

BYLAWS  
OF THE EPISCOPAL PARISH OF ST. JOHN THE EVANGELIST

Approved January 26, 2014

ARTICLE I - Incorporation

Section 1. The name of this corporation as recorded in the Minnesota Secretary of State's office is "The Episcopal Parish of St. John the Evangelist".

Section 2. The location of the Church is the Northeast corner of the intersection of Portland Avenue and Kent Street in the City of Saint Paul, Minnesota.

Section 3. All activities of the Parish Congregation will conform with the Constitution and Canons of the Episcopal Church and with the Constitution and Canons of the Diocese of Minnesota and with the doctrine, discipline, worship, and Canon Law of The Episcopal Church.

ARTICLE II – Annual and Special Meetings

Section 1. The annual meeting of the Parish shall be held at the Church on the last Sunday in January of each year or on another day or time as determined by the Vestry.

Section 2. The purpose of the annual meeting is the election of Wardens and members of the Vestry and the transaction of such other business as may come before the meeting.

Section 3. Notice of the time and place of the annual meeting shall be communicated to members at least twenty days before the date of the meeting and shall be publicly announced at each service on the Sunday preceding such meeting.

Section 4. A special meeting of the Parish may be called by a majority vote of the Vestry or upon the written petition of one-fourth of the qualified voters of the Parish. Notice of a special meeting, and the time, place, and purpose of the meeting, shall be publicly announced at each service on the two Sundays next preceding such meeting. Business conducted at a special meeting of the Parish shall be confined to the purposes stated in the notice.

Section 5. Twenty-five (25) members, present in person, shall constitute a quorum for the transaction of business.

Section 6. Any meeting of the parish may be adjourned to another day if a quorum is not present, provided that notice of such adjourned meeting is given in the manner set forth in these Bylaws.

Section 7. Wherever they do not conflict with these Bylaws, or the Constitution and Canons of the Episcopal Diocese of Minnesota, the currently revised Robert's Rules of Order shall govern all meetings and elections.

**ARTICLE III – Qualified Voters**

Section 1. All persons who have received the Sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit and whose baptism has been duly recorded in the Parish Congregation Register, and all persons confirmed or received in the Protestant Episcopal Church in the United States of America (the “Church”) whose confirmation, reception or transfer is duly recorded in the Parish Congregation Register are members of the Parish Congregation.

Section 2. All members of the Parish Congregation who have received Holy Communion at least three times during the preceding year are Communicants of the Parish Congregation.

Section 3. Communicants who are sixteen (16) years of age and over are Adult Communicants.

Section 4. All Adult Communicants who for the previous year have been faithful in worship, unless for good cause prevented, and have been faithful in working, praying, pledging and giving to this Parish Congregation for the spread of the Kingdom of God, are Adult Communicants in Good Standing.

Section 5. A member of the Parish Congregation who is an Adult Communicant in Good Standing is entitled to vote at meetings of the Congregation.

Section 6. No person is entitled to more than one vote or to vote by proxy or by absentee ballot.

#### ARTICLE IV – Parish Officers

Section 1. The officers of the Parish shall be the Rector, and a Senior Warden, a Junior Warden, a Clerk and a Treasurer, all of whom shall be qualified voters of the Parish.

Section 2. The Rector shall be chosen in accordance with the Constitution and Canons of the Episcopal Diocese of Minnesota.

Section 3. The two Wardens shall be elected by a majority of the qualified voters of the Parish present and voting at the annual meeting and shall hold office for a term of one year and until their successors are elected.

Section 4. A Junior Warden may serve no more than two consecutive one-year terms. A Senior Warden may serve no more than two consecutive one-year terms. Section 5. The Rector and the Wardens shall have such authority, duties and responsibilities as granted to them by the Constitution and Canons of the Protestant Episcopal Church and the Diocese of Minnesota or the laws of the state of Minnesota, or as the Vestry, by resolution consistent with the foregoing, shall provide.

#### ARTICLE V– The Vestry

Section 1. The Vestry shall consist of the Rector, the Wardens and twelve (12) elected members.

Section 2. In addition, there may be ex officio members as appointed by the Rector and Wardens.

Section 3. The Vestry shall have such authority, duties and responsibilities as granted to it by the Constitution and Canons of the Episcopal Church and the Diocese of Minnesota, or the laws of the state of Minnesota, or the Articles of Incorporation or Bylaws of this Parish.

Section 4. The Rector shall preside at meetings of the Vestry and be entitled to vote at all meetings. In the absence of the Rector, or if the Rector should so request, the Senior Warden shall preside; and in the absence of the Senior Warden, the Junior Warden shall preside.

Section 5. The Clerk shall be approved by vote of the Vestry immediately following the annual meeting of the Parish. The Clerk shall hold office for one year and until the successor is selected. The Clerk shall duly record the minutes of the meetings of the Vestry. In addition, the Clerk shall be vested with such authority, duties and responsibilities as granted by the Constitution and Canons of the Protestant Episcopal Church and the Diocese of Minnesota, or the laws of the state of Minnesota, or as the Vestry, by resolution consistent with the foregoing, shall provide.

Section 6. The Treasurer shall be approved by vote of the Vestry immediately following the annual meeting of the Parish. The Treasurer shall hold office for one year and until the successor is selected. The Treasurer shall have custody of the Parish's funds and securities and shall keep a full and accurate account of the receipts and disbursements in books belonging to the Parish and shall deposit all moneys and valuable effects in the name and to the credit of the Parish in such depositories as may be designated by the Vestry. In addition, the Treasurer shall be vested with such authority, duties and responsibilities as granted to them by the Constitution and Canons of the Protestant Episcopal Church and the Diocese of Minnesota, or the laws of the state of Minnesota, or as the Vestry, by resolution consistent with the foregoing, shall provide.

Section 7. The Clerk and the Treasurer may be removed at any time by an affirmative vote of two-thirds of the Vestry.

Section 8. An assistant Clerk or an Assistant Treasurer, may be approved by vote of the Vestry to perform the respective duties of the Clerk and the Treasurer during the absence or disability of such officers.

Section 9. The Vestry shall meet monthly at a time to be fixed by the Rector, or in the absence of the Rector, by the Wardens.

Section 10. Special meetings of the Vestry may be called by the Rector or by either Warden and shall be called by such persons upon the written request of a majority of the Vestry members. Written notice shall be given to all members of the Vestry stating the time, place and purpose of a special meeting at least three days in advance of such meeting.

Section 11. Eight members of the Vestry shall constitute a quorum for the transaction of business; but if less than a quorum is present, those Vestry members present may adjourn the meeting until such time as a quorum shall be present.

Section 12. The Wardens, Treasurer and Rector constitute the Executive Committee, which, to the extent determined by the Vestry, shall have and exercise the authority of the Vestry in the

management of the Parish. The Executive Committee shall act only in the interval between meetings of the Vestry and shall be subject at all times to the control and direction of the Vestry.

Section 13. The Vestry shall name a Finance Committee annually to oversee the ongoing finances and financial planning of the Parish. Members of these committees need not be Vestry members and shall be experienced in the areas of responsibility of the Committee to which they accept appointment. Each Committee shall report regularly to and be subject at all times to the control and direction of the Vestry.

Section 14. From time to time, the Vestry may create such additional standing or special commissions or committees as it sees fit and may designate the duties and powers of such commissions or committees. Commission or committee members need not be members of the Vestry.

Section 15. Each commission and committee shall submit to the Parish at its annual meeting and to the Vestry at such other meetings as the Vestry may designate, reports of the actions or recommendations of such commission or committee for consideration or approval.

Section 16. All such commissions and committees shall be subject at all times to the control and direction of the Vestry.

Section 17. A person may be removed from the office of Senior Warden, Junior Warden, or Vestry member by the Vestry or Congregation for failure to meet the responsibilities of the office held, or for other good cause as determined by the Vestry, or by the Parish at an annual or special meeting. Removal requires the affirmative vote of two-thirds (2/3) of the Vestry, or the affirmative vote of two-thirds (2/3) of the qualified voters of the Parish present at any annual meeting of the Parish or at any special meeting called for that purpose.

Section 18. Upon the advice and consent of the Rector, after a member is absent from four consecutive Vestry meetings, that Vestry member's seat may be declared vacant.

#### ARTICLE VI – Nominations and Elections

Section 1. A Nominating Committee comprised of the retiring Vestry members, the Wardens and Rector shall accept nominations from Parish members of candidates for Vestry and Warden positions.

Section 2. Nominations for the Vestry must be submitted to the Nominating Committee in writing at least one month prior to the election.

Section 3 Only duly nominated qualified voters are eligible for election to the Vestry.

Section 4. Vestry members shall be elected by a majority of the qualified voters of the Parish present and voting at the annual meeting and shall hold office for a term of three years and until their successors are elected.

Section 5. Vestry members shall be elected and their terms provided for so that one-third (1/3) of their number shall be elected for a three-year term at each annual meeting.

Section 6. Vestry members, other than those elected to fill a vacancy on the Vestry in accordance with Section 9, at the expiration of their terms of office shall not be eligible for re-election as Vestry members until the next annual meeting of the Parish.

Section 7. In electing members of the Vestry, all voting must be by ballot.

Section 8. If the number of candidates for election is equal to the number of vacancies to be filled, the secretary may be directed by the Presiding Officer to cast a unanimous ballot for the slate of nominees.

Section 9. Vacancies in the offices of Warden and Vestry member shall be filled by the Vestry at a meeting called for that purpose and any person elected to fill any such vacancy shall serve until the next annual meeting of the Parish. At that meeting the appointed members is eligible ]for election for the balance of the term of the vacated position.

Section 10. A retiring or resigning Warden may not again serve on the Vestry until one year has elapsed, except that a Warden completing less than one year of another's unexpired term may be elected to a first full term.

Section 11. A retiring or resigning Vestry member may be elected to serve as a Warden.

Section 12. In no case may a person serve for more than four consecutive years as a Vestry member or as a Warden, either individually or in combination of the two positions.

#### ARTICLE VII - Amendments

Section 1. These Bylaws may be amended or repealed and any new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the qualified voters of the Parish present at any annual meeting of the Parish or at any special meeting called for that purpose.

Section 2. The Vestry has the authority to adopt such amendments to the Bylaws as are, in its judgment, technical clarifications, renumbering of Bylaws sections, or amendments made necessary because of punctuation, spelling or other errors of grammar or expression. Such amendments shall be effective immediately but are subject to ratification by vote of two-thirds of the qualified voters of the Parish present at any annual meeting of the Parish or at any special meeting called for that purpose.

Section 3. Wherever they do not conflict with these Bylaws, or the Constitution and Canons of the Episcopal Diocese of Minnesota, the currently revised Robert's Rules of Order shall govern all meetings and elections.

