

By-Laws of
EMMANUEL PROTESTANT EPISCOPAL CHURCH
OF ST. LOUIS COUNTY, MISSOURI

submitted to Emmanuel's Vestry, November 12, 1979, and approved by
the Vestry, December 10, for submission to the Parish Meeting, February 3, 1980.

ARTICLE I – TERMINOLOGY

These By-Laws shall be broadly construed to include the singular and plural, as well as masculine and feminine, concerning the interpretation of any words used herein.

Wherever the term Canon is used the reference shall be to the Canons of the Diocese of Missouri, or to the Canons of the Protestant Episcopal Church in the United States of America.

ARTICLE II – OFFICES

Section 1. Principal Offices. The Parish is located at #9 South Bompert Avenue, Webster Groves, in the County of St. Louis, Missouri. Until otherwise ordered by the Vestry, the principal office of the Parish shall be located at that address where there shall be kept a Corporate Seal.

ARTICLE III – MEMBERS

Section 1. The Members shall be all Baptized Persons registered in this Parish.

Section 2. Communicants shall be all Confirmed Persons registered in this Parish in accordance with the Canons.

Section 3. Electors shall be all Baptized Persons and Communicants not less than eighteen years of age and in good standing as defined by the Canons.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual and Special Meetings of Members of this Parish shall be held in accordance with the Canons, to elect successors to such members of the Vestry whose terms of office have expired, and to transact such other business as shall be brought before them.

Section 2. Place of Meeting. Meetings of the Members shall be held at the Principal Office unless otherwise directed in the notice of such Meeting.

Section 3. Notices of Meetings. Notice of the time, place and purpose of the Annual Meeting of the Members shall be given publicly on an occasion of Divine Worship at a principal Service on Sunday and at least one week in advance of the date of said Meeting. Notice of Special Meetings of the Members shall be given at two public Services not less than fourteen days apart.

Section 4. Quorum. A Quorum at all Meetings of the Members shall be the presence of not less than 100.

ARTICLE V – VESTRY

Section 1. Qualifications. Vestry Members shall be qualified Electors who shall have been Members not less than one year.

Section 2. Number of Members. The Vestry shall consist of thirteen members.

Section 3. Term of Office. The term of Vestry members shall be three years and until a successor has been elected or appointed unless such person resigns or is removed. No Vestry Member who has served three successive years shall be eligible for re-election until the expiration of one year.

Section 4. Election. At each Annual Meeting of the Parish the Electors shall elect the required number of Vestry Members. There shall be three classes of Vestry Members: four elected one year, four elected the next year, and five elected the next year.

Section 5. Vacancy. Any vacancy happening in the Vestry shall be filled by the remaining Vestry Members until the next Annual Parish Meeting.

Section 6. Nominations. Candidates for election to the Vestry shall be chosen by:

- (A) A Nominating Committee which shall report its Candidates to the Vestry not later than the December regular meeting of the Vestry; and
- (B) Nominations may be made from the floor at the Annual Meeting with the prior consent of the Nominee.

Section 7. Meetings. As soon as practicable following the adjournment of the Annual Meeting of the Members of the Parish, the elected Vestry Members shall meet for the purpose of organization, the election of officers and for the transaction of such other business as may be brought before the Vestry, such meeting to be held without notice. Thereafter, regular meetings of the Vestry shall be held monthly but not less than ten times each year at a time and place decided by the Vestry. Special meetings of the Vestry may be called by the Rector or other Presiding Officer of the Vestry or at the request of any three Vestry Members after proper notice.

Section 8. Notice. Regular meeting of the Vestry may be held without notice. If there be any change in the time and place of holding a regular meeting, and for all special meetings, written notice thereof shall be given to the Vestry members and Rector not less than three days prior to the meeting so called, but such notice may be waived by the Vestry.

Section 9. Presiding Officer. The Rector shall preside at all meetings of the Vestry, except that if the Rector be ill, absent or there be no Rector, or at the request of the Rector, the acting Presiding Officer shall be the Senior Warden, or if the Senior Warden be absent, then the Junior Warden; and if they both be absent, the Vestry shall elect its presiding Officer from among its members.

Section 10. Quorum. A quorum of the Vestry for transaction of business shall be a majority of all elected members thereof, except that less than a majority may adjourn such meeting from time to time until a Quorum is present.

Section 11. Voting. A vote of a majority of the Vestry Members present at any valid meeting shall be the act of the Vestry except as may be otherwise specifically provided. Voting shall be by any appropriate means as shall be decided by the Vestry from time to time. The Rector shall not vote except in case of a tie.

Section 12. Duties.

- (A) The duties of the Vestry shall be to take charge of the property of the Parish, attend to and regulate all its temporal concerns, provide for the support of the Rector and, in case of the Rector's death, resignation or removal, with the advice and consent of the Bishop, to obtain a replacement as soon as possible; and, in general, to act as helpers to the Rector in whatever is appropriate to the Laity, for the furtherance of the Gospel; it being understood always that the spiritual concerns of the Parish are under the exclusive direction of the Rector, in subordination to the Ecclesiastical Authority and Laws of the Diocese.
- (B) The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property; except that no mortgage or conveyance of any lands or tenements belonging to said Parish shall be made without a vote of the elected Vestry, two-thirds thereof being present and concurring; nor shall such conveyance or encumbrance be made without the written consent of the Bishop and the Standing Committee of the Diocese as may be required by the Canons of the Diocese.
- (C) It shall be the duty of the outgoing Vestry, at each Annual Meeting of the parish, to make a full report of its proceedings and a complete statement of the financial condition of the Parish.

Section 13. Resignation and Termination. Any Vestry member may resign by giving written notice of said resignation to the Presiding Officer of the Vestry. Unexcused absence from three successive regular meetings by a Vestry Member may be considered by the elected Vestry as cause for termination of office.

Section 14. Officers and Duties

- (A) Senior Warden. The Rector shall annually appoint from the Vestry a Senior Warden; or the Rector may request the Vestry to elect from its members a Senior Warden who shall have general charge and supervision of all matters concerning the Parish appropriate to the Laity, the Vestry, and such other duties as the Vestry may assign or delegate. The Senior Warden shall assist the Rector at the Rector's request.
- (B) Junior Warden. Annually the Vestry shall elect from its members a Junior Warden who shall assist the Senior Warden and Rector and shall act in the absence of a Senior Warden. The Junior Warden may have general supervision of all real properties of the Parish and such other duties as the Vestry may assign or delegate.
- (C) Secretary. Annually the Vestry shall elect from its members a Secretary who shall be responsible for the recording of the Minutes of all meetings of the Vestry and Parish, have charge and custody of all books, documents and papers of the Vestry, and shall be responsible for all duties incident to the office of Secretary as assigned and delegated by the Vestry.

(D) Treasurer and Assistant Treasurer. Annually the Vestry shall elect a Treasurer who shall perform all those duties incident to the office of Treasurer and as assigned or delegated by the Vestry which shall include but not be limited to keeping a full and accurate account of all monies and obligations received, paid and incurred for and on account of the parish; have custody of all funds, property and securities of the Parish; endorse for collection checks, notes and other obligations, depositing the same to the credit of the Parish in such bank, banks or depositories as the Vestry shall designate from time to time; sign all checks, receipts, vouchers, and all similar bills of exchange and promissory notes; do all similar acts of the Office of Treasurer as shall be directed from time to time by the Vestry.

An Assistant Treasurer may be appointed to assist the Treasurer and act in the absence of the Treasurer, and shall do and perform such acts as may be directed from time to time by the Vestry.

Section 15. Employees and Agents. The Vestry shall hire and retain, with the advice of the Rector, such employees and agents as deemed necessary from time to time, upon such terms and conditions as may be agreed.

ARTICLE VI – CLERGY

Section 1. Rector. The Rector shall be elected by a majority of the Vestry at a meeting duly convened for that purpose or at a regular meeting of the elected Vestry; provided that at least two-thirds of the elected Vestry Members are present.

Section 2. Other Clergy. The Rector, with the consent of the Vestry, may appoint Associate and/or Assistant Clergy whose duties shall be those directed by the Rector consistent with ecclesiastical authority.

Section 3. Resignation of Rector. Except as provided in the Canons of the General Convention from time to time adopted, the Rector may not resign without the consent of the Vestry, nor may the Rector be removed against the Rector's will, nor in a dispute concerning the Rector's removal may the Rector's compensation and allowances be diminished without the Rector's consent.

Section 4. Duties.

- (A) The Rector shall be an ex-officio member of the Vestry and the Presiding Officer of the Parish and the Vestry.
- (B) The Rector shall keep a Parish Register as is required by the Canons of the General Convention and which shall contain such information as is required by the Canons of the Diocese of Missouri.
- (C) Whenever requested by a regular Communicant of the Parish, the Rector shall give such Communicant a Letter of Transfer.
- (D) The Rector shall perform such other duties as provided in these By-Laws and such religious matters consistent with the vows of a Priest and with the Canons of the Diocese.

ARTICLE VII – PROPERTY AND FUNDS

Section 1. Depositories. All Trust Funds, permanent funds and all securities of whatsoever kind or nature belonging to the Parish shall be deposited with a Federal or State Bank, or Trust Company, or a Diocesan Corporation, under either a deed of trust or an agency or custodianship agreement, not to be withdrawn therefrom, in whole or in part, without the written consent of two persons authorized by the Vestry, or deposited in a safe deposit vault, access to which shall only be had by two persons so authorized.

Section 2. Real Estate. The real property of the Parish shall not be conveyed or mortgaged except as provided in the duties of the Vestry in Article V, Section 12, of these By-Laws, and without the written consent of the Bishop and Standing Committee of the Diocese.

Section 3. Parish Funds and Securities.

- (A) General Fund. All monies received by or on behalf of the Parish shall be deposited in one or more bank of trust accounts as shall be directed by the Vestry, and any general funds not currently needed shall be invested from time to time as directed by the Vestry on the advice of the Treasurer.
- (B) Investment Funds. As directed by the Vestry, all gifts and bequests of money and securities not made and received as an Endowment or for a specific purpose, shall be deposited, invested or reinvested in one or more bank or trust accounts. Any income therefrom and principal thereof may be withdrawn and sold by or at the direction of the Vestry, and used for parish purposes with the approval of the Vestry.
- (C) Endowment Funds. With the exception of Funds given over to the Emmanuel Church Foundation, all gifts and bequests of money and securities made and received by the Parish as an Endowment or for any specific purpose shall be deposited for investment and re-investment in one or more bank or trust accounts as directed by the elected Vestry and the income therefrom withdrawn and used by the Vestry as may be provided by such gift or bequest and for no other purpose. If the gift or bequest by which such securities were received does not prohibit the expenditure of the principal of such gift or bequest, the principal thereof or so much as may be needed may be withdrawn and used for the purpose or purposes specified in such gift or bequest.
- (D) Emmanuel Church Foundation. All Funds given over to the Emmanuel Church Foundation shall be administered in accordance with the Articles of Association and By-Laws of the Foundation.

Section 4. Audit. All financial accounts shall be audited annually as required by Canons and a copy of the Auditor's Certificate shall be sent to the Diocesan Office by July 1.

Section 5. Fiscal Year. The fiscal year for all of the Parish Funds shall be the same as the calendar year, beginning on January 1 and ending on December 31 of each year.

Section 6. Bonding. The Treasurer and any other custodian of Parish Funds shall be adequately bonded.

ARTICLE VIII – LAY DELEGATES TO CONVENTION

Section 1. Delegates. At each Annual Meeting of the Parish the Electors shall elect Lay Delegates to the Convention of the Diocese of Missouri. There shall be elected two one year, two the next year, and one the next year; all elections shall be for three years. If the number of Delegates required by the Diocese should change, the next Annual Meeting shall elect the appropriate number of Delegates to reflect the change.

Section 2. Alternate Delegates. There shall be elected at each regular Annual Meeting Alternate Delegates one of whom shall serve if any Delegate cannot.

Section 3. Credentials. The Lay Delegates shall represent the Parish in all matters at the Diocesan Convention and shall consult with the Vestry on a regular basis.

ARTICLE IX – COMMITTEES

Section 1. Permanent Committees.

- (A) Executive Committee. The Executive Committee shall be composed of the Rector, Senior Warden, Junior Warden, Secretary and Treasurer; and the Chairman shall be the Rector. Its duties shall be to consider and review any and all activities of the parish, its funds and property, and to periodically report and recommend to the Vestry matters requiring the consideration of the Vestry.
- (B) Nominating Committee. The Nominating Committee shall be appointed by the Vestry not later than the November Vestry meeting. Methods and procedures shall be in accordance with Vestry direction.

Section 2. Other Committees. The Rector, with the advice of the Vestry, may appoint from time to time and for any duration less than one year, any other Committees with specified duties which may be necessary and expedient. The Vestry may appoint from time to time, and for any duration and for any purpose, such other Committees as it may deem proper.

ARTICLE X – AMENDMENTS AND CHANGES

Section 1. The Vestry shall have power to make, alter, amend and repeal, in whole or in part, the By-Laws of the Parish by affirmative vote of a majority of all the elected members of the Vestry at two separate meetings, either regular or a special meeting called for that purpose, held not less than fourteen days apart, subject to approval of a majority of the Electors of the Parish present at any Annual or Special Meeting called for that purpose, provided that any action so taken shall become effective when approved by the Standing Committee of the Diocese.

Section 2. Whenever these By-laws are in conflict with the Canons it shall be deemed that the Canons shall prevail and said By-Laws shall be amended to conform as soon as practical.

ARTICLE XI – RULES OF ORDER

Unless otherwise specified the Rules of Order and Parliamentary Procedure for all meetings shall be in accordance with Roberts’ Rules of Order.

ARTICLE XII – EFFECTIVE DATE

The forgoing By-Laws shall become effective when approved by an affirmation vote of a majority of all the elected members of the Vestry at two separate meetings of the Vestry held not less than fourteen days apart, and the concurrence of a majority of the Electors of the Parish at an Annual or Special Meeting of the Parish called for that purpose, and shall become effective upon approval of the Standing Committee of the Diocese, at which time all previous By-laws are hereby repealed.

Section 1 (B) of Article IX of the By-Laws shall be amended to read:

(B) The Nominating Committee shall be composed of nine persons, six elected by the electors of the Parish and three appointed by the Vestry. The Nominating Committee shall be announced to the Parish following the regular December Vestry meeting.

(1) The term of office of the elected members of the Nominating Committee shall be two years, of the appointed members, one year. Should a member resign or otherwise be unable to serve, the unexpired vacancy will be filled at the next Nominating Committee election; or by appointment by the Executive Committee of the Vestry, should the vacancy occur prior to the completion of the nomination process.

(Adopted November 8, 1981)

It is proposed that Section 3 of Article III be amended to read as follows:

Section 3. Electors shall be all Baptized Persons and Communicants not less than sixteen years of age and in good standing as defined by the Canons.

(Adopted February 21, 1982)