

BY-LAWS OF ST. PAUL'S PARISH, WASHINGTON, D.C.

As approved by the Special Parish Meeting of 22 March 1976, and as amended by the Annual Parish Meetings of 8 June 1983 and 4 June 1986, the Special Parish Meeting of 6 August 1990, the Annual Parish Meetings of 12 June 1991, 8 June 1994, 14 June 1995 and 31 May 2003, the Special Parish Meetings of 18 April 2004 and 16 September 2006, and the Annual Parish Meeting of 2 June 2010. Submitted and verified on this 18 June 2010:

R. Gregory Capaldini
Secretary of the Vestry

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PREAMBLE AND RESOLUTION

WHEREAS, The Canons of the Diocese of Washington provide direction as to the contents of parish by-laws; be it

RESOLVED, That any and all by-laws heretofore adopted by St. Paul's Parish, Washington, D.C. ("St. Paul's") be, and are hereby, repealed; and be it further

RESOLVED, That the following By-laws are adopted hereby, effective upon the adjournment of the parish meeting at which they have been approved.

ARTICLE 1 – PARISH MEETINGS

Sec. 1. Annual Meeting. The Vestry of St. Paul's ("Vestry") at least 60 days in advance determines the time and place of the annual meeting. If during the first nine months of a calendar year the Vestry should fail to do so, the annual meeting is held in the Parish Church on

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the first Monday following the first Sunday in December at 8:00 p.m. The Rector or priest-in-charge causes the date of the annual meeting to be publicized in the Sunday “Order of Service” as soon as the Vestry has determined it, and a provisional list of voters shall be posted at least forty-five days in advance of the meeting date.

Sec. 2. Written Notice. The Rector or Secretary of the Vestry causes written notice of the annual meeting to be given to qualified voters of St. Paul’s (“voters”) at least 15 days prior to the date set for the annual meeting. The notice includes an agenda, the names of continuing members of the Vestry and a list of vacancies to be filled by election at the annual meeting. The Rector or Secretary of the Vestry causes the notice to be posted in a public place and to be mailed to each voter in a newsletter of St. Paul’s. If an amendment to, or the repeal of, these By-laws has been proposed, the Rector or Secretary of the Vestry causes notice thereof to be given in the foregoing manner at least 30 days prior to the date set for the annual meeting.

Sec. 3. Special Parish Meeting. The Rector, five members of the Vestry, or twenty-five voters, may call a special meeting of St. Paul’s to be held within forty-five days. The Rector fixes the date and causes notice thereof to be given in the manner set forth in Sec. 2, above. The proceedings at a special meeting are limited to the stated purpose.

Sec. 4. Presiding Officer. The Rector presides at an annual or special meeting, has the right to vote, and generally performs those duties a chairman would perform. In the absence or disability of the Rector, the Senior Warden, the Junior Warden, or a Vestryman elected by a majority of Vestry members present, in order of devolution, so functions. If the rectorship be vacant the Bishop if present shall preside. In his absence or disability, the order of devolution is as stated above.

Sec. 5. Secretary of the Vestry. The Secretary or Clerk of the Vestry (“Secretary”) serves as secretary of an annual or special meeting, keeps records of the business transacted, is responsible for submitting election reports to the Secretary of the Diocesan Convention, and for any other communication resulting from the meeting. In the absence or disability of the Secretary, the presiding officer appoints a secretary pro tempore.

Sec. 6. Resolutions. A voter may submit a resolution for consideration. Except for a resolution of courtesy, commendation or condolence, the resolution is submitted to the Rector, or in his absence to the Senior Warden, at least 30 days prior to the date of the meeting at which consideration is desired, whereupon the Rector causes the text thereof to be communicated in the manner set forth in Sec. 2, above. By a two-thirds vote, the parish meeting may waive the foregoing 30-day requirement, except for amendments to, or motions to repeal, these By-laws.

Sec. 7. Roberts Rules. Except as otherwise provided by civil or canon law, or elsewhere in these By-laws, parish meetings are conducted in accordance with the most recent edition of Roberts Rules of Order Newly Revised.

ARTICLE 2 – QUALIFICATIONS OF VOTERS

Sec. 1. Qualified Voter. Only qualified voters may vote at annual or special meetings. A qualified voter is:

- a. Of the age of 16 years or older;
- b. A communicant of the Episcopal Church in good standing as defined by the national canons of the Episcopal Church in effect at the time;
- c. A financial contributor of record to St. Paul's, as determined by records of the Treasurer showing:
 - (i) a pledger who has made at least partial payment on a financial pledge to the annual operating budget of St. Paul's for the calendar year preceding the year in which the annual or special meeting is to be held; and
 - (ii) a pledge to make a financial payment to the annual operating budget of St. Paul's for the calendar year in which the annual or special meeting is to be held.

Those who have met the requirements under Section 1.a, b or d of this Article after January 1 of the year preceding the annual or special meeting will be exempt from the requirement of Section 1.c.(i);

- d. Enrolled in St. Paul's for at least sixty days prior to the annual or special meeting. Enrollment is established by:
 - (i) record that the individual was presented from St. Paul's for baptism, confirmation, or reception into the Episcopal Church;
 - (ii) transfer to St. Paul's; or
 - (iii) signification to the Secretary that he is a stated worshipper at St. Paul's wishing to be enrolled; and
- e. In compliance with the requirements of Section 1 of this Article thirty days prior to the date of the annual or special meeting, in accordance with Canon 25 of the Canons of the Diocese of Washington.

Sec. 2. Determination and posting of qualified voter lists. The Rector or Secretary, in consultation with the Treasurer, shall cause a provisional voter list to be posted (see Article 1, Section 1) with respect to an annual meeting. The Rector or Secretary, in consultation with the Treasurer, shall cause the final list of voters to be posted in a conspicuous place at least two weeks (including two Sundays) before the date of an annual meeting or special meeting.

Each parishioner is responsible for verifying the presence of his name on both the provisional list and the final list, and bringing questions to the attention of the Rector, the Secretary, or the Treasurer if there is any discrepancy. The Sunday "Order of Service" shall include a notice for at least three weeks after the provisional list has been posted concerning the importance of verification of the provisional list, and for both Sundays while the final list is posted. In addition, a copy of the by-law requirements for voting shall be posted along with the lists.

Sec. 3. Challenges. Those Vestry members present at an annual or special meeting shall judge the qualifications of voters and the election of the Vestry.

ARTICLE 3 – NOMINATIONS

Sec. 1. Nominating Committee. The Rector with the approval of the Vestry appoints a nominating committee at least 60 days prior to the date of the annual meeting. In the absence or disability of the Rector, the Senior Warden so appoints, with similar approval. The Nominating Committee consists of not less than five voters.

Sec. 2. Submission of Nominations. The Nominating Committee invites nominations for election to the Vestry from among qualified voters. The nominations sent to the Committee are accompanied by brief biographical sketches, a statement as to a prospective nominee's willingness to serve, and a signed copy of the Certification of Eligibility to Serve. The committee may seek additional nominations from among qualified voters. After determination of eligibility, in accord with Article 5, Section 3, the nominations of those eligible shall be presented at the annual meeting. The Rector causes the list of nominees to be published in a conspicuous place at least fourteen days prior to the annual meeting.

Sec. 3. Eligibility. The Nominating Committee shall submit the list of nominees to the Assistant Treasurer for Pledges. Those individuals who do not meet the requirements of Article 5, Section 3, shall be informed by the Assistant Treasurer for Pledges that they are not eligible. Any individual informed that he is not eligible shall have the opportunity to appeal to the Assistant Treasurer for Pledges for verification of his record. Further appeals shall be made to the Vestry for a final determination of eligibility.

Sec. 4. Nomination from the Floor. At the annual meeting after the Nominating Committee has reported, qualified voters may make additional nominations from the floor with the consent of the nominee. Individuals nominated from the floor must also meet the eligibility requirements of Article 5, Section 3. The intention of making such nominations must be conveyed to the Secretary at least 60 minutes before the start of the meeting, at which time the Certification form must also be submitted; he will, in turn, give these names to the Assistant Treasurer for Pledges. If the Assistant Treasurer finds that a prospective nominee does not meet the by-laws pledging requirements, he will inform that person. If a nominee contests that determination, he shall be allowed to stand for election subject to a final determination of his eligibility being made by the Vestry before the Organizational Meeting of the new Vestry. If an ineligible person is determined to have been elected, that election is void, and the new Vestry shall declare the elected person receiving the next highest number of votes at the meeting just concluded.

There may be no nominations from the floor of those previously determined to be ineligible.

ARTICLE 4 – QUORUM AND METHOD OF VOTING

Sec. 1. Quorum. Fifteen percent of the voters constitute a quorum at an annual or special meeting.

Sec. 2. Method of voting. A majority vote is necessary for election to office and for adoption of any resolution or motion, except as otherwise provided in these By-laws. A two-thirds vote is necessary for adoption, amendment, or repeal of these By-laws. After the presiding officer has reported the results of the ballot, if less than the requisite number of persons has been elected, an additional ballot is cast. On the second and any subsequent ballot the number of nominees is limited to twice the number of offices remaining to be filled by election, the reduction being made by deleting the names of those elected and of those receiving the least votes on the previous ballot. When one or more additional members of the Vestry are to be elected for less than a three-year term, the four nominees receiving the highest number of votes serve the full term, and those receiving the lesser votes serve the lesser term, provided that each has received a majority of the ballots cast. A nominee may withdraw his name at any time. After the presiding officer has reported the results of a second or subsequent ballot, if the election has not been completed, the voters present by a two-thirds vote may delete an additional name or names of those receiving the least number of votes on the previous ballot; provided, however, that the number of names remaining be at least one more than the number of vacancies remaining.

Sec. 3. Written Ballots. Elections are by written secret ballot. Neither proxy nor mail ballot is authorized.

Sec. 4. Tellers. The presiding officer appoints tellers.

Sec. 5. Challenges. Those Vestry members present at an annual or special meeting resolve a challenge as to these requirements.

ARTICLE 5 – THE VESTRY

Sec. 1. Duties. The Vestry is the agent and executive body of St. Paul's in all matters concerning its corporate property and the relation of the Parish to the Diocese of Washington and to its clergy. The Vestry consists of the Rector (as its chairman) and 12 members.

Sec. 2. Election. Four persons shall be elected to the Vestry at each annual meeting, each for a term of three years. Additional persons shall be elected at the annual meeting to fill any vacancies on the Vestry that have occurred in the time period since the last annual meeting, or to elect any successors for any positions that the Vestry has filled pursuant to Article 5, Section 4 of these By-laws. If a vacancy occurs after publication of notice of the annual meeting, the vacancy shall be filled at the annual meeting. Each person elected to the Vestry shall be ineligible for reelection for a period of one year following completion of his term, except that completion of a term of fewer than three years does not disqualify a Vestry member from reelection so long as his total term of consecutive service does not exceed four

years. Persons elected to the Vestry shall take office at the Vestry meeting on the Monday following the day of their election. A member of the Vestry continues in office until his successor takes office.

Sec. 3. Qualification. To be eligible for election to the Vestry, an individual must be: a qualified voter, as defined by Article 2, Section 1, who is 18 years of age or older.

Sec. 4. Vacancies. The Vestry may fill a vacancy on the Vestry from among those eligible to be elected to the Vestry pursuant to these By-laws as of the date of the last annual meeting. If the Vestry does not fill the vacancy prior to the next annual meeting, the vacancy will be filled by the election at the next annual meeting, and the term of the person elected shall be the remainder of the vacated term. If the Vestry does fill the vacancy prior to the next annual meeting, the term of the person appointed by the Vestry to fill the vacancy shall end at the Vestry meeting on the Monday following the next annual meeting. A successor to the person appointed by the Vestry to fill the vacancy shall be elected at the next annual meeting to serve the remainder of the vacated term, and the person appointed by the Vestry to fill the vacancy shall be eligible for election to serve the remainder of the vacated term, provided that he otherwise qualifies for election pursuant to Article 5, section 3 of these By-laws.

Sec. 5. Commissioning. Persons elected to the Vestry shall be commissioned in the presence of the congregation.

ARTICLE 6 – VESTRY MEETINGS

Sec. 1. Quorum. Six members of the Vestry constitute a quorum at a regular or special meeting.

Sec. 2. Frequency. The Vestry meets at least once in every three calendar months. At its first meeting following the annual parish meeting, the Vestry fixes the time of its regular meetings.

Sec. 3. Presiding Officer. The Rector presides over meetings of the Vestry and has the right to vote. In the absence or disability of the Rector, the Senior Warden, the Junior Warden, or a Vestryman elected by a majority of Vestry members present, in order of devolution, so functions. If the rectorship be vacant, the Bishop if present shall preside. In his absence or disability, the order of devolution is as stated above.

Sec. 4. Special Meetings. The Rector, Senior Warden or at least four members of the Vestry are empowered to call a special meeting of the Vestry upon due notice of not less than three days. The requirement of three days notice may be shortened by a majority of the voting members of the whole Vestry at any meeting.

Sec. 5. Roberts Rules. Except as otherwise provided by civil or canon law, Vestry meetings are conducted in accordance with the most recent edition of Roberts Rules of Order Newly Revised.

ARTICLE 7 – THE WARDENS

Sec. 1. Election. At the first meeting of the Vestry following the annual meeting, the Vestry elects by a majority of its members the Senior Warden and the Junior Warden from among its members for a term of one year each. The Vestry may fill a vacancy in either office.

Sec. 2. Duties. The duties of the Wardens are those specified by civil and canon law.

ARTICLE 8 – TREASURER

Sec. 1. Election. The Vestry elects a voter to serve as Treasurer for a term of one year. The Vestry fills a vacancy. If the individual elected is not a member of the Vestry, he has a seat and voice thereon without vote. No person elected Treasurer may serve more than six consecutive one-year terms.

Sec. 2. Custody. The Treasurer has custody of funds of St. Paul's and receives and disburses its monies. He maintains accounts in conformity with methods prescribed by the Executive Council of the Episcopal Church. He collaborates with the Rector in preparing an annual parochial report.

Sec. 3. Audit. The Vestry causes to be made an annual audit of the Treasurer's accounts by a qualified person neither a member of the Vestry nor a compensated employee of St. Paul's. The Rector causes the audit report to be sent to the Bishop as required by the canons. The report covers the accounts of the previous year.

Sec. 4. Assistant Treasurers. The Vestry may appoint one or more assistant treasurers. The Treasurer and the assistant treasurers are bonded under such terms and conditions as the Vestry deems appropriate.

ARTICLE 9 – SECRETARY OF THE VESTRY

Sec. 1. Election. The Vestry elects a voter to serve as Secretary (or Clerk) for a term of one year. The Vestry fills a vacancy. If the Secretary is not a member of the Vestry, he has a seat and a voice thereon without vote. No person elected Secretary may serve more than six consecutive one-year terms.

Sec. 2. Records. The Secretary maintains and disseminates records of meetings of the Vestry; submits election reports, notification of changes of address of members of the Vestry, and of appointments and separation of the clergy; and performs such additional duties as are required or suggested by canon law and customary practice.

ARTICLE 10 – VESTRY COMMITTEES

Sec. 1. Executive Committee. The Executive Committee consists of the Rector, Wardens and Parochial Vicar and is empowered to act between meetings of the Vestry, subject to

review by the Vestry at the next meeting thereof. The Executive Committee is not empowered to relieve the Vestry of any lawful responsibility whether civil or canonical.

Sec. 2. Standing Committees. The Vestry may establish such standing committees as it deems appropriate. At least one member of the Vestry is a member of any such committee. The Rector appoints the members of any such committee with approval of the Vestry.

Sec. 3. Ad hoc Committees. The Vestry may establish ad hoc committees under the same terms and conditions as are applicable to standing committees, except that the term of an ad hoc committee, unless contracted or extended by the Vestry, expires at the adjournment of the next annual meeting.

Sec. 4. Records. Committees and parish organizations shall maintain written records of their proceedings and shall make periodic reports to the Vestry.

ARTICLE 11 – LAY DELEGATES AND ALTERNATES

Sec. 1. Election. At its regular meeting in September (or another date such that timely certification to the Secretary of Diocesan Convention is assured), the Vestry shall elect the lay delegates and alternates to Diocesan Convention in the number to which the parish is entitled under the constitution and canons. For the 1994 election of delegates and alternates, the Vestry elected two delegates and two alternates for a two-year term each, and two delegates and alternates for a one-year term each. Thereafter, in future elections, delegates and alternates shall be elected for a two-year term. Delegates and alternates shall serve the length of their terms from the Diocesan Convention following their election and retain membership until the annual meeting of the Convention in the year in which their terms expire, and shall be entitled to attend all adjourned and special meetings, unless otherwise determined by the Vestry. In the absence or disability of any lay delegates, the Secretary (or the Rector or a warden) certifies an alternate to the annual Diocesan Convention, as well as to adjourned and special conventions.

Sec. 2. Qualification. Any qualified voter of the parish is eligible for election as delegate or alternate.

ARTICLE 12 – RECTOR AND ASSISTANT MINISTERS

Sec. 1. Vacancy. Upon the vacancy of the Rectorship, the Senior Warden or Junior Warden shall notify the Bishop of the vacancy and of any parish and Vestry meetings. After consultation with the Bishop and in conformity with canon law, the Vestry shall elect a Rector when the rectorship becomes vacant.

Sec. 2. Assistant Ministers. The Rector may nominate, and the Vestry may elect, one or more assistant ministers after consultation with the Bishop and in conformity with canon law.

Sec. 3. Agreements. Agreements entered into by the Vestry with the Rector and other ministers shall be in compliance with canonical requirements of the diocese.

ARTICLE 13 – AMENDMENTS

Sec. 1. Vote Requirements. The voters at an annual or special meeting may amend or repeal these By-laws by two-thirds vote, provided that written notice of a proposed amendment or motion to repeal shall have been posted in a conspicuous place at least 30 days prior to said annual or special meeting. The Vestry, or ten or more voters, may propose an amendment to these Bylaws. Proposed amendments are sent to the Rector or, in his absence or disability, to the Senior Warden.

Sec. 2. Numbering. A new by-law not replacing a concurrently repealed by-law shall be numbered to follow Article 14.

ARTICLE 14 – USE OF WORDS

Sec. 1. Use of Words. As appropriate, use of words herein is to be taken as singular or plural, masculine or feminine. Verbs in the indicative are construed as directions where appropriate.

Sec. 2. Majority. Except to the extent otherwise provided in these By-laws, each requirement of a vote at an annual meeting, or special meeting, or a meeting of the Vestry means a majority of those present. In every case, the percentage of persons voting refers to those voters actually voting on a particular vote.