

St. Andrews Bylaws Revision Summary 2023		
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Bylaws Revision - Narrative

In May 2023, a revision process on the St. Andrew’s bylaws was begun. Initially it was noted that certain elements were not included (e.g., what constitutes a passing vote in vestry motions) and formatting was inconsistent and messy (hyphens where none belonged, incorrect page numbering, incorrect cross-referencing etc.). It was decided to employ an outside resource to assist with the bylaw's revisions since no one on the vestry had the legal expertise nor time to do a thorough review. After a bidding process with inquiries sent to 3 firms that do non-profit work, the vestry approved the firm of Bartelt Grob, S.C. and was assigned to Teresa K. Kobelt. She was instructed to:

1. Ensure bylaws are consistent with other church governing documents (diocesan canons and bylaws, episcopal constitution etc.).
2. Add a statement about what constitutes a passing motion at vestry meetings.
3. Review document for best practice and suggest changes.
4. Review where and how (if at all) voting can take place outside of vestry meetings.

The narrative that follows is a description of changes to be made to the most recent version of the bylaws, approved at the 2018 Annual All Parish meeting.

1. The title was changed to AMENDED BYLAWS. It was formerly called CONSTITUTION AND BYLAWS which is inaccurate. The "constitution" would be articles of incorporation or organization or whatever establishes the entity, and the bylaws are the rules of that organization.
2. The title header would normally specify what number amendment is e.g. First Amended, Second Amended, etc., but it is unknown how many times the bylaws were amended in the past, it simply states "Amended" and will include the date of the All-Parish Meeting.
3. 4.1 was replaced with the language used in the Diocese canons, per the attorney's recommendation since it will be consistent (note any inconsistencies or inaccuracies in the St. Andrew’s bylaws are overridden by Diocesan governing documents). Other changes in article 4 included deleting duplicated language.
4. The language from the Diocese was also used for section 5.2.1, again, with similar reasoning. Better.
5. The language at the end of section 10.2 was repeated in section 10.3, so it was deleted at the end of 10.2 (which then necessitated re-numbering).
6. 10.11 was added to specify a simple majority is necessary for a motion to pass in a vestry meeting.

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7. The Endowment Committee recommended to the vestry the committee be restructured since the current process was more complicated than necessary for the size of the endowments and the activity generated. Article 12 was amended to include permanent members and the provision to appoint parish members to assist with the process, as necessary. The Committee remains advisory and approval for the use of grant funds remains with the vestry. If this amended language is approved, it will require a change in the Endowment Prospectus which would be undertaken in advance of the next All Parish Meeting.
8. Section 5.1 was revised to clarify that the Wardens and Vestry members are *elected* while the Treasurer and Clerk are *appointed*. In 5.6.3 it was added that if the Treasurer and Clerk are also elected members of the vestry they maintain 'voice and vote' of their elected positions.
9. 5.4 (senior warden) and 5.5 (junior warden) were revised to clarify that persons elected to these positions may serve 3 consecutive 1-year terms; they may serve again following 3 consecutive 1-year-terms only after at least one year has passed.
10. 10.16 was amended to allow electronic signatures when action is taken outside of a vestry meeting.
11. 11.2 was amended to include a 'credit union' as an allowable institution for a 'deposit of Trust, permanent funds and all securities.'

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