

## BY-LAWS

The Parish of St. James Episcopal Church

Diocese of Utah

### Article I

#### Name and Object

Section 1. The Patron Saint of this Parish shall be St. James the Great. The Parish shall commonly be known as St. James Episcopal Church. The purpose of this congregation is to provide for the corporate worship of Almighty God, for the spread of God's Word, and for meeting the religious needs of its members. The principal place of the activities of this congregation is 7486 S Union Park Ave., Midvale, UT 84047.

Section 2. St. James is the Parish separately incorporated, of the Episcopal Church in Utah. This congregation is subject to the Constitution and Canons of both the Episcopal Church in Utah and of the Episcopal Church in the United States of America.

### Article II

#### Membership

Section 1. One who has been baptized or who has been received into this branch of Christ's holy church, and whose name has been inscribed in the Parish register is a member of the congregation.

Section 2. A communicant in good standing of the Parish is a baptized person who is in attendance at the Eucharist and is involved in the church's life and its service to the world according to his or her varied gifts and life situation.

Section 3. Voting members of the Parish are communicants and communicants in good standing who are sixteen years of age or over. Communicants may vote in Parish meetings and hold appointive office in the congregation. Communicants in good standing may also hold elective office.

### Article III

#### Parish Meetings

Section 1. An annual meeting shall be held each year in January at a time and place designated by the Rector, Wardens and Vestry. The purpose of the meeting shall be to hear the report of the Rector in charge of the Parish; receive the report of the Treasurer and all organizations of the Parish; elect members of the Vestry; vote on amendments to

the By-Laws; and to conduct other business as required, such as electing delegates to conventions. One month prior to each annual meeting, each organization of the Parish shall submit a written report of its activities and finances. Copies of all reports shall be sent, if feasible, to all Parishioners at least one week prior to the annual meetings.

Section 2. Special Parish meetings may be called by the Wardens, Vestry, or by petition of one-tenth of the voting members of the Parish. All voting members must be given reasonable advance notice of any special meeting.

Section 3. Action at annual or special Parish meetings may be taken by majority vote of voting members present, which shall constitute a quorum.

Section 4. The Bishop of Utah is ex officio member of both the Parish and the Vestry.

#### Article IV

##### The Rector

Section 1. The Rector is the chief ecclesiastical and administrative officer of the Parish and may preside at all meetings of the Parish and of the Vestry. The Rector shall have charge of all phases of the worship of the Parish.

Section 2. The calling of a Rector shall be the responsibility of the Wardens and Vestry in consultation with the Bishop and in accord with the canons and procedures of the Diocese and of the national Church.

Section 3. The Rector is ex officio a member of the Vestry.

#### Article V

##### The Vestry

Section 1. The Rector, Wardens and Vestry are responsible for the life of the Parish and for care of its property.

Section 2. Number: The Vestry of the Parish shall consist of nine lay persons whose qualifications shall be set forth in Article II, Sections 2 and 3.

Section 3. The Vestry shall elect from its own number a Junior Warden at the first regular monthly meeting following the annual Parish meeting. A Treasurer and Clerk shall be appointed by the Rector and confirmed by the Vestry on an annual basis. Such persons who are not members of the Vestry may be invited to attend meetings, but shall have no vote.

Section 4. Where there is no Rector, the Senior Warden shall have those responsibilities normally associated with the Rector. At all times, the Senior Warden shall function as the principal lay officer of the congregation.

Section 5. The Senior Warden is the chief lay officer of the Parish and shall be selected by the Rector and confirmed by the Vestry. In the absence of the Rector, the Senior Warden shall be selected by the Bishop and preside at all Parish and Vestry meetings, and be responsible along with the Rector for all orders and resolutions of the Vestry. The Senior Warden shall see that the powers and duties of the Vestry are faithfully discharged and shall be an ex officio member of all Vestry committees.

Section 6. The Junior Warden will perform all duties of the Senior Warden in event of latter's absence or incapacity. The Junior Warden shall be an ex officio member of all Vestry committees.

Section 7. The Clerk of the Vestry shall keep minutes of all Parish and Vestry meetings in a permanent volume. The Clerk shall be responsible that proper notice is given of all Parish and Vestry meetings as provided herein. The Clerk shall be responsible that copies of the minutes of the last Vestry meetings are mailed to each member of the Vestry before subsequent meetings, shall make copies of the same available to the Parish following each Vestry meeting, and shall conduct such correspondence and perform such other duties as the Vestry may require.

Section 8. The Treasurer shall be responsible for the receipt, accounting for and paying over all monies of the Parish as directed by the Vestry in accordance with the standard practices prescribed by the Diocese of Utah. The Treasurer shall give bond, payable as the Vestry may direct, to insure faithful performance of the duties. The Treasurer's signature or other signatures authorized by the Vestry shall be required on all checks disbursing Parish funds. The Treasurer shall be responsible for keeping a full and accurate record of all monies received for the Parish and the sources thereof and shall deposit these monies in the name of and to the credit of the Parish in such depositories as are approved by the Vestry. The Treasurer is authorized to receive and shall promptly sell securities received for the Parish and to assign, transfer and deliver any such securities and to execute power of attorney in connection therewith; provided, however, that the Treasurer shall not be required to sell securities or other property received for endowment purposes. The Treasurer shall be a member, ex officio, of the Finance Committee and shall make a report of the financial status of the Parish at each regular Vestry meeting.

Section 9. Vacancies occurring among the officers of the Vestry (Senior Warden, Junior Warden, Clerk, Treasurer) shall be filled by appointment by the Rector and confirmed by the Vestry with the exception of the Junior Warden who shall be elected by majority vote of the Vestry at the next regular monthly meeting.

## Article VI

### Organization and Duties of Vestry

Section 1. The Vestry shall meet as soon as practical after the annual meeting to organize itself.

Section 2. The Vestry has the power to initiate and execute such actions as are needed to promote the objectives of the Parish with the approval of the Rector. Such powers include, but are not limited to, those to collect and disburse funds; buy and sell personal property; enter into contracts; engage in fund raising; negotiate with agencies outside the Parish; publish documents; and set Parish policy, all on behalf of the Parish.

Section 3. The Vestry shall not have the power to incur indebtedness, buy real property or enter into contracts except in accordance with the diocesan canons without a majority vote of the Parish at an annual or special meeting of the Parish and in accord with Canon 41.2 (b) of Diocesan Canon.

Section 4. The Vestry shall meet regularly at such times and places as the Vestry shall decide. A quorum shall be a Warden and/or Rector and five Vestry members. A simple majority shall be required for action of the Vestry. The proposed agenda for each Vestry meeting shall be published preceding each meeting.

Section 5. All Vestry meetings are open to all voting members of the Parish, who may speak by invitation, but not vote. Vestry meetings may be closed only when personnel matters are being discussed.

Section 6. A special meeting of the Vestry may be called by the Rector, either Warden, or by two Vestry members.

Section 7. The Vestry may form and dissolve committees as needed. Leaders and members of such committees may be drawn from the whole membership of the church.

Section 8. If any Vestry member is absent without excuse for three consecutive, regularly scheduled meetings, that office shall be declared vacant and another voting member selected as a Vestry member.

Section 9. The Vestry, acting jointly with the Rector, shall have the right to receive or reject gifts, bequests, legacies and memorials of any kind for the Parish. Further, the Vestry shall cause a permanent record to be made of all memorials received.

Section 10. The property, facilities, and equipment of the Parish shall not be used by any group, individual, or organization except in accordance with Parish guidelines as established by the Vestry. The Rector shall make the Vestry aware of any approval of groups at the next Vestry meeting. This provision shall not be construed to interfere with the rights and duties of the Rector.

## Article VII

### Finance

Section 1. It shall be the responsibility of the Vestry to develop long-range goals for the Parish and to prepare a five-year budget projection to support those goals. The goals and budget shall be reviewed and approved by the Parish annually.

Section 2. There shall be prepared annually, under the direction of the Vestry as hereinafter set forth, a budget showing in detail all estimated operating and capital expenditures for the next fiscal year. The Vestry shall consider this budget and shall adopt the budget by a two-thirds vote as submitted or as amended. After the budget shall have been adopted by the Vestry, no item shall be deleted, added or changed without an affirmative vote by two-thirds of the members of the Vestry.

Section 3. Each year a Finance Committee shall be appointed consisting of five members including the Treasurer, with at least two of the members being Vestrypersons. The Finance Committee shall have the responsibility for reviewing all matters of Parish finance, recommending appropriate action to the Vestry concerning such matters, and shall generally be charged with insuring sound financial management of the Parish. It shall prepare and submit to the Vestry in a timely fashion a budget of estimated operating and capital expenditures for the year following. After adoption of a budget by the Vestry, the Treasurer shall submit to this committee monthly reports of receipts and expenditures and requests for any unusual expenditures not included in this budget.

Section 4. All funds of the Parish shall be under the control of the Vestry. The Vestry must approve the opening of any bank account.

Section 5. All funds by the Parish or any organization thereof except as otherwise herein provided, shall be paid into the hands of the Treasurer of the Parish.

Section 6. No solicitation of funds shall be made at any time in the name of the Parish or any organization thereof, or for the benefit of the Parish or any organization or group thereof, without the approval of the Vestry. This provision shall be construed to include benefits, sales, or other means of raising money, but shall not prohibit charging for actual expenses for meals, entertainment, or such other events.

Section 7. The Treasurer shall disburse funds as provided in the budget and not otherwise unless directed by the Vestry, or by the Rector and Wardens acting jointly where immediate action is required.

Section 8. The provisions of Section 5 shall not apply to such organizations that are specifically hereafter exempted by the Vestry for its information by the time of the annual meeting a statement of income and disbursements for the previous year to be included in the financial records of the Parish.

Section 9. The fiscal years shall be from January 1 to December 31. An audit of the Parish books of account shall be made after the close of the fiscal year, and the results of that audit presented to the Vestry and to the Standing Committee of the Diocese.

## Article VIII

### Elections

Section 1. At its October meeting, the Vestry shall appoint a nominating committee whose duty is to provide a slate of at least one candidate for each Vestry position to be filled at the annual meeting. This committee shall also receive nominations for any Vestry position to be filled from any voting member. Nominations will be closed three weeks prior to election and the list of candidates will be prominently posted two weeks prior to the election. No person shall be a candidate for any Vestry position without consent.

Section 2. All those elected to hold office in the congregation and to serve as delegates to the diocesan convention must be communicants of the Parish in good standing and shall serve until their successors are elected.

Section 3. At the annual Parish Meeting, three Vestrypersons shall be elected to serve for three years to replace those Vestrypersons whose terms are expiring. This election shall be by majority vote of those present, each member voting for three candidates. In case of a tie, there shall be a run-off election between the tied candidates.

Section 4. The normal term of office for a Vestryperson shall be three years, commencing and ending with the first regular Vestry meeting after the annual Parish meeting.

Section 5. Vacancies occurring in the Vestry by resignation, death, incapacity, or refusal to serve shall be filled by a majority vote of the Vestry at the next regular monthly meeting. The person so elected shall serve until the next annual Parish meeting. If the vacancy filled by the Vestry is for a term not expiring by the next annual Parish meeting, a separate election shall be held following the general election at that time for the vacancy and the person then elected shall serve out the remaining unexpired term.

Section 6. Vestrypersons who have been elected to a term by the annual Parish meeting shall not be eligible for re-election for one year after their term has expired.

## Article IX

### Committees

The Vestry shall from time to time determine the nature and composition of its standing and special committees in addition to that hereafter specified. Appointment to all committees shall be made by the Rector and Wardens acting jointly, but subject to the approval of the Vestry.

Article X

Parish Organizations

Members of the Parish may form special interest groups or organizations with the approval of the Vestry for any stated purpose that is beneficial to the welfare of the Parish. They shall be subject to the provisions of these By-Laws insofar as they apply to them.

Article XI

Amendments

Amendments may be submitted in writing to the Vestry semi-annually for its consideration by any voting member of the Parish. Upon Vestry approval, amendments shall be presented in writing to all voting members at least two weeks in advance of any meeting at which the amendment is to be voted upon. The By-Laws may be amended at any annual or special meeting of the Parish by a two-thirds margin of the eligible votes cast. A special meeting may include a specific portion of the regular church service set aside for this purpose.

Article XII

Validity of Provisions

If any article or section of this Constitution and By-Laws is rendered invalid by Diocesan or national Church canon or by civil law the remaining provisions are still in force.

It shall not be necessary to amend these By-Laws to make them conform to the constitutions and Canons of the Protestant Episcopal church in the United States of America and the Diocese of Utah as now or hereafter written, it being intended that this Parish shall at all times faithfully observe said Constitutions and Canons.

These By-Laws are adopted by majority of the Parish on this day January 16, 2000.

Parish Clerk:

Dated:

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January 1, 2007