

# St. George's Episcopal Church

1024 SW Cass Avenue  
Roseburg, Oregon 97470

## Bylaws

### PREAMBLE

The Church is the body of Christ and each of us as members has a responsibility to promote and extend Christ's Kingdom on this earth, according to our talents.

### Article I

#### NAME AND LOCATION

The name of this church is St. George's Episcopal Church. The present location of the church of said Parish is the NE corner of Main and Cass Avenue, within the corporate limits of the city of Roseburg, Oregon.

### Article II

#### PURPOSE

The object, business and pursuit of said church shall be the advancement of the interest of the said above named Parish in the city of Roseburg, Oregon and vicinity, and to conduct said Parish in accordance with the Constitution, canons, regulations, rules, usages and discipline of the Protestant Episcopal Church in the United States of America, and the Constitution and canons of the same Church in the Diocese of Oregon; and to that end the Church shall have power and authority to own, hold and acquire real, personal or mixed property by gift, donation, devise, purchase, and in accordance with the rules and discipline of the said Church and to sell, dispose of, convey, lease or mortgage any of said real, personal, or mixed property; and the said corporation shall have power and authority to borrow money to further its objects, and shall be clothed with the power generally to do and perform each and every act and thing necessary, proper or convenient to carry out the objects and purposes of the Church.

### Article III

#### ANNUAL MEETING

**Section A.** Not later than the 30th of November each year, the Vestry shall designate a date in the following February for the Annual Meeting of St. George's Episcopal Parish. The Annual Meeting shall be held on a Sunday and shall commence at an hour considerate of the convenience of all baptized persons who regularly attend each of the principal services of the Parish.

**Section B.** The purposes of the Annual Meeting are to elect persons to serve on the Vestry, to hear and act upon the reports of the Treasure, the Auditing Committee, the Rector, the programs of Christian Education and the various guilds, committees and commissions of the Parish; to ratify or to reject any amendment to these Bylaws that the Vestry has referred; and to transact any other business that legally and canonical may come before the meeting.

**Section C.** A notice of the Annual Meeting, signed by the Rector or one of the wardens, shall be posted in a conspicuous place at the main entrance to the church at least one week prior to the date of the Annual Meeting.

**Section D.** The Rector shall preside at the Annual Meeting. In case there is no Rector, or in the absence of the Rector or the Rector's inability to act, the Senior Warden, or in the Senior Warden's absence, the Junior Warden, shall preside at the Annual Meeting. If the presiding officer votes at the Annual Meeting as a member and legal voter, then the presiding officer shall not have an additional vote to break a tie.

**Section E.** The presiding officer shall establish the order of agenda of the Annual Meeting. If the presiding officer determines that, due to inclement weather or other calamity, the attendance at the Annual Meeting is so substantially reduced that those in attendance are not representative of the Parish, the presiding officer may declare a recess of the Annual Meeting. An Annual Meeting so recessed shall be continued the same day the following week, at the same hour, and the presiding officer shall give notice of the time that the Annual Meeting will reconvene at each principle service of worship conducted in the Parish during the week of recess.

**Section F.** The legal voters of the Parish entitled to vote at an Annual Meeting are those baptized persons of 16 or more years of age who are physically present at the Annual Meeting and who are communicants of the Episcopal Church who have been enrolled on the Parish Register for six months immediately preceding the Annual Meeting and who have received Holy Communion in the Parish during the year preceding the Annual Meeting. The Clerk of the Parish shall prepare a list of legal voters for each election.

**Section G.** A legal voter may not cast a vote as proxy for another person.

**Section H.** The Clerk of the Parish shall record the minutes and shall supervise the distribution of ballots at the Annual Meeting. The presiding officer shall recognize the Clerk of the Vestry, if present, to be the Clerk of the Parish. In the absence of the Clerk of the Vestry, the presiding officer shall nominate, and the Annual Meeting shall elect, a Clerk pro tempore.

#### **Article IV**

#### **SPECIAL MEETINGS OF THE PARISH**

**Section A.** The Rector or the Vestry may call a special meeting of the Parish at any time. A notice of the special meeting shall be posted in the manner of the notice of an Annual Meeting under Article III. The notice shall specify the business proposed, and no other business than that specified in the notice shall be in order. In all other respects, a special meeting shall be conducted in the manner of an Annual Meeting.

**Section B.** In the event of a calamity that takes the lives of, or incapacitates, five or more members of the Vestry, or the Rector and four or more members of the Vestry, any remaining member of the Vestry or any three legal voters of the Parish may call a special meeting of the Parish.

#### **Article V**

#### **ELECTION OF MEMBERS OF THE VESTRY**

**Section A.** Except as provided in Article VI, Section I, the legal voters of the Parish shall elect each member of the Vestry by Ballot at an Annual Meeting. At Each Annual Meeting, the legal voters of the Parish shall elect three lay persons to three-year terms on the Vestry. If the Vestry refers to the Annual Meeting an election to fill the remainder of the unexpected term of a position on the Vestry, the election shall be separate and subsequent to the election of persons to serve full three-year terms.

**Section B.**

**Paragraph 1.** The Vestry shall adopt a process to nominate persons for election to the Vestry. Each year, not later than the 30th of November, the Vestry shall publish to the legal voters of the Parish a description of the process.

**Paragraph 2.** Persons eligible to be elected to the Vestry are lay persons, whether or not present at the Annual Meeting, who would qualify as legal voters of the Parish if present, and who are 18 or more years of age. A member of the Vestry who completes a term exceeding one year on the Vestry or who was elected at an Annual Meeting is not eligible again to be elected to the Vestry until the Annual Meeting after the Annual Meeting at which the term that the person has served expires. A person appointed by the Vestry to fill a remainder of less than one year of an unexpired term shall be eligible for re-election at the end of the term. A person who lives in the same household as a member of the Vestry whose term will not have expired by the Annual Meeting is not eligible to be elected to the Vestry.

**Section C.** At the Annual Meeting, the Clerk of the Parish shall be the custodian of uncast ballots for the Vestry election. The Clerk shall cause the ballots for the election of members of the Vestry to be distributed to the legal voters who are present when the presiding officer announces the agenda item to elect members to the Vestry. No ballot shall be distributed to any legal voter who arrives at the Annual Meeting after the beginning of the introductions of nominees unless the certified tally of the ballots cast by legal voters who were in attendance when the initial ballots were distributed under this paragraph requires a run-off election.

**Section D.**

**Paragraph 1.** Three tellers shall supervise the election and shall tally the ballots. The presiding officer shall appoint two tellers, and the two tellers so appointed shall appoint the third teller. The tellers also shall act as judges of the election.

**Paragraph 2.** Any person whose name does not appear in the list of legal voters prepared by the Clerk of the Parish under Article III, Section F, of these Bylaws may appeal to the tellers as judges of the election his or her right to vote. If the judges determine that the person is not entitled to cast a vote, the person shall be permitted to mark a ballot. The ballot shall be identified with the person's name, kept apart from the other ballots and shall not be counted, but shall be enclosed in the envelope under Section F of this Article.

**Paragraph 3.** Any legal voter may challenge the right of any person to vote for the election of members of the Vestry. The challenge will not be recognized unless made before the tellers collect the ballots. The tellers as judges of the election shall decide if the challenged person is a legal voter.

Whenever a vote is challenged, the judges shall note upon the ballot the name of the challenged voter and whether the vote was allowed or rejected, and shall sign the ballot.

**Section E.** The presiding officer shall act as inspector of the election of members of the Vestry and shall certify who was elected.

**Section F.** The Clerk shall enclose all ballots cast at the election, and all rejected ballots, in a sealed envelope, which the tellers and the Clerk shall sign. The Clerk shall deliver the envelope to the Vestry, which shall preserve the envelope unopened for one year, subject to the order of the Bishop.

**Section G.** An appeal from the certified result of the election may be made to the Bishop, under the canons of the Diocese of Oregon. The Bishop's decision shall be final.

## **Article VI** **THE VESTRY**

### **Section A.**

**Paragraph 1.** The Vestry shall manage the temporal concerns of the Parish. The Vestry is the steward of all monetary and tangible nonmonetary contributions to the Parish.

**Paragraph 2.** In case of a vacancy in the cure, the Vestry shall elect a Rector in accordance with the canons of the Diocese of Oregon.

**Paragraph 3.** The Vestry shall set the compensation for the Rector, subject to the canons of the Diocese of Oregon. Before any clergy assistant may be appointed to the staff of the Parish, the Rector shall obtain the approval of the Vestry. The Vestry shall set the compensation of all other employees of the Parish. The Vestry shall adopt and publish to the Parish at the Annual Meeting a budget for the year.

**Paragraph 4.** The Vestry annually shall appoint an Auditing Committee comprised of two auditors, neither of whom is the Treasurer or Clerk of the Parish, who shall examine the books and audit the accounts of the Treasurer and make a written account to the Vestry not later than July of each year. The Vestry shall send a copy of the report to the Bishop.

**Paragraph 5.** The Vestry and the Rector jointly are responsible to prepare and to deliver to the Bishop the annual parochial report.

**Paragraph 6.** The Vestry shall elect the lay delegates who will represent the Parish at any Convention of the diocese. The Vestry may nominate persons to the Nominating Committee of the Diocese of Oregon for the offices of Deputy to the General Convention, Member of the Standing Committee, Member-at-Large of the Diocesan Council, Trustee of the Diocese of Oregon, trustee of Oregon Episcopal School, and Trustee of Good Samaritan Hospital & Medical Center.

**Paragraph 7.** The Vestry shall act as a liaison between the Parish and the Rector and shall create more active involvements from parish members who are not Vestry members. Vestry members shall faithfully attend Parish functions and worship services and each shall serve as a chair or a member of a

commission. The chairs of the commissions will be elected at the first Vestry Meeting in February of each year.

**Paragraph 8.** Vestry Members shall make a commitment to attend Vestry Retreats.

**Paragraph 9.** If a member of the Vestry misses two consecutive Vestry meetings without the approval of the Vestry, a letter will be sent stating that member will be relieved of the position and replaced. The excused and unexcused absences of a Vestry member will be noted in the Vestry Minutes.

**Paragraph 10.** At all Vestry meetings, a five-minute period will be set aside for anyone who wishes to address the Vestry. Anyone who wishes to discuss a particular issue is asked to submit said issue in writing and/or in conference with the Rector, who will in turn put the issue on the agenda for the Vestry meeting.

**Paragraph 11.** A two-thirds vote of the Vestry is required to change a motion that has already been accepted.

**Paragraph 12.** Any proposal involving a major expenditure of money or the establishment of a new program shall first be presented to the Vestry. The Vestry shall have one month to study the proposal before taking action on it.

**Paragraph 13.** The agenda, previous month's minutes and monthly financial statement are to be placed in Vestry members' notebooks on the Friday preceding each Vestry meeting.

**Paragraph 14.** The Vestry shall have such additional duties and responsibilities as are assigned by the canons of General Convention, the canons of the Diocese of Oregon, and these Bylaws.

**Section B.** The vestry shall be comprised of the Rector and nine lay persons elected to the Vestry in accordance with these Bylaws. During a vacancy in the cure, the priest or other member of the clergy whom the Bishop has placed in charge of the Parish is not a member of the Vestry. The terms of the lay members of the Vestry commence and expire at the Annual Meeting upon certification of the results of an election of members of the Vestry.

**Section C.** The Rector, or in the absence of the Rector, the Senior Warden, or in the absence of both the Rector and Senior Warden, the Junior Warden, shall preside at meetings of the Vestry. If the presiding officer votes as a member of the Vestry, then the presiding officer shall not have an additional vote to break a tie.

**Section D.** A quorum of the Vestry shall consist of five members, among whom must be either the Rector or one of the wardens. The loss of a quorum during a meeting of the Vestry shall be the equivalent of the passage of a motion to adjourn the meeting.

**Section E.** Except as otherwise provided in these Bylaws, a simple majority of the members of the vestry present shall be sufficient to carry any matter before the Vestry, provided that no motion before the Vestry other than a motion to adjourn shall be validly adopted if fewer than four members of the Vestry have cast affirmative votes on motion.

**Section F.** All meetings of the Vestry shall be open to all legal voters of the Parish, except that the vestry may adopt a resolution to close a specified portion of a specified meeting during the discussion of personnel matters.

**Section G.** Promptly after the Annual Meeting, the Rector or, in the Rector's absence, the Clerk of the Parish shall call a meeting of the Vestry. At the meeting, the Rector shall appoint a Senior Warden from among the members of the Vestry. In case of a vacancy in the cure, the Vestry shall elect the Senior Warden from among its members. The Vestry shall elect another member of the Vestry to be Junior Warden. At the same meeting, the Vestry shall elect a Clerk and a treasurer. The persons whom the Vestry elects to be Clerk and Treasure need not be members of the Vestry.

**Section H.** Except as provided in Section G of this Article, the Vestry shall determine the dates and times when it shall meet. The Vestry may adopt a resolution that the Vestry will meet at the same determinable day and hour each month. Any meeting of the Vestry held on the day and hour specified in the resolution, and more than three days after each member of the Vestry actually has received the minutes of the meeting of the Vestry in which the resolution is recorded, is a "regular" meeting of the Vestry. The Rector, or both wardens, or any three members of the Vestry, may call a special meeting of the Vestry. A special meeting held sooner than three days notice of the meeting has been sent to all members of the Vestry is not valid, notwithstanding that a quorum is present. The lack of written notice shall not invalidate a regular meeting of the Vestry.

**Section I.** If a vacancy occurs in the membership of the Vestry between Annual Meetings, the remaining members of the Vestry may appoint a person to fill the vacancy, or may provide that a person will be elected at the next Annual Meeting to serve the unexpired term. The term of the person appointed or elected to fill the vacancy shall expire on the same day as the term of the member of the Vestry who vacated the position. The Vestry may not appoint a person who is not qualified to be elected to the Vestry under Article V, Section B, Paragraph 2 of these Bylaws.

## **Article VII** WARDENS

**Section A.** The Senior Warden and the Junior Warden shall serve one year terms, and each shall be eligible to be reappointed or re-elected as long as the person remains a member of the Vestry. The terms of the wardens shall extend until the first meeting of the Vestry following the Annual Meeting, notwithstanding that a warden's term as a member of the Vestry may expire at the Annual Meeting. A warden whose term as a member of the Vestry has expired shall have no vote at the meeting of the Vestry.

**Section B.** The Wardens shall perform all duties required of wardens by the canons of the Diocese of Oregon, and such duties as the Rector or the Vestry may entrust to them.

## **Article VIII** CLERK AND TREASURE



**Section A.** The terms of the Clerk of the Parish and of the Treasurer shall expire at the adjournment of the Annual Meeting. However, if the Clerk of the Vestry does not attend the Annual Meeting, the term of the Clerk shall expire upon the election of the Clerk pro tempore at the Annual Meeting. The Clerk elected at the Annual Meeting will also be the Clerk of the Vestry until either the time the Vestry elects a successor Clerk or the commencement of the next Annual Meeting, whichever is earlier.

**Section B.** The Clerk shall attend all meetings of the Vestry and of the Parish, take minutes of the proceedings, and, when approved, enter and attest to them in the book of minutes of the Vestry and Parish. The Clerk also shall act as secretary of the Parish corporation, among the duties of which are to attest to the public acts of the Vestry, to preserve the journals and records of the Parish, and to perform such other tasks as the Vestry may assign. The Clerk shall deliver to his or her successor all the books and papers that relate to the affairs of the Parish.

**Section C.** The Treasurer shall receive all money collected under authority of the Vestry for which the receipt and disbursement is not otherwise provided. The treasurer shall be subject to the direction of the Vestry in all matters pertaining to the duties of the office, and shall not disburse money except on order from the Vestry. The books and accounts of the Treasurer shall be open at all times to the inspection of the Rector, Senior Warden, Junior Warden and the Vestry. The Treasurer shall answer all questions of the Vestry as to the state of the treasury, and shall present to the Parish a full and accurate statement of all money received and disbursed during the year preceding, in the form that the canons of the Diocese of Oregon require.

## **Article IX** **THE RECTOR**

**Section A.** Subject to the rubrics of the Book of Common Prayer, the canons of the Episcopal Church and of the Diocese of Oregon, and the godly counsel of the Bishop, the control of the worship of the Parish and the spiritual jurisdiction of the Parish are vested in the Rector. The Rector has the duty and the right, and all pertinent authority, to give order for public worship. The rector shall have the spiritual direction and control of all associations of the Parish.

**Section B.** The rector shall preside, with the right to vote, at all meetings of the Parish and Vestry, but shall not have any vote in the election of his or her successor as Rector. The Rector shall not have a tie-breaking vote on any matter before the Parish or Vestry upon which the Rector has voted as a member of the Parish or Vestry. The Rector shall be responsible for the instruction and training of the members of the Vestry in their duties as members. The Rector and the vestry jointly are responsible to prepare and to deliver to the bishop the annual parochial report.

**Section C.** The Rector shall supervise all clergy serving the Parish, and shall be responsible to the Vestry for the faithful performance of all employees of the Parish in their duties.

**Section D.** The Rector, or in the absence of the Rector, the priest or other member of the clergy whom the Bishop has placed in charge of the Parish, shall keep in the Parish Register a record of all families, baptisms, confirmations, marriages and burials within the Parish. The record shall specify the names, the time and place of birth, and the parents and sponsors of each person baptized; the names of all communicants, the time when persons become communicants under the charge of the Rector or the member of the clergy, and whether by confirmation, transfer from another parish, or otherwise; the names of those confirmed, and by whom; the names of persons married, and of persons buried, and the

time and place of those acts. When the Rector or priest or other member of the clergy whom the bishop has placed in charge of the Parish departs the Parish, he or she shall deposit the Parish Register with the wardens.

**Section E.** The Rector shall have access to the building of the Parish at all times, and shall have custody of the keys to the buildings.

**Section F.** The pastoral relationship between the Rector and the Parish shall not be dissolved except as provided in the canons of the General Convention of the Episcopal Church or the canons of the Diocese of Oregon.

**Section G.** There shall be created a Covenant of Ministry between the Rector and the Parish at the time of the hiring of the Rector, signed by both the new Rector and the wardens, and this Agreement shall be reviewed annually and amended as needed.

## **Article X** AMENDMENTS

**Section A.** The Vestry and the Annual Meeting shall use the following procedure to repeal or to amend any provision of Articles I through X of these Bylaws. The Vestry may pass a motion in the form of a proposed resolution that sets out the full text of each provision to be repealed, and that specifies the precise language of the amendment, including any words deleted, and all of the unchanged language of each paragraph to be amended. If the motion for a proposed resolution passes, the Vestry shall vote whether to adopt the proposed resolution at a second meeting held not sooner than eight weeks after the meeting at which the Vestry proposes the resolution. A notice of the second meeting shall be mailed to every member of the Vestry at least one week prior to the meeting. The notice shall contain the full text of the resolution that the Vestry proposed in the prior meeting. The affirmative votes of not fewer than six members of the Vestry (five members if the Rector does not cast a vote) to adopt a resolution identical to the resolution by which the Vestry proposed to repeal or to amend shall adopt the resolution and refer the repeal or amendment to the next Annual Meeting. At the Annual Meeting, the resolution that the Vestry has adopted shall be ratified by a simple majority of the legal voters of the Parish who cast ballots vote to ratify. The repeal or amendment shall become effective upon ratification by the Annual Meeting.

**Section B.** An amendment of Articles I through X of these Bylaws may become effective before the Annual Meeting if six members of the Vestry (five if the Rector does not cast a vote) determine that the proposed amendment is required to conform these Bylaws to canon law, and that the proposed amendment does not amend the Bylaws in any other manner. The determination shall be recorded in the minutes of the Vestry, and in the resolution referred to the Annual Meeting.

Adopted on October 21, 2004

Amended on February 27, 2011