from the lay membership of the Vestry who must be a confirmed Communicant in Good Standing in the Church. If there is no Rector, the lay members of the Vestry shall by majority vote elect a Senior Warden meeting the above qualifications from their number. The Senior Warden shall serve until the election or appointment of a successor.
- (b) The lay members shall elect by majority vote a Junior Warden from their number meeting the same qualifications as the Senior Warden. The Junior Warden shall serve until the election of a successor;

- (c) Lay members having just completed six or more consecutive years of service on the Vestry are ineligible for appointment as Senior Warden, Clerk of the Vestry, or Parish Treasurer, or election as Junior Warden.
- (d) The Vestry by majority vote shall appoint from the qualified electors of the Parish a Clerk of the Vestry and a Parish Treasurer, who may be lay members of the Vestry but may not be Wardens. The Clerk and the Treasurer shall serve until the adjournment of the next Parish meeting unless sooner discharged by majority vote of the Vestry.
- (e) The Vestry by majority vote shall adopt a schedule of regular meeting dates and times.

The Vestry may also attend to other business at the organizational meeting.

#### Section 4.2. Regular Meetings

During each calendar year the Vestry shall have at least ten regular meetings, in ten different calendar months, on church property, according to the schedule adopted at the organizational meeting. The Rector, a Warden, or any three lay members of the Vestry may request the rescheduling of a regular meeting within a calendar month. The request shall be sent to each member, by electronic mail at least seven days before the regularly scheduled meeting and at least seven days before the date the meeting is proposed to be rescheduled. If approved by a majority vote of the Vestry the meeting will be rescheduled to the proposed date. Voting to reschedule shall be done by electronic mail. The Vestry shall adopt policies and procedures for remote electronic attendance of Vestry meetings.

#### Section 4.3. Special Meetings

Special meetings may be called at any time by the Rector, both Wardens, or any three lay members of the Vestry, by providing notice to each member of the Vestry. The notice must be provided at least 48 hours before the meeting and contain the date, time, place, and reason for the special meeting. No business unrelated to the notified reasons may be transacted at a special meeting.

#### Section 4.4 Remote Meetings

Vestry meetings may be held by means of telephone conference or other communication equipment, including video, by means of which all persons participating in the meeting can hear each other and be heard, when it would be impractical to meet on Parish property. The Junior and Senior Wardens acting together may authorize a meeting to be conducted remotely. The Vestry shall adopt policies and procedures for remote electronic attendance of Vestry meetings.

#### Section 4.5 Notice of Meetings

Subject to Section 4.2, whenever notice is required to be given to any member by applicable law, the Articles of Incorporation, the Canons, or these Bylaws, such notice shall be deemed given effectively if given in person or by telephone, mail addresses to such members address as it appears in the records of the Parish, email, or other means of electronic transmission. The Clerk of the Vestry shall maintain a list of the email addresses of all members of the Vestry.

#### Section 4.6. Electronic Means to Take Action Without Meeting

An urgent matter may be discussed or decided by the Vestry without a meeting through electronic means, provided:

- (a) Polling is initiated by the Rector, both Wardens, or any three members of the Vestry;
- (b) Notice is given to each member of the Vestry by electronic means at least 48 hours before the members are allowed to record a vote;
- (c) The notice must describe the action to be taken and the time and date the decided action would take effect;
- (d) The notice must state the period of time during which votes can be recorded, provided this period is no shorter than 24 hours;
- (e) Votes shall be cast by electronic mail; and
- (f) The recorded votes and the decided matter shall be included in the minutes of the regular Vestry meeting immediately following the electronic poll.

Notwithstanding the above, the Vestry may not use electronic mail or other electronic means to take action unless the Clerk of the Vestry has an electronic mail address for each member of the Vestry.

Vestry members may use electronic means to discuss the proposed action, and a Vestry member may change the member's vote at any time before the deadline set forth in the notice.

An affirmative vote of the majority of the Vestry members has the same effect as a meeting vote, provided the members voting are no fewer than those required for Vestry meeting quorum.

#### Section 4.7. Conduct of Meetings

Either the Rector or a Warden may serve as the presiding officer of a meeting of the Vestry. No meeting shall be conducted without the attendance of the Rector or one of the Wardens. The Clerk shall record the discussions and decisions of the Vestry and draft the official minutes. If the Clerk is absent the Vestry may appoint a Clerk *pro tempore*. To the extent it would accord with these Bylaws, Vestry meetings shall be conducted in accord with the current edition of *Roberts Rules of Order Newly Revised* and the Clerk shall serve as parliamentarian for the meetings.

#### Section 4.8. Quorum

A quorum to conduct business consists of a majority of the total members of the Vestry. The Clerk and Treasurer do not count toward the required quorum unless they are also elected or appointed lay members of the Vestry.

### **Article 5 Officers of the Vestry**

Officers shall be the Senior Warden, the Junior Warden, the Treasurer, and the Clerk of the Vestry and they shall be selected from Vestry members. 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.

### Section 5.1. The Wardens

The Wardens, under the direction of the Rector, shall see that the Church building is kept from all secular or other uses prohibited by Canon Law; that it is kept clean and in good repair as becomes the House of God; and that the premises are kept in proper order. They shall also see that the Parish is provided with all things necessary for conducting the services of the Church decently and in good order; shall gather the alms and other offerings of the people; and shall preserve order and decorum in and around the Church building. The Wardens shall perform all other duties which are assigned to them by the Canons of the General Convention and of this Diocese. Wardens are appointed or elected for one-year terms. A Vestry member may serve as a Warden for only three years in any four-year period. For the purpose of these calculations time served means terms as either a Senior Warden, Junior Warden, or both Junior and Senior Warden.

### Section 5.2. Senior Warden

The Senior Warden is the “Rector’s Warden.” When designated by the Rector, or if the Rector is absent or unable to act, the Senior Warden shall preside at meetings of the Vestry.

### Section 5.3. Junior Warden

The Junior Warden shall coordinate the care of the church building and grounds. As the “people’s Warden,” the Junior Warden shall maintain communication with the Congregation and community on all matters pertaining to the building and grounds. If both the Rector and Senior Warden are absent or unable to act, the Junior Warden shall preside at meetings of the Vestry.

### Section 5.4. Treasurer

The Treasurer shall receive all money collected under authority of the Vestry, the receipt and disbursement of which is not otherwise provided for. Money shall not be disbursed by the Treasurer except on order from the Vestry. The Treasurer shall present to the Parish, at its Annual Meeting, a full and accurate statement of all money received and disbursed during the year preceding, accompanied by vouchers. The Treasurer shall be subject to the direction of the Vestry and shall answer all questions as to the state of the Treasury and shall attend meetings of the Vestry when requested. The books and accounts of the Treasurer shall be open at all times to the inspection of the Rector, Wardens, and Members of the Vestry. The Treasurer shall follow acceptable accounting practices. The Treasurer shall present a written report of financial activity at regular Vestry meetings. At the expiration of the Treasurers term of office; the Treasurer shall deliver to the succeeding Treasurer or the Vestry all money and property under the Treasurer’s control.

### Section 5.5. Clerk

The Clerk shall attend all Vestry and Annual Meetings of the Parish; take Minutes of their proceedings, and when approved, enter and attest them in the Book of Minutes of the Vestry and Parish; act as Clerk of the Parish Corporation and, as such, attest to the public acts of the Vestry; preserve the journals and records of the Parish; and serve as custodian of the corporate seal of the 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; and perform such other duties as may be

legally assigned. The Clerk shall deliver the corporate seal, and all books and papers relating to the affairs of the Parish to the Clerk's successor.

## **Article 6**

### **Committees of the Vestry**

#### Section 6.1. Standing Committees

There shall be the following committees:

- (a) An Executive Committee composed of the Senior Warden, the Junior Warden, the Clerk, and the Treasurer. The Executive Committee may act on behalf of the Vestry between Vestry meetings and attend to all the business affairs of the Parish, subject to approval by the Vestry for matters and dollar amounts specified by the Vestry and other limitations imposed by the Vestry, statutes, and Church Governing Documents.
- (b) A Finance Committee composed of the Treasurer and other members of the Vestry and non-Vestry members of the Parish appointed by the Vestry. The Finance Committee shall oversee the income and expenses of the Parish, including reviewing and making recommendations regarding the annual budget, monitoring the Parish's financial condition, reviewing the Parish's strategy for long-term financial sustainability, and reviewing and making recommendations regarding banking relationships.
- (c) A Building Committee composed of the Junior Warden and other members of the Vestry and non-Vestry members of the Parish appointed by the Vestry. The Building Committee shall be responsible for the care, maintenance, repair, and use of the Parish building and grounds.

#### Section 6.2 Creation of Committees

The Vestry may create additional committees, including ad hoc committees, and delegate duties to established committees, by resolution, subject to the following:

- (a) The Rector shall be an *ex officio* member of each committee so established;
- (b) At least one lay members of the Vestry shall be appointed to any Vestry committee so created;
- (c) The Junior Warden shall be an *ex officio* member of any committee with assigned duties concerning building and grounds;
- (d) The Treasurer shall be an *ex officio* member of any committee with any assigned duties concerning finances or audits; and
- (e) Unless a lower amount is set in the Policies and Procedures manual, expenditures are limited to \$5,000 per calendar year per committee. Additional expenditures must be approved by the Vestry.

#### Section 6.3 Charters

The Vestry shall adopt a charter for each committee it creates and record the charter in the Parish Policies and Procedures Manual that, at a minimum, states:

- (a) The name of the committee;
- (b) The composition and qualifications of membership;



- (c) Duties of the committee; and
- (d) A description of the work constituting completion of duties.

#### Section 6.4 Members

Members of committees are appointed by the majority vote of the Vestry in a regular meeting, and may be removed in like manner of their appointment. Non *ex officio* members are appointed for terms of one year. A majority of members constitutes a quorum to do business. Decisions shall be made by majority vote of the members present. Ex officio members are voting members of their committees.

#### Section 6.5. Meetings

Each committee shall provide a schedule of meeting times, places and dates to the Clerk. Meetings shall be open for any member of the Vestry to attend. Meeting may be held on Parish property or remotely.

### **Article 7 Administration**

#### Section 7.1. Errors

The Clerk of the Vestry is authorized to correct any errors in spelling, grammar, punctuation, and numbering in these Bylaws. The Clerk may change the font, font style and formatting to make these Bylaws more readable and accessible.

#### Section 7.2. Amendment

Only the Vestry, by majority vote, may propose amendments to these Bylaws for consideration of the annual parish meeting.

### **Article 8 Glossary of Terms**

Terms used in these Bylaws have the meanings set out below.

#### **Communicant**

A person who regularly receives communion.

#### **Confirmed**

A person is confirmed by expressing a mature commitment to Christ, and receiving strength from the Holy Spirit through prayer and the laying on of hands by a bishop. A person recognized as confirmed may be confirmed in the Episcopal Church or another church with bishops in apostolic succession. Persons confirmed in other churches are received into the Episcopal Church. For the purpose of these Bylaws a received person is a confirmed person.

**Church**

The Episcopal Church, also known as the Protestant Episcopal Church in the United States of America. The full legal name of the national church corporate body is the "Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America."

**Good Standing**

A person who regularly attends Sunday services of the Parish.

**Pastoral Associate**

Is a stipendiary ordained priest subordinate to the Rector such as an Assistant Rector, Curate or Assistant Priest. Supply priests, deacons and non-stipendiary associates are not pastoral associates.

**Rector**

The Rector is an ordained priest and the head of the Parish. For the purpose of these Bylaws, a Priest-in-Charge is a Rector, but an interim rector or pastoral associate is not.

**Vestry**

The full title of the Vestry is "Rector, Wardens, and Vestry of the Parish of Saint David of Wales." There is only one clerical member of the Vestry, the Rector or Priest-in-Charge. The remaining members are lay persons of good standing in the Parish, at least half of whom are confirmed communicants. If there is no Rector or Priest-in-Charge, the Senior Warder is the presiding officer of the Vestry and the head of the parish.