

BYLAWS

Christ Church + Washington Parish The Diocese of Washington

ARTICLE I. OF PARISH MEETINGS

Annual Meetings

Section 1. -Each year in January **or February** at a time and on such date as the Vestry shall determine, there shall be an annual meeting of the voting members of this Parish at the Parish Church or Hall for the election of members of the Vestry and for the transaction of such other business as may lawfully come before the meeting. By direct mailing or e-mail at least fifteen (15) days prior to the annual meeting, the Rector shall give written notice of the date, time, and place to all known members of the Parish.

Special Meetings

Section 2. A special Parish meeting may be called by the Rector, the Senior Warden in the absence of the Rector, or by four or more members of the Vestry upon ten (10) days written notice to each voting member of the Parish, such notice to state the business to be considered.

Presiding Officer

Section 3. The Rector shall chair all Parish meetings. In the absence of the Rector, the Senior Warden shall preside. In the absence of the Rector and the Senior Warden, the Junior Warden shall preside. In the absence of the Rector and both Wardens, a member of the Vestry chosen by a majority of the Vestry members present at the meeting shall preside; provided that, if the rectorship is vacant, the Bishop shall preside, if present.

Clerk

Section 4. The Clerk of the Vestry shall keep an accurate record of all business transacted at the annual or special Parish meeting and shall be responsible for completing election reports to be sent to the Diocese, and for all other communications resulting from the meeting. In the absence of the Clerk, the Presiding Officer shall select a voting member to serve as Clerk for the meeting.

Resolutions

Section 5. In so far as possible, any voting member wishing to offer a resolution at a Parish meeting shall submit such resolution in writing to the Rector or, in the Rector's absence, the Senior Warden, at least fifteen (15) days prior to the date of the Parish meeting at which

consideration is desired. Except for resolutions of courtesy, commendation, or condolence, the text of such resolution must be communicated in writing to the voting members.

Annual Report

Section 6. The Rector shall cause to be prepared an Annual Report for the preceding year for distribution at or before the annual Parish meeting to all voting members of the Parish and to such others as the Rector deems appropriate. The Report shall include a list of the Vestry members and their terms, a list of voting members, the minutes of the last annual meeting and any special Parish meetings, a statement of current Parish assets and liabilities, a statement of income and expenses for the preceding year, the budget for the new year, and such reports of Parish programs and activities as the Rector deems appropriate.

Annual Budget

Section 7. At the annual Parish meeting, the Vestry shall present the approved budget for the coming year and provide for discussion thereof.

Proceedings

Section 8. *Robert's Rules of Order* shall govern the proceedings of the meeting in all cases not otherwise provided for in these bylaws. The Rector may appoint a Parliamentarian to interpret and advise on the application of these Bylaws and Roberts Rules of Order to the conduct of the meeting.

ARTICLE II. OF QUALIFICATIONS OF VOTERS

Voting Member

Section 1. Any member of the Parish who has attained the age of 16 may be lawfully admitted to vote at any Parish meeting; *provided*, (a) that such person shall be a member of this Church as defined in Title I, Canon 17, Section 1¹ and a communicant in good standing as defined

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Title I Canon 17 [2003]. Of Regulations Respecting the Laity. Sec. 1 (a) 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, whether in this Church or in another Christian Church, and whose baptisms have been duly recorded in this Church, are members thereof.

in Title I Canon 17, Sec. 3² of the Canons of the General Convention of the Protestant Episcopal Church of the United States of America or amendments thereto; (b) that such member shall have been enrolled as a member on the books of the Parish at least thirty (30) days prior to the date of the Parish meeting; and (c) that such person shall have been a contributor of record to the support of the Parish during the period between the last annual meeting and thirty (30) days prior to the date of the Parish meeting.

A contributor of record is any person who contributes one or more times during this period through pledging, by check, or by other instrument duly recorded by the Financial Secretary, or who contributes in such other fashion as can be attested to by the Rector.

Posting of Voter List

Section 2. A list of voting members shall be prepared and posted in a conspicuous place at the Parish Church or Hall at least two (2) weeks before the date of the annual Parish meeting.

Judge of Qualifications

Section 3. The Vestry or a majority of the Vestry present at a Parish meeting shall judge the qualifications of voters and qualifications of parishioners proposed to be elected as members of the Vestry.

ARTICLE III. OF THE QUORUM AND METHOD OF VOTING

Quorum

Section 1. In order to transact any business at an annual or special Parish meeting, a quorum must be present. Twenty (20) percent of the voting members of the Parish; or thirty (30) such members, whichever is less, shall constitute a quorum at annual and special Parish meetings. A quorum shall be established by a call of the roll by the Clerk.

Voting Process

Section 2. No vote shall be taken at an annual or special Parish meeting unless a quorum is present. A majority of voting members present shall be necessary for the adoption of any matter voted upon, except for amendments to the Bylaws. A two-thirds majority is necessary to amend the Bylaws.

² Title I. Canon 17, Sec. 3 [2003]. All communicants of this Church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing.

**ARTICLE IV. OF THE QUALIFICATIONS, NOMINATION, AND ELECTION
OF THE VESTRY AND WARDENS**

Vestry Function &

Section 1. Christ Church + Washington Parish is the agent and legal representative of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy. The Vestry is the administrative body of the Parish, constituted under the laws of the United States applicable to religious corporations, and to parishes and separate congregations of the Protestant Episcopal Church in the Diocese of Washington.

The Vestry shall consist of the Rector and twelve (12) persons elected by the voting members of the Parish, and the Senior Warden, Junior Warden, Treasurer, or Clerk, if these officers are not elected members of the Vestry. Any assistant clergy elected by the Vestry in accordance with Article IX, Section 2, shall be a nonvoting, *ex officio* member of the Vestry.

Qualifications

Section 2. The members of the Vestry, the Wardens, Treasurer, and Clerk of the Vestry must be voters as prescribed in Article II, Section 1, and must have attained the age of eighteen (18).

Terms

Section 3. The terms of office for each of the twelve (12) elected members of the Vestry are three (3) years, and shall be staggered so that four (4) members are elected at each annual Parish meeting.

Vacancies

Section 4. Any vacancy occurring during the period between annual meetings, shall be filled through election by a majority of the Vestry. Members so elected shall serve only to the time of the next annual Parish meeting, at which time the Parish shall elect a member to serve the remainder of the unexpired term.

Length of Service

Section 5. Members of the Vestry shall hold office until their successors have been elected and qualified, except as otherwise provided by these Bylaws.

No member of the Parish may serve on the Vestry, including service as an officer, for more than four consecutive years. After a fourth year of consecutive service, a year must elapse before the member is eligible for election to the Vestry or to any Vestry office. After a member of the Vestry has served a three-year term, he or she is not eligible for re-election to the Vestry, but may be elected by the Vestry

to serve as an officer. A member who has been elected by the Vestry to fill a vacancy between annual meetings is eligible for election by the Parish to a three-year term on the Vestry.

Nominations to Vestry

Section 6. The Vestry shall appoint a nominating committee to propose candidates for election to the Vestry. In the event that the Vestry has not appointed a nominating committee by December 15, the Executive Committee shall serve the Rector shall appoint a as the nominating committee. Nominations from the floor shall be acceptable.

All candidates must have indicated in writing their willingness to serve if elected, or be present at the time of the meeting to so indicate at the time of nomination.

Method of Electing

Section 7. Members of the Vestry shall be elected by written ballot by a majority of the voting members present and voting at an annual Parish meeting, except as otherwise provided for in this section.

The pPresiding Officer shall appoint three (3) members of the Vestry not standing for election as tellers to count the ballots and report the results to the Presiding Officer.

Of those candidates receiving a majority of the votes, the candidate(s) receiving the highest numbers of votes shall be declared elected; *provided that* in the case of a tie among those candidates, a further ballot shall be held and the candidate(s) receiving the highest number of votes shall be elected.

If after any ballot, a vacancy remains because no candidate received a majority, the two candidates receiving the fewest votes shall be dropped and another vote taken, *provided that there are* at least two candidates, if available, for the vacancy.

If after the floor is closed to nominations, there are the same number of candidates as vacancies, a voting member may move to elect the candidates by acclamation.

In the event of questions or dispute about the voting process or outcomes, the Vestry, or a majority of the Vestry present, shall judge elections.

Declaring a Vacancy

Section 8. Any member of the Vestry who, unless for reasons of health or explained absence, such as critical business, misses four (4) consecutive meetings or has attended fewer than five (5)

meetings in any calendar year, shall be found to have vacated such office, unless such member can provide reason to the Vestry why such vacancy should not be declared.

Before any such vacancy shall be declared, the Clerk of the Vestry shall notify the incumbent, in writing, of his or her absences and of the Vestry's obligation to declare such a vacancy, and the Incumbent shall have fourteen (14) days in which to provide reasons to the Vestry why he or she should retain membership.

ARTICLE V. OF VESTRY MEETINGS

Regular Meetings

Section 1. The Vestry shall establish a date and time for regular monthly meetings; *provided*, however, that at any meeting, a majority of the Vestry may postpone the next regularly scheduled meeting for as many as fourteen (14) days. a majority of the Executive Committee also may postpone the next Vestry meeting upon notice to each member of the Vestry and concurrence of a majority thereof.

Proposed Section 1. The Vestry shall establish a date and time for regular monthly meetings. A regular meeting may be postponed or cancelled by a majority of the Executive Committee upon five days notice to each member of the Vestry, provided however that the regular monthly meeting may not be cancelled for two consecutive months or for more than a total of three months during any calendar year.

Special Meetings

Section 2. Special meetings may be called by the Rector, the Senior Warden, or at the request of two or more members of the Vestry; **provided**, that except in the case of extreme emergency, the officers and members of the Vestry must receive at least three (3) days notice.

Notice & Parish Attendance

Section 3. Periodically, the Vestry shall notify the Parish of the dates and time of upcoming Vestry meetings. Any parishioner may attend a regular or special Vestry meeting, and, upon recognition of the Presiding Officer, may comment on any matter under discussion, unless, by majority vote in open meeting, the Vestry votes to go into closed session.

Quorum

Section 4. Any six (6) elected members of the Vestry shall constitute a quorum for the purpose of conducting business at any

regular or special meeting.

Chairman

Section 5. The Rector shall preside over meetings of the Vestry and shall have the right to vote on all matters presented to the Vestry for action or decision. In the Rector's absence, the Senior Warden shall preside, and in the Senior Warden's absence, the Junior Warden. In the absence of the Rector and the Wardens, a majority of the Vestry present shall select one of its members to preside. If the Parish is without a Rector, the Bishop shall preside, if present.

Authority to Make Rules

Section 6. The Vestry may adopt rules and procedures necessary for the conduct of its meetings, provided that such rules and procedures shall conform to the Constitution and Canons of the General Convention and of the Diocese of Washington.

Proposed Addition

Electronic Meetings

Section 7. A meeting of the Vestry or Executive Committee may be conducted electronically (including by telephone). In any such electronically conducted meeting, every vestry member participating in the meeting must be capable of simultaneously communicating with every other vestry member participating in the meeting.

ARTICLE VI. OF ELECTION OF WARDENS AND OFFICERS OF THE VESTRY AND OTHER POSITIONS.

Positions to be Filled & Voting Method

Section 1. No later than twenty-one days following the annual Parish meeting, the Vestry shall meet and, by written ballot and majority vote, elect persons from among voting members of the Parish who are 18 years or older (as defined in Article II, Section 1) to fill the following offices: Senior Warden, Junior Warden, Treasurer, Clerk, and the positions of Parish Registrar, and Delegate and Alternate Delegate to the Diocesan Convention. The Rector shall be the Judge of such elections.

Notice

Section 2. Prior to said meeting, the Clerk shall notify the Vestry that such elections shall take place and of the method of nomination that will be used.

Nominations

Section 3. Any person nominated for said positions must have indicated a willingness to serve prior to the election and shall have received an explanation of the duties of the position to which

nominated.

Terms

Section 4. The terms of office for the Wardens, officers, and agents of the Vestry elected or appointed pursuant to this Article shall be for one (1) year. Such persons are eligible for re-election to these positions subject to the restrictions of Article IV, Section 5.

Vacancies

Section 5. In the case of a vacancy, by death, resignation, or otherwise, of any of the officers, the Vestry shall elect an eligible person to hold office until a successor is elected following the next annual Parish meeting.

**ARTICLE VII. OF THE DUTY AND AUTHORITY OF WARDENS, OFFICERS,
AND AGENTS OF THE VESTRY.**

Authority to Define Duties

Section 1. The authority, duties, and responsibilities of the Rector, assistant clergy, the Wardens, the Treasurer, and the Clerk are defined in the Canons of the General Convention and the Diocese of Washington, civil law and these Bylaws. The Vestry may further define the authority, duties, and responsibilities of Wardens, Treasurer, Clerk and other agents, upon approval by a majority of the Vestry.

Notice

Section 2. The duties of ~~the Senior Warden, the Junior Warden, each Warden,~~ the Treasurer, and the Clerks shall be described in writing, ~~and~~ placed on file in the Parish office, ~~and available for review by any church member, and included in the annual report prepared for each annual Parish meeting.~~

Treasurer

Section 3. The individual elected to serve as Treasurer, if not already a member of the Vestry, shall have a seat and voice thereon, without a vote. It shall be the duty of the Treasurer to receive and disburse all monies collected and to maintain books of accounts, charters, and ledgers in accordance with standard accounting procedures. With advice and approval of the Vestry, the Treasurer shall render accounts to the Vestry at each regular meeting and periodically to the Parish at large. At the direction of the Vestry, accounts shall be audited annually by a qualified person who is neither a member of the Vestry nor a compensated employee of the Parish. The Rector shall cause the audit report to be sent to the Bishop as required by the Canons. In case of temporary inability of the Treasurer to act, from illness or other cause, the Vestry shall appoint an Acting Treasurer, who shall perform all duties of the Treasurer until the Treasurer is able to resume them.

Clerk

Section 4. A Clerk who is not an elected member of

the Vestry shall have a seat and voice in Vestry meetings, without a vote.

The Clerk shall be responsible for preparing, distributing, and maintaining an accurate record of all meetings of the Vestry and the Parish, including documents attendant thereto. The Clerk shall correspond in the name of the Vestry upon direction of the Vestry or its officers, and shall be the keeper of the official seal of the Vestry and responsible for its protection and proper use. The Clerk shall fulfill the duties prescribed in Articles I, section 4, III, section 1 IV, section 8, and VI, section 2 and such other duties as may be prescribed pursuant to Section I of this Article.

The Clerk also shall be responsible for ensuring that the parish office and archives maintains a current file of Vestry minutes and supplemental documents presented at Vestry meetings. This file must be kept in paper form.

In the event of a planned absence, the Clerk shall designate a member of the Vestry to record the minutes of the meeting. In the absence of such an arrangement, the Presiding Officer shall designate a temporary clerk.

ARTICLE VIII. OF VESTRY COMMITTEES.

Authority to Appoint Committees

Section 1. A majority of the Vestry may create committees consisting of two (2) or more members of the Vestry. To the extent provided by resolution of the Vestry, such committees shall have and exercise the authority of the Vestry in the management of the Parish. However, such committees shall not operate to relieve the Vestry of any responsibility otherwise imposed upon it by civil or canon law. The Rector, the Senior Warden, and/or a majority vote of a quorum of the Vestry at any regular or special meeting of the Vestry may also create committees not having the authority of the Vestry in the management of the Parish

Executive Committee

Section 2. The Executive Committee shall consist of the Rector, the Wardens, the Treasurer, and the Clerk of the Vestry as voting members. Any assistant clergy shall be a non-voting, *ex-officio* member.

The Executive Committee shall meet prior to each Vestry meeting to

determine the agenda for the upcoming meeting, to discuss new proposals and current activities, and to consider recommendations on planning, policy, and financial matters for approval of the full Vestry. The regular meeting time of the Executive Committee shall be made known to the Vestry.

The Executive Committee may meet to address routine matters in line with policies set by the Vestry. In the event the Executive Committee obligates unbudgeted funds, without prior authorization of the Vestry, such action shall be placed before the Vestry for review and consideration at its next regular meeting.

The Executive Committee may perform such other duties as the Vestry may delegate to it.

ARTICLE IX. OF THE ELECTION OF THE RECTOR AND ASSISTANT CLERGY AND HIRING OF TEMPORARY CLERGY.

Vacancy in the Parish

Section 1. When the rectorship of the Parish becomes vacant, the Vestry shall by, at least a majority vote of all members, elect and issue a call to a new Rector from among the priests in good standing, of the Protestant Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. Such election and call shall follow consultation with the Bishop of the Diocese, in conformity with the applicable canons of the General Convention.

Assistant Clergy

Section 2. The Vestry may, by majority vote, elect one or more assistant ministers from among the priests or deacons in good standing of the Protestant Episcopal Church, at the nomination of the Rector, and after consultation with the Bishop, in conformity with the appropriate Canons of the General Convention.

Call to Rector

Section 3. The call of a new Rector or new Assistant Clergy shall be made to and accepted by the member of the clergy in writing. The call shall contain at a minimum the provision set forth in Canon 25, Section 6, of the Canons of the Diocese of Washington.

Hiring of Temporary Clergy

Section 4. The Vestry, upon recommendation of the Rector, or in the Rector's absence, upon recommendation of the Senior Warden, may contract for clergy to serve as vacation supply, as a temporary replacement if the Rector is incapacitated, or for other part-time duties and responsibilities requiring the services of priests of the Church.

ARTICLE X. OF ENDOWMENTS AND TRUSTS.

Vestry Responsibility **Section 1.** The Vestry shall oversee, manage, and maintain the Endowment of Christ Church + Washington Parish (hereinafter referred to as the Endowment), ~~which was~~ established in 2000. The Vestry shall record and preserve the records of the original value of gifts and bequests to the Endowment.

Purposes **Section 2.** The Endowment shall be used only for historic preservation of church facilities, outreach programs, extraordinary maintenance, and capital expenses. The Endowment shall not be used for routine or customary operating expenses.

Permanently Restricted Amount **Section 3.** The Vestry shall permanently restrict from spending the original value of donations to the Endowment.

Investment Policy, Management, and Monitoring **Section 4. (a)** The Endowment shall be managed by the Vestry and its designee(s) in accordance with the District of Columbia Prudent Management of Institutional Funds Act and the Manual of Business Methods in Church Affairs. (b) The investment goals shall be to (i) preserve long-term purchasing power and (ii) provide a reasonably stable, predictable, and growing revenue stream to support the purposes of the Endowment as set forth in Section 2 of this Article. (c) The Vestry or its designee(s) shall be responsible for (1) developing and implementing an Endowment investment policy that identifies the types of assets and asset class allocations that are suitable (or unsuitable) for the Endowment investment portfolio; (2) monitoring the performance of the Endowment investment portfolio; and (3) monitoring the performance of trusts held by third parties for the benefit of Christ Church + Washington Parish.

Annual Appropriations **Section 5.** Each year the Vestry may appropriate a prudent amount for the purposes set forth in section 2 of this Article. In no event, however, may the Vestry appropriate Endowment funds if the balance of the Endowment is less than the total original value of gifts and bequests to the Endowment or would fall under that permanently restricted amount as a result of the appropriation

Reporting

Section 6. The Vestry or its designated Endowment manager shall provide, at each annual parish meeting, a written report on the implementation of this Article and on the performance and management of the Endowment.

Other Endowments and Trusts

Section 7. Trust funds managed for the benefit of Christ Church + Washington Parish shall be managed in accordance with their governing documents. In addition, the Vestry or its designee shall provide a written report on the performance and management of these trusts at the annual parish meeting, which shall be made part of the Annual Report.

ARTICLE XI. OF AMENDING THE BYLAWS

Amendment

Section 1. These bylaws may be amended or repealed at any annual or duly called special meeting, by a two-thirds vote of the voting members present and voting at such meeting. Notice shall be given to all voting members of the Parish at least thirty (30) days prior to any meeting of any proposed amendment or repeal of any provision of the bylaws.

Application to Civil & Canon Law

Section 2. Amendments to and repeals of -provisions of the Bylaws must conform to applicable civil and Canon law.

Printing & Availability

Section 3. Upon adoption of any modification of the Bylaws the Vestry shall print the full text of the Bylaw, incorporating the modification, which must be retained on file in, and available from, the Parish Office.