

THE BYLAWS OF THE CHURCH OF THE EPIPHANY, EPIPHANY PARISH, WASHINGTON, DC

(As adopted at the Annual Parish Meeting on June 24, 2018)

SECTION 1: ADOPTION OF BYLAWS:

As required by Canon 47 of the Diocese of Washington, these Bylaws, adopted for the governance of the Church of the Epiphany (Epiphany Parish), Washington, DC., shall conform to the provisions of the canons of the Diocese of Washington, public law, and the provisions of the Constitution and Canons of the General Convention of the Episcopal Church. A copy of the Parish's Bylaws shall be filed in the diocesan office.

SECTION 2: MEMBERS ENTITLED TO VOTE:

- (a) Members: Diocesan and National Canons define members of the Church as persons whose baptisms in the name of the Trinity are recorded in the Church. Thus, any person so baptized (evidenced as provided for in the Canons of the General Convention) and who asks to be a member of the Church of the Epiphany shall be recorded in the Parish Register as a member of the Church of the Epiphany.
- (b) Voting Members: In compliance with Diocesan and National Canons, the voting members of the Parish shall be persons who are:
 - (i) members of the Episcopal Church (see sub-section (a) above);
 - (ii) recorded in the Parish Register;
 - (iii) at least fifteen years of age;
 - (iv) contributors of record to the Parish during the year preceding the Parish Meeting (see sub-section (c) below); and,
 - (v) in compliance with these requirements for at least one month before the parish meeting at which they seek to vote.
- (c) Contributors of record shall be persons who have made monetary offerings known to the Treasurer or significant other offerings known to the Rector during the year preceding the meeting.
- (d) Qualified Voters: The list of qualified voters maintained by the Secretary of the Parish (with the assistance of the Rector and staff) shall be published at least one month prior to any Parish meeting to allow for requests for change or correction to be acted upon. The Vestry shall decide any issue concerning the inclusion or omission of any person on the list of qualified voters.

SECTION 3: MEETINGS OF THE PARISH:

- (a) Annual Meetings: The date, time and place of the Annual Meeting of the Parish shall be determined by the Vestry and contained in a Notice of Annual Meeting (see subsection (c) below). In order to ensure the orderly succession of Vestry members, the Vestry shall not change the month of the Annual Meeting from year to year without good

cause. If the Vestry fails to fix the date, time and place of an Annual Meeting to be held during the first eleven months of any year, the Annual Meeting for that year shall be held at the Church on the first Sunday in December.

(b) Special Meetings: Special meetings of the Parish may be called by:

- (i) the Rector (or, if there is no Rector, the Senior Warden),
- (ii) a majority of the Vestry, or
- (iii) petition of thirty (30) voting members of the Parish

(c) Notice of Meetings: Notice of the place, day and hour of any Annual or Special Meeting and the purposes for which the meeting is called, shall be mailed or emailed to all known voting members at least thirty days before such meeting and shall be published in the Parish bulletin. At least thirty days' notice shall be given of any proposed change to these Bylaws to be presented for action at a meeting. Such notice shall include the proposed changes and an explanation of them.

(d) Quorum: Twenty percent (20%) of the voting members of the Parish shall constitute a quorum for the conduct of business at a Parish meeting. A simple majority of the quorum present shall be required for the adoption of any matter, except that a two-thirds majority shall be required for any change in the Bylaws.

(e) Presiding Officer: The Rector shall preside at all meetings of the Parish, except that if the Rector is absent, the Senior Warden, or in the Senior Warden's absence, the Junior Warden, shall preside. If the Parish is without a rector, the Bishop shall preside, if present.

(f) Nominations & Elections:

(i) At least two months before the date of the Annual Meeting, the Rector, with the advice of the Wardens, shall appoint a Nominating Committee of at least four members who will nominate persons for election to the Vestry. If there be no Rector, the Nominating Committee shall be appointed by the Senior Warden with the advice of the rest of the Vestry. The nominees shall be selected by the Committee in accordance with Section 4 of these Bylaws, after obtaining their consent to be nominated and an expression of willingness to serve in accordance with established Vestry norms if elected. At least one person shall be proposed for election to each position to be filled.

(ii) The names of the persons chosen by the Nominating Committee shall be presented to the Annual Meeting, and additional nominations shall be invited from the floor. After the nominations are closed, if there is a contested election, ballots shall be distributed. Tellers, appointed by the Rector from members of the Vestry whose terms have not expired, shall distribute and collect the ballots and tabulate the returns, the successful candidates to be those with the largest number of valid votes cast. When there is only one nominee for an office, motion may be made to dispense with the written ballot and to direct the secretary to cast one ballot for the nominee. The Vestry shall decide issues concerning an election.

(g) Rules of Order: Robert's Rules of Order shall be the parliamentary guide for all Parish meetings in all matters not specifically provided for in these Bylaws.

SECTION 4: VESTRY

(a) Membership: The Vestry shall consist of the Rector, the Senior Warden, the Junior Warden, and nine (9) other lay persons. The Wardens shall be elected by a majority of the whole Vestry at the first Vestry meeting after the Annual Meeting of the Parish (in accordance with canonical requirements). Except in extraordinary circumstances, the Vestry shall elect Wardens from among current members of the Vestry. The other lay members shall be elected at the Annual Meeting from among the voting members of the Parish at least eighteen (18) years of age.

(b) Number: The number of lay Vestry members may be increased or decreased from time to time by amendment of the Bylaws, except that no decrease shall have the effect of shortening the term of any incumbent Vestry member.

(c) Terms and Vacancies:

(i) The terms of Wardens shall be for two years and staggered so that one Warden will be elected each year by the Vestry. Wardens will normally serve only one term, but shall not be eligible to serve more than two terms in succession. The Warden whose current length of service as a Warden is the longest shall be the Senior Warden and the Warden elected most recently shall be the Junior Warden.

(ii) The terms of other lay members shall be for three years beginning on the date of their election and staggered so that one-third of their number will be chosen each year at the Annual Meeting. Such members shall be eligible for election as Warden and for reelection to the Vestry.

(iii) A Warden or other lay member of the Vestry may resign by resignation to the Vestry. In the event of a vacancy caused by the resignation or death of a Warden, a majority of the remaining Vestry members shall elect a person who is eligible for election as Warden, to fill the vacancy until the next meeting of the Vestry at which the Wardens are normally elected. In the event of a vacancy caused by the resignation or death of any other lay member of the Vestry, a majority of the remaining Vestry members may elect an eligible person, to fill the vacancy until the next Annual Meeting of the Parish. Any person so elected by the Vestry to fill such a vacancy may be re-elected for a full term at the next Annual Meeting.

(iv) Notwithstanding other provisions of these Bylaws, no lay members of the Vestry (including Wardens) shall serve on the Vestry in any capacity for more than six years in succession.

(d) Meetings:

(i) Monthly vs. Other Meetings: The Vestry shall normally meet at least once a month and at least eleven times a year at a time and place set by the Vestry. Other meetings of the Vestry may be called by the Rector, the Senior Warden, or one-third of all the lay voting Vestry members, upon not less than three days' notice to all members of the Vestry. The notice may be shortened by a majority of the voting members of the whole Vestry at any meeting. The Vestry may have electronic/teleconference meetings where all Vestry members have the ability to attend and where all attendees can speak and hear each other to ensure their ability to fully participate. The Vestry may take action without a meeting if unanimous written consent to the action is signed by all members of the Vestry.

(ii) **Quorum and Rules:** One-half of the voting members of the whole Vestry shall constitute a quorum for the transaction of business. The act of the majority of voting Vestry members present at a meeting shall be the act of the Vestry, except as specifically provided elsewhere in these Bylaws. The Vestry may adopt rules for the conduct of its meetings. Such rules shall not be inconsistent with public law, the provisions of the Constitution and other canons of the Diocese, or the provisions of the Constitution and canons of the General Convention. Robert's Rules of Order shall be the parliamentary guide for all Vestry meetings in all matters not specifically provided for in these Bylaws or in rules adopted by the Vestry.

(iii) **Attendance at Vestry meetings** shall normally include, in addition to its voting members, the Treasurer and the Secretary of the Vestry, if they are not Vestry members, and the Associate and/or Assistant clergy of the Parish. At the discretion of the Rector, other professional staff may attend and have voice. Attendance at Vestry meetings shall be open to members of the Parish, except when the Vestry meets in executive session.

(e) **Rector:** The Rector shall have the right to preside at all Vestry meetings. If the Rector does not preside or is absent, the Senior Warden, if present, otherwise the Junior Warden, shall preside, or in the absence of both, another member selected by the Vestry shall preside. If the Parish is without a Rector, the Bishop shall preside, if present.

(f) **Committees:** The Vestry may appoint committees, each of which shall include two or more Vestry members, to exercise such authority of the Vestry in the management of the Parish as the Vestry shall delegate. The Vestry may adopt rules for the conduct of committee meetings. Committees appointed by the Vestry shall not relieve the Vestry of any responsibility imposed upon it by civil or canon law. The Rector may appoint other committees not having the authority of the Vestry in the management of the Parish. This paragraph does not limit the inherent authority of the Rector to appoint committees to assist in the Rector's ministry to the Parish.

(g) **Expectations of Vestry Members:** No oath shall be required of Vestry members, however the Vestry shall establish written normative expectations for its members, reviewing and affirming these at the beginning of each Vestry year, and sharing them with candidates nominated for election to the Vestry.

SECTION 5 ELECTED OFFICERS

(a) **Wardens:** The election and terms of the Wardens, and their designation as Senior Warden and Junior Warden, shall be governed by Section 4 of these Bylaws. The Wardens shall have such authority and shall perform such duties in the management of the property and affairs of the Parish as are provided by the canons of the Diocese and General Convention, the Bylaws and resolutions of the Vestry not inconsistent with those canons, and the laws of the United States applicable to Episcopal parishes and religious corporations in the District of Columbia. As the ranking lay officers of the Parish they shall serve as the chief lay representatives of the congregation and principal advisors to the Rector.

(b) **Treasurer:** The Vestry shall elect a Treasurer of the Parish at least eighteen years of age who may or may not be a member of the Vestry, but if not, will nevertheless have

a full voice in its meetings, but no vote. The Vestry may also elect an Assistant Treasurer with the authority to speak for the Treasurer at Vestry meetings in the latter's absence. The terms of the Treasurer and Assistant Treasurer shall be for one year and may be renewed without limit. The duties and authorities of the Treasurer and the Assistant Treasurer shall be those prescribed by resolutions of the Vestry.

(c) Secretary: The Vestry shall elect a Secretary of the Parish at least eighteen years of age who may or may not be a member of the Vestry. The term of the Secretary shall be one year and may be renewed without limit. The Secretary shall keep the record of all voting members of the Parish and those among them eligible to hold office, shall be the agent of the Vestry authorized to certify action of the Vestry in execution of legal documents and other papers as required, shall serve as the Secretary of the Vestry by maintaining and keeping the official record of its proceedings, and keep also the proceedings of Parish meetings, and shall perform such other duties as are prescribed by canon law and by the Vestry, not inconsistent therewith. ■■

(d) Delegates: At least sixty (60) days before the Annual Diocesan Convention, the Vestry shall elect delegates and alternate delegates to the Convention as required from the lay voting members of the Parish at least eighteen years of age.

SECTION 6 CLERGY

(a) Rector: When the rectorship becomes vacant, the Vestry shall, by a majority vote of the whole Vestry, elect a new Rector from among the priests of the Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. The election shall follow consultation with the Bishop in conformity with the canons of the General Convention.

(b) Assistant Clergy: The Vestry shall, by majority vote of the whole Vestry elect Assistant Clergy from among the clergy of the Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. This election shall be at the nomination of the Rector and after consultation with the Bishop in conformity with the canons of the General Convention

(c) Contract: The call of a new Rector or Assistant Clergy shall be made to and accepted by the member of the clergy in writing. The call shall contain a provision substantially in the following form:

The Vestry of Epiphany Parish have elected and do invite the Reverend.....to be the Rector (or Assistant Clergy) of this Parish, to serve pursuant to the following understandings:

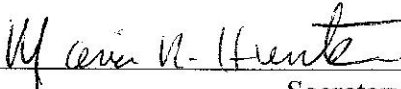
1. The Rector (or Assistant Clergy) shall have an annual salary of\$...... (state with or without the use of a rectory or other parish-owned housing).
2. The Rector (or Assistant Clergy) shall have an annual vacation of..... (state length of time) with full salary.
3. The Parish shall pay the Rector (or Assistant Clergy) the required assessment to the Church Pension Fund in accordance with its rules.

4. (In the case of the rectorship) This rectorship shall continue until dissolved by mutual consent or by arbitration and decision as provided by the canons of the General Convention (or state the length of tenure if agreed upon).
5. (Other provisions as agreed upon by the Vestry and the Clergy.)

In addition to the matters enumerated above, the matters specified in Appendix B to the Canons of this Diocese, entitled Guidelines for Clergy Contracts, shall, at the request of either the Vestry or the Clergy, be jointly discussed and considered for inclusion in the call. All matters agreed to by the Vestry and the Clergy on any subjects specified in Appendix B shall be included in the written call.

SECTION 7 BYLAW AMENDMENTS

At least thirty (30) days' notice shall be given to all voting members of the Parish of any proposed change to these by-laws. Such notice shall include the proposed changes and an explanation of them. Adoption of any proposed changes shall require a two-thirds majority of the quorum present at an Annual or Special Parish Meeting.

Attest: 
Secretary of the Parish

Date: June 24, 2018