

St. Paul's Episcopal Church
Southington, Connecticut
By-Laws of the Parish
Approved January 29, 2023

Herein are the By-Laws of the Parish of St. Paul's Episcopal Church in Southington, Connecticut. St. Paul's is also governed by the Canons and Constitution of the Episcopal Church USA, the canons of the Episcopal Church in Connecticut, and the laws of the state of Connecticut.

More information is available here: <https://www.stpaulct.org/governance>.

ARTICLE I: MEETINGS

Section 1: Annual and Special Parish Meetings

a. Scheduling and Notification of Meetings

1. There shall be an Annual Meeting of the members of this Parish, St. Paul's Episcopal Church, Southington, Connecticut, on a date after January 1st but prior to the end of June, such date to be appointed by vote of the Vestry at its November meeting, for the purpose of electing the Wardens, Clerk, Treasurer, Assistant Treasurer(s), Delegate(s), and Vestry members, and transacting such other business as may legally come before such a meeting.
2. Special Parish Meetings may be called by the Rector/Priest-in-Charge, by the Wardens, by vote of the Vestry, or by written request of 10% of the voting members of the Parish.
3. Warnings of the Annual or Special Parish Meetings shall be signed by the Clerk, or the Wardens, and shall be posted at the doors of the Church and Parish House two weeks prior to the meeting, or a letter of notification shall be sent by the Clerk to every member of the Parish, no later than one week before the scheduled time of the meeting.
4. Warnings of all Special Parish Meetings shall contain a "statement of purpose" for which the meeting is called.
5. Of the members of the Parish only those shall be entitled to vote at any Parish meeting who shall be adult communicants and who for at least six months prior to that meeting shall have been faithful attendants at the services of the Church in the Parish, unless for good cause prevented, faithful contributors to its support, and faithful in working, praying, and giving for the spread of the Kingdom of God; these facts to be determined in each case by the Vestry in accordance with the provisions of the Canons of the Diocese of Connecticut.

b. Rules of Order

1. Parliamentary Procedures outlined in Robert's Rules of Order shall govern any question not covered herein.
2. Order of Business at the Annual Meeting:
 - i. Invocation
 - ii. Presentation/adoption of the roll of voting members
 - iii. Minutes of immediate past Annual Parish Meeting
 - iv. Report of the Rector/Priest-in-Charge
 - v. Report of the Wardens
 - vi. Report of the Treasurer
 - vii. Standing Committee Reports
 - viii. Other Committee Reports
 - ix. Election of Wardens, Clerk, Treasurer, Assistant Treasurer(s), and Vestry Members
 - x. Election of Delegate(s)/alternate to Diocesan Convention
 - xi. Election of St. Paul's Housing Corporation Member(s) (Wheeler Village)
 - xii. Appointment of independent Auditor
 - xiii. Appointments to Standing Committees
 - xiv. Old Business (if any)
 - xv. New Business Proper to Come Before the Meeting
 - xvi. Benediction
3. Order of Business at a Special Meeting of the Parish:
 - i. Invocation
 - ii. Minutes of Previous Special Meeting (if pertinent to the Warning)
 - iii. Items of Business Contained in the Warning
 - iv. Old Business (if pertinent to the Warning)
 - v. New Business proper to come before the meeting
 - vi. Benediction

Section 2: Vestry Meetings

- a. Meetings of the vestry shall be held monthly during the program year unless otherwise specified by the vestry. The date of the monthly Vestry meeting shall be announced in weekly communications to members of the parish. These meetings shall be open to all members of the parish and invited guests.
- b. A quorum of the vestry is constituted by 50% of the current officers and 50% of the rest of the vestry.
- c. The vestry has reached consensus when more than 50% of a gathered quorum of vestry members agrees.
- d. The order of business at Vestry meetings shall include, but need not be limited to, a Visitor's Forum, approval of previous meeting minutes, reports from the

Rector/Priest-in-Charge, Wardens, and Treasurer, and any old or new business fit to bring before such meeting.

- e. In the event of an emergency requiring immediate action by the Vestry, the Rector/Priest-in-Charge or designee shall notify all members of the need for a Special Vestry Meeting. If a quorum of the Vestry cannot be achieved, the vote of those assembled shall be valid until the next regular Vestry meeting when the decision reached at the special meeting can be ratified or modified.
- f. The vestry may conduct an electronic vote in between meetings when necessary.

Section 3: Quorum and Ballot

- a. A quorum at any Annual or Special Parish Meeting shall be constituted by one third of voting members, or 25 voting members, whichever number is lower.
- b. A quorum for the transaction of business by the Vestry shall consist of six persons, at least two of whom are officers and three of whom are vestry members. For the purposes of this section, officers are defined to be the Rector/Priest-in-Charge, Senior Warden, Junior Warden, Treasurer, and Clerk. vestry members are those whose election is provided for in Article II, Section 5.
- c. Except as may otherwise be provided herein or by Canon, all questions shall be decided by a majority vote of those present. All voting must happen during the meeting, and no person may vote by proxy.
- d. Nominations from the floor require consent of the nominated. Voting on questions shall be by voice vote, or a show of hands at the discretion of the Chair, provided that upon the demand of five members, voting shall be by written ballot.
- e. Elections shall be by written ballot, provided that in the event there is one candidate or slate of candidates presented, the Clerk may be directed by unanimous vote to cast one ballot for such candidate or slate.
- f. If a member leaves one or more choices blank on a ballot containing more than one office to be filled, the blank spaces in no way affect the validity of the spaces filled, and each of these votes shall be certified for one legal vote. Totally blank votes are null and void.
- g. Candidates receiving a plurality on the first election shall be declared elected. In an election with two candidates, in the event of a tie in the first ballot, successive ballots shall be taken, until a plurality is achieved. In an election with three or more candidates, in the event of a tie between two or more persons for the greatest number of votes in the first ballot, successive ballots shall be taken, voting only for the persons who are tied, until a plurality is achieved.

ARTICLE II: ELECTIONS

Section 1: The Rector/Priest-in-Charge

- a. The Rector/Priest-in-Charge shall be elected and Called in accordance with the General and Diocesan Canons.

Section 2: Nominees

- a. In order to be eligible for nomination to any office, prospective nominees must have expressed a willingness to serve and must fulfill the obligation of faithful membership as outlined in I.a.5.

Section 3: Officers of the Vestry

- a. The officers of the vestry are constituted of: Senior and Junior Wardens, Clerk, and Treasurer.
- b. They shall be elected by separate ballot at the Annual Parish Meeting.
- c. The officers shall hold office for one year or until their successors are qualified and elected. The above officers shall not serve more than five consecutive terms in the same office, except during the vacancy of the Office of Rector/Priest-in-Charge. A Warden will be ineligible for the same office for one year after said term has expired.

Section 4: Assistant Treasurer(s)

- a. The Assistant Treasurer(s) shall be elected by separate ballot at the Annual Parish Meeting.
- b. They shall hold office for one year or until a successor is qualified and elected. The Assistant Treasurer(s) may be elected for succeeding terms without stated limitations.

Section 5: Vestry members

- a. Vestry members shall be elected by ballot at the Annual Parish Meeting to serve a three year term, two vestry members being elected each year.
- b. One Youth Vestry Member, nominated by the youth of the parish, may be elected by ballot at the Annual Meeting to serve for a one year term. The term for the Youth Vestry Member shall be August through July, beginning in the August following the Annual Meeting. The Youth Vestry Member must be between 16 and 19 years of age and may serve up to three consecutive one-year terms. A Youth Vestry Member who has served three consecutive one-year terms is ineligible for re-election for one year after said term has ended.

Section 6: Delegates and Alternates to the Diocesan Convention

- a. Two Delegates and a First and a Second Alternate shall be elected by ballot from the communicants of the Parish at its Annual Parish Meeting to serve for a one-year term. Delegates and Alternates may serve up to three consecutive one-year terms and are ineligible for the same office for one year after said term has expired. Delegates who have been elected to fill an unexpired term.

Section 7: Vacancies

- a. Any vacancy in any office during the course of the year, with the exception of the Wardens, may be filled by appointment of the Vestry until the next annual meeting.
- b. A vacancy in the position of either Warden shall be filled at the next Annual Meeting or a Special Parish Meeting called for that purpose.

ARTICLE III: DUTIES

Section 1: The Rector/Priest-in-Charge

- a. The control of worship and spiritual jurisdiction of the Parish are vested in the Office of the Rector/Priest-in-Charge, subject to the Rubrics of the Book of Common Prayer, the Canons of both the Church and the Diocese of Connecticut, and the godly counsel of the Bishop of Connecticut.
- b. The Rector/Priest-in-Charge shall cause to happen a Mutual Ministry Review to be held with the Vestry. This Mutual Ministry Review shall provide the Vestry and the Rector/Priest-in-Charge an opportunity to evaluate how the Parish is doing, to celebrate what has been done well and to understand what might be done better. The intent of this Mutual Ministry Review will be to nurture environments where responsibilities of all are discussed and reviewed on an annual basis.

Section 2: Wardens

- a. The Wardens shall see that the Services of the Church are maintained, and in the absence of the Rector/Priest-in-Charge, shall secure the services of supply clergy or duly licensed lay readers for this purpose. In the absence of the Rector/Priest-in-Charge, the Senior Warden or the Junior Warden shall preside at the Annual or Special Parish Meetings and meetings of the vestry, the Senior Warden having precedence.
- b. When the Rector/Priest-in-Charge's position becomes vacant, the Wardens shall notify the Bishop of Connecticut or the Ecclesiastical Authority of the Diocese of such vacancy. It shall be the duty of the Wardens to lead the congregation, ensuring that the worship, program and pastoral care needs are met; that the selection process of a new Rector/Priest-in-Charge is established; and that employee relations and communication with the Diocese are maintained.
- c. Together, the Senior and Junior Wardens shall:

- i. Assist the Rector/Priest-in-Charge in providing leadership in the Vestry to identify the vision, mission, and goals of the Parish, establishing and implementing plans, assessing programs, and celebrating achievements;
- ii. Provide leadership in the Parish by seeking to solve problems, recognizing accomplishments, giving thanks and furthering the mission of the Church;
- iii. Establish and implement plans, assess programs, and celebrate achievements;
- iv. And meet together regularly with the Rector/Priest-in-Charge.

Section 3: Clerk

- a. The Parish Clerk shall:
 - i. Be the Clerk of the Vestry;
 - ii. Make and preserve a full record of the proceedings of the Annual and Special Parish Meetings and Vestry meetings;
 - iii. Under the supervision of the Rector/Priest-in-Charge and the Vestry, keep an accurate roll of the membership of the Parish and of those entitled to vote;
 - iv. Present such roll of members-in-good-standing at every Annual or Special Parish meeting, and be custodian of files, records, and other archives of the Parish;
 - v. And prepare, sign, and maintain documents as required.

Section 4: Treasurer

- a. The Treasurer shall:
 - i. Oversee the collection, counting and deposit of all contributions to the Parish;
 - ii. Oversee all accounts maintained by any organization that is a part of this Parish, and ensure they follow established accounting procedures and appropriate safeguards;
 - iii. Ensure all bills are paid in a timely fashion;
 - iv. Ensure adequate insurance is maintained on all real and tangible property;
 - v. Determine books and accounts of the Parish are in accordance with standard accounting procedure and meet the requirements of the Canons;
 - vi. Ensure the Parish's financial operations are in accordance with National and Diocesan Canons, the By-Laws, and state and federal laws;
 - vii. Ensure that the deeds and other instruments of ownership are established and maintained in the manner prescribed by Canon and civil law;
 - viii. Meet regularly with the Rector/Priest-in-Charge and Wardens for planning and evaluation;
 - ix. Assist in the development of budgets;
 - x. And submit a financial report to the Vestry each month, September through June, and a yearly financial report to the Vestry, Parish, and Diocese.
- b. An audit shall be conducted by the selected CPA upon the election of a new Treasurer.

Section 5: Assistant Treasurer

- a. The Assistant Treasurer(s) shall:
 - i. Perform such duties as directed by the Treasurer;
 - ii. And not be entitled to vote at meetings of the Vestry.

Section 6: Delegates and Alternates

- a. Delegates shall:
 - i. Represent the Parish at meetings of the Diocesan Convention;
 - ii. Attend the Vestry meetings immediately prior to and following the Diocesan Convention to report on issues and results;
 - iii. And inform the parish regarding relevant resolutions at Diocesan Convention.
- b. The Alternate(s) shall be expected to serve as Delegate(s) if a Delegate is unable to fulfill the elected term.

Section 7: Vestry Members

- a. Vestry Members shall:
 - i. Attend and participate in Vestry meetings, representing the best interests of the Parish at large;
 - ii. And assist the Rector/Priest-in-Charge and Wardens to identify the vision, mission and goals of the Parish, establishing and implementing plans, assessing programs, and celebrating achievements.
- b. Except as provided by the laws of the State or of the Canons of the Diocese, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and relations of the Parish to the Clergy and will determine the annual budget and the Rector/Priest-in-Charge's salary.
- c. The disposition of the real estate of the Parish and the borrowing or loaning of money shall not be within control of the Vestry unless by special vote of the Parish.
- d. The Vestry shall, from time to time and always preceding the Annual meeting, revise the roll of members of the Parish and those entitled to vote at its meetings, in accordance with the provisions of the Canons, and such a roll shall be presented by the Vestry at the Annual Meeting and when adopted at said Meeting shall be the roll of the Meeting.

ARTICLE IV: STANDING COMMITTEES

Section 1: Standing Committee Functioning

- a. All Standing Committees shall provide a written or oral report at the Annual Meeting.

- b. Committees may be formed or dissolved, as needed, to manage and implement the work of the Parish.
- c. The proper functioning of all Standing Committees shall be the responsibility of the Vestry.

Section 2: Required Standing Committees

- a. The **Nominating Committee** shall:
 - i. Be constituted each year at the vestry meeting two months prior to the Annual Meeting;
 - ii. Consist of the two outgoing Vestry members and three parishioners at large.
 - iii. And prominently post nominations for all positions up for election in the given year, to include candidate name and all other information as deemed appropriate by the Vestry, at least two weeks prior to the Annual Meeting, or Special Parish Meeting wherein elections will be held.
- b. The **Budget and Finance Committee** shall:
 - i. Consist of the Treasurer, Assistant Treasurer, Chairperson of the Stewardship Committee, the Assistant Chairperson of the Stewardship Committee (if any), at least one Delegate, and at least two members of the Parish appointed by the Vestry;
 - ii. Create a tentative budget for submission to the Vestry and will consider any financial problems as may be properly brought to it for solution;
 - iii. Review all clergy compensation arrangements (including salary, allowances, and any other compensation), and the clergy compensation recommendations approved by the Diocese at the Annual Diocesan Convention;
 - iv. Supervise Parish investments and report to the Vestry;
 - v. And select a CPA to conduct an annual financial review. The approval of the CPA shall be by majority vote at the Annual Meeting. The review shall be conducted and a copy sent to the Diocese prior to September 1st each year. The review shall be presented to the Parish at the next Annual Meeting by the Chairperson of the Budget and Finance Committee.

ARTICLE V: AMENDMENTS TO THE BY-LAWS

- a. The By-Laws may be amended by a majority vote of the members present at an Annual or Special Meeting of this Parish, provided that such amendment or amendments be presented to the Clerk in Writing, and posted in the Warning for such meeting.