BY-LAWS

St. Mary’s Episcopal Church, Provo, Utah

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**BYLAWS**

# Article I: Name and Purpose

**Section 1.** This parochial cure shall be known as Saint Mary’s Episcopal Church. The purpose of this Congregation is to love others unconditionally as God loves us, to affirm and share our God-given gifts in ongoing relationship and service to our members, friends, and neighbors, and to encourage a variety of spiritual journeys within the broad tradition of The Episcopal Church as we promised in our baptismal vows.

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.** Any person who has 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 Baptism has been duly recorded in this Congregation is a member thereof.

**Section 2.** A communicant in good standing of the Congregation is a member who, for the previous year, has been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying and giving for the spread of the Kingdom of God.

**Section 3.** Voting members of the Congregation are communicants in good standing who are sixteen years of age or over. 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 Cleric-in-Charge and Bishop’s Committee. Notice of the meeting shall be published not less than two 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 Treasurer and all organizations of the Congregation; elect members of the Bishop’s Committee, delegates and alternate delegates to the diocesan convention; and to conduct other business as required. Two weeks prior to each annual meeting each organization of the Congregation shall publish a report of its activities and finances. Copies of all reports shall, if feasible, be available to all members of the Congregation at least one week prior to the annual meeting.

**Section 2**. At the annual meeting: Members of the Bishop’s Committee shall be elected, with 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 seven lay members who are communicants in good standing of the Congregation. Bishop’s Committee members may not succeed themselves. Any vacancy on the Bishop’s Committee may 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 Cleric-in-Charge, the Bishop’s Committee, or by a petition bearing the signatures of twelve (12) 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 twelve (12) 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 Cleric-in-Charge

**Section 1**. The Cleric-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 Cleric-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 Cleric-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 Cleric-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 Cleric-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 Cleric-in-Charge, the Senior Warden shall have those responsibilities normally associated with the Cleric-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 Cleric-in-Charge at the annual meeting. In the absence of the Cleric-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 member of all Bishop’s Committee committees.

**Section 4.** The Treasurer and Clerk of the Congregation are ex officio members of the Bishop’s Committee, with seat and voice.

**Section 5.** The Treasurer shall have the responsibility to collect, care for, and disburse all funds of the Congregation; to keep books of account; and to 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 of the Congregation shall have the responsibility for the minutes of all Congregation and Bishop’s Committee meetings and shall act as secretary of the Parish corporation and shall perform the duties required of such office and shall serve until a successor is elected.

**Section 7.** 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 the unexpired portion of the term, if any.

**Section 8.** 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:

1. The Bishop’s Committee shall elect 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.
2. The Bishop’s Committee shall elect a Treasurer who may, but need not be, a member of the Bishop’s Committee and, being so, will not lose Bishop’s Committee vote. The Treasurer is elected to serve for a one-year term. The Treasurer may be re-elected.
3. The Bishop’s Committee shall elect, for a one-year term, a Clerk who may, but need not be, a member of the Bishop’s Committee and, being so, will not lose Bishop’s Committee vote.

**Section 2**. The Cleric-in-Charge, or such other member of the Bishop’s Committee designated by the Cleric-in-Charge, shall preside at all meetings of the Bishop’s Committee. In the absence of the Cleric-in-Charge, the Senior Warden shall preside. In the absence of the Senior 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; buy and sell personal property; enter into contracts; employ and discharge; engage in fund raising; deal with agencies outside the Congregation; publish documents; and set Congregation policy, all on behalf of the Congregation.

**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. A quorum shall consist of a Warden and/or Cleric-in-Charge and 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 taken 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 but not vote. Bishop’s Committee meetings may be closed when personnel matters are being discussed.

**Section 7.** A special meeting of the Bishop’s Committee may be called by the Cleric-in-Charge, either Warden, or three Bishop’s Committee members.

**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.

**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 1 through December 31. The Treasurer shall prepare 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 weeks prior to election and the list of candidates will be prominently published two 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 in two years of any three year cycle; three members shall be elected in one year of any three year cycle. Each member is elected to serve for a term of three (3) years, replacing those Bishop’s Committee members whose terms are expiring. Election shall be by majority vote of those 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. Notice must be given to all voting members at least two (2) weeks in advance of the meeting at which the amendment is to be presented. Any voting member may present an amendment for consideration of 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.

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