

BY-LAWS

St. Mary's Episcopal Church, Provo, Utah

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Article I: Name and Purpose

Section 1. This parochial cure shall be known as Saint Mary's Episcopal Church. Our mission at St. Mary's is to love others as God loves us, through offering our love unconditionally, sharing our God-given gifts and talents with our mission church and community, affirming the various ministries that so richly feed us and our neighbors, developing an ongoing life connected with the members and friends of St. Mary's, and encouraging a variety of spiritual journeys within the broad tradition of the Episcopal Church.

The principal place of the activities of this Congregation is 50 West 200 North, Provo, Utah.

Section 2. This Congregation is subject to the Constitution and Canons of both The Episcopal Diocese of Utah and of The Episcopal Church. St. Mary's is a Mission Congregation of The Episcopal Church in Utah as defined by Canon 31.1.2 of the Canons of The Episcopal Diocese of Utah, effective January 1, 2010.

Article II: Membership

Section 1. Members - 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. (Canon 1.17.1a; General Canons of The Episcopal Church)

Section 2.

- (a) Communicants - All members of this Church who have received Holy Communion in this Church at least three times during the preceding year are to be considered communicants of this Church. (Canon 1.17.2a; General Canons of The Episcopal Church)
- (b) Adult communicants - For the purposes of statistical consistency throughout the Church, communicants sixteen years of age and over are to be considered adult communicants. (Canon 1.17.2b; General Canons of The Episcopal Church)
- (c) Communicants in good standing - 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. (Canon 1.17.3; General Canons of The Episcopal Church)

Section 3. Voting members - All adult communicants in good standing. They may vote in Congregation meetings and hold elective or appointive office in the Congregation.

Article III: Meetings of the Congregation

Section 1. An annual meeting shall be held each year at a time and place designated by the Priest-in-Charge and Bishop's Committee. Notice of the meeting shall be published not less than two (2) weeks prior to the meeting. The purpose of the meeting shall be to hear the report of the Bishop's Committee; receive the report of the Finance Committee and all other organizations within the Congregation; elect members of the Bishop's Committee, delegates, and alternate delegates to the diocesan convention; and to conduct any other business as required. Two (2) weeks prior to an

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annual meeting each organization of the Congregation shall publish a report of its activities and finances. Copies of all reports shall be available to all members of the Congregation at least one (1) week prior to the annual meeting.

Section 2. At the annual meeting: Members of the Bishop's Committee shall be elected, each to serve for a term of three years, unless the term shall be fulfilling an unexpired term. The elected membership of the Bishop's Committee shall be made up of six lay members who are adult communicants in good standing of the Congregation. No full term Bishop's Committee member may succeed themselves. Any vacancy on the Bishop's Committee shall be filled by a majority vote of the voting members present at the annual meeting.

Section 3. Special Congregation meetings may be called by the Priest-in-Charge, the Bishop's Committee, or by a petition bearing the signatures of ten (10) or more voting members of the Congregation. Notice of any special meeting shall be published at least two (2) weeks prior to the meeting date and shall list the items of business to be conducted. The agenda shall be limited to the listed items of business.

Section 4. A quorum for Congregational meetings shall consist of a majority of the Bishop's Committee plus ten (10) other communicants in good standing of the Congregation.

Section 5. Robert's Rules of Order shall govern the transaction of business at all Congregational meetings; however, any rule of order may be suspended by a vote of two thirds (2/3) of the members present. All elections shall be by secret ballot unless, by two thirds (2/3) vote of the members present, a voice vote of election by acclamation is directed.

Article IV: The Priest-in-Charge

Section 1. The Priest-in-Charge is the chief ecclesiastical and administrative officer of the Congregation and may preside at all meetings of the Congregation and the Bishop's Committee. The Priest-in-Charge shall have charge of all phases of the worship of the Congregation. Specific duties shall be set forth in a Letter of Agreement between the Priest-in-Charge and the Bishop's Committee in conference with the Bishop and in accordance with the Canons of The Episcopal Church.

Section 2. The appointment of a Priest-in-Charge shall be the responsibility of the Wardens and Bishop's Committee in conference with the Bishop and in accordance with the Canons of The Episcopal Church.

Section 3. Dissolution of a pastoral relationship shall occur only with the consent of the Bishop, Standing Committee, and Bishop's Committee and in accordance with the Canons of The Episcopal Church.

Article V: The Bishop's Committee

Section 1. The Priest-in-Charge, Wardens, and Bishop's Committee are responsible for the life of the Congregation and the care of its property.

Section 2. Where there is no Priest-in-Charge, the Senior Warden shall have those responsibilities normally associated with the Priest-in-Charge. At all times, the Senior Warden shall function as the principal lay officer of the Congregation.

Section 3. The Senior Warden shall be appointed annually from the membership of the Parochial Cure by the Priest-in-Charge at the annual meeting, acting with the advice and consent of the Bishop. In the absence of the Priest-in-Charge, the Senior Warden shall be selected by the Bishop and preside at all Congregation and Bishop's Committee meetings. The Senior Warden shall be an ex officio

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member of all committees created through the Bishop's Committee and of the Bishop's Committee itself; with seat, voice, and vote.

Section 4. The Treasurer, Clerk, and Clergy are ex officio members of the Bishop's Committee; with seat and voice, but no vote.

Section 5. The Treasurer shall have the responsibility to collect, care for, and disburse all funds of the Congregation; keep books of account; submit monthly financial statements to the Bishop's Committee, and an annual financial statement to the Congregation. The Bishop's Committee shall provide appropriate bonding for the Treasurer.

Section 6. The Clerk shall have the responsibility to keep record of the minutes for all Congregation and Bishop's Committee meetings, act as Corporate Secretary of the Parish; and shall perform the duties required of such office and serve until a successor is elected.

Section 7. Elected Bishop's Committee members missing more than two meetings within any one (1) year, unless excused by the Committee, shall be deemed to have vacated their office.

Section 8. In the event a vacancy occurs in the office of Bishop's Committee member, the Bishop's Committee shall elect a voting member of the Congregation to fill that office until the next annual meeting, at which time an eligible person shall be elected to fulfill any unexpired portion of the term.

Section 9. No Bishop's Committee member who is elected to a full three year term shall be eligible for re-election to the Bishop's Committee until one full year shall have elapsed following the conclusion of that term.

Article VI: Organization and Duties of Bishop's Committee

Section 1. The Bishop's Committee shall, at its next regularly scheduled meeting following the annual meeting, organize itself as it sees fit, including:

- (a) Electing a Junior Warden from among its own members. The Junior Warden will perform the duties of the Senior Warden in the event of the latter's absence or incapacity. In addition, the Junior Warden shall have oversight of the buildings and grounds of the Congregation.
- (b) Electing a Treasurer, who need not be a member of the Bishop's Committee but, being so, will not lose Bishop's Committee vote. The Treasurer is elected to serve for a one-year term and may be re-elected.
- (c) Electing a Clerk who need not be a member of the Bishop's Committee but, being so, will not lose Bishop's Committee vote. The Clerk is elected to serve for a one-year term and may be re-elected.
- (d) Determining what day of each month members shall meet.

Section 2. The Priest-in-Charge, or such other member of the Bishop's Committee designated by the Priest-in-Charge, shall preside at all meetings of the Bishop's Committee. In the absence of the Priest-in-Charge, the Senior Warden shall preside. In the absence of the Senior Warden, the Junior Warden shall preside. In the absence of the Junior Warden, the Bishop's Committee shall elect a temporary chairperson to preside.

Section 3. The Bishop's Committee has the power to initiate and execute such actions as are needed to promote the objectives of the Congregation. Such powers include, but are not limited to, those to collect and disburse funds or assets, buy and sell personal property, enter into contracts, employ and discharge individuals, engage in fund raising, deal with agencies outside of the Congregation, publish documents, and set Congregation policy; all on behalf of the Congregation.

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Section 4. The Bishop's Committee shall not have the power to incur indebtedness, buy real property, or enter into contracts of over one year's term without a majority vote of the Congregation at an annual or special meeting of the Congregation and in accord with Canon 41.2.2 and 41.2.3 of Diocesan Canon.

Section 5.

- (a) The Bishop's Committee shall meet regularly and at least ten (10) times during any calendar year. No consecutive months may be skipped. An agenda will be available at least one (1) week in advance of the scheduled meeting. A quorum shall be recorded and consist of the presiding member, plus four elected Bishop's Committee members. A simple majority shall be required for action of the Bishop's Committee.
- (b) When special circumstances warrant, the Bishop's Committee may poll its members by electronic means; provided that the date of the electronic meeting, subject matter of the vote, and the vote tally be duly noted and recorded in official minutes of the next regularly convened meeting.

Section 6. All Bishop's Committee meetings are open to all members of the Congregation who may speak, with permission, but not vote. Part of any Bishop's Committee meeting may be closed as an Executive Session when personnel or other sensitive matters are being discussed. A Committee member must make a motion to enter an Executive Session. The motion needs a second, is debatable, and must pass a majority vote to adopt. If adopted; the time, topic, and resolution will be recorded, but any or all discussion may be omitted.

Section 7. A special meeting of the Bishop's Committee may be called by the Priest-in-Charge, either Warden, or three Bishop's Committee members. Special meetings may be closed as an Executive Session.

Section 8. The Bishop's Committee may form and dissolve committees as the need arises. Leaders and members of such committees may be drawn from the communicants of the Congregation.

Article VII: Finance

Section 1. It shall be the responsibility of the Bishop's Committee to develop long range financial goals for the Congregation and to prepare three to five year budget projections to support those goals. The goals and budget shall be reviewed at the Annual Parish Meeting.

Section 2. At its first regular meeting following the Annual Parish Meeting the Bishop's Committee shall appoint a Finance Committee, which shall consist of at least four (4) communicant members of the congregation. The Treasurer shall be included in the membership of the Committee, as shall at least one member of the Bishop's Committee who is not the Treasurer. Each person so appointed shall serve through the following Annual Parish Meeting, and may be reappointed as directed by the Bishop's Committee. Subsequent appointments, including the filling of vacancies, may be made at any time by the Bishop's Committee. The Finance Committee shall have the responsibility of reviewing all matters of Congregation finance, recommending appropriate action to the Bishop's Committee concerning such matters, and shall generally be charged with overseeing the management of the finances of the Congregation. By December 1st of each year the Finance Committee shall prepare and submit to the Bishop's Committee a proposed budget of estimated operating and capital expenditures and include proposed budgeted income sources for the following year. Any such budget adopted by the Bishop's Committee shall be included with the report of the Finance Committee to the Congregation at the Annual Parish Meeting.

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Section 3. All funds of the Congregation shall be under the control of the Bishop's Committee. The Bishop's Committee must approve the opening of any bank account. Policies and procedures regarding financial management shall be established by the Bishop's Committee and administered by the Finance Committee.

Section 4. The financial records of the Congregation shall be open at all times for inspection.

Section 5. The fiscal year shall be from January 1st through December 31st. The Treasurer shall be responsible for preparation of the books of account for an audit, which shall be made annually, or as provided by the Canons of the Diocese or policies thereof. The results of that audit shall be presented to the Bishop's Committee.

Article VIII: Elections

Section 1. At its October meeting, the Bishop's Committee shall appoint a Nominating Committee whose duty is to provide a slate of at least one candidate for each office to be filled at the annual meeting. This committee shall also receive nominations for any office to be filled from any voting member. Nominations will be closed three (3) weeks prior to election and the list of candidates will be prominently published two (2) weeks prior to the election. Nominations will, however, be accepted from the floor at the annual meeting. No person shall be a candidate for any office without their consent.

Section 2. All those elected to hold office in the Congregation and to serve as delegates to the diocesan convention must be communicants of the Congregation in good standing and shall serve until their successors are elected.

Section 3. At the annual Congregation meeting, two (2) Bishop's Committee members shall be elected, to serve for a term of three (3) years, replacing those Bishop's Committee members whose terms are expiring. Additional Bishop's Committee members shall be elected, if any unexpired term has not been filled during a meeting of the Congregation. Election shall be by majority of all voting members present. In the event of a tie vote, there shall be a run-off election between the tied candidates.

Section 4. Delegates and Alternate Delegates to diocesan convention shall be elected each year to serve a term of one (1) year.

Article IX: Amendments and Miscellaneous

Section 1. The By-laws may be amended at any annual or special meeting of the Congregation by a two-thirds (2/3) majority of eligible votes cast. The primary amendment must be approved by the Chancellor and published for all voting members at least two (2) weeks in advance of the meeting at which the amendment is to be presented, but secondary amendments may be made from the floor and pass by simple majority. Any voting member may present an amendment for consideration by the Congregation.

Section 2. Any communications required herein to be published may be communicated in written or electronic form as reasonably necessary to reach the intended recipient.

Article X: Validity of Provisions

If any article or section of these By-laws is rendered invalid by Diocesan or national Church Canon or by civil law, the remaining provisions are still in force.