

BY-LAWS OF ST. TIMOTHY'S EPISCOPAL CHURCH

CREVE COEUR, MISSOURI

Updated January 2021

I. PURPOSE

The purpose of these by-laws is to provide rules and regulations for the administration of the corporate affairs of St. Timothy's Episcopal Church, located in Creve Coeur, Missouri.

II. RELATIONSHIP TO THE PROTESTANT EPISCOPAL CHURCH OF THE UNITED STATES OF AMERICA AND THE DIOCESE OF MISSOURI

St. Timothy's parish, as part of the One, Holy, Catholic, and Apostolic Church of Christ, acknowledges its allegiance to the Protestant Episcopal Church of the United States of America, also known as the Episcopal Church and to the Episcopal Church in the Diocese of Missouri (the "Diocese"). It submits to the authority of the General Convention of the Church and the Convention of the Diocese. It accedes to, recognizes and accepts the Doctrine, Discipline, and Form of Worship of the Church and the Constitution and Canons of the Church and of the Diocese, as may hereafter be amended from time to time. In the event of any conflict or inconsistency between the organizational documents of the Parish and the Constitution and Canons of the Church or of the Diocese, as may hereafter be amended from time to time, the Constitution and Canons shall control and govern. The foregoing provisions may not be altered or deleted without the written consent of the ecclesiastical authority of the Diocese.

III. MEMBERSHIP

- A. A Member of this Parish is a member of the Church in the Diocese who is currently enrolled in the register of this Parish by reason of baptism, confirmation, reception or removal from another congregation, as provided in the Canons of the Church, or by having joined the Parish at its inception.
- B. A Communicant is a member who has received Holy Communion in the Church in this Diocese or in some other part of the Church or in a church in communion with the Church at least three times in the preceding year.
- C. A Communicant in good standing is a Communicant who for the previous year has been faithful in corporate worship, unless for good cause prevented, and faithful in working for and contributing to the spread of the Kingdom of God, and has been neither suspended from nor refused the Holy Communion.
- D. An adult Member, or Communicant, is a person who is at least sixteen years of age.
- E. Any Member who fails to maintain the status of Communicant in good standing for a period of one year will be placed on the inactive rolls.
- F. In the event a Member moves to another community, that Member may request a letter of transfer from the Rector of the Parish. Upon receipt of the written request of transfer, removal becomes effective.

IV. ANNUAL MEETING

A. The Annual Meeting of St. Timothy's Church will take place on the Sunday closest to the Conversion of St. Paul, January 25, or if that date is not practicable, then within seven days of the Sunday closest to the Conversion of St. Paul, to elect persons to the Vestry, diocesan convention delegates when appropriate, and to transact such other business as may be properly brought before the meeting. Notice of this meeting will be given at all public services of the Parish on the two Sundays immediately preceding the Annual Meeting.

B. Except as otherwise provided in the Canons of the Diocese, the Rector shall preside at the Annual Meeting. The Secretary of the Vestry (or such other Elector as the Rector may appoint, should the Secretary of the Vestry not be in attendance) shall act as the Secretary of the Annual Meeting.

C. Adult Communicants in good standing are electors and are qualified to vote in Parish meetings, including the Annual Meeting, if they have been Members for at least six months. Voting by proxy shall not be allowed. Adult electors who are away at the time of the Annual Meeting shall be eligible to participate and vote provided they access the entire Annual Meeting on a telephone or similar electronic hookup provided such technology is available.

D. The eligibility of an Elector may be challenged. Communicant, baptism, and attendance status shall be determined by the presiding officer.

E. A quorum shall consist of 10% of the total number of Electors as reflected in the Register of the Parish.

F. The Vestry shall adopt a budget and a draft of said budget shall be available to all members in good standing at least two weeks prior to the scheduled Annual Meeting.

G. The Annual Meeting should, if practicable, be held in the premises of the Parish.

V. SPECIAL MEETINGS

Special meetings of the Parish may be called by the Rector, or, if there be no Rector, by the Senior Warden, or the Bishop, and shall be called upon written request of a majority of the Vestry, or by one-third of the Electors of the Parish.

Notice of special meetings shall be given at two public services at least fourteen days apart. The notice shall clearly state the purpose of the meeting.

VI. VESTRY

A. ELECTION

1. The Vestry shall consist of twelve members chosen at the Annual Meeting from the Electors. The terms of the Vestry shall be staggered three-year terms so that one-third of the Members of the Vestry shall stand for election at each Annual Meeting. Vestry members shall be confirmed, attending, and supporting members of and affiliated with St. Timothy's Parish. Vestry members are eligible to serve two consecutive

three-year terms. No Vestry member who has served two consecutive three-year terms shall be eligible for re-election until the expiration of one year.

2. Lay adult Communicants in good standing who have been Members of the Parish for at least one year are eligible, if they have reached the age of eighteen years, to serve as Senior Warden, Junior Warden, and members of the Vestry.

3. If a vacancy occurs on the Vestry during the year, the position shall be filled by the remaining members, except that if the vacancy occurs within thirty days prior to the Annual Meeting, the vacancy shall be filled at that meeting. A Vestry member elected to fill an unexpired term shall be eligible to stand for election for a full term at the next Annual Meeting.

4. A nominating committee shall be selected by the Vestry at the regularly scheduled October meeting of the Vestry. The nominating committee shall consist of two Vestry members and shall consult with two Electors who are not members of the Vestry. The Rector shall serve as an ex-officio member of the nominating committee. The committee shall submit a slate of nominees to the Vestry at the December meeting.

5. Nominations at the Annual Meeting will be accepted from the floor with either written or oral approval of said nominee prior to the meeting, if the nominee meets the qualifications for Vestry membership.

6. The election of Vestry members shall be by secret ballot. The polls shall be open not less than thirty minutes. The Electors shall cast one vote for each vacancy and the election shall be determined by plurality. If required, a tie vote will be settled by a subsequent vote(s). All remaining candidates will be included in the subsequent vote(s).

7. If any Vestry member has two unexcused absences at regularly scheduled meetings in a twelve-month period, the Secretary of the Vestry shall notify that person that if he or she misses one more meeting without just cause, which shall be determined by the Vestry, that person will be removed from the Vestry. If a member will be absent, he/she should notify the designated person as far in advance of the meeting as reasonably possible.

B. MEETINGS

1. The Vestry shall determine the time and place of the meetings. The Rector may call a special meeting of the Vestry. The Bishop or any three of the members of the Vestry may call a special meeting of the Vestry by written notice, delivered to the Rector, or, if there is no Rector, the Senior Warden. Notice of such special meeting shall be made to the members of the Vestry, including the Rector, no later than forty-eight hours prior to the hour fixed for the meeting, provided, however, in an emergency situation, a Vestry meeting at any time with such notice as may be reasonable under the circumstances on the condition that two thirds of the members of the Vestry and the Rector shall be present.

2. Upon written request the Bishop, the Rector, or the Senior Warden if there is no Rector, shall call a meeting of the Vestry for conference with the Bishop and for action on such matters as may arise out of such a conference. Such a special meeting of the Vestry shall be held at such time as the Bishop may provide.

3. A quorum shall consist of a simple majority of the then current members.

4. The Rector, if there is one, shall preside at all meetings of the Vestry. In the absence of the Rector, the Senior Warden may preside. The Rector may, on occasion, delegate the presiding duties to the Senior Warden or other member.

5. No member of the Vestry may cast more than one vote on any question.

C. OFFICERS

1. The Rector. Whenever the parish is without a Rector, the Vestry shall call a Rector following the procedures specified in the Canons of the Diocese and of The Episcopal Church. The Rector shall be elected by a majority vote of those members present at a special meeting convened for that purpose or at a regular meeting. At least two-thirds of the Vestry must be present for this vote.

2. The Senior Warden and the Junior Warden. The Rector shall appoint annually from the Vestry a Senior Warden, and the Vestry shall elect from its members a Junior Warden, both of whom shall be canonically qualified for such office. The terms of the Senior Warden and the Junior Warden shall be one year each. No person who has served three consecutive one-year terms as Senior Warden or Junior Warden shall be eligible for further service in those offices until the passage of one year. The Rector may at any time commit the appointment of the Senior Warden to the Vestry. If the Parish is without a Rector, the Vestry shall elect a Senior Warden from among its members.

3. The Treasurer.

a) The Vestry shall elect a Treasurer, who need not be a member of the Vestry, but who will not, in that case, have the right to vote.

b) The Vestry may approve additional persons to assist the Treasurer.

c) The Treasurer shall receive all Parish funds and cash convertibles; keep an accurate account of all monies; and disburse them as properly directed by the Vestry or its properly designated representative.

d) The Treasurer shall collect and remit all monies received by the Parish for the programs of the Diocese and The Episcopal Church.

e) In order to preserve the non-profit status of St. Timothy's, the Treasurer shall be responsible for the finances of all organizations controlled by St. Timothy's. The Treasurer's name shall appear on all bank accounts and each organization controlled by St. Timothy's will submit to the Treasurer for audit an accounting at the end of the fiscal year.

f) The Treasurer will render an annual accounting to the Vestry for audit. The Treasurer's books, which will be maintained in a Parish office, shall be open for inspection by the Bishop, Rector, Wardens, or Vestry members.

g) The Treasurer shall have seat and voice on the Vestry, and voting privileges if an elected member.

h) The Treasurer shall perform such other duties as may be assigned by the Vestry.

4. The Secretary

a) The Vestry shall elect a Secretary, who need not be a member of the Vestry, but who shall not, in that case, have the right to vote.

b) The Secretary shall take minutes of the proceedings of the Vestry, and record them in a Parish book kept for that purpose. Said book shall be available to any Member who is a Communicant in good standing.

c) The Secretary shall preserve the records of St. Timothy's in the Parish office, attest to the acts of the Vestry, have seat and voice on the Vestry, and voting privileges if an elected member.

d) The Secretary shall perform such other duties as may be duly assigned by the Vestry.

D. Duties

1. The Vestry shall take charge of the property of the Parish; attend to and regulate all its temporal concerns; provide for the support of the Rector, and in case of the Rector's death, resignation, or removal, supply, with the Bishop's advice and consent, the Rector's place as soon as possible. The Vestry shall also assist the Rector in the proclamation of the Gospel, the public worship of the Congregation, the nurture of persons of all ages, the alleviation of human suffering and promotion of justice. However, the worship life of the congregation and its spiritual direction are under the exclusive direction of the Rector, in subordination to the ecclesiastical authority and laws of the Diocese. The Vestry is the agent and legal representative of the Parish in all matters pertaining to its property. No mortgage, encumbrance, or conveyance of any interest in real property belonging to the Parish shall be made without a two-thirds affirmative vote of the entire Vestry and the prior written approval of the Bishop by and with the advice of the Standing Committee of the Diocese. The Vestry will review the annual Parochial Report with the Rector and give its approval before submission to the Diocese.

2. The Vestry shall cooperate with the Rector in promoting the spiritual welfare of the Parish and shall aid the Rector in initiating, conducting, and developing programs for St. Timothy's Parish.

3. The Vestry shall serve as a council of advice to the Rector upon request, or whenever in the judgment of the Wardens, there are matters that ought to be brought to the Rector's attention.

4. The Vestry shall encourage suitable persons to enter into the specialized ministries of the Church.

5. The Vestry shall present a complete financial statement of St. Timothy's at each Annual Meeting.

6. The Vestry shall make arrangements for the support of the Rector.

7. The Junior Warden shall serve with the Senior Warden, sharing duties and responsibilities as they may agree, subject to the Canons of the Diocese and The Episcopal Church, and with the advice and approval of the Rector and Vestry.

E. COMMISSIONS/COMMITTEES

1. The Rector and Vestry may create committees and commissions as needed to carry forward the work of the parish. Their membership and duties will be determined at the time of their creation.

2. Membership Assignments of Vestry persons to such bodies shall be made by the Rector. Other members may serve on such groups upon the invitation of the Rector, with the advice and consent of the Vestry. The Rector and the Wardens shall be ex-officio members of all such groups.

3. Term

The term of office for commission/committee members shall be one year. Such members may be reappointed.

4. Functions of Commissions/Committees

Each commission/committee shall study and become familiar with its particular area of responsibility and shall develop a program to fulfill those responsibilities. Each such group will propose an annual budget to be included in the aggregate Parish budget. When appropriate, each group should submit a written report to the Vestry at its monthly meetings. The Wardens shall coordinate the work of these groups to ensure that all necessary work is being done. All meetings of any group shall be open to any member of the Parish.

VII. DIOCESAN CONVENTION DELEGATES AND ALTERNATES

A. Lay Adult Communicants in good standing who have been confirmed, reached the age of eighteen and have been members of the Parish for at least one year are eligible to serve as Delegates or Alternate Delegates to Diocesan Convention.

B. Lay Delegates and Alternates to Diocesan Convention shall be elected at the Annual Meeting of the Parish in the same manner as Vestry members.

C. Lay Delegates who are not otherwise members of the Vestry shall have seat and voice on the Vestry, but have no voting privileges. They shall not be counted toward a quorum nor toward the Vestry minimum and maximum number of persons.

D. Lay Delegates shall be elected to serve for three years in staggered terms. Any vacancies that occur may be filled by the Vestry.

VIII. LAY EMPLOYEES

A. Lay employees of the Parish shall be those whose employment and compensation have been approved by the Vestry.

B. Lay Employees shall not be Members, except under special circumstances by authorization of the Rector and the Vestry.

IX. CONTRACTS, LOANS, CHECKS, DEPOSITS, AND CASH CONVERTIBLES

A. Incurrence of debt; Acquisition, Encumbrance, or Alienation of Real Property shall be in accordance with Diocesan Canon IV.9.

B. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of St. Timothy's shall be signed only by such person or persons approved by the Vestry (such as Treasurer, Rector, Warden, or other appointee) in conformity with Canon IV.8 of the Diocese and the Manual of Business Methods in Church Affairs provided by the Church and in such manner as shall from time to time be determined by resolution of the Vestry.

C. All funds of St. Timothy's not otherwise employed shall be deposited from time to time to the credit of St. Timothy's in such banks, trust companies, or other depositories as the Vestry may direct.

D. All funds shall be administered in accordance with the documents controlling them. All changes will be included in the annual report following the change.

E. All cash convertibles, policies of insurance, instruments of conveyance, commercial paper, contracts, and similar documents shall be stored in safety deposit boxes with federal or state banks (or other suitable means of safekeeping) to be selected by the Vestry.

F. All checking accounts for clergy discretionary funds must be approved by Vestry and be opened in the name of St. Timothy's using the Parish's Federal Employer's Identification number. If the account is separate from the general operating account of the Parish, all income from any source must first be deposited in the Parish's general operating account, recorded on the books of the Parish, and subsequently transferred by the Treasurer to the separate account. The discretionary funds are subject to audit and are included in financial reports following standard accounting procedure.

X. AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted only in accordance with the applicable provisions of the Canons of the Diocese of Missouri and The Episcopal Church.