

Proposed amendment of the parish bylaws:

The Vestry of Holy Communion have voted at two consecutive Vestry meetings to move this change to our parish bylaws. The removal of the words “in person” to establish a quorum for the annual meeting would allow us to hold future annual meetings via video or phone conference. As technology has improved, and as this year has taught us, such an arrangement seems in keeping with our desire to safeguard the health and inclusivity of the parish.

The bylaws would be otherwise unchanged.

ARTICLE IV - QUORUM AND VOTING

Section 1. The presence ~~in person~~ of fifty qualified electors of the Parish shall constitute a quorum at any Parish meeting. Vestry members shall be Communicants who have reached the age of sixteen (16) and have been Parish members for at least one year, and they shall be elected in the manner provided by the Canons. The polls shall be kept open for not less than one-half hour, and the voting shall be by ballot and no proxies shall be permitted. Where more than one Vestryperson is to be elected, each elector shall be entitled to cast one vote for each office and no elector shall be allowed to cumulate votes. In electing lay delegates to the Diocesan Convention, each elector shall be entitled to cast one vote for each opening. The number of delegates and alternates to be elected shall be as determined by the Canons. Those nominees for delegates receiving the greater number of votes shall be elected. Those receiving a lesser number of votes shall be alternates. A majority of the qualified votes cast shall be required for passage or approval of all other matters coming before the meeting, unless a greater number shall be required by the Canons.

THE PROPOSED BYLAWS OF THE EPISCOPAL CHURCH OF THE HOLY COMMUNION

UNIVERSITY CITY, MISSOURI

PREAMBLE

These Bylaws are adopted pursuant and subject to the Constitution and Canons of the Episcopal Church in the Diocese of Missouri, for the government and the support of the Episcopal Church of the Holy Communion (“Parish”) and the management and disposal of its property. As a parish in union with the Episcopal Diocese of Missouri, Holy Communion accedes to the diocesan Constitution and Canons as they may be amended from time to time.

ARTICLE I - OFFICES

Section 1. Principal Offices. The Parish is located at 7401 Delmar Boulevard in the City of University City in the County of St. Louis, Missouri. Until otherwise ordered by the Vestry, the principal office of the Parish shall be located at that address where there shall be kept a Corporate Seal in circular form with “Church of the Holy Communion - In Remembrance” at its outer edge and a Chalice and Host in its center.

ARTICLE II - MEETINGS

Section 1. The annual meeting of the Parish shall be held in January, as soon as practicable on or after the first Monday of the year. Public notice of the meeting shall be given at all public services on the two Sundays immediately preceding the meeting in accordance with the Canons. The annual meeting shall receive reports from the Rector, Vestry, Treasurer, standing committees and other organizations of the Parish; shall elect members of the Vestry, lay delegates and their alternates to the Diocesan Convention, and shall transact other such business that may come before the meeting.

Section 2. The Vestry shall meet as soon as practicable after the annual meeting of the Parish for the purpose of electing officers and conducting any other business that may come before the meeting.

Section 3. Regular meetings of the Vestry shall be held monthly at such place and time as may be designated by the Vestry, with notice of each meeting to be posted at the Parish.

Section 4. Special meetings of the Parish and the Vestry shall be called and held as provided by the Canons.

Section 5. All meetings of the Parish and Vestry shall be subject to the provisions of Robert’s Rules of Order.

ARTICLE III - PARISH MEMBERS

Section 1. The Members of the Parish shall be all baptized persons registered in this parish.

Section 2. Communicants shall be persons registered in this parish through confirmation, reception from another Communion or Letter of Transfer.

Section 3. Electors shall be all baptized persons and/or communicants, not less than sixteen (16) years of age and members of the Parish for not less than six months, and determined by the Rector to be in good standing as defined by the Canons.

ARTICLE IV - QUORUM AND VOTING

Section 1. The presence of fifty qualified electors of the Parish shall constitute a quorum at any Parish meeting. Vestry members shall be Communicants who have reached the age of sixteen (16) and have been Parish members for at least one year, and they shall be elected in the manner provided by the Canons. The polls shall be kept open for not less than one-half hour, and the voting shall be by ballot and no proxies shall be permitted. Where more than one Vestryperson is to be elected, each elector shall be entitled to cast one vote for each office and no elector shall be allowed to cumulate votes. In electing lay delegates to the Diocesan Convention, each elector shall be entitled to cast one vote for each opening. The number of delegates and alternates to be elected shall be as determined by the Canons. Those nominees for delegates receiving the greater number of votes shall be elected. Those receiving a lesser number of votes shall be alternates. A majority of the qualified votes cast shall be required for passage or approval of all other matters coming before the meeting, unless a greater number shall be required by the Canons.

Section 2. A majority of the Vestry members (excluding the Rector, and the Treasurer and Secretary if they are not Vestry members) shall constitute a quorum at any meeting of the Vestry, unless a greater number shall be required by the Canons or Articles of Association. The act of the majority of the Vestry members present at a meeting at which a quorum is present shall be the act of the Vestry, unless a greater number is required by the Canons.

ARTICLE V - VESTRY AND OFFICERS OF THE PARISH AND VESTRY

Section 1. The Vestry shall consist of nine members, each of whom shall be elected to serve for a term of three years. The terms of said members shall be staggered so that three members shall be elected in each year. No Vestry member who has served two consecutive three-year terms shall be eligible for re-election until the expiration of one year. Each Vestry member shall be a qualified elector of the Parish who shall have been a member not less than one year.

Section 2. The Rector, or Minister in Charge, shall be ex-officio the Presiding Officer of the Parish and the Vestry, without vote except in case of a tie. The Rector or Minister in Charge may appoint the Senior Warden or another Vestryperson to preside at all or part of any Vestry

meeting.

Section 3. The Rector, or Minister in Charge, shall annually appoint from the Vestry a Senior Warden, and the Vestry shall elect from its members a Junior Warden.

Section 4. The Vestry shall annually elect a Secretary and a Treasurer, who need not be members of the Vestry, but who shall not, in that case, have the right to vote nor to serve for a term of office exceeding five consecutive years. The Vestry may also elect such other officers as are herein or subsequently provided for under these Bylaws.

Section 5. Vestry members and officers shall continue in office until their successors are selected and qualified. Any vacancy creating an unexpired term of eight months or more shall be filled by election by the remaining Vestry members. Unexpired terms of less than eight months may be filled, again by election by the remaining Vestry members. All replacements shall serve for the remainder of the unexpired term.

ARTICLE VI - DUTIES OF THE VESTRY AND OFFICERS OF THE PARISH.

Section 1. The duties of the Vestry shall be to take charge of the physical properties of the Parish; to attend to and regulate its temporal concerns; to provide for the support of the Rector and for staff persons whose employment has been authorized; to act as helpers to the Rector in whatever is appropriate to the laity for the furtherance of the Gospel.

Section 2. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property, subject to the provisions of the Canons. The Vestry shall authorize all contracts and expenditures valued in excess of \$1500; contracts involving less than that amount may be executed by the Rector or the Junior Warden.

Section 3. The Vestry shall maintain at all times adequate insurance on the buildings of the Parish and their contents; shall provide and maintain liability insurance, as the Vestry from time to time may deem necessary; and shall bond all persons who have custody of Parish funds; and shall arrange for an annual audit of the accounts of the Parish.

Section 4. The spiritual concerns of the Parish are under exclusive direction of the Rector, in subordination to the ecclesiastical authority and Canons of the Diocese. The Rector may delegate authority as deemed appropriate, but remains responsible for spiritual life and growth of the Parish.

Section 5. The Senior Warden shall represent the Parish as a whole in consultation with the Rector, serve as Chair of the Finance Committee, and shall perform such other duties as the Rector shall designate or delegate. The Senior Warden shall, in the absence or illness of the Rector or during a vacancy in the Rectorship, preside at meetings of the Parish and of the Vestry, and conduct or arrange for the conduct of all regular worship services and Parish activities.

Section 6. The Junior Warden shall be an *ex officio* member of the Buildings and Grounds Committee and an *ex officio* member of the Finance Committee. The Junior Warden shall have the authority to enter into contracts valued at \$1500 or less on behalf of the Parish, for servicing and for repairs and maintenance of buildings; In the absence of the Rector and Senior

Warden, the Junior Warden shall preside at meetings of the Vestry.

Section 7. The Secretary shall prepare written records of all Parish and Vestry meetings, and shall deliver the original thereof to the Parish office upon approval by the Vestry, where they shall be kept with the permanent records of the Parish.

Section 8. The Treasurer shall be a member of the Finance Committee; shall record all monies received and deposit same in the name of the Episcopal Church of the Holy Communion in a bank or banks designated by the Vestry; shall maintain an accurate book record of all receipts and disbursements, together with an unaudited report of the status of all regular and special accounts; and shall prepare a full written report of all accounts for the Annual Parish meeting.

ARTICLE VII - BUSINESS METHODS

Section 1. The accounts of the Parish shall be audited in accordance with the requirements of the Canons. The audit shall be made by a certified public accountant, or by other qualified person or persons engaged by the Vestry. The auditor(s) shall be engaged by the Vestry at least thirty days prior to the end of the fiscal year.

Section 2. All monies received by the Parish, or for its use or disposition, shall be deposited without delay in a federally or State chartered bank and/or Savings and Loan Association. Funds of various accounts may be commingled, provided that the records of such accounts be currently and accurately maintained.

Section 3. Securities of all kinds, deeds, notes and surety bonds shall be kept in a safe deposit vault of a federally or State chartered bank.

Section 4. All checks, drafts or orders for the disbursement of monies of the Parish shall be signed by the Treasurer or other authorized nominee who has been approved by the Vestry. All requests for issuance of a signed check shall be made in writing and shall be accompanied by proper documentation including evidence of authorization (by someone other than the signer) and an original receipt or invoice. Checks in an amount more than \$1,500 shall be signed by two persons. Safe deposit boxes shall be opened only by persons authorized by the Vestry.

Section 5. Duplicate original bank statements shall be sent directly to the Treasurer for review.

ARTICLE VIII - INVESTMENT AND ENDOWMENT FUNDS

(A) Investment Funds. As directed by the Vestry, all gifts and bequests of money (including any proceeds received from the sale of real or personal property) and securities not received by the Parish as an Endowment or for any specific purpose, shall be deposited and invested and re-invested in one or more bank or trust accounts. Any income therefrom and principal thereof may be withdrawn and sold by or at the direction of the Vestry, and used for Parish purposes at the direction of the Vestry.

(B) Endowment Funds.

Section 1. All gifts and bequests of money (including any proceeds received from the sale of real or personal property) and securities received by the Parish as an Endowment for any specific purpose shall be deposited for investment and re-investment in one or more bank or trust accounts as directed by the elected Vestry and the income therefrom withdrawn and used by the Vestry as may be declared by such gift or bequest by which such securities and money were received and for no other purpose. If the gift or bequest by which such monies or securities were received does not prohibit the expenditure of the principal of such gift or bequest, the principal thereof may be withdrawn and used for the purpose or purposes specified in such gift or bequest.

Section 2. All gifts and bequests of money and securities received by the Parish as an Endowment made without a specific purpose being specified shall be placed in a general endowment fund which shall operate under guidelines approved by the Vestry. A portion of any such fund shall be used for growth.

(C) Gifts of Real or Personal Property. Subject to any restriction imposed by the donor, the Vestry shall have full authority to determine whether to hold or sell any real or personal property received as a gift or bequest.

ARTICLE IX - COMMITTEES OF THE VESTRY

Section 1. The Committees of the Vestry shall be those on Finance, Building and Grounds, Nominating, and such other standing and temporary committees as the Vestry may designate from time to time. The duties and responsibilities of committees shall be defined by the Vestry.

Section 2. Unless otherwise provided in these Bylaws, members of committees shall be appointed by the Rector subject to the advice and consent of the Vestry, and only members of the committees shall be entitled to a vote. Unless otherwise provided in these Bylaws, a Chair shall be elected by the committee members. Neither the Chair nor the committee members shall be required to be members of the Vestry.

Section 3. Committees shall be appointed as soon as possible after the annual meeting and selection of Vestry members. Committee appointments shall be for one year, provided that there shall be no limit on the number of consecutive years an individual may serve as a member of a committee or committees, and additional members may be appointed during the course of the year.

Section 5. Each committee which requires funds for operation shall prepare a budget estimate and submit it to the Finance Committee for consideration in the preparation of the Parish budget.

ARTICLE X - DUTIES OF NAMED COMMITTEES

Section 1. The Finance Committee shall manage the financial activities of the Parish other than the raising of funds; shall prepare an operating budget and submit it to the Vestry for approval; shall supervise the collection, disbursements, and records of accounts of the Parish; shall recommend the appointment of auditors; shall conduct a comprehensive annual review of insurance coverage for Parish property and operations and report on same to the Vestry; maintain a record of all fixed assets; review debt covenants and bequests annually for compliance; and shall manage such bequests and endowment funds as the Vestry may direct.

Section 2. The Buildings and Grounds Committee shall supervise the care and maintenance of the buildings, property, and equipment of the Parish; take such action as deemed advisable in the case of emergency situations having to do with properties and facilities; be responsible for supervision of contracts for servicing, repairs, and maintenance; submit recommendations for extra-budgetary projects to the Vestry for approval, and carry out such projects as are approved by the Vestry; shall prepare recommendations for renewals and replacements of buildings and equipment; shall carry out all projects approved by the Vestry; shall recommend and monitor contracts for maintenance, repair and replacements of equipment and facilities; shall prepare recommended policies for use of buildings and facilities by organizations and submit recommended policies for use of Parish property and equipment to the Vestry for consideration.

Section 3. The Nominating Committee shall consist of five members, two of whom shall be members of the Vestry whose terms expire in the current year, and who shall be selected by the entire Vestry. Two additional members shall be appointed by the Rector from the parish at large. The Rector or a designee shall serve as the fifth member and Chair of the Nominating Committee. This committee shall be appointed annually. It shall be the duty of the Nominating Committee to seek out, evaluate, and propose not less than such number of candidates for election to the Vestry as is necessary to fill the openings created by natural succession to office. The selection of candidates by the Nominating Committee does not preclude nominations of additional candidates by members of the Parish from the floor of the Parish Meeting, but no candidate shall be proposed by anyone unless said proposed candidate shall have given consent in writing to run and to serve, if elected.

ARTICLE XI - PARISH EMPLOYEES -- CLERGY

Section 1. Rector. The Rector shall be elected by a majority of the Vestry at a meeting duly convened for that purpose, or at a regular meeting of the Elected Vestry; provided that at least two-thirds of the elected Vestrypersons are present.

Section 2. Other Clergy. The Rector, with the consent of the Vestry, may appoint Associate and Assistant clergy whose duties shall be those directed by the Rector consistent with ecclesiastical authority.

Section 3. Resignation of Rector. Except as provided in the Canons, the Rector may not resign without the consent of the Vestry nor may the Rector be removed involuntarily, nor in a dispute over the same may the Rector's compensation and allowances be diminished involuntarily.

Section 4. Duties.

- A) The Rector shall be *ex officio* member of the Vestry and the Presiding Officer of the Parish and Vestry.
- B) The Rector shall keep a Parish Register as is required by the Canons of the General Convention and contain such information as is required by the Canons of the Diocese of Missouri.
- C) Whenever requested by a regular communicant of this Parish, the Rector shall give such communicant a Letter of Transfer.
- D) The Rector shall carry out such other duties as provided in these Bylaws and such religious matters consistent with the vows of a Clergyperson and with the Canons of the Church.

ARTICLE XII - PARISH EMPLOYEES -- LAY

Section 1. The Lay employees of the Parish shall be those whose employment and compensation have been approved by the Vestry.

Section 2. Recommendations for the addition or deletion of Parish employees shall be made by the Rector. Such recommendations shall be reviewed by the appropriate committee of the Vestry, where applicable.

Section 3. Employees of the Parish shall be responsible to and under the direction and control of the Rector, with liaison relationship to the appropriate Committees of the Vestry.

ARTICLE XIII - AMENDMENTS AND CHANGES

Section 1. The Vestry shall have the power to make, alter, amend and repeal, in whole or in part, the Bylaws of the Parish by affirmative vote of a majority of all the elected members of the Vestry at two separate meetings, either regular or special meetings called for that purpose, held not less than fourteen days apart, subject to approval of two-thirds of the electors of the Parish present at any annual or special meeting called for that purpose provided that any action so taken shall become effective when approved by the Standing Committee of the Diocese and three months after the adoption by the Vestry.

ARTICLE XIV - EFFECTIVE DATE

The foregoing Bylaws shall become effective when approved by an affirmative vote of two-thirds of all of the elected members of the Vestry at two separate meetings of the Vestry held not less than fourteen days apart, the concurrence of two-thirds of the members of the Parish present at an annual or special meeting of the Parish called for that purpose, and approved by the Standing Committee of the Diocese, at which time all previous Bylaws shall be and are hereby repealed.

Approved by two-thirds majority of the Vestry on December 7, 2020 and January 9, 2021.

Senior Warden

Approved by two-thirds of the members present at the January 31, 2021 annual meeting.

Secretary

Approved by the Standing Committee of the Diocese this _____ day of _____, 2016.

Chair