

Bylaws of St. Paul's Protestant Episcopal Church

Winston-Salem, NC

Last added to and amended January __, 2021.

A. CHURCH MEMBERSHIP

1. All persons who have received the sacrament of Holy Baptism with water in the Name of the Father and of the Son and the Holy Spirit, whether in St. Paul's Episcopal Church ("St. Paul's") or in another Christian Church, and whose baptisms have been duly recorded at St. Paul's are members of St. Paul's.
2. There shall be three classes of members of St. Paul's; i.e., (a) those who are Baptized Members; (b) those who are Communicants; and (c) those who are Communicants in Good Standing. Each member's classification and rights as a member shall be specified in the Canons of the Diocese of North Carolina, Canon 30, Section 3(a) as the same may be amended or superseded from time to time.

B. PARISH MEETINGS

1. The annual meeting of the members of St. Paul's ("Annual Meeting") shall be held at St. Paul's on a Sunday in February of each year, or at such other time in the first part of each year as fixed by the Vestry for the purpose of electing new members of the Vestry and conducting such other business as may come before the meeting. Special meetings of the members of St. Paul's ("Special Meeting") may be called by the Rector or by the Wardens and shall be called by them upon request of a majority of the Vestry. Written notice of the time and place of all Annual or Special Meetings (hereinafter together "Meeting(s)") shall be given at least two weeks prior to the meeting date, in case of Special Meetings stating the purpose thereof. Publication in Parish Life or a similar St. Paul's publication of general circulation shall constitute written notice. Only enrolled Confirmed Communicants in Good Standing sixteen (16) years of age or older shall be eligible to vote in the election of the Vestry (or any other matter which shall come before any Meeting). Amended 02-02-2020
2. Ten percent (10%) of the enrolled, confirmed adult Communicants in Good Standing of St. Paul's as reported in the most recent Annual Parish Report shall constitute a quorum for the transaction of business at any Meeting.
3. The Vestry of St. Paul's shall be composed of twelve (12) enrolled adult confirmed Communicants in Good Standing, four (4) of whom shall be elected each year for a three-year term. The term shall begin on the date of the Annual Meeting at which the member

is elected and shall end on the date of the Annual Meeting three years later. At the end of the three-year term for which a member is elected, he or she shall be ineligible for reelection for three (3) years thereafter. Election to the Vestry shall be by secret, written ballot and shall require a majority vote of those present and eligible to vote. Each eligible voter will be entitled to cast one vote for each position to be filled. Voting by proxy shall not be allowed at any Meeting.

4. The Rector of St. Paul's shall preside at all Meetings and in the absence of the Rector, the Wardens shall preside in order of their official seniority. Amended 02-02-2020

C. THE VESTRY (Additions and amendments 02/02/2020)

1. The Vestry shall meet regularly to carry out certain business, legal and financial affairs of the Parish.
2. Not later than the end of September each year, the Vestry shall appoint a Nominating Committee ("Nominating Committee") of not less than 5 persons who are eligible to vote, at least three of whom shall be current vestry members and two of whom shall not be current Vestry members. After serving one year, all members of the Nominating Committee will be ineligible to serve on the Nominating Committee for three (3) years thereafter. Vestry members serving on the Nominating Committee will come from the four retiring Vestry members. Non-Vestry members will be selected by those Vestry members not serving on the Nominating Committee. Added 02-02-2020
3. It shall be the duty of the Nominating Committee to ensure that an adequate number of qualified nominees for vacancies on the Vestry are presented to the congregation at the next annual meeting. To this end, a request for recommendations from the congregation shall be posted and published in such general communications as may be most expedient and appropriate to notify members of the Parish eligible to vote. Added 02-02-2020
4. The Nominating Committee shall prepare and deliver to the Rector its report, setting forth the names of its four (4) nominees. The Rector shall cause the list of all persons nominated, together with a brief biographical sketch and a photograph, to be posted and published no less than 4 weeks before the annual meeting in such general communications as may be most expedient and appropriate to notify the members of the Parish eligible to vote. Added 02-02-2020
5. Other nominations for vacancies on the Vestry may be made in writing and delivered to the Rector no later than 12 days before the annual meeting. The Rector shall cause such nominations to be posted and published, to the extent applicable, as were the nominations of the Nominating Committee. The nominations shall be deemed closed at 5PM on Tuesday, the twelfth day before the annual meeting. Added 02-02-2020

6. No person shall be nominated for a vacancy on the Vestry without that person's consent.
Added 02-02-2020
7. At each Annual Meeting, the four retiring members of the Vestry, acting as **representatives of the appointed** Nominating Committee, shall present the number of nominees necessary to fill each open Vestry position. In addition to nominees of the Nominating Committee, any other qualified person nominated pursuant to the procedure stated above will also be presented. Amended 02-02-2020
8. Vacancies occurring in the membership of the Vestry between Annual Meetings shall be filled by a vote of remaining members of the Vestry and a member so elected shall hold office until the end of the term for which his or her predecessor has been elected. Those appointed during the past year to fill unexpired terms of one year or less may be eligible for a full term. Anyone serving an unexpired term greater than one year would be ineligible for re-election for three years thereafter. Amended 02/11/2001
 - 8.1 In the event an Annual Meeting cannot be held in person due to issues of public health or other exigent circumstances, as determined by the Rector and Vestry or as directed by the Diocese or federal, state, or local governing authority, new Vestry members shall be elected to the vacancies created by the expiration of terms as of the regularly scheduled Annual Meeting. New Vestry members shall be elected by the majority vote of the current Vestry members present and voting at the time of the election, with each Vestry member entitled to cast one vote for each position to be filled. Such election shall be held at a special meeting of the Vestry as close as possible to the scheduled date for the Annual Meeting. To the extent practicable, the same process and timetable for nominations and elections set forth Section C (2 through 5) shall be followed, except that the Vestry may meet and cast their votes by electronic means. In no event shall the term of the new Vestry members so elected begin until vacancies in the terms of their predecessors on the Vestry have actually occurred and the terms of such predecessors have expired. Notice will be provided to the Parish in such general communications as may be appropriate and expedient, such as on the Parish website, in the Parish newsletter, in Sunday service bulletins, and/or by electronic communications, that the alternative means of electing Vestry members will be utilized, and such notice shall be provided as soon as practicable under prevailing circumstances, but wherever possible, at least one month before the meeting of the Vestry at which the vote is taken. The Vestry, subject to prior notice to the Parish, shall have the authority to provide additional or different procedures to fill vacancies, if warranted by the exigent circumstances. Amended 01/06/2021.
9. Regular meetings of the Vestry shall be held on such date and time as established by resolution of the Vestry from time to time. Special Meetings of the Vestry may be held whenever necessary on notice to the Vestry of the time, place and purpose of the meeting

(which notice may be oral) at least three days in advance thereof. Special meetings may be called by the Rector, the Senior Warden or, in the absence of both, by the Junior Warden. A special meeting shall be called at the request of any three (3) members of the Vestry. At all meetings of the Vestry, a majority of the members shall constitute a quorum for the transaction of business.

10. **Conduct of Meetings and Voting by Remote Technology (Amended as required by the Diocese on 03/26/20 by the Vestry as an alternate way of conducting its meetings and business)**

Pursuant to Canon 33.1 of the Canons of the Episcopal Diocese of North Carolina,

Section 1. St. Paul's Vestry and all other committees of the Parish are authorized to conduct meetings by teleconference, videoconference, or any other technology that allows all persons participating to hear each other at the same time and to participate in discussion. For purposes of determining a quorum and for voting, members participating in a meeting by means of remote technology are deemed present in person at the meeting.

Section 2. St Paul's Vestry is authorized to vote on actions of the Vestry and Parish without having a meeting provided that (i) all members of the body consent to the action in writing or by authenticated electronic transmission, and (ii) such written or authenticated electronic transmissions are filed with the minutes of the proceedings.

Section 3. This Canon does not apply to meetings of an Annual or Special Meeting of the Parish.

D. OFFICERS OF ST. PAUL'S

1. At the first meeting of the Vestry after each Annual Meeting, the Vestry shall elect a Senior Warden, a Junior Warden, a Secretary and a Treasurer and may elect an Assistant Treasurer. The Senior Warden and the Junior Warden shall be members of the Vestry **and shall be elected annually**. The Secretary, the Treasurer and the Assistant Treasurer (if elected) may, but not need be, members of the Vestry. The Senior Warden shall be nominated by the Rector and the authority of the Vestry shall be limited to vetoing the Rector's nomination by a majority vote, with the Rector continuing to make nominations if required until such time as a person nominated by the Rector is approved by the Vestry by a majority vote. All officers of St. **Paul's (except the Wardens who are elected annually)** shall serve from the time they are elected until their successors are elected.
2. The Senior Warden shall be the lay leader of the Vestry in the performance of its duties as specified by the Canons.

3. The Junior Warden shall have the primary responsibility of the property, plant and equipment of St. Paul's. In the absence or inability of the Senior Warden to perform any functions of that office, the Junior Warden shall have all the powers and duties of the Senior Warden. Amended 02-02-2020
4. When authorized by the Vestry, the Senior and Junior Warden shall execute all deeds, notes and other contracts of St. Paul's subject to the required consent of the Bishop and Standing Committee of the Diocese of North Carolina with regards to interests in real estate.
5. The Treasurer (with the assistance of the Assistant Treasurer, if one shall be elected) shall have charge of the funds of St. Paul's and shall disburse the same under the direction of the Vestry, by delegation to the Financial Secretary (a member of St. Paul's lay staff) or otherwise. The Treasurer shall present a written financial report to the Vestry at each of its regular meetings and an annual report to the members at each Annual Meeting. The Treasurer and the Assistant Treasurer (if elected) shall be bonded in such amount, as the Vestry shall from year to year designate, at the expense of St. Paul's. The Treasurer shall cause the financial records of St. Paul's to be audited annually by a certified public accountant. The Assistant Treasurer shall assist the Treasurer in all matters and act as Treasurer in the absence or inability of the Treasurer so to act.
6. The Secretary (or his or her delegate) shall keep and record the minutes of all business meetings of the Vestry and shall perform such other duties as may be assigned by the Vestry. The Secretary shall receive and file reports of various committees of St. Paul's and shall give notice of the time and place of meetings of the Vestry to each member thereof.

E. PARISH COMMITTEES

The Rector shall have the right and authority to appoint all Parish Committees after consulting with the Wardens and the Vestry. The Rector shall be an ex officio member of all Parish Committees. Membership on any Parish Committee shall be limited to a maximum three-year term after which a person shall not be reappointed to the same committee for a period of one year. Amended 02/08/1998.

F. ADOPTION AND AMENDMENTS

1. To the extent these Bylaws address matters identified in Section B, including without limitation, the orderly conduct of Parish meetings, the rotating system of Vestry

members and the election of members of the Vestry, such changes must be adopted by a majority vote of the members of St. Paul's Episcopal Church at a Parish meeting.

2. Bylaws for the orderly conduct of Vestry meetings and other business, including without limitation rules and procedures for carrying out Parish business as more fully described in Sections A, C, D and E, may be adopted by a majority vote of the Vestry alone, without the approval of a Parish meeting.

This certifies that the foregoing Bylaws were approved by majority vote of the members of St. Paul's Episcopal Church on the 13th day of February 1994. (Ed Robins, Secretary)

This certifies that the foregoing Bylaws, as previously amended on 02/08/1998 and 02/11/2001, were amended and approved by a majority vote of the members of St. Paul's Episcopal Church on the 2nd day of February 2020. (Susan Kelly, Secretary)

Secretary