

**PROPOSED AMENDMENTS TO  
BYLAWS: SAINT DAVID'S EPISCOPAL CHURCH - JANUARY 1971**

(Revised February 1979) (Revised January 1991)

(Revised December 2003)

(Revised January 2007, 2009)

**Article I: Title and Acknowledgment of Authority**

This Parish shall be known and designated by the title of "Saint David's Episcopal Church" [hereinafter the Parish]. The Parish is located at 284 Stoddards Wharf Road in the town of Ledyard, Connecticut. The Parish accedes to the Constitution, Canons, Doctrine, Discipline, and Worship of the Episcopal Church [hereinafter this Church] in the United States of America, and to the Constitution and Canons of the Diocese of Connecticut. No provisions of these bylaws shall replace or supersede the Canons of either this Church or the Diocese of Connecticut.

**Article II: Membership**

**Section 1 Classification of Members**

A. Members of the Parish. All persons 1) who have received the Sacrament of Holy Baptism whether in the Episcopal Church or in another Christian Church, and 2) whose Baptisms have been duly recorded in the Register or files of the Parish are considered members of the Parish.

B. Adult Members. Members of the Parish who are sixteen years of age and over are considered Adult Members.

C. Communicant Members. All Members who have received Holy Communion in this Church at least three (3) times during the preceding year are considered communicant members of the Parish.

D. Communicant Members in Good Standing. All Adult Members who are also Communicant Members and who, for the previous year 1) have been faithful in corporate worship, unless for good cause prevented, and 2) have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered Communicant Members in Good Standing.

E. Confirmed Members. 1) Any Member who has received the laying on of hands by a Bishop of this Church in Confirmation or Reception is to be considered as both baptized and confirmed; and 2) Any Member who received the laying on of hands at Confirmation by any Bishop in apostolic succession and is received into the Episcopal Church by a Bishop of the Episcopal Church is to be considered as both baptized and confirmed.

F. Electors of the Parish. Members of the Parish who are communicant members in good standing shall be entitled to vote at any Parish meeting provided that 1) for at least six months prior to that meeting they have been faithful attendees at the services of this Church in this Parish, unless for good cause prevented, and 2) they faithfully contribute to the Parish's support,

and 3) they faithfully work, pray and give for the spread of the Kingdom of God. All questions relating to the qualification of electors shall be decided by the Vestry.

## **Section 2      Transfer of Membership**

A.      Recording of new members in the Parish Registry shall be limited to those 1) baptized or confirmed in this Parish, or 2) who have been enrolled according to the canonical requirements for Letters of Transfer, or 3) who have, for good reason as determined in the judgment of the Rector or the Senior Warden, been otherwise unable to conform to the requirements for Letters of Transfer and wish to become members.

B.      Members of the Parish shall remain as members until 1) the relationship is terminated by death; or 2) terminated by written notice of withdrawal; or 3) vote of the Parish at the annual Parish meeting in accordance with canonical requirements, provided that the notice of the proposed action has been given to the member either personally or by letter addressed to the member at the member's last known place of residence by the Vestry at least seven (7) days before the annual meeting.

## **Article III:      Meetings of the Parish**

### **Section 1      Procedures**

A.      The Notice of any Parish meeting shall state the place, day and hour at which the meeting is to be held and shall be signed by the Clerk, or, in the absence of the Clerk, by one of the Wardens. At least one week prior to the meeting Notice shall be 1) posted at the doors of the Parish or 2) sent by the Clerk to every member of the Parish.

B.      The Vestry of the Parish shall from time to time, and always within one month preceding the Parish annual meeting, revise the rolls of the members and electors of the Parish, in accordance with the provisions of Canon I. At the Parish annual meeting the Vestry shall present these rolls for adoption for the meeting.

C.      The Rector of the Parish shall preside at all Parish meetings or, in the Rector's absence, the Senior Warden shall preside. If both are absent, then the Junior Warden or a moderator chosen by a majority vote of the Vestry, shall preside.

D.      Quorum. Twenty-five (25) electors present at any Parish meeting shall constitute a quorum. If less than a quorum is in attendance at the meeting time, the meeting may be adjourned by a majority vote of the electors who are present, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum is subsequently present, any business may be transacted which might have been transacted if the meeting had been held as originally called.

E.      Except as may be otherwise provided herein or by Canon, all questions properly brought before the meeting and all elections shall be decided by a majority of the votes cast at a duly constituted meeting. Each elector has one (1) vote. No elector may vote by proxy.

F. Voting

1. Voting on questions or in uncontested elections shall be by voice vote or a show of hands, at the discretion of the chair.

2. In matters involving a contested election, the borrowing or lending of money, or the disposition of Parish real estate, a vote by ballot may be called upon order of the chair or upon request of not less than ten percent (10%) of all of the electors present. In either of such events, the ballots shall be collected and tallied by tellers appointed by the chair from the electors present. Further, all questions relating to the acceptance or rejection of votes shall be decided by the tellers.

G. The latest revised edition of Robert's Rules of Order shall determine questions of procedure not specifically provided for in these bylaws or by Canon.

**Section 2 Types of Meetings**

A. Annual Meeting

1. An annual meeting of the Parish shall be held on the third Monday in January, or some other day appointed by vote of the Parish for the purpose of electing the Wardens, members of the Vestry, Diocesan and Deanery Delegates, Clerk and Treasurer, and other such representatives as required by the Diocese or the Vestry, and transacting such other business as may legally come before the meeting. By adoption of these bylaws the Parish hereby delegates to the Vestry the power to appoint some other day for the annual meeting.

2. The order of business at the annual meeting shall be:

- a. Invocation
- b. Presentation and adoption of the Rolls of the Members and Electors
- c. Minutes of the last Parish meeting
- d. Report of the Rector
- e. Reports of the Wardens
- f. Report of the Treasurer
- g. Report of Christian Formation
- h. Reports of other departments and committees as determined by the Vestry
- i. Presentation of Slate of Nominees and additional nominees (if any) by the Nominating Committee
- j.. Election of Wardens, Treasurer, Clerk, Vestrypersons
- k.. Election of Delegates and Alternates, if appropriate, to Diocesan Convention and the Deanery
- l. Election of Nominating Committee
- m. Old Business
- n. New Business properly brought before the meeting
- o. Benediction

3. Nomination Process for the Election to Parish Offices

a. Two (2) candidates from the roll of electors shall be nominated from the floor of the annual meeting to serve as members of the parish Nominating Committee. Members shall serve for the following year until replaced at the next annual meeting. The Senior Warden or, in the absence of the Senior Warden, a chair chosen from the Vestry by a majority vote of its membership, shall serve as the chair. In the event that either or both of the elected members become unable to serve, the Vestry shall appoint successors for them by a majority vote of its membership.

b. The Nominating Committee shall select and present to the next annual meeting a slate of candidates for election to the parish offices of Senior Warden, Junior Warden, Clerk, Treasurer, Vestrypersons, and Diocesan and Deanery Delegates.

c. Process for selection of a slate. Up until three weeks prior to the annual meeting, the Nominating Committee shall receive recommendations for potential candidates for parish offices. In the process of selecting the slate, the Committee shall ascertain whether each potential nominee is eligible to serve and desires to serve or continue in office. To be eligible to serve, a potential nominee must be (1) 18 years or older, and (2) a communicant member in good standing who is entitled to vote, i.e. an elector. The Committee shall notify potential nominees of whether or not they have been included on the final slate. The Committee shall also determine, within two weeks prior to the annual meeting, whether or not any who were not included on the slate would like to pursue election at the annual meeting as an additional nominee. The Committee shall then present its slate and any other nominee(s) to the Vestry within two weeks prior to the annual meeting and to the Parish through official notice in accordance with Article III, Section 1 above.

B. Special Meetings

1. Special Parish meetings shall be called by a majority vote of the Vestry, or upon the written request of ten percent (10%) of the electors of the Parish.

2. The order of business shall follow the same order as an annual meeting, as appropriate.

3. The Notice of Special Parish meetings shall contain a statement of the reasons for which the meetings are called.

**Article IV: Offices of the Parish**

**Section 1 Requirements**

A. The Officers of the Parish shall be a Rector, a Senior Warden, a Junior Warden, a Clerk, a Treasurer and nine (9) Vestrypersons. The Rector shall be the Chair, *ex officio*, of the Vestry. The Wardens, Clerk, and Treasurer shall be members, *ex officio*, of the Vestry.

B. The Rector shall appoint an adult communicant in good standing between the ages of 16 and 18

to serve as a non-voting member of the Vestry to advise on youth concerns.

C. The Wardens, Clerk, Treasurer and Vestrypersons shall be elected at the annual parish meeting. The Wardens, Clerk and Treasurer shall all hold offices until the next annual meeting or until qualified successors are chosen. The nine (9) Vestrypersons shall hold office for three years, except those specifically elected to fill vacated terms. Three (3) Vestrypersons shall be elected each year to fill expiring terms, and additional Vestrypersons shall be elected to fill any existing vacated terms. No Vestryperson shall be re-elected at the end of a full three year term of office, but only after an interval of at least one year.

D. The Parish shall have two lay Delegates to the Diocesan Convention. One shall be the Senior Warden, and one shall be a Delegate elected for a three-year term. In addition, an Alternate Delegate may be elected for a one-year term to take the place of either the Senior Warden or the Delegate who may be unable to attend any convention. The Delegate and the Alternate Delegate shall be non-voting members of the Vestry.

E. The Parish is a member of the Seabury Deanery. Two representatives to the Seabury Deanery Council shall be elected for two-year non-concurrent terms. In the event of insufficient elected representation, Vestry members shall serve on a rotating monthly basis. The representatives shall be non-voting members of the Vestry.

F. In the event of a vacancy occurring in any office, except Rector, the following procedures shall apply:

1. A vacancy in the office of Warden during the course of the year may only be filled by a vote at a Special Parish meeting duly called for that purpose.

2. A vacancy in the office of Clerk or Treasurer may be filled until the next annual meeting by majority vote of the Vestry.

3. Any vacancies in the offices of Vestryperson, Diocesan or Deanery Delegates may be filled until the next annual meeting by majority vote of the Vestry.

H. The term of any person serving in a parish office, except the Rector, may be terminated at any time by vote of the annual meeting or of any Special Parish meeting called for the purpose. However, notice of the proposed action shall be included in the call for such meeting and written notice be given simultaneously to the person affected. That person shall be given due opportunity to be heard at such meeting.

I. Any Vestryperson elected to serve an unexpired term caused by vacancy on the Vestry may be re-elected to the Vestry upon the expiration of that term, provided that the total number of successive years to be served shall not exceed six (6) years.

J. All persons elected to parish offices shall assume office at the conclusion of the meeting at which they are elected.

## **Section 2 Roles and Responsibilities**

A. The Parish Clerk shall be Clerk of the Vestry ex-officio; shall be sworn to the faithful discharge of duties; shall make and preserve a full record of the proceedings of all Parish meetings and of the meetings of the Vestry; shall, under the supervision of the Vestry, keep an accurate roll of the members and electors of the Parish and have such rolls present at every Parish meeting; and shall, together with the Parish Coordinator, be custodian of the files, records and archives of the Parish.

B. The Senior Warden shall preside at all meetings of the Parish and Vestry in the absence of the Rector. The Senior Warden shall also be the chair of the Nominating Committee.

C. The Junior Warden shall serve as the Senior Warden in the absence of the Senior Warden unless otherwise provided by these bylaws.

D. The Treasurer shall maintain, monitor, and provide monthly status reports of the spending plan to the Vestry and expend funds under the authorization of the Vestry. An assistant to the Treasurer, who shall also be an elector of the Parish, may be appointed by a majority vote of the Vestry to fill the office of the Treasurer in the event of and during the incapacitation of the Treasurer.

E. The Vestry shall direct, manage and control all the property and business affairs of the Parish. A vote of the electors of the Parish, however, is required to authorize the Vestry to dispose of Parish real estate or to borrow or lend money. The Rector shall at all times be entitled to the use and control of the Parish buildings and furniture therein, for the functions and duties of the office of the Rector.

### **Section 3 Meetings of the Vestry**

A. The Vestry shall hold regular monthly meetings. The Vestry may, however, by majority vote cancel the summer meetings of June and/or July.

B. The Rector, the Senior Warden or any three Vestrypersons may call a Special Meeting of the Vestry with one week's written notice to all members, or at any time by unanimous consent of all the members.

C. Quorum. A majority of the Wardens, Vestrypersons, Clerk, Treasurer, and Rector shall constitute a quorum at Vestry Meetings. All matters at such meetings shall be decided by majority vote of such quorum. Each Warden, Vestryperson, Clerk, Treasurer and Rector shall have one vote.

### **Article V: The Corporate Seal**

The Corporate Seal shall consist of the Episcopal Shield surrounded by the phrase "Saint David's Episcopal Church, Ledyard, Conn."

### **Article VI: Amendments to the Bylaws**

**Section 1** The bylaws may be amended by a two-thirds (2/3) majority of the electors present at any annual or special meeting of the Parish, provided that a full text of such amendment is made

available to the Parish in accordance with the Notice requirements of Article III, Section 1.

**Section 2** These bylaws shall become effective at the conclusion of the meeting at which they are approved.