

BYLAWS OF ST. PAUL'S EPISCOPAL CHURCH
BREMERTON, WASHINGTON

ARTICLE I

DEFINITION OF TERMS

Section 1. Whenever the term "parish" is used, it shall mean, as the context may in each instance require, either the corporation's legal entity, or the membership of the corporation, or such geographical area as may be determined from time to time by the ecclesiastical authority of the Diocese of Olympia of the Episcopal Church as St. Paul's Episcopal Church, Bremerton, Washington.

Section 2. Wherever the term "vestry" is used, it shall be deemed synonymous with and shall be taken to mean the managing board of this corporation.

Section 3. The corporation may be referred to for brevity as "St. Paul's Episcopal Church," however, its full corporate name shall be used in all legal documents.

ARTICLE II

PARISH MEETINGS

Section 1. Each year after due notice publicly given at the regular services of St. Paul's Episcopal Church on the two Sundays preceding, there shall be held the annual meeting of the parish for the election of a vestry and for the transaction of such business as may properly come before the meeting. During times of pandemic, or other national emergencies, electronic means of communication may be used for this meeting, providing all participants are able to hear one another. This meeting shall be held at any time between the annual meeting of Diocesan Convention and the last day of February following.

Section 2. Special meetings of the parish may be called by the Rector, or by the vestry if there is no Rector, and shall be called by the Rector upon a written request signed by the majority of the vestry. Notice of any special meeting of the parish shall be given at the regular service of St. Paul's Episcopal Church on each of the two Sundays preceding the day appointed for the special meeting. Such notice shall state the purpose of the meeting.

Section 3. At all parish meetings, the Rector, or if there be none or if s/he is absent, the Senior Warden or Junior Warden, in that order, shall preside, unless the Rector delegates this responsibility to a warden, and the Clerk of the vestry shall act as the Clerk of the meeting.

Section 4. All parish meetings shall be held at such place within the geographical limits of the parish as shall be designated in the notice of meeting given as aforesaid.

Section 5. A quorum at all parish meetings shall consist of at least two-thirds of recorded average ASA (Annual Sunday Attendance for the preceding year) qualified electors of the parish.

Section 6. QUALIFICATIONS OF VOTERS. At all parish meetings, whether annual or special, the right to vote shall be limited to adult communicants in good standing in the parish alone who:

- a. Are not less than sixteen (16) years of age,
- b. Have baptisms duly recorded in the parish,
- c. are faithful in corporate worship and have received the Sacrament of Holy Communion in this Church at least three times during the preceding 12 months (unless good cause prevented). It is

expected that all adult members of this Church will have made a mature public affirmation of their faith in accordance with Diocesan Canon 20.1.A, and

- d. are recorded contributors to the support of the church with money or with personal service, as determined by the Rector. Before any vote is taken, the presiding officer shall state to the persons the foregoing qualifications of voters. The Rector and the wardens shall be judges of the qualifications of voters. If a warden is absent, the presiding officer may appoint a member of the vestry to act in place of a warden. The judges of the election shall not permit an unqualified person to vote.

Section 7. ORDER OF BUSINESS. Unless otherwise provided by by-law or resolution, the presiding officer shall control the order of business. The presiding officer may appoint tellers and other assistants. In any meeting to elect vestry members or convention delegates, the right to nominate candidates from the meeting floor shall not be abridged or denied.

ARTICLE III OFFICERS

Section 1. The officers of the corporation shall consist of a President, a Senior Warden, one or more Junior Wardens, a Clerk and a Treasurer. The Rector of the parish, or the Minister in charge, shall be President of the corporation and ex-officio a member of the vestry with presiding authority that may be delegated to a warden. The wardens shall be members of the vestry and adult communicants in good standing of St. Paul's Episcopal Church. They shall be known as the Senior Warden and the Junior Wardens or Co-Wardens. The Senior Warden shall be appointed by the Rector, and the Junior Wardens shall be elected by the vestry. In case the Parish be without a Rector, the wardens shall be elected by the vestry. The Clerk, the Treasurer and the Chancellor need not be members of the vestry but shall be qualified electors of the parish and shall be elected by the vestry. All officers of the corporation, except the President, shall hold office until the first meeting of the vestry after the next annual meeting of the parish following their election, and until their successors are elected.

Section 2. The officers of the corporation shall have the usual duties incident to their respective offices and such other duties as are provided in the Constitution, Canons, Usages and Practices of The Episcopal Church and of the Diocese of Olympia.

ARTICLE IV COMPOSITION AND DUTIES OF THE VESTRY AND OFFICERS

Section 1. The vestry shall consist of the Rector and not less than six (6) nor more than fifteen (15) persons elected by the parish at the annual meeting of the parish or at a special meeting called for that purpose. Within these limits the parish, by majority vote, may fix or change the total number elected annually at the annual meeting or a special meeting called for that purpose. Adult communicants in good standing in the parish shall alone be eligible to serve on the vestry.

Section 2. The qualified electors of the parish shall each year choose by ballot one-third (1/3) of the whole number of the vestry members to serve for three (3) years and until the election of their successors. No member of the vestry who is elected and serves a full three-year term shall be eligible for re-election to the vestry until one (1) year after the expiration of the term for which he or she was elected.

Section 3. The vestry may, at a meeting duly called, fill a vacancy in its own membership. The member duly elected shall fill the complete unexpired term of any vestry member whose position is vacated.

Section 4. At the annual meeting of the parish each year, vestry members shall be elected to fill the place of the vestry members whose terms expire at that time.

Section 5. All vestry members shall serve until the expiration of the term for which they are elected and until the election of their successors.

Section 6. DUTIES OF THE VESTRY.

a. The vestry shall have the duty to:

- i. Be helpful to the Rector;
- ii. Employ and fix the compensation of all employees of the parish, provided that no person shall be employed or retained except by and with the approval of the Rector;
- iii. Provide compensation for the Rector as set by Diocesan standards. Compensation shall be agreed upon by the vestry and Rector for employees of the parish;
- iv. Elect and call a Rector after consultation with the Bishop, in case of a vacancy, provided that prior to the election the vestry shall inform the Bishop of the name and residence of the person they propose to elect. If a nominee is not taken from those recommended by the Bishop, the name of the clergy proposed as a nominee shall be made known to the Bishop who shall respond in writing or by conference with the vestry before the election. The vestry must consider such response before proceeding with an election. No election shall be valid unless and until the Bishop has filed with the vestry a statement that the person nominated is a fit and qualified priest of the church, and the nomination is approved;
- v. Have charge, care, and management of all property and temporal affairs of the parish;
- vi. Supervise collection, control, and disbursement of all moneys contributed or due to the parish corporation;
- vii. Keep all buildings, structures, and tangible property of the parish adequately insured against loss;
- viii. See to it that all treasurers and custodians of funds (other than the banking institutions) obtained, contributed, held, or accumulated for the benefit of the parish, or of any of its activities, shall be adequately bonded;
- ix. See to it that all treasurers and custodians of funds maintain records sufficient to enable proper accounting and audits;
- x. Deposit all trust funds, permanent funds and all securities, which come under their control, with a national bank, a state bank, the Executive Council pursuant to Canon 1, Section 6 of Title I, or some other custodian approved by the Finance Committee of the diocese, under a suitable arrangement requiring not less than two signatures upon all checks and orders for withdrawals;
- xi. Manage trust funds and income there from strictly in accordance with the lawful express requirements of the instruments creating the trust;
- xii. Sell and convey unneeded personal property of the parish when deemed for the best interest of the parish to do so;
- xiii. Pursuant to a vote of the congregation at a meeting duly called, to sell and convey real estate of the parish, when deemed for the best interest of the parish to do so, but only pursuant to written consent of the Bishop and the Standing Committee first obtained;

b. Acting within the limitations upon debt contained in Diocesan Canon 13 and in compliance with the requirements of that Canon, the vestry shall

- i. Cause necessary repairs to be made upon parish property; and
- ii. Purchase necessary furnishing and equipment; and

- iii. Mortgage real estate when deemed for the best interest of the parish to do so, but only pursuant to written consent of the Bishop and the Standing Committee first obtained; and
- iv. Acquire appropriate real estate, and on real estate held in fee simple by the parish pursuant to consent of the congregation given at the parish meeting duly called and held, to take down and remove or alter existing buildings, and to erect, construct, or reconstruct, a church building, chapel, rectory, and/or parish house. This subsection shall not be held to apply to alterations which do not involve major structural changes to the buildings in question.

c. The foregoing duties of the vestry shall always be subject to the authority of the Rector to direct the spiritual activities of the congregation, subject to the Bishop or other person acting as the Ecclesiastical Authority, to Canon Law and to the Rector's right to possession, use, and control of the property of the parish as provided by the Canons of the Episcopal Church.

Section 8. DUTIES OF THE OFFICERS OF THE VESTRY

Wardens. In case the congregation be without a Rector, or in the absence of the Rector, the wardens shall preside at meetings of the congregation and the vestry and shall provide public worship as circumstances shall permit.

Secretary/Clerk. The secretary/clerk shall keep correct minutes properly bound of all meetings of the vestry and of the congregation and shall sign the same and deliver the same to her/his successor. The records of the congregation and the vestry at all times shall be safely and permanently kept open to inspection by the Bishop, the Rector, and all qualified voters of the congregation. The secretary/clerk shall see to it that proper timely notice is given of all meetings of the vestry and of the congregation.

Treasurer. The treasurer shall receive and keep safe all moneys of the parish and shall make disbursements only upon order of the vestry. The treasurer shall obtain and keep on file proper receipts and vouchers covering all disbursements and shall maintain proper accounts covering all funds and, whenever requested, all receipts and disbursements and the condition of the parish finances. The treasurer shall make a like report to the annual meeting. The treasurer shall give bond for the faithful performance of her/his duties. The treasurer's records shall be open to inspection by the Bishop and shall be properly delivered to the treasurer's successor in office.

Section 9. Responsibility of attendance. All vestry members should attend each called vestry meeting. If, however, a vestry member is unable to attend a vestry meeting, s/he will contact the Senior warden.

Section 10. Members of the congregation may attend any vestry meeting of the parish and may be granted voice upon recognition by the chairperson. By a simple majority vote, the vestry may go into "executive session" at which time all visitors shall be asked to leave.

All communications to the vestry from members of the congregation shall be read or made known by the secretary and acted upon. Minutes of the last vestry meeting shall be posted on the bulletin board in the narthex and shall be made available to any member of the parish upon request.

Section 11. No later than three (3) weeks prior to the annual meeting of the parish, the members of the vestry shall nominate for election to the vestry qualified persons at least equal in number to the number of vestry members to be elected. The names of such nominees shall be contained in the notice

of the meeting required to be given. In the event that terms of different length are to be filled, the persons receiving the highest number of votes shall be elected to the longer terms.

- a. Section 12. In the event any vestry member is absent from a total of three duly called vestry meetings during his or her term without prior consent and excuse granted by the Rector, then in that event, that vestry member's term may be terminated upon passing of a motion by the majority of the vestry.

ARTICLE V

VESTRY MEETINGS

Section 1. Following the annual meeting of the parish, the vestry shall meet within a reasonable time thereafter, but in any event no more than sixty (60) days after the annual meeting of the parish and shall hereupon elect the officers whom they are required to elect by these Bylaws.

Section 2. A regular monthly meeting of the vestry shall be held on the day and in the place designated by the Rector.

Section 3. Special meetings of the vestry may be called by the Rector or by the Senior Warden, or if there is no Rector, upon a written request signed by the majority of the vestry. Notice of any special meeting of the vestry shall be given either orally or in writing at least twenty-four (24) hours prior to such vestry meeting; provided, however, that a special meeting of the vestry may lawfully be held without notice thereof being given whenever all the members of the vestry are present.

Section 4. A quorum at any meeting of the vestry shall consist of a majority of the members.

ARTICLE VI

ACCEDING TO GENERAL CONVENTION AND DIOCESAN AUTHORITY

The corporation accedes to and agrees to be bound by and comply with the Constitution, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites and Usages of the Episcopal Church and of the Diocese of Olympia.

ARTICLE VII

PROCEDURE

Where any matter of procedure is not covered by the Bylaws, or by the Constitution or Canons of the Diocese of Olympia, Robert's Rules of Order shall govern at any meeting of the parish or vestry.

ARTICLE VIII

FISCAL YEAR AUDITS AND INSURANCE

Section 1. Fiscal Year. The fiscal year of the diocese and of every congregation and affiliated or subsidiary organization thereof shall be the calendar year beginning January 1 and ending December 31, both inclusive.

Section 2. Audits. As soon as may be, after the close of each fiscal year, the accounts and business records of the parish shall be audited and reviewed by an independent Certified Public Accountant, or Independent Licensed Public Accountant, or such other audit committee as shall be authorized by the Finance Committee of the Diocese. Such audits and reviews shall follow all applicable guidelines established by the Joint Finance Panel per Diocesan Canon 12.1.e.

Section 3. Insurance. All buildings and tangible personal property shall be insured and the insurance shall be considered adequate if it covers reasonable replacement value of the structures and protects against perils of fire and physical loss or damage including theft, vandalism, collapse, flood and windstorm.

ARTICLE IX AMENDMENTS

Section 1. These Bylaws may be amended by the members of the parish at any annual meeting of the parish, or at any special meeting called for that purpose at which a quorum is present, by the majority vote of those present, provided that notice of the intent to so amend the Bylaws shall be contained in the notice of the meeting otherwise required to be given.

Section 2. These Bylaws may be amended by the vestry at any regular meeting or at any special meeting, provided notice of the intention to so amend the Bylaws shall have been contained in the notice of the meeting, and such amendment may be by the affirmative vote of the majority of the members of the vestry present, subject to the power of the members of the parish to change or repeal such Bylaws. Notice that such amendment has been enacted by the vestry, and that the parish has the power to change or repeal such amendment, shall be given the parish by announcing the same at the regular principal service of St. Paul's Episcopal Church at least once within the twenty (20) days immediately following such amendment of the Bylaws by the vestry.

ADOPTED:

Clerk of the vestry

Further Rules of Order in the Face of Pandemic

I. Preamble

1. Supersede Regular Rules. These Supplemental Special Rules of Order for Virtual Attendance at the Annual Meeting (hereinafter, "these Rules") shall supersede the regular bylaws regarding the holding of annual meetings of the parish, and to the extent they are in conflict with the regular bylaws, these Rules shall prevail.
2. Purpose. The purpose of these Rules is to facilitate the calling and annual meeting of the parish during the Covid-19 Pandemic, since governmental restraints make it impossible to hold a face-to-face physical meeting of the parish.
3. Interpretation of Certain Constitutional and Canonical Terms. For purposes of annual meetings governed by these Rules, these terms shall have the following interpretation:
4. "Annual Meeting": The meeting of clergy and laity of St. Paul's Parish, Bremerton, conducted wholly or in part via remote electronic participation by its members.
5. "seat": The ability to participate in the annual meeting via electronic connection.
6. "voice": The right to make oral statements during the annual meeting.
7. "vote": The right to cast an oral voice or electronic poll vote or file an electronic ballot during the annual meeting.

II. Connection Information

1. The meeting will be held via zoom. The zoom link and password will be set forth in the

Sunday bulletin for the two Sundays prior to the Sunday of the Annual Meeting. The Secretary will also send a link to the zoom meeting to every member of the Parish who has provided an email address.

III. Opening of Meeting and Quorum

1. Login Time. The Secretary shall schedule the Zoom meeting service to begin at least 10 minutes before the start of each meeting.
2. Signing in and out. Members shall identify themselves as required to sign in to the Internet meeting service and shall maintain Internet and audio access throughout the meeting whenever present but shall sign out upon any departure before adjournment.
3. Quorum. Consistent with the Bylaws and Canon 36.3.2, those present at the zoom meeting shall constitute a quorum for the transaction of business of the parish.

IV. Conduct of Meeting

1. Technical requirements and malfunctions. Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
2. Forced disconnections. The Rector may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The Rector's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.
3. Assignment of the floor. To seek recognition by the Rector, a member shall use the Zoom "raise hand" request and await recognition. Once the pending action is completed, the Rector shall clear the online queue.
4. Interrupting a member. A member who intends to make a motion or request that under the rules may interrupt a speaker shall use the Zoom Chat feature for so indicating and shall thereafter wait a reasonable time for the Rector's instructions before attempting to interrupt the speaker by voice.
5. To make a motion, a member shall use zoom to "raise hand" request and await recognition. Upon being recognized, the member shall unmute and state the motion. The member may confirm the wording of the motion by use of the chat feature. Once made, the rector shall allow for debate and vote.

V. Floor Nominations and Voting

1. Nominations from the Floor. Any persons who have not been nominated in advance of the Annual Meeting may self-nominate or be nominated by others, by use of the Chat feature. Anyone so nominated shall confirm their willingness to serve.
2. Voting. Votes not requiring ballots may be taken by the Zoom polling feature. Other votes, including balloting for elections, shall be taken by the anonymous voting feature of the Internet voting service, using members' assigned Voter ID code. Results of votes may be reported to the Rector by the Chair of the Balloting Committee or the Secretary.

Voted on by the Vestry of St. Paul's Episcopal Church 1/27/21 and 1/15/24

VI. Meetings Held Electronically.

1. Guidelines for Vestry meetings. Except as otherwise provided in these bylaws, meetings of the vestry shall be conducted through use of Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the vestry shall be subject to all rules adopted by the vestry, or by the Diocese, to govern them, which may include any reasonable limitations on, and requirements for vestry members' participation. Any such rules adopted by the vestry shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Diocese. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

2. Meetings Held in Person. Some particular meeting or meetings of the vestry shall be held in person either (a) when the President or Senior Warden has obtained written consent for this from every vestry member, or (b) when ordered by the vestry, by a two-thirds vote with previous notice of a motion to do so having been given.

3. Rules for Electronic Meetings

- a. Login information. The Secretary shall send by e-mail to every member of the vestry, at least [time] before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone. The Secretary shall also include a copy of, or a link to, these rules.
- b. Login time. The Secretary shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.
- c. Signing in and out. Members shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet and audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment.
- d. Quorum calls. The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
- e. Technical requirements and malfunctions. Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
- f. Forced disconnections. The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.
- g. Assignment of the floor. To seek recognition by the chair, a member shall use zoom "raise their hand" feature.

Upon assigning the floor to a member, the chair shall clear the online queue of members who had been seeking recognition. To claim preference in recognition, another member who had been seeking

recognition may promptly seek recognition again, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.

- h. Interrupting a member. A member who intends to make a motion or request that under the rules may interrupt a speaker shall use the zoom “raise hand” feature for so indicating, and shall thereafter wait a reasonable time for the chair’s instructions before attempting to interrupt the speaker by voice.
- i. Motions submitted in writing. A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the chat feature, preceded by the member’s name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., “SMITH 3:”; “FRANCES JONES 2:”). Use of the online area designated by the Secretary for this purpose shall be restricted to posting the text of intended motions.
- j. Display of motions. The Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Secretary, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
- k. Voting. Votes shall be taken by the anonymous voting feature of the Internet meeting service, unless a different method is ordered by the vestry or required by the rules. When required or ordered, other permissible methods of voting are by electronic roll call or by audible roll call. The chair’s announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.
- l. Video display. [For groups using video, but in which the number of participants is too large for all to be displayed simultaneously:] The chair, the Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting and shall also cause display of the video of the member currently recognized to speak or report.

ADOPTED:

Clerk of the Vestry