

**BYLAWS OF ST. JAMES EPISCOPAL CHURCH
BIRMINGHAM, MICHIGAN**

ARTICLE I – NAME AND INCORPORATION

- A. ST. JAMES PROTESTANT EPISCOPAL CHURCH (St. James) was incorporated in the State of Michigan on August 6, 1920 and is a parish of the Protestant Episcopal Church in union with the Episcopal Diocese of Michigan.
- B. St. James accedes to the Constitution and Canons of the Episcopal Church and the Episcopal Diocese of Michigan.

ARTICLE II – MISSION AND VISION

- A. As a community of believers in Christ, we seek to fulfill our Baptismal Covenant.
- B. We believe that God calls us to provide for the spiritual needs of all people. We strive for lifelong Christian growth through worship, education, fellowship, outreach, stewardship and witness.

ARTICLE III – GOVERNANCE

- A. St. James shall be governed and administered by the Vestry and the Rector (Clergy in Charge), who shall work together for the good of St. James.
- B. The most recent edition of Robert's Rules of Order shall be the parliamentary authority for the conduct of business at all meetings.

ARTICLE IV – MEMBERSHIP

- A. The membership of St. James shall be as specified by the Canons of the Episcopal Church, specifically 3.3.1 as relating to the categories of membership:
- B. Member – Any baptized person who is a member of the Episcopal Church, whose baptism is recorded in the records of St. James, and who regularly participates in worship at St. James.
- C. Communicant – Any member who, during the preceding year has received Holy Communion at least three times at St. James.
- D. Communicant in Good Standing – Any communicant who during at least the preceding year has been faithful in corporate worship, unless for good cause prevented, and in working, praying and giving for the spread of the kingdom of God.
- E. Adult – a Communicant who is 16 years of age or older.

F. Eligible to Vote – shall be all Adult Communicants in good standing who during at least the preceding six months have been faithful in corporate worship, unless for good cause prevented, and in working, praying and giving for the spread of the kingdom of God.

ARTICLE V – MEETINGS

A. Annual Meeting – The Annual Meeting of the membership of St. James shall be held each January for the election of Vestry members, for the presentation of reports requested by the Rector (Clergy in Charge) and the Vestry, for matters required by these Bylaws, and for any other purpose deemed appropriate by the Rector (Clergy in Charge) and/or the Vestry.

B. Special Meetings – Special Meetings of the members of St. James may be called within 30 days by the Vestry or the Rector (Clergy in Charge), or upon a petition signed by ten percent (10%) of the Adult Communicants in good standing.

C. Notice of all Meetings – The time, place and agenda for the Annual Meeting, Special Meetings, Vestry Meetings or any other Meetings of the Parish shall be caused to be published by the Vestry at all services no fewer than two Sundays prior to the meeting. Such notice may be published by placement in the parish bulletin and/or by being sent electronically to all members of St. James.

D. Conduct of the Meetings – At all meetings the following shall apply:

1. Presiding Officer – The Rector (Clergy in Charge) or a Vestry member designated by the Rector (Clergy in Charge) shall preside over the meetings.

2. The Secretary of the Vestry shall keep minutes of the meetings.

E. Quorum – A quorum for any Parish meeting shall consist of fifty (50) eligible voters.

ARTICLE VI – VESTRY

A. The Vestry shall consist of twelve (12) Adult Communicants of St. James who will meet on a regular basis and on a schedule determined by the Vestry at the beginning of each year.

B. Rector – The Rector (Clergy in Charge) shall be an ex-officio member of the Vestry and may vote in case of a tie.

C. Manner of Attendance – Attendance at any meeting of the Vestry may be in person, by telephone, by Skype or any other electronic means through which all participants can communicate with one another. All Vestry members in attendance by any of the methods indicated will be eligible to vote and also count towards the quorum required for the meetings.

D. Terms of Office – Each Vestry member shall be elected to serve for a continuous term of three years, or until his/her successor is elected. Vestry members may not be eligible for re-election for one year after their term has ended. One third (1/3), of the Vestry terms shall expire each year.

E. Nominations –

1. The Nominating Committee shall consist of two members of the outgoing Vestry and three non-Vestry members of St. James, the Nominating Committee being selected by vote of the Vestry.
2. The Nominating Committee shall present a slate of Vestry candidates to the Vestry no later than the December Vestry meeting. The slate shall contain candidates equal to or greater than the number of outgoing Vestry members.
3. The Nominating Committee shall solicit the Congregation in November for additional volunteers for Vestry candidates.
4. The Vestry may nominate additional candidates at the December Vestry meeting.
5. Members of St. James may also nominate candidates for the Vestry from the floor at the Annual Meeting.

F. Open Meetings – All Vestry meetings are open to the members of St. James.

G. Closed Sessions – The Vestry may go into closed session from which non-Vestry members may be excluded when the subject matter to be discussed and/or acted upon involves a sensitive subject, as determined as determined by a majority of the full membership of the vestry or when required by the Canons or law.

H. Vacancies – All vacancies on the Vestry occurring between Annual Meetings shall be promptly filled by vote of the remaining members of the Vestry.

I. Action without Meetings – The Vestry may take actions without a meeting by a consent resolution signed by all members of the Vestry and published to the parish along with minutes of the Regular and Special Meetings. Signature may be made by electronic signature.

J. Committees – The Vestry shall designate committees as deemed necessary or as required by these bylaws. The Vestry shall appoint the chair of each such committee and shall state its purpose by resolution of the Vestry.

K. Conflict of Interest – A Vestry member shall be required to recuse him/herself from all discussions and decisions that involve a conflict of interest.

VII – OFFICERS

A. Election of Officers – The Vestry shall elect the Officers of St. James, which shall include a Senior and Junior Warden, from the members of the Vestry. The Vestry shall also elect a Secretary and Treasurer who need not be members of the Vestry, but who will serve on the Vestry, ex officio and without a vote.

B. Senior Warden – shall be the chief executive officer of the Vestry; and shall assist the Rector (Clergy in Charge) in the discharge of his/her duties. In the absence of the Rector (Clergy in Charge), or at the pleasure of the Rector (Clergy in Charge), shall perform the lay duties, and exercise the lay powers, of the Rector (Clergy in Charge); and perform such other duties as may be assigned to him/her by the Vestry.

C. Junior Warden – shall assist the Rector (Clergy in Charge) and the Senior Warden in the discharge of their duties and in their absence shall perform their lay duties, and exercise their lay powers; and perform such other duties as may be assigned to him/her by the Vestry.

D. Secretary – shall provide for the keeping of minutes of all proceedings of the Vestry and meetings of the Congregation; or the maintenance of an accurate roll of membership and for the preservation and availability of all records, documents and papers of St. James; and perform such other duties as may be assigned to him/her by the Vestry.

E. Treasurer – collect and hold all monies received or to be received, belonging to St. James; pay all bills incurred in regular and normal operations; ensure that all expenditures shall be approved in accordance with such procedures as the Vestry may prescribe; direct the work of the Financial Secretary of the Parish; make a report at the Annual Meeting of the Parish and at such other times as the Vestry may designate; and perform such other duties as may be assigned to him/her by the Vestry.

VIII – FINANCIAL MATTERS

All funds for which St. James bears responsibility shall be audited by a Certified Public Accountant on an annual basis. The Treasurer shall be responsible for making sure that said audits are conducted by a Certified Public Accountant retained by the Vestry.

IX – DELEGATES TO THE DIOCESAN CONVENTION AND OTHER DIOCESAN MEETINGS

A. For every Annual Diocesan Convention and other Diocesan meetings, the members of St. James shall elect as many lay delegates as allowed by the Episcopal Diocese of Michigan and the Canons.

B. Any member of St. James may present nominations for delegate positions to the Vestry by December 1 for publication at the Annual Meeting of St. James.

X – INDEMNIFICATION

A. St. James shall, to the maximum amount permitted by law, indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he she is or was a member of the Vestry or Officer of St. James, against expenses (including legal fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him/her in

connection with such action.

B. This right of indemnification shall inure to each member of the Vestry or Officer whether that person is a member of the Vestry or Officer at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him/her is based on matters that antedate the adoption of these Bylaws; and in the event of his/her death shall extend to his/her legal heirs and assigns. Each person who shall act as a member of the Vestry or Officer shall be deemed to be doing so in reliance upon such right of indemnification; and such right shall not be exclusive of any other right which that person may have.

XI – ADMENDMENTS

A. These Bylaws may be amended or new bylaws adopted by both a two-thirds (2/3) vote of the full Vestry, and then by a two-thirds (2/3) vote of those present at any Annual Meeting or Special Meeting of St. James.

Adopted by the Vestry on: December 9, 2013

Attest: /s/ Lena R. Nealley

Adopted by the Parish on: January 26, 2014

Attest: /s/ Lena R. Nealley