

CONSTITUTION AND BYLAWS

ST. ANDREW'S EPISCOPAL CHURCH, MADISON, WISCONSIN

[with approved amendments as of November 17, 2013]

Article 1: NAME

- 1.1 The legal name of this congregation, located in the City of Madison, Dane County, Wisconsin, shall be St. Andrew's Episcopal Church, incorporated in the State of Wisconsin on May 11, 1914, and recorded on the same day on page 194 of Church Records for Dane County, Wisconsin.
- 1.2 St. Andrew's Episcopal Church may hereinafter or commonly be known as St. Andrew's Church, St. Andrew's, or the Parish.

Article 2: AFFILIATION, MEMBERSHIP AND AUTHORITY

- 2.1 St. Andrew's Church is a member congregation of the Protestant Episcopal Church in the United States of America, hereinafter known as the Episcopal Church; *and* of the Episcopal Diocese of Milwaukee, hereinafter known as the Diocese.
- 2.2 The mission, governance, property, and finances of the Parish are subject to:
 - a) the Constitution and Canons of the Episcopal Church, as they may hereafter be amended from time to time;
 - b) the General Convention of the Episcopal Church;
 - c) the Constitution and Canons of the Diocese, as they may hereafter be amended from time to time; and
 - d) the Bishop, as defined in Section 2.5 below, to the extent provided in the Constitution and Canons of the Episcopal Church and the Diocese of Milwaukee.
- 2.3 Hereinafter, unless otherwise specified, the term Canons of the Church shall refer to the Constitution and Canons of the Episcopal Church, as they may from time to time be amended, and the Constitution and Canons of the Diocese of Milwaukee, as they may from time to time be amended.
- 2.4 In the event of any conflict or inconsistency between the organizational documents of this Parish, including these Bylaws, and the Canons of the Church, the Canons the Church shall prevail and govern.
- 2.5 Herein, unless otherwise specified, the term Bishop shall refer to the Diocesan Bishop of the Episcopal Diocese of Milwaukee, or, in the absence of the Bishop, the Standing Committee of the Diocese assuming the prerogatives of a Bishop of the Diocese to the extent allowed by the Canons of the Church.

- 2.6 The provisions of this Article 2 shall not be amended or deleted without the written consent of the Bishop.

Article 3: MISSION OF THE PARISH

- 3.1 The Mission of the Parish shall be summarized in a Mission Statement that shall be approved, and may from time to time be amended, by a two thirds majority vote of the Vestry.
- 3.2 Any amendment or change in the Mission Statement shall be reported by the Senior Warden to the Members of the Parish at the Annual Parish Meeting following any such amendment.

Article 4: MEMBERSHIP AND VOTING

- 4.1 Annually by March 31 the Rector shall complete a list of Communicants in Good Standing as of December 31 in the previous calendar year. Communicants in Good Standing are those whose participation in the Parish complies with definitions provided by the Canons of the Church and the Annual Parochial Report, as they may from time to time be amended. The Rector shall cause said list to be annually filed in the Parish office with copies of the Annual Parochial Report filed as required by the Episcopal Church and/or Diocese.
- 4.2 Members of the Parish in any calendar year shall be all persons:
- a) who are included on the list of Communicants in Good Standing as of December 31 of the prior year; and
 - b) who have contributed regularly to the support of the Parish. Contributing regularly shall be construed to include all forms of contribution to the support of the parish. Regular contributions can be made of time, monetary support, service or prayer. The Parish determines that no form or amount of contribution has greater value to the parish than another form or amount of contribution; instead, it is important only that the contribution be made regularly.
- 4.3 At the Rector's discretion, Communicants in Good Standing or Members may include individuals who, for reasons of distance, health or pastoral considerations, may have been inactive in the Parish and not contributing regularly during some or all of the previous calendar year.
- 4.4 At the Rector's discretion, Communicants in Good Standing or Members may include individuals who were not included in the Parochial Report for the previous year but who have satisfied the provisions of Section 4.2 for a period of at least 90 days.
- 4.5 An individual who has been omitted from any list of Communicants in Good Standing or list of Members and who wishes to be included or reinstated on any said list or lists shall have recourse as defined in the Canons of the Church.

- 4.6 A Member Household shall be defined, for the purposes of these Bylaws, as a residence in which one or more Members of the Parish permanently reside.
- 4.7 Voting Members of St. Andrew's Church shall be all Members, as defined in Sections 4.2, 4.3 and 4.4 who are at least 16 years old on the date of any vote or election.
- 4.8 The Rector shall be a Voting Member of the Parish as shall all members of his or her household who are Communicants in Good Standing and at least 16 years old.
- 4.8.1. Associate Clergy, as designated in 5.1, shall be Voting Members of the Parish as shall all members of their households who are communicants in good standing and at least 16 years old.
- 4.9 Communicants in Good Standing who are not yet 16 years old shall have voice but no vote at all Parish Meetings and all Vestry Meetings and are otherwise welcomed and expected to participate in and support the Mission of the Parish to the extent allowed by the Canons of the Church.
- 4.10 Any person shall be removed from the list of Communicants in Good Standing and the privileges and responsibilities of membership, including voice and vote at any Parish or Vestry meeting, shall become null and void in the event of:
- a) the Member's death;
 - b) oral or written request or notice provided to the Rector, Senior Warden or Clerk, directly or indirectly indicating that the Member or Member Household no longer wishes to be included as a Communicant in Good Standing in the Parish;
 - c) intentionally not participating in or supporting the Mission of the Parish for a continuous period of twelve months, unless the Rector makes an exception for reasons of distance, health or pastoral considerations;
 - d) a judgment by the Rector that the Member no longer appears to reside in the Episcopal Diocese of Milwaukee and no longer intends to be a Communicant in Good Standing of St. Andrew's Church; or
 - e) removal by a two-thirds vote of Vestry members present at a duly convened meeting of the Vestry for any communications or actions that, in the judgment of the Vestry, pose a sufficient threat to the well-being of the Parish, its Mission, buildings or properties, or any of its Members; provided that any such Member:
 - i) receives prior written notice of the Vestry's consideration of the matter, and
 - ii) is provided with an opportunity to address the Vestry and respond to the related concerns prior to any Vestry vote,

iii) is informed of the methods of appeal that may be provided in the Canons of the Church.

- 4.11 The Rector, Wardens, Vestry Members and Members of the Parish affirm the full participation of all persons in the Mission, ministries and programs of the Parish without regard to race, color, gender, physical or mental challenge, sexual orientation, class or national origin.

Article 5: OFFICERS

- 5.1 The Officers of this Parish shall be the Rector, Senior Warden, Junior Warden, Vestry Members, Treasurer, Clerk, as defined in the following sections of this Article 5, **and Associate Clergy so named at the discretion and 2/3 majority vote of the Vestry.** Unless otherwise specified the term Wardens shall hereinafter refer to the Senior Warden and the Junior Warden.

5.2 The Rector

- 5.2.1 The Rector, a priest, shall have primary responsibility for the spiritual welfare of the Parish and its Members and shall be devoted to serving, upholding and sharing in the Mission of the Parish.
- 5.2.2 Subject to the Bishop, the Canons of the Church and the ministries and duties of priest and rector as informed by the *Book of Common Prayer*, the Rector assumes particular commitments to and responsibilities for leadership and development of ministries, programs, systems and communications related to: worship; pastoral care; education and formation ministries; lay ministry and leadership development; hiring, supervision and development of associate clergy and lay staff; the Vestry, the Mission of the Parish and strategic planning; personal and parochial participation in the ministry of the Diocese; and regular communication to the Vestry and all Members about the Mission of the Parish and the ministries of the Episcopal Church and Diocese, through preaching, teaching, written communications and personal interactions.
- 5.2.3 The Rector shall be responsible for the fulfillment of all duties and prerogatives of Rectors as set forth in the Canons of the Church.
- 5.2.4 Unless otherwise provided for in these Bylaws, the Rector shall be an ex officio member of all parish committees, except that no Rector shall serve on a Rector Search Committee for his or her successor.
- 5.2.5 The Rector shall be a priest in good standing in the Episcopal Church, duly installed by the Bishop according to the Canons of the Church. No priest shall be a candidate to serve as Rector whose name has not been approved by the Bishop.
- 5.2.6 When from time to time it is necessary for the Parish to call and hire a Rector, the Vestry shall by a two-thirds majority elect a search committee, which shall be comprised of not less than five members and not more than twelve members, all of whom shall have been Communicants in Good Standing in the Parish for at least twelve months. At its

discretion, the Vestry may solicit the names of candidates for the search committee from the Members of the Parish. Any Member of the Parish may propose to the Senior Warden the name of a Rector search committee member, including himself or herself. The search committee shall include at least two Vestry members but not more than half of the search committee membership shall be Vestry Members.

- 5.2.7 The Vestry shall provide to the Rector search committee a written charge including the specific expectation that the search committee shall provide the Vestry with the names of three or more final candidates for the Vestry's consideration, unless otherwise directed by the Bishop.
- 5.2.8 The Vestry shall elect a Rector by a vote of at least two-thirds of all its current members, subject to the approval of the Bishop and the Constitution and Canons of the Church.
- 5.2.9 Sections 5.2.5, 5.2.6 and 5.2.7 of these Bylaws may be amended or waived only at the discretion or direction of the Bishop.
- 5.2.10 The resignation of the Rector shall take place only:
- a) upon reaching mandatory retirement age, as directed in the Canons of the Church;
 - b) at the order of the Bishop; or
 - c) when such resignation is communicated by the Rector in writing to both the Bishop and Senior Warden and such communication indicates a date on which the resignation is to be considered effective.
- 5.2.11 Any resignation of the Rector, except in the case of resignation by virtue of age, is subject to the approval of the Bishop.
- 5.2.12 A Rector who has been elected in accordance with the Canons of the Church and is in charge of the Parish may not be removed from his or her office as Rector except by mutual agreement or as provided in the Canons of the Church.

5.3. Associate Clergy

- 5.3.1 Associate Clergy may be called by the Rector with concurrence of the Vestry to assist in the development and leadership of ministries, programs, systems and communications related to the life of the parish as delineated by the Rector and the Associate Clergy person's letter of agreement..
- 5.3.2 A single Associate Clergy person may, at the discretion of and by a 2/3 majority vote of the Vestry, be named an Officer of the Parish and given a vote on the Vestry.
- 5.3.3. Associate Clergy shall be clergy in good standing in the Episcopal Church and

approved as required by the Canons of the Church.

- 5.3.5 The Rector may designate, with the approval of the Vestry, Associate Clergy to an emeritus position in recognition of service to the parish or the greater church. Emeritus clergy shall not be in the employ of the Parish.

5.4 The Senior Warden

- 5.4.1 The Senior Warden shall be devoted to serving, upholding and sharing in the Mission of the Parish and shall demonstrate a particular commitment to the administration of the parish; the orderly observance of these Bylaws; the oversight of parish committees; and the ongoing development of lay leadership by all Members.

- 5.4.2 Unless otherwise provided in these Bylaws the Senior Warden shall be an ex officio member of all parish committees.

- 5.4.3 In the absence of a Rector, or the Rector's inability to act, the Senior Warden shall:

- a) preside at Vestry and Parish Meetings;
- b) permit only such uses of the church buildings and properties as are in accord with the Parish's Mission and the Canons of the Church;
- c) record and certify all entries in the Parish Register required by the Canons of the Church;
- d) prepare and present to the Bishop the Annual Parochial Report;
- e) arrange, under the advice of the Bishop, for clergy to supply the ministry and leadership of worship and the sacraments.
- f) fulfill the responsibilities of the Rector in the absence or unavailability of the Rector as identified in secs. 4.1, 4.3, 4.10 (d) and in accordance with the Canons of the Diocese.

- 5.4.4 The Senior Warden shall, with the counsel of the Rector, and others at his or her discretion, prepare or cause to be prepared the agenda for Parish and Vestry meetings.

- 5.4.5 The Senior Warden shall be nominated and elected or appointed in accordance with other Provisions of these Bylaws and:

- a) shall have been a Member of the Parish for at least three years prior to nomination;
- b) shall be at least 18 years old.
- c) ordinarily shall have previously served or shall be serving as a Vestry Member or as the Junior Warden at the time of his or her nomination; and

d) shall not be a salaried clergy or Parish staff member.

5.4.6 The Senior Warden shall serve for a term of one year, beginning on January 1 in the calendar year immediately following his or her election and through the following December 31, or until a successor has been elected and assumed office. The Senior Warden may not serve for more than three consecutive terms but may have previously served as Junior Warden.

5.4.7 If at any time the office of Senior Warden falls vacant, the Vestry shall elect, by a two-thirds majority, a successor to fill the Senior Warden office for the remainder of the term from among those Members of the Parish who satisfy all of the provisions of Section 5.3.5, above. In the event that the Vestry is unable to elect any Member by a two-thirds majority, the Bishop, or, in the absence of a Bishop, the Chair of the Standing Committee of the Diocese, shall appoint a Senior Warden to serve for the remainder of the term.

5.5 The Junior Warden

5.5.1 The Junior Warden shall be devoted to serving, upholding and sharing in the Mission of the Parish and shall have primary responsibility to provide leadership and administration for the maintenance, development and protection of the Parish properties (buildings and grounds) and the cultivation and supervision of lay leadership for these purposes.

5.5.2 The Junior Warden shall be nominated and elected or appointed in accordance with other provisions of these Bylaws and shall have been a Member of the Parish for at least two years prior to nomination. Ordinarily, the Junior Warden shall have been a prior Vestry Member or shall be serving as a Vestry Member at the time of his or her nomination and election.

5.5.3 The Junior Warden shall serve for a term of one year, beginning on January 1 in the calendar year immediately following his or her election and until a successor has been elected and assumed office. The Junior Warden may not serve for more than three consecutive terms.

5.5.4 If at any time the office of Junior Warden falls vacant, the Vestry shall elect, by a two-thirds majority of Vestry Members present at a duly convened meeting, a successor to fill the Junior Warden office for the remainder of the term from among the Members of the Parish who satisfy all of the provisions of Section 5.4.2 above.

5.6 The Vestry

5.6.1 The term Vestry shall mean the Rector, **Associate Clergy so designated under sections 5.1 and 5.3.2**, Wardens and Vestry Members collectively, including for the purposes of quorums and voting, unless otherwise indicated.

5.6.2 The term Vestry Member or Vestry Members shall refer to a Member or Members elected to the Vestry but not the Rector or Wardens, unless otherwise indicated.

- 5.6.3 The Treasurer and Clerk shall have voice but no vote at all Vestry Meetings.
- 5.6.4 Subject to the Bishop and the Canons of the Church and to the doctrine, discipline and worship of the church as expressed in the *Book of Common Prayer*, the Vestry shall:
- a) be the legislative authority of the parish between Parish Meetings;
 - b) manage and control the parish property and its material affairs;
 - c) be the agent and legal representative of the parish in all matters respecting its property and its relations with its rector;
 - d) provide leadership for the development and implementation of strategic plans;
 - e) provide counsel to the Rector and Wardens;
 - f) provide primary leadership for maintaining adequate parish finances: for the annual operations of the Parish, for the support of the Mission of the Parish and for the maintenance, repair and development of the Parish properties and buildings;
 - g) shall approve the annual Parish operating budget after presentation and discussion of a preliminary Parish operating budget at the Annual Parish Meeting;
 - h) be responsible for the proper investment of funds not otherwise committed; and
 - i) assure compliance with all financial procedures and reports enumerated in the Canons of the Church.
- 5.6.6 The Vestry shall appoint such standing and ad hoc committees as it may from time to time deem appropriate in order to fulfill its obligations and to support the Mission of the Parish and its administration.
- 5.6.7 In accord with other provisions of these Bylaws and the Canons of the Church, the Vestry shall call a Rector when a vacancy occurs.
- 5.6.8 In the absence of the Rector or Wardens, the Vestry Members shall perform the duties normally assumed by or required of those Officers, to the extent permitted by law and by the Canons of the Church and to the extent not otherwise prevented by these Bylaws.
- 5.6.9 Subject to Article 5, Section 5.5.10 and Article 8 of these Bylaws, a total of nine Vestry Members shall be nominated and elected or appointed to serve the Parish; and each shall have been a Member of the Parish for at least two years prior to nomination; and each shall be at least 16 years old. Three Vestry Members will be elected each year at the Annual Parish Meeting to serve terms of three consecutive years, or until successors have been elected or otherwise appointed in compliance with other provisions of these Bylaws.
- 5.6.10 Vestry Members may serve for more than one three-year term provided that at least one

year elapses between the conclusion of one term and the beginning of another. Any individual filling the vacated seat of an elected Vestry Member for only a portion of a term may be elected at the next Annual Parish Meeting for a full three-year term.

- 5.6.11 If at any time a vacancy occurs among the Vestry Members, the Member receiving the most votes after the elected Vestry Members at the most recent Annual Parish meeting shall fill the office until the next Annual Parish Meeting, unless that person is unwilling or unable to fill the office. In that event, the Vestry shall elect another Member of the Parish eligible for election under Section 5.5.9 of these Bylaws to serve until the next Annual Parish Meeting. If the unexpired term of the vacant Vestry Member seat extends beyond the next Annual Parish Meeting then at that Annual Parish Meeting, the Parish shall elect a Vestry Member to fill the remaining term for that vacant Vestry Person seat.

5.7 Parish Treasurer

- 5.7.1 The Parish Treasurer, hereinafter Treasurer, shall be devoted to serving, upholding and sharing in the Mission of the Parish and shall have particular commitments to and responsibilities for:

- a) stewardship of the Parish's financial resources;
- b) ensuring proper systems for collecting, receiving, disbursing and accounting for the funds of the parish, including preparation for financial reviews or audits, and accurate and timely filing of all reports required by external authorities, in accord with the Canons of the Church, the policies of the Diocese of Milwaukee, and AICPA accounting standards for non-profit organizations;
- c) developing financial policies and priorities for Vestry consideration;
- d) assuring the timely preparation of a preliminary Parish annual operating budget; and the timely review, and amendment if necessary, of such preliminary budget by the Vestry prior to the Annual Parish Meeting; and the presentation of the preliminary budget, as it may have been amended, at the Annual Parish Meeting; and collaboration with the Vestry on development of a final annual operating budget for approval by the Vestry no later than February 15 in each calendar year.
- e) communication of the Parish's financial condition and commitments to the Vestry and Members of the Parish; and
- f) exercising such other authority or executing such other duties as from time to time may be delegated or assigned to him or her by the Rector, Wardens or Vestry.

- 5.7.2 For each month of the calendar year, and at the end of the calendar year for the entire year, the Treasurer shall prepare, or cause to be prepared, a full and accurate statement of the financial condition of the parish, including a balance sheet and a revenue and expense report comparing budgeted and actual figures for both revenue and expenses. Each month-end report, as well as the year-end report, shall be in a format approved by the Vestry, and shall be supported by vouchers or other evidence as the Vestry requires. The

Treasurer shall present month-end financial statements to the Vestry for approval within 60 days of the end of any calendar month; and the Treasurer shall present year-end financial statements to the Vestry for approval within 45 days of the end of any calendar year.

- 5.7.3 The Treasurer or other individual designated by the Rector or Senior Warden shall present financial statements for review at the Annual Parish Meeting. Such statements shall have been approved by the Vestry and shall include, at minimum:
- a) a revenue and expense report as of December 31 of the prior calendar year; and
 - b) a revenue and expense report as of the last day of the most recent calendar quarter.
- 5.7.4 The Treasurer shall, upon request of the Rector or Wardens or a majority of Vestry members, make available vouchers or other evidence of any funds disbursed by the Treasurer.
- 5.7.5 The Treasurer shall provide the Vestry with a report at least annually providing evidence that the Parish is covered by all insurance policies required by the Diocese of Milwaukee or greater coverage as may from time to time be directed by the Vestry.
- 5.7.6 The Treasurer shall annually be appointed by the Vestry at its first meeting in the calendar year to serve the Parish until the first meeting in the following calendar year. A Treasurer may serve the Parish for up to five consecutive years.
- 5.7.7 In the event of the absence of the Treasurer at a Vestry Meeting or Annual Meeting, reports on behalf of the Treasurer may be made by any Member appointed by the Rector or Senior Warden.

5.8 The Clerk

- 5.8.1 The Clerk shall be devoted to serving, upholding and sharing in the Mission of the Parish and shall be responsible for recording and preserving the records of the Parish required by these Bylaws and by the Canons of the Church.
- 5.8.2 In addition to other duties directed in these Bylaws, the Clerk shall assure that minutes of Vestry Meetings, Annual Parish Meetings and Special Parish Meetings are duly recorded, amended and approved, and that a system is maintained for the proper archiving of all such records according to the further provisions of Section 9.11 of these Bylaws.
- 5.8.3 The Clerk shall annually be appointed by the Vestry at its first meeting in the calendar year to serve the Parish until the first meeting in the following calendar year; and a Clerk may serve the Parish in successive one-year terms for up to five years.
- 5.8.4 In the absence of the Clerk at any Vestry or Parish Meeting, the Rector or Senior Warden may appoint any Parish Member to fulfill the duties of the Clerk for that meeting.

5.9 Officers' Representation of the Parish for Contracts and Obligations

- 5.9.1 All contracts, indebtedness, pledges of assets or other matters that may materially commit, affect, change or encumber the parish's financial assets, properties or buildings must be authorized by the Vestry and shall be executed only by the Senior Warden or Rector. This provision does not include normal business related to expenditures authorized in the annual operating budget
- 5.9.2 Checks and other orders on the funds or credit of the Parish, and all contracts and instruments in writing by the church, shall be valid and binding upon the Parish only when executed by such Officers as shall be designated and authorized by the Vestry.

ARTICLE 6: OTHER ELECTED

6.1 Diocesan Convention Lay Deputies.

- 6.1.1 The Parish Diocesan Convention Representatives shall be devoted to serving, upholding and sharing in the Mission of the Parish and shall assume responsibility for representing the Parish in the ministry, mission and administration of the Diocese of Milwaukee.
- 6.1.2 Diocesan Convention Lay Deputies shall represent the Parish at the Annual Convention of the Diocese of Milwaukee; at Special Conventions of the Diocese of Milwaukee, including those that may from time to time be held for the purposes of electing a Bishop; and in other roles or venues in consultation with the Bishop, the Standing Committee of the Diocese, the Rector, Wardens and/or Vestry.
- 6.1.3 Each Convention Lay Deputy shall be nominated and elected or appointed in accordance with other Provisions of these Bylaws and each shall have been a Member of the Parish for at least one year prior to nomination.
- 6.1.4 Each Convention Lay Deputy shall serve for a term of one year, beginning on January 1 in the calendar year immediately following his or her election and until the following December 31, or until their successors have been elected and assumed office. No Convention Lay Deputy may serve for more than four consecutive terms.

6.2 Convocation Representatives

- 6.2.1 Herein the word Convocation means a division of the congregations of the Diocese into working ministry groups of two or more congregations as may be defined or amended from time to time by the Diocese.
- 6.2.2 The Parish Convocation Representatives shall be devoted to serving, upholding and sharing in the Mission of the Parish and shall assume responsibility for representing the Parish in the ministry, mission and administration of the Diocese of Milwaukee.
- 6.2.3 Convocation Representatives shall represent the Parish in the Convocation that the parish is assigned.
- 6.2.4 Each Convocation Representatives shall be nominated and elected or appointed in

accordance with other Provisions of these Bylaws and each shall have been a Member of the Parish for at least one year prior to nomination.

- 6.2.5 Each Convocation Representatives shall serve for a term of one year, beginning on January 1 in the calendar year immediately following his or her election and until the following December 31, or until their successors have been elected and assumed office. No Convocation Representatives may serve for more than four consecutive terms.

Article 7: PARISH MEETINGS

7.1 The Annual Meeting

- 7.1.1 The Annual Parish Meeting shall occur annually on a date in November established by the Vestry no later than July 31. If the Vestry does not establish said date by July 31 in any calendar year, then the Annual Meeting shall take place on the second Sunday of November at a time and place agreed upon by the Rector and Senior Warden and timely communicated to the Vestry and Members of the Parish so that other provisions of these Bylaws may be satisfied.
- 7.1.2 The meeting shall take place in the Church building or in an alternate location publicized in accord with other provisions of these Bylaws.
- 7.1.3 The Presiding Officer for the Annual Parish Meeting shall be the Rector; or in the absence of the Rector, the Senior Warden; or if the Senior Warden is unable or unavailable to preside, a Vestry Member elected by a simple majority vote of the Vestry duly convened prior to the start of the Annual Parish Meeting.
- 7.1.4 The order of business at the Annual Parish Meeting shall include:
- a) opening Prayer;
 - b) identification of Parliamentarian;
 - c) presentation of financial statements;
 - d) election of Senior Warden and Junior Warden;
 - e) election of Vestry Members;
 - f) election of four Diocesan Convention Lay Deputies;
 - g) review, amendment (if necessary) and approval of minutes from the Annual Meeting of the prior year.
 - h) receipt of written or oral reports from the Rector, Senior Warden, and others as jointly determined by the Rector and Senior Warden or as requested by any Vestry member;
 - i) presentation of preliminary Parish operating budget for the forthcoming calendar year;
 - j) a report from the Endowment Committee that describes the principal, income and spending, the number of bequests and other gifts received, acknowledgement of donors, and the results and impact of the endowment spending.
 - k) report on the Columbarium Trust from one or more of the Columbarium Trustees.
 - l) parishioners' agenda items as described in 7.4, below;

- m) transaction of such other business as may legally come before the Parish;
- n) Opportunity for Members' comments, questions and recognitions;
- o) closing prayer.

7.1.5 The Clerk shall assure that copies of the agenda and of completed questionnaires required by Section 8.5 of these By-laws are mailed to all Member Households at least 14 days before the Annual Parish Meeting.

7.1.6 Any Voting Member shall have the right to place a matter on the Annual Parish Meeting agenda by submitting the matter in writing to the Rector or the Senior Warden no less than 21 days prior to the date of the Annual Meeting. While the Rector shall decide how to identify any such matter(s) on the agenda, the person submitting the matter may also a) submit up to one half page (8 ½ x 11) of related print-ready material, the author of which will be identified and the text of which will, at the author's sole expense, be included in the Annual Parish Meeting agenda mailed to all households; or b) separately distribute materials at the Annual Parish Meeting, at the Member's sole expense, provided that a complete copy of any and all such materials be provided to the Senior Warden and Rector at least seven days prior to the date of the Annual Parish Meeting. Either the Senior Warden or Rector may, at his or her discretion, waive or amend these requirements but shall not hinder the prerogative of any Parish Member who has duly satisfied them.

7.1.7 Every person entitled to vote who attends an Annual Parish Meeting may move to have a matter that is not on the agenda considered for action. The Rector shall solely decide whether the matter is in order, and if so, the consideration of the matter shall proceed.

7.2 Special Parish Meetings

7.2.1 A Special Parish Meeting may be held at any time, on the written order of the Bishop or Rector, or by special resolution of the Vestry. In addition, a Special Parish Meeting may also be held pursuant to a petition to the Rector, Wardens and Vestry, signed by not less than twenty per cent of the number of Communicants in Good Standing as of December 31 of the then prior calendar year. All such orders, resolutions or petitions shall specify the time and place of such meeting, and the order of business to be considered at the meeting. The Parish may consider no business other than the specified order of business at any Special Parish Meeting.

7.2.2 Unless otherwise indicated in these Bylaws, Annual Parish Meetings and Special Parish Meetings shall be subject to the same provisions of these Bylaws.

7.3 Notice of Parish Meetings

7.3.1 Notice of the Annual Parish Meeting, including date, time and place, shall be placed in the printed Sunday worship bulletins on the four (4) Sundays immediately preceding the meeting date, as well as in the parish newsletter that most recently precedes the meeting date. In addition, the time and place of the annual meeting shall be announced at each service celebrated on the two Sundays immediately preceding the meeting date, as well as on the meeting date if a Sunday. Members of the Nominating Committee shall be

responsible for fulfilling these provisions of the By-Laws.

- 7.3.2 Notice of Special Parish Meetings shall be read publicly at each service on the two Sundays immediately preceding the meeting and may be otherwise communicated as deemed appropriate by the Senior Warden or the Rector. In addition, notice of such meeting, specifying the time and place of the meeting, the business to be considered and by whose order, resolution, or petition the meeting is called, shall be mailed to each Member household within three weekdays of said order, resolution or petition. The Rector and Senior Warden, together, shall be responsible for satisfying these provisions of the Bylaws. These provisions for Notice of Special Parish Meetings may be amended or waived only at the discretion of the Bishop.

Article 8: ORDER, QUORUM, VOTING & RECORD OF ATTENDANCE FOR PARISH MEETINGS

- 8.1 The Rector shall appoint and publically identify a Parliamentarian before any business is transacted or any vote taken at any Parish Meeting.
- 8.2 All Parish Meetings shall be governed by Roberts Rules of Order Newly Revised in all cases to which they are applicable unless contravened by any provisions of these Bylaws or the Canons of the Church, in which case the provisions of these Bylaws or the Canons of the Church shall prevail.
- 8.3 A quorum for any Annual Parish Meeting or Special Parish Meeting shall consist of whichever is less of at least 25 Members or ten per cent of the number of Communicants in Good Standing who are at least 16 years old indicated on the most recent annual Parochial Report.
- 8.4 Except as otherwise provided by the Canons of the Church or these Bylaws, all first ballots presented to any Annual or Special Parish Meeting shall be decided by a simple majority vote of a) those Voting Members who are present, and b) those Voting Members who have submitted absentee ballots prior to the convening of the Parish Meeting. Second ballots and any question presented for a vote during the course of the meeting shall be decided by a simple majority of only those Voting Members present.
- 8.5 The Clerk shall assure that absentee ballots are prepared and available in the Parish office upon request by any Voting Member for absentee voting at least fourteen (14) days before the Annual Parish Meeting. In the event of a Special Parish Meeting where a vote is to be taken, the Clerk shall assure that absentee ballots are prepared and available in the Parish office upon request by any Voting Member for absentee voting beginning on the date of the mailing to Member households as specified in Section 8.3.2, above. Voting Members may provide completed absentee ballots, by mail or in person, to either the Clerk or to the Parish office. The Clerk shall assure that all completed absentee ballots so delivered are timely given to tellers for any vote or election at a Annual Parish Meeting or Special Parish Meeting.
- 8.6 The Nominating Committee, Clerk or Senior Warden shall appoint tellers to count election ballots, or otherwise the members of the Nominating Committee shall act as tellers to count all election ballots cast.

- 8.7 The Clerk, or in the absence of the Clerk a Parish Member appointed by the Senior Warden, shall assure that the minutes of any Parish Meeting include a record identifying all Voting Members attending any Parish Meeting.

Article 9: NOMINATIONS AND ELECTIONS

- 9.1 A Nominating Committee constituted annually before June 30 shall be comprised of those Wardens and Vestry Members, or their successors, serving in the second year of their three-year terms, with the Rector, Senior Warden and Clerk serving as ex-officio members.
- 9.2 At least 90 days before the Annual Meeting, the Nominating Committee shall solicit from Members names of candidates for the parish elective offices. The Nominating Committee shall assure that forms for such submission are sent to each parish household. In addition, the Committee shall make such forms available in the parish office and in a public location within the Church following each service from the 90th day to the **45th day** before the Annual Parish Meeting. The Nominating Committee shall encourage parishioners to submit names of candidates from those persons eligible for their respective offices pursuant to Article 5 and Article 6 of these Bylaws. The nominations shall state the number and kind of vacancies for the elective parish offices to be filled at the Annual Parish Meeting.
- 9.3 The Nominating Committee shall prepare a slate of candidates representing two nominees for each seat and office to be elected, except in the case where an eligible Senior Warden or Junior Warden will be included on the ballot for a second or third one-year term and no other eligible Member is willing to be nominated, in which case the Nominating Committee may present only that one incumbent Warden as a candidate. In instances where a Senior Warden or Junior Warden has completed three consecutive one-year terms, two nominees, neither of which is the incumbent for that office, shall be included on the ballot for that position.
- 9.4 The Nominating Committee may include on the ballot the names of parishioners that have been provided by means of nominating forms or directly solicited by members of the Nominating Committee. The Nominating Committee shall strive, in its nominating process, to nominate Vestry candidates reflecting the full diversity of the Parish. The Nominating Committee is not required to include on any ballot the name of any Member nominated.
- 9.5 At least forty-five (45) days before the Annual Parish Meeting, the Nominating Committee shall develop a uniform questionnaire to be submitted to each nominee for parish elective offices. Each nominee shall answer the questionnaire prepared by the Nominating Committee in writing, and present a copy to the parish office at least thirty (30) days before the Annual Parish Meeting, unless nominated from the floor. Failure to submit a questionnaire by this deadline shall disqualify the person from being named on the ballot, unless this provision is waived by either the Senior Warden or Rector. Answers to the questionnaire shall be included with the agenda for the Annual Meeting mailed to all parish households at least 14 days prior to the Annual Meeting. The Clerk shall supervise and assure the completion of these provisions in Section 9.5.

- 9.6 The Clerk shall assure that ballots are prepared and available in the Parish office for absentee voting at least fourteen (14) days before the Annual Parish Meeting.
- 9.7 Seconded nominations from the floor at the Annual Parish Meeting are permitted provided that the candidate supplies sufficient copies of the completed written questionnaire described in Section 9.5, to be supplied at no cost to the Parish to all Members present at the Annual Meeting before balloting for the first vote begins. The occurrence of nominations from the floor of the Annual Meeting shall not limit the prerogative of the Vestry as described in Section 9.10 below. Those Members submitting Absentee Ballots for any election may include the names of eligible Members as write-in candidates without satisfying the terms of this section 9.7 related to written questionnaires.
- 9.8 At the Annual Parish Meeting, each elective position shall be filled by written ballot. Election shall require a simple majority of all the votes cast for the particular position.
- 9.9 The Vestry may, at its discretion, permit members to cast ballots for elections to parish offices after worship services on the Sunday of or at any time prior to the convening of the Annual Meeting. Any ballots so cast, as well as absentee ballots, shall be included only in the outcome of the first ballot of the elections.
- 9.10 If fewer nominees than the number of Vestry Members or Diocesan Convention Lay Deputies to be elected shall receive a majority vote, those nominees receiving the majority vote shall be considered elected and further balloting shall be conducted to fill any remaining positions. On ballots subsequent to the first ballot, only two candidates for each remaining available position shall be included, and those candidates shall be those who received the next most number of votes after those elected. In the event that more than one Vestry or Diocesan Convention Representative position remains to be elected, two persons for each open seat shall be included on subsequent ballots.

Article 10: VESTRY MEETINGS

- 10.1 The Vestry shall hold regular business meetings at least six times per year. The Clerk shall assure that the times and places for meetings of the Vestry are communicated to the parish in advance by means of the printed Sunday bulletins and the parish newsletter.
- 10.2 Special Vestry meetings may be called by the Bishop at any time at his or her discretion, or, with at least one week's advance notice to all Vestry Members, a Special Vestry meeting may be called by the Rector, or by any combination of two Wardens or Vestry Members. If the Rector deems that the subject of a special Vestry meeting is an emergency affecting the health, safety or welfare of the Parish, then all Vestry Members shall be given at least 72 hours advance notice of the special Vestry meeting. Any notice of a special meeting shall specify the business to be considered and no other business shall come before the meeting. A Vestry Member may waive any notice required by these bylaws before or after the time stated in the notice. The waiver must be in writing, signed by the Vestry Member entitled to the notice and filed with the minutes of the meeting. A Vestry Member's attendance at or participation in a meeting waives any required notice of the meeting unless the Vestry Member upon arriving at the meeting or before the vote on a matter not noticed in conformity with these bylaws, objects to lack of notice and

does not thereafter vote for or assent to the objected to action.

- 10.3 A Vestry Member may waive any notice required by these bylaws before or after the time stated in the notice. The waiver must be in writing, signed by the Vestry Member entitled to the notice and filed with the minutes of the meeting. A Vestry Member's attendance at or participation in a meeting waives any required notice of the meeting unless the Vestry Member upon arriving at the meeting or before the vote on a matter not noticed in conformity with these bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected to action.
- 10.4 The Presiding Officer for Vestry meetings shall be the Rector; or in the absence of the Rector or if delegated by the Rector, the Senior Warden; or in the absence of the Rector and Senior Warden a Vestry Member appointed by the Senior Warden or Bishop.
- 10.5 A quorum for any Vestry meeting shall consist of a simple majority of the persons with voting rights currently on the Vestry.
- 10.6 A duly convened Vestry meeting is any meeting at which a quorum is present; and at which a Presiding Officer convenes the Vestry for business; and at which the Clerk or a substitute Clerk provides a record.
- 10.7 It is desirable for all Vestry Members to attend Vestry Meetings and Special Vestry Meetings in person. However, with prior authorization from the Rector and Senior Warden and at his or her own expense if any, a Vestry Member may participate in either a Vestry Meeting or a Special Vestry Meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- 10.8 All meetings of the Vestry shall be open to any parishioner, unless a portion of a meeting is closed for any purpose provided in Section 10.11 of these Bylaws. If any Member informs the Rector of a difficulty in attending a Vestry meeting because of a disability, the Rector or other individual designated by him or her shall attempt to find assistance to permit that Vestry Member to attend the meeting.
- 10.9 The Vestry shall not transact business without a Presiding Officer; and the Vestry shall take no action affecting the employment condition or compensation of the Rector or substantially affecting the staffing of the Parish unless the Rector has had the opportunity to take part in Vestry discussions during a duly convened Vestry meeting.
- 10.10 The Vestry may adopt rules of order for the conduct of its business at its meetings.
- 10.11 In the case of any matter that might entail a conflict of interest as would reasonably be identified in a court of law, the Vestry Member in question shall abstain from participation in or voting on the question. In an instance where it is unclear whether or not there is a conflict of interest, or if a disagreement arises among the Rector, Wardens and Vestry Members, then the question of whether or not there exists a conflict of interest shall be decided by a Vestry vote, such vote not including the individual or individuals in question.

10.12 The Vestry may convene in closed session for any of the following purposes:

- a) considering employment, promotion, compensation, or performance evaluation of any parish employee.
- b) deliberating or negotiating the purchase of property or investment of funds whenever competitive or bargaining reasons require a closed session.
- c) considering financial, medical, social or personal histories or disciplinary data, or investigation of specific persons which, if discussed publicly, would be likely to have a substantial adverse effect upon the person involved.
- d) conducting other specific business, so long as the Vestry votes unanimously to convene in closed session.

10.13 The Clerk shall keep minutes of all Vestry Meetings. Draft Minutes shall be distributed in a timely fashion to all Vestry Members for review and approval at a subsequent Vestry Meeting, after which the Clerk shall prepare in a timely fashion a final copy of the minutes. The Clerk shall keep or cause to be kept in the Parish office a permanent record including all Vestry meeting agendas, all Vestry meeting minutes, copies of all monthly financial statements, and copies of other papers referred to in the agendas or minutes or otherwise germane to the Vestry's business.

10.14 Either the Rector or the Senior Warden or the Clerk shall inform parishioners of Vestry activities by at least the following means:

- a) Prior notice of all Vestry meetings in the Sunday worship leaflet and in the parish newsletter. The Clerk shall be responsible for fulfilling this provision;
- b) The agenda for regular meetings shall be distributed to all Vestry members and placed in a conspicuous place in the church buildings not later than the Sunday immediately before the date of any scheduled regular meeting. The Rector or Senior Warden shall be responsible for fulfilling this provision;
- c) Not more than fourteen days after the Vestry approves Minutes for any previous meeting, the Clerk shall post said Minutes in a conspicuous place in the church buildings, and said Minutes shall remain posted for at least sixty days.

10.15 Unless otherwise provided, action required or permitted to be taken at a Vestry meeting, may be taken without a meeting if the action is taken by all Vestry members. The actions shall be evidenced by one or more written consents describing the action taken, signed by each Vestry member and retained by the Clerk. Any action taken under this section is effective when the last Vestry member signs the consent, unless the consent specifies a later effective date. A consent signed under this section has the effect of a unanimous vote taken at a meeting at which all Vestry members were present, and may be described as such in any document.

Article 11: ADDITIONAL FINANCIAL AND LEGAL PROVISIONS, AND INDEMNIFICATION

- 11.1 The fiscal year of this Parish shall be January 1 to December 31.
- 11.2 In the event of dissolution of the Parish, all of its property, real and personal after paying all just claims upon it, shall be conveyed to and vested in the Diocese or its legal successor, and the Vestry shall perform all actions necessary to effect such conveyance.
- 11.3 The Parish shall indemnify any person who is or was an Officer, employee or agent of the Vestry or Parish against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Parish to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, insurance policy, vote of Members or otherwise.

Article 12: The Endowment Committee

(Adopted at the November 15, 2009 Annual Parish Meeting)

- 12.1 The term The Endowment Committee shall mean the three (3) elected Endowment Committee Members collectively, including for the purposes of quorums and voting, unless otherwise indicated. The Rector and Senior Warden and a member of the Finance Committee are ex officio members.
- 12.2 The Rector and Senior Warden will have voice and vote and a member of finance committee shall have voice but no vote at all The Endowment Committee Meetings.
- 12.3 Subject to the Bishop and the Canons of the Church and to the doctrine, discipline and worship of the church as expressed in the *Book of Common Prayer*, The Endowment Committee shall:
 - a) Receive the reports from the Trustees of Funds and Endowments
 - b) Track all designated funds
 - c) Create and distribute a grants application process for the John Peterson Endowment for Worship, Fellowship and Learning and the Jessie Crane Outreach Endowment
 - d) Receive grant applications and facilitate the consensus process that results in recommendations to the vestry for distribution priorities
 - e) Create indicators and measures to track the results and the impact of endowment spending
 - f) Create a system for recognition of donors
 - g) Create and distribute a report for the annual meeting
 - h) Work in partnership with the Stewardship Committee to
 - a. Provide for ongoing communication of results and impact of the distributed funds to the parish
 - b. Design and coordinate yearly opportunities to contribute to the endowment funds
 - c. Design and coordinate a program of planned giving in the Parish.

12.4 The Endowment Committee will provide a report at the annual meeting that describes the principal, income and spending, the number of bequests and other gifts received, acknowledgement of donors, and the results and impact of the endowment spending.

12.5 Subject to Article 12, Section 12.6 of these Bylaws, a total of three (3) Endowment Committee members shall be nominated and elected or appointed to serve the Parish; and each shall have been a Member of the Parish for at least two years prior to nomination; and each shall be at least 16 years old. Each elected member will serve a three-year rotating term.

- During the initial start up phase (November 15, 2009 – December 31, 2010) the vestry will appoint the 3 members from the parish to serve on the Endowment Committee.
- For the first election during the annual meeting of 2010, one person will run for a three year term, one person will run for a two year term and one person will run for a one year term.

12.6 The Endowment Committee Members may serve for two consecutive terms. Any individual filling the vacated seat of an elected Endowment Committee Member for only a portion of a term may be elected at the next Annual Parish Meeting for a full three-year term.

12.7 If a vacancy should occur, the vestry will appoint a person to serve on The Endowment Committee until the next annual meeting.

Article 13: MISCELLANEOUS PROVISIONS

13.1 All records of the Parish, other than those of a personal nature, shall be made available for inspection by any Member during reasonable office hours, as arranged for the mutual convenience of the Member and Parish staff.

13.2 These Bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient administration and leadership of the Parish in order to serve the Mission of the Parish.

13.3 Neither the Parish, the Vestry, nor any Officer or employee of the Parish shall take any action or allow any activity or use of Parish property, including partisan political activities or statements, that may endanger the non-profit corporate status or charitable, tax-exempt status of the Parish or its property. Nothing in these Bylaws shall be construed to allow a violation of this section.

13.4 Unless otherwise required and specified in these Bylaws or prohibited by Canons of the Church or civil law, any written notice required in these Bylaws may be communicated electronically, that is, by means of facsimile to or from the Parish office or e-mail to or from the Parish's general e-mail address.

Article 14: ADOPTION AND AMENDMENT

- 14.1 In full compliance with Bylaws previously adopted by the Members of the Parish, these Bylaws are adopted as the full and complete Bylaws of St. Andrew's Church, Madison, by its Members duly convened at the November 15, 2009, Annual Meeting of the Parish. Any and all previous Bylaws and amendments thereto are hereby null and void.
- 14.2 These Bylaws, so far as allowed by law and by the Canons of the Church, may be amended or replaced at any duly convened Parish Annual or Special Meeting by a two-thirds vote of Voting Members present; provided that any proposed change shall be included in the notice of the meeting as set forth in these Bylaws.
- 14.3 In the event that these Bylaws are amended or replaced, the Clerk shall
- a) record such amendment or replacement in the minutes of said Meeting; and
 - b) within 60 days of any such amendment or change, shall cause the actual text of these Bylaws to be so amended; and
 - (i) distributed to the Rector, Wardens, and all Vestry Members; and
 - (ii) posted in a public place on the Church premises; and
 - (iii) filed in the permanent records of the Vestry; and
 - (iv) copies for distribution made available in the Parish office upon request from Members of the Parish.