

**SAINT PAUL'S PARISH IN THE CITY OF FLINT
OF THE DIOCESE OF EASTERN MICHIGAN
OF THE EPISCOPAL CHURCH IN THE UNITED STATES OF
AMERICA**

BY-LAWS

(As amended August 14, 2022, and superseding previous amended editions of January 7, 2007, January 20, 1991, January 30, 1994, and January 15, 2006 and the original edition of August 10, 1918)

THE ARTICLEWS THAT FOLLOW is deemed to be necessary supplements to the Articles of Incorporation of Saint Paul's Parish in the City of Flint, Michigan of the Diocese of Eastern Michigan of the Episcopal Church in the United States of America. Further, they are deemed to be necessary supplements to the Constitution and Canons of the General Convention of the Episcopal Church in the United States of America and to the Constitution and Canons of the Diocese of Eastern Michigan, which bodies of law are jointly and severally recognized determinative for the organization and functioning of Saint Paul's Parish.

**ARTICLE I
MEMBERSHIP AND VOTING PRIVILEGES**

Sec. 1. Parish Membership.

All persons whose membership in the Episcopal Church is recorded in the Parish Register of t his parish are members of this parish. Any member sixteen (16) years of age or over is considered an adult member.

Sec. 2. Voting Privileges.

At all Parish Meetings, voting privileges shall be extended to all adult members of the parish present at the meeting, and to those adult persons who, for six (6) months prior to the meeting, have been regular worshippers in the parish, are baptized, and are present at the meeting.

**ARTICLE II
PARISH MEETINGS**

Sec. 1. Annual Parish Meeting.

(a). An annual Parish Meeting shall take place on a Sunday in January, notice thereof having been published by the Rector or, in the Rector's absence, by the Senior Warden, on the two preceding Sundays.

(b) Business to Come Before the Annual Parish Meeting.

(1) Election to Offices

(a) Vestry - At the Annual Parish Meeting, sufficient Vestry members shall be elected by ballot to constitute a Vestry.

(b) Delegates and Alternates - At the Annual Parish Meeting, four (4) Delegates and four (4) Alternate Delegates to the Diocesan Convention shall be elected.

(2) Budget Presentation and Other Business - At the Annual Parish Meeting, the Vestry shall present a budget of anticipated revenues and expenditures for the ensuing year as well as any other business deemed necessary and appropriate for the health and welfare of the parish.

(c) Electing process.

(1) At the Annual Parish Meeting, a Slate of Nominees for offices shall be received from the Nominating Committee (see Article III, Sec. 2). Additional nominees may be nominated from the floor, provided that the Nominee's consent has, in each case, been previously obtained. No nominations shall be received after the meeting votes to close nominations.

(2) Votes cast for persons not named on the Slate of Nominees or nominated from the floor shall be declared invalid.

(3) No campaigning will be allowed on church premises on the day of the Annual Parish Meeting.

(4) To be elected, a Nominee must be voted for on a majority of the ballots cast. However, if it appears the election cannot be determined by majority vote, the Annual Parish Meeting may, by majority vote, decide that elections will be carried by plurality vote.

(5) The wardens shall be the judges of the election. They shall permit no person to vote unless qualified and shall canvass and declare the results; but tellers may be appointed under their direction. The wardens may, at

their discretion, appoint other qualified members of the parish to serve for them as judges of the election.

Sec. 2. Special Parish Meetings.

Special meetings of the parish may be called by the Vestry, the Wardens, or the Rector, provided that notice thereof, including a statement of the purpose of such special meetings, shall have been published on the two Sundays preceding the meeting. Business at special Parish Meetings shall be confined to the stated purpose for which the meeting was called.

Sec. 3. Changes to the Articles of Incorporation and/or By-Laws

(a). Per the laws of the State of Michigan, action to approve or disapprove changes to the Articles of Incorporation must be approved by a majority vote of the membership of the parish acting at a parish meeting.

(b). Changes to these By-Laws must also be approved by the membership acting at as membership meeting, such action to be governed by Article VII, Sec. 2. Of these By-Laws.

Sec. 4. Quorum, Rules of Order, and Record.

At any meeting of the parish, a quorum shall consist of those voting members present and the latest edition of *Roberts Rules of Order* shall govern the transaction of business. AS full and complete record of the proceedings of all meeting shall be kept by, or under the direction of the Clerk of the Vestry.

Sec. 5. Presider.

The Rector shall preside at all Parish Meetings. In the absence of the Rector, the Senior Warden shall preside. In the absence of both the Rector and Senior Warden, the Junior Warden shall preside. In the absence of the Rector and both wardens, the Vestry shall elect a person to preside *pro temp.*

ARTICLE III NOMINATING COMMITTEE, NOMINATING PROCESS, AND QUALIFICATIONS OF NOMINEES

Sec 1. Appointment of Nominating Committee.

(a). At the Vestry's regular September meeting, the Rector shall appoint a Nominating Committee composed of up to four (4) retiring Vestry members plus up to four (4) additional members from the parish at large who will bring to the Annual Parish Meeting a slate of Nominees for Vestry, Delegates, and Alternate Delegates. The Rector shall appoint one retiring member of the Vestry as Convener for the committee's first meeting, at which the committee shall elect its own Chairperson.

(b). The Nominating Committee's term expires following a completed election.

Sec 2. Nominating Process.

(a). The Nominating Committee shall present Nominees for Vestry membership, and the number of persons nominated shall be at least equal to the number of vacancies on the fully constituted Vestry. The Nominating Committee will also nominate the required number of Nominees for Delegates and Alternate Delegates to the Diocesan Convention. Together, the names of those nominated for the Vestry and those nominated for convention offices will constitute the Slate of Nominees presented by the Nominating Committee.

(b). Prior to naming the Slate of Nominees, the Nominating Committee will establish selection criteria, will solicit the congregation for suggestions of possible Nominees, and will provide for ample discussion of the qualifications of would-be Nominees.

(c). The Slate of Nominees will be published in the Sunday bulleting for no fewer than two (2) weeks prior to the annual meeting and biographical information, if provided by the nominees, shall be published in the parish's monthly newsletter for the month of January.

Sec. 3. Qualifications of Nominees.

(a). The Nominating Committee shall consider no person for nomination to parish office who does not qualify under the Canons of the General Convention of the Episcopal Church and the Canons of the Diocese of Eastern Michigan and who, for the last six (6) months, has not been a contributor of record toward the support of the parish.

(b). No Vestry member who has served *two full, consecutive terms* shall be eligible for re-election until one year has elapsed following the expiration of his or her term of office.

(c). A Vestry member fulfilling an unexpired term shall, when the unexpired term ends, be eligible for election to full terms of his or her own.

ARTICLE IV OF THE VESTRY

Sec. 1. Makeup of the Vestry.

The Vestry shall be made up of six (6) members.

Sec. 2. Term of Office.

The terms of office of Vestry members shall be three (3) years, and the Vestry shall be divided into three (3) equal classes, one class leaving office each year.

Sec. 3. Vestry Responsibilities.

Subject to the Canons of the General Convention and of the diocese, the Vestry shall:

- (a). have charge of the temporal affairs of the parish.
- (b). call the Rector, and
- (c). Provide for the spiritual affairs of the parish in the absence of a Rector.

Sec 4. Vestry Officers.

(a). Organization of the Vestry shall take place no later than the first regularly scheduled meeting following the Annual Parish Meeting. The Vestry shall choose from its one body one(1) member to be Senior Warden, one (1)member to be Junior Warden, and one (1) member to be Clerk.

(1). The Senior and Junior Wardens shall assist the Rector in the discharge of the Rector's duties.

(2). In the absence of the Rector, the Senior Warden is responsible for the administration of the parish.

(3). In the absence of both the Rector and the Senior Warden, responsibility for parish administration falls to the Junior Warden.

(4). The Clerk shall:

(a). note and record in a book provided for the purpose the minutes of the proceedings of the Vestry.

(b). attest the public acts of the Vestry.

(c). preserve all records and papers belonging to the parish that are not required to be kept by any person or officer,
(d). perform such other duties as shall be assigned,
(e). and shall faithfully deliver into the hands of his or her successor all books and documents belonging to the parish that are in his or her possession.

(b). The Vestry shall also elect a Parish Treasurer and may appoint a Secretary and such other agents as may be required at their discretion, who need not be members of the Vestry.

(1). The Treasurer shall:

(a). receive all monies collected by the Vestry and shall disburse the same under the direction of the Vestry.

(b). present his or her annual report in written form to the annual meeting of the parish,

(c). present a monthly written financial accounting of the parish to the Vestry,

(d). and shall faithfully deliver into the hands of his or her successor all books and documents belonging to the parish that may be in his or her possession.

(2). The Secretary, if one be chosen, shall assist the Clerk with the taking of minutes and with Vestry correspondence.

(c). The Vestry may, from time to time, create other offices, such as an Executive Committee, and may divide upon its members the authority and the responsibilities for the execution of those offices.

Sec. 5. Vestry Meetings.

(a). Meetings of the Vestry shall take place monthly, on an agreed upon date, with the exception of the months of July and August. In those months, the Vestry may elect to forego meeting unless the press of business demands it.

(b). Special meetings may be called by the Rector, by the Senior Warden, or by one-third (1/3) of the Vestry's members, by giving notice thereof at a regular service of the parish and by mail or personal notice to all members of the Vestry.

(c). All Vestry meetings, regularly scheduled or special, will be open to the parish and will be held on the parish premises or in another previously announced place. As part of the agenda of every Vestry meeting, there shall be provision for the introduction and acknowledgment of any parishioners or others guests in attendance,

Provision shall be made at all regular and special meetings of the Vestry to meet in closed executive⁴ session, during which time the Vestry's regular business may not be transacted.

(d). Parishioners shall have the right to petition the Vestry. The Clerk of the Vestry shall place any submitted petition on the agenda of the next regularly scheduled Vestry meeting. The Clerk will also report any Vestry action to the person or persons who submitted the petition.

(e). *Fifty-one percent of the Vestry shall constitute a quorum.* The Rector, or such other member of the Vestry designated by the Rector shall preside. The Rector shall have no vote except in the case of a tie. In the absence of the Rector, the Senior Warden shall preside, or in the absence of both the Rector and the Senior Warden, the Junior Warden will preside. In the absence of both Wardens, a Vestry member shall be elect to preside *pro temp*.

(f). Only those members present may cast a vote on any matter coming before the meeting.

Sec. 6. Vestry Vacancies.

(a). Occurrences of Vacancies.

(1). Vacancies may from time to time occur when a Vestry member choses to resign, at the death of a Vestry member, or due to ecclesiastical disciplinary procedures.

(2). Should any member of the Vestry b e absent from the regularly scheduled meetings of the Vestry for a period of three (3) consecutive months, the remaining members of the Vestry may, at their discretion and with the advice and consent of the Rector, declare the seat to be vacant. The vacant seat shall be filled the method described in sub-section (b) following.

(b). Filling Vacancies.

(1). Vacancies in the Vestry may be filled by the remaining Vestry members at any meeting, and the person so elected shall hold office for the remainder of the unexpired term of the predecessor member.

(2). Members elected to fill unexpired terms shall be eligible for nomination and election for their own full terms on the Vestry when their partial terms are completed.

Sec. 7. Standing Ministries.

(a). Standing Ministries may be appointed, as needed, by the Rector to assist the Rector and the Vestry in the execution of their duties, and such committees shall report to the Vestry with recommendations for action whenever they are required.

(b). A member of the Vestry shall serve on each Standing Ministry.

(c). Each Standing Ministry shall report annually in writing to the parish at the time of the Annual Parish Meeting.

Sec. 8. All Other.

The Vestry shall have such authority, perform such duties, and abide by such limitations as are specified in the canons.

**ARTICLE V
RESPONSIBILITIES OF DELEGATES TO DIOCESAN
CONVENTION**

Sec 1. Delegates elected by the Annual Parish Meeting are elected to a one (1) year term beginning April 1 and concluding the March 31 following and may be re-elected. Delegates shall represent the parish at any and all Diocesan Conventions held during their term.

Sec 2. Alternate Delegates elected by the Annual Parish Meeting are elected to a one (1) year term beginning April 1 and concluding the March 31 following and may be re-elected. An Alternate shall succeed a Delegate when and if that Delegate becomes unable to serve and shall only hold the office of Delegate as long as the elected Delegate remains unable to serve. Alternates shall succeed to Delegate based on the rank of their election: the Alternate obtaining the highest number of votes shall be the first Alternate. The second highest shall be the second Alternate, etc.

Sec 3. Delegates shall have voice and vote at Diocesan Conventions and shall to the best of their abilities represent the parish in all matters before the convention.

ARTICLE VI
NON-LIABILITY AND INDEMNIFICATION OF CLERGY,
OFFICERS, AND OTHERS

Sec 1. No volunteer Vestry member or volunteer officer of the parish shall be personally liable to the parish, it's Vestry members, or members of the parish for monetary damages resulting from breach of the Vestry member's or officer's fiduciary duty, except for liability arising from:

(a). A breach of the Vestry member's or officer's duty of loyalty to the parish or its other Vestry members;

(b). Acts or omissions not in good faith or which involve intentional misconduct or a known violation of law; or which are grossly negligent;

(c). Voting for or concerning in:

(1). Distribution of assets to Vestry members contrary to law or the parish's Articles of Incorporation;

(2). Purchase of Vestry memberships in the parish contrary to law or the parish's Articles of Incorporation;

(3). Distribution of assets to Vestry members or members of the parish during or after dissolution of the parish without paying or providing for all known debts, obligations and liabilities of the parish, or contrary to law and the parish's Articles of Incorporation;

(4). Making of a loan to an officer, Vestry member, or employee of the parish contrary to law. A Vestry member shall not be liable under this subsection ©, if he or she has complied with the provisions of Section 541 of Michigan Public Act Number 162 and the Acts of 1982 as amended, dealing with the exercise of good faith, diligence, care and skill of an ordinarily prudent person in a like position; and the right to rely upon the opinions of counsel, the independent appraisers, financial statements of the parish represented as correct by the Senior Warden or financial officer of the parish having charge of its books and accounts, or as stated in a written report by an independent public or certified public accountant or form of accountants fairly to reflect the financial condition of the parish, or if he or she has complied with the provisions of Section 8 of the Uniform Management of

Institutional Funds Act (Michigan Public Act Number 157 of 1976 as amended.)

(d). A transaction from which the Vestry member derived an improper personal benefit.

(e). An act of omission which is grossly negligent.

(f). An act or omission occurring before the effective date of the provisions granting limited liability.

Sec. 2. The Corporation shall assume all liability to any person other than the parish or its Vestry members for all acts or omissions of volunteer Vestry members on or after January 1, 1988, incurred in the good faith performance of the volunteer Vestry member's duties.

Sec. 3. The Corporation shall assume the liability for all acts or omissions of a Vestry member, volunteer officer or other volunteer occurring on or after the effective date of the provision granting limited liability if all of the following are met:

(a). The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

(b). The volunteer was acting in good faith.

(c). The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

(d). The volunteer's conduct was not an intention tort.

(e). The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Sec. 4. INDEMNIFICATION. The Corporation shall indemnify all persons identified in Sections 561 of the Michigan Non-Profit Corporation Act (Public Act #162 of 1982 as amended), to the fullest extent permitted by the Act.

Sec. 5. INSURANCE AGAINST LIABILITY. The parish may purchase and maintain insurance on behalf of any person who is or was a Vestry member, officer, employee, non-Vestry member volunteer, or agent of the parish or is or was serving at the request of the Corporation

as a vestry member, officer, employee, non-Vestry member venture trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have power to indemnify the person against such liability under Section 561 to 565 of the Michigan Non-Profit Corporation Act (Public Act #162 of 1982 as amended).

ARTICLE VII EFFECTS, AMENDMENTS, AND REVIEW

Sec. 1. Effects.

These by-laws, as amended by the Annual Parish Meeting of August 14, 2022, shall supersede any and all By-laws previously adopted by and for Saint Paul's Parish and shall be in effect from the date of approval.

Sec . 2. Amending these By-laws.

These By-laws may be amended by a two-thirds (2/3) vote of any Annual Parish Meeting, or of any Parish Meeting called expressly for the consideration of amendments to the By-laws, providing such amendments have been considered by the Vestry. All Changes shall be reviewed by the Vestry and published to the parish for their approval at least thirty (30) days prior to the meeting at which they will be voted upon.

Sec. 3. Review Committee and Mandatory periodic Review.

The Vestry shall appoint a committee to review and possibly to recommend modifications to these By-laws at any time Changes may be required. However, this committee shall be appointed and meet to review the By-laws no less frequently than once every seven (7) years.

