

BYLAWS

Christ Church + Washington Parish The Diocese of Washington

ARTICLE I. PARISH MEETINGS

Section 1: Annual Meetings

Each year in January or February at a date, time, and place the Vestry shall determine, there shall be an Annual Meeting of the voting members of the Parish for the election of members of the Vestry and for the transaction of such other business as may lawfully come before the meeting. At least fourteen days prior to the Annual Meeting, the Clerk shall give written notice of the date, time, and place to all known members of the Parish. Notice may be provided electronically.

Section 2: Special Parish Meetings

A Special Parish Meeting may be called by the Rector, the Senior Warden in the absence of the Rector, by four or more members of the Vestry, or by one-third of the voting members of the Parish who file a petition with the Clerk. At least seven days prior to a Special Parish Meeting, the Clerk shall give written notice of the date, time, and place to all known members of the Parish. Notice may be provided electronically.

Section 3: Presiding Officer

The Rector shall chair all Parish meetings. In the absence of the Rector, the Senior Warden shall preside. In the absence of the Rector and the Senior Warden, the Junior Warden shall preside. In the absence of the Rector, Senior Warden, and Junior Warden, a member of the Vestry chosen by a majority of the Vestry members present at the meeting shall preside; provided that, if the rectorship is vacant, the Bishop or an individual designated by the Bishop shall preside, if present.

Section 4: Clerk

The Clerk shall keep an accurate record of all business transacted at Parish meetings and shall be responsible for completing election reports to be sent to the Diocese, and for all other communications resulting from a meeting. In the absence of the Clerk, the Presiding Officer shall select a voting member to serve as Clerk for the meeting.

Section 5: Resolutions

In so far as possible, any voting member wishing to offer a resolution at a Parish meeting shall submit such resolution in writing to the Rector or, in the Rector's absence, the Senior Warden, at least fourteen days prior to the date of the Parish meeting at which consideration is desired. Except for resolutions of courtesy, commendation, or condolence, the text of such resolution must be communicated in writing to the voting members.

Section 6: Annual Report

The Rector or the Rector's designee shall prepare an Annual Report for the preceding year for distribution at or before the Annual Meeting to all voting members of the Parish and to such others as the Rector deems appropriate. The Report shall include a list of the Vestry members and their terms, a list of voting members, the minutes of the last Annual Meeting and any Special Parish Meetings, a statement of current Parish assets and liabilities, a statement of income and expenses for

the preceding year, the budget for the new year, and such reports of Parish programs and activities as the Rector deems appropriate. In addition, the Vestry or its designee shall provide a written report on the performance and management of endowments or other trusts, which shall be made part of the Annual Report.

Section 7: Annual Budget

At the Annual Meeting, the Vestry shall present the approved budget for the coming year and provide for discussion thereof.

Section 8: Proceedings

Robert's Rules of Order shall govern the proceedings of Parish meetings in all cases not otherwise provided for in these Bylaws. The Rector may appoint a Parliamentarian to interpret and advise on the application of these Bylaws and Roberts Rules of Order to the conduct of the meeting.

Section 9: Location

Any Parish meeting may be held electronically. The means of access to an electronic meeting and the manner of voting member participation shall be provided in the written notice of the meeting. Electronic means can be used to establish a quorum or determine the results of any vote.

ARTICLE II. QUALIFICATIONS OF VOTERS AT PARISH MEETINGS

Section 1: Voting Member

Any member of the Parish who has attained the age of sixteen may be lawfully admitted to vote at any Parish meeting: provided,

- (a) that such person shall be a member of this Church as defined in Title I, Canon 17, Section 1¹ and a communicant in good standing as defined in Title I Canon 17, Sec. 3² of the Canons of the General Convention of the Protestant Episcopal Church of the United States of America or amendments thereto;
- (b) that such member shall have been enrolled as a member on the books of the Parish at least thirty days prior to the date of the Parish meeting; and
- (c) that such person shall have been a contributor of record to the support of the Parish during the period between the last Annual Meeting and thirty days prior to the date of the Parish meeting.

A contributor of record is any person who contributes one or more times during this period through pledging, by check, or by other instrument duly recorded by the Rector or the Rector's designee, or who contributes in such other fashion as can be attested to by the Rector.

Section 2: Posting of Voter List

A list of voting members shall be prepared and posted in a conspicuous place at the Church or on the

¹ Title I of Canon 17 [2024]. Of Regulations Respecting the Laity. Sec. 1(a). All persons who have received the Sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose baptisms have been duly recorded in this Church, are members thereof.

² Title I. Canon 17, Sec. 3 [2024]. All Members of this Church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing.

Parish website at least fourteen days before the date of the Annual Meeting.

Section 3: Judge of Qualifications

The Vestry or a majority of the Vestry present at a Parish meeting shall judge the qualifications of voting members and qualifications of parishioners proposed to be elected as members of the Vestry.

ARTICLE III. QUORUM AND METHOD OF VOTING

Section 1: Quorum

In order to transact any business at a Parish meeting, a quorum must be present. Twenty percent of the voting members of the Parish; or thirty such members, whichever is less, shall constitute a quorum at Parish meetings. The presence of a quorum shall be established by the Clerk.

Section 2: Voting Process

No vote shall be taken at a Parish meeting unless a quorum is present. A majority of voting members present and voting shall be necessary for the adoption of any matter voted upon, except for amendments to the Bylaws. A two-thirds majority of voting members present and voting shall be necessary to amend the Bylaws.

ARTICLE IV. QUALIFICATIONS, NOMINATION, AND ELECTION OF THE VESTRY AND WARDENS

Section 1: Vestry Function and Membership

The Vestry is the agent and legal representative of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy. The Vestry is the administrative body of the Parish, constituted under the laws of the United States applicable to religious corporations, and to parishes and separate congregations of the Protestant Episcopal Church in the Diocese of Washington.

The Vestry shall consist of the Rector and twelve persons elected by the voting members of the Parish, and the Senior Warden, Junior Warden, Treasurer, or Clerk, if these officers are not elected members of the Vestry. Any assistant clergy shall be a nonvoting, ex officio member of the Vestry.

Section 2: Qualifications

The members of the Vestry, Senior Warden, Junior Warden, Treasurer, and Clerk must be voting members of the Parish as prescribed in Article II, Section 1, and must have attained the age of eighteen.

Section 3: Terms

The terms of office for each of the twelve elected members of the Vestry are three years, and shall be staggered so that four members are elected at each Annual Meeting.

Section 4: Vacancies

Any vacancy occurring during the period between Annual Meetings, shall be filled through election by a majority of the Vestry. Members so elected shall serve only to the time of the next Annual Meeting, at which time the Parish shall elect a member to serve the remainder of the

unexpired term.

Section 5: Length of Service

Members of the Vestry shall hold office until their successors have been elected and qualified, except as otherwise provided by these Bylaws.

No member of the Parish may serve on the Vestry, including service as an officer, for more than four consecutive years. After a fourth year of consecutive service, a year must elapse before the member is eligible for election to the Vestry or to any Vestry office. After a member of the Vestry has served a three-year term, he or she is not eligible for re-election to the Vestry, but may be elected by the Vestry to serve as an officer. A member who has been elected by the Vestry to fill a vacancy between Annual Meetings is eligible for election by the Parish to a three-year term on the Vestry.

Section 6: Nomination to Vestry

The Vestry shall appoint a nominating committee to propose candidates for election to the Vestry. In the event that the Vestry has not appointed a nominating committee by December 15, the Executive Committee shall serve as the nominating committee. Nominations from the floor shall be acceptable.

All candidates must have indicated in writing their willingness to serve if elected, or be present at the time of the meeting to so indicate at the time of nomination.

Section 7: Method of Electing

Members of the Vestry shall be elected by written ballot or by electronic means by a majority of the voting members present and voting at the Annual Meeting, except as otherwise provided for in this section.

The Presiding Officer shall appoint three members of the Vestry not standing for election as tellers to count the ballots and report the results to the Presiding Officer.

Of those candidates receiving a majority of the votes, the candidate(s) receiving the highest numbers of votes shall be declared elected; provided that in the case of a tie among those candidates, a further ballot shall be held and the candidate(s) receiving the highest number of votes shall be elected.

If after any ballot, a vacancy remains because no candidate received a majority, the two candidates receiving the fewest votes shall be dropped and another vote taken, provided that there are at least two candidates, if available, for the vacancy.

If after the floor is closed to nominations, there are the same number of candidates as vacancies, a voting member may move to elect the candidates by acclamation.

In the event of questions or dispute about the voting process or outcomes, the Vestry, or a majority of the Vestry present, shall judge elections.

Section 8: Declaring a Vacancy

Any member of the Vestry who, unless for reasons of health or explained absence, such as critical

business, misses four consecutive meetings or has attended fewer than five meetings in any calendar year, shall be found to have vacated such office, unless such member can provide reason to the Vestry why such vacancy should not be declared.

Before any such vacancy shall be declared, the Clerk shall notify the incumbent, in writing, of his or her absences and of the Vestry's obligation to declare such a vacancy, and the incumbent shall have fourteen days in which to provide reasons to the Vestry why he or she should retain membership.

The Vestry may remove any member of the Vestry and declare a vacancy with a vote of two-thirds of the Vestry members.

ARTICLE V. VESTRY MEETINGS

Section 1: Regular Meetings

The Vestry shall establish a date and time for regular monthly meetings. A regular meeting may be postponed or cancelled by a majority of the Executive Committee upon five days notice to each member of the Vestry, provided however that the regular monthly meeting may not be cancelled for two consecutive months or for more than a total of three months during any calendar year.

Section 2: Special Meetings

Special meetings may be called by the Rector, the Senior Warden, or at the request of two or more members of the Vestry; provided, that except in the case of extreme emergency, the officers and members of the Vestry must receive at least three days notice.

Section 3: Notice and Parish Attendance

Periodically, the Vestry shall notify the Parish of the dates and time of upcoming Vestry meetings. Any parishioner may attend a regular or special Vestry meeting, and, upon recognition of the Presiding Officer, may comment on any matter under discussion, unless, by majority vote in open meeting, the Vestry votes to go into closed session.

Section 4: Quorum

Any six elected members of the Vestry shall constitute a quorum for the purpose of conducting business at any regular or special meeting.

Section 5: Chairman

The Rector shall preside over meetings of the Vestry and shall have the right to vote on all matters presented to the Vestry for action or decision. In the Rector's absence, the Senior Warden shall preside, and in the Senior Warden's absence, the Junior Warden. In the absence of the Rector and the Wardens, a majority of the Vestry present shall select one of its members to preside. If the Parish is without a Rector, the Bishop shall preside, if present.

Section 6: Authority to Make Rules

The Vestry may adopt rules and procedures necessary for the conduct of its meetings, provided that such rules and procedures shall conform to the constitution and canons of the General Convention and of the Diocese of Washington.

Section 7: Electronic Meetings

A meeting of the Vestry or Executive Committee may be conducted electronically, including by telephone. In any such electronically conducted meeting, every Vestry member participating in the meeting must be capable of simultaneously communicating with every other Vestry member participating in the meeting.

ARTICLE VI. ELECTION OF WARDENS AND OFFICERS OF THE VESTRY AND OTHER POSITIONS

Section 1: Positions to be Filled and Voting Method

At the next Vestry meeting following the Annual Meeting, the Vestry shall, by written ballot or by electronic means and majority vote, elect persons from among voting members of the Parish as defined in Article II, Section 1 who are eighteen years or older to fill the following offices: Senior Warden, Junior Warden, Treasurer, Clerk, and the positions of Parish Registrar, and Delegate and Alternate Delegate to the Diocesan Convention. The Rector shall be the judge of such elections.

Section 2: Notice

Prior to said meeting, the Clerk shall notify the Vestry that such elections shall take place and of the method of nomination that will be used.

Section 3: Nominations

Any person nominated for said positions must have indicated a willingness to serve prior to the election and shall have received an explanation of the duties of the position to which nominated.

Section 4: Terms

The terms of office for the Senior Warden, Junior Warden, Treasurer, Clerk, and the positions of Parish Registrar, and Delegate and Alternate Delegate to the Diocesan Convention elected or appointed pursuant to this Article shall be for one year or until a successor is elected. Such persons are eligible for re-election to these positions subject to the restrictions of Article IV, Section 5.

Section 5: Vacancies

In the case of a vacancy, by death, resignation, or otherwise, of any of the officers, the Vestry shall elect an eligible person to hold office until a successor is elected following the next Annual Meeting.

ARTICLE VII. DUTY AND AUTHORITY OF WARDENS, OFFICERS, AND AGENTS OF THE VESTRY

Section 1: Authority to Define Duties

The authority, duties, and responsibilities of the Rector, assistant clergy, Senior Warden, Junior Warden, Treasurer, and Clerk are defined in the canons of the General Convention and the Diocese of Washington civil law and these Bylaws. The Vestry may further define the authority, duties, and responsibilities of Senior Warden, Junior Warden, Treasurer, Clerk and other agents, upon approval by a majority of the Vestry.

Section 2: Notice

The duties of the Senior Warden, Junior Warden, Treasurer, and Clerk shall be described in writing,

placed on file in the Parish office, and available for review by any church member.

Section 3: Treasurer

The individual elected to serve as Treasurer, if not already a member of the Vestry, shall have a seat and voice thereon, without a vote. It shall be the duty of the Treasurer to receive and disburse all monies collected and to maintain books of accounts, charters, and ledgers in accordance with standard accounting procedures. With advice and approval of the Vestry, the Treasurer shall render accounts to the Vestry at each regular meeting and periodically to the Parish at large. At the direction of the Vestry, accounts shall be audited annually by a qualified person who is neither a member of the Vestry nor a compensated employee of the Parish. The Rector shall cause the audit report to be sent to the Bishop as required by the canons. In case of temporary inability of the Treasurer to act, from illness or other cause, the Vestry shall appoint an Acting Treasurer, who shall perform all duties of the Treasurer until the Treasurer is able to resume them.

Section 4: Clerk

A Clerk who is not an elected member of the Vestry shall have a seat and voice in Vestry meetings, without a vote.

The Clerk shall be responsible for preparing, distributing, and maintaining an accurate record of all meetings of the Vestry and the Parish, including documents attendant thereto. The Clerk shall correspond in the name of the Vestry upon direction of the Vestry or its officers, and shall be the keeper of the official seal of the Vestry and responsible for its protection and proper use. The Clerk shall fulfill the duties prescribed in Article I, Sections 1, 2, and 4; Article III, Section 1; Article IV, Section 8; and Article VI, Section 2 and such other duties as may be prescribed pursuant to Section I of this Article.

The Clerk also shall be responsible for ensuring that the Parish office and archives maintains a current file of Vestry minutes and supplemental documents presented at Vestry meetings. This file must be kept in paper form.

In the event of a planned absence, the Clerk shall designate a member of the Vestry to record the minutes of the meeting. In the absence of such an arrangement, the Presiding Officer shall designate a temporary Clerk.

ARTICLE VIII. VESTRY COMMITTEES

Section 1: Authority to Appoint Committees

A majority of the Vestry may create committees consisting of two or more members of the Vestry. To the extent provided by resolution of the Vestry, such committees shall have and exercise the authority of the Vestry in the management of the Parish. However, such committees shall not operate to relieve the Vestry of any responsibility otherwise imposed upon it by civil or canon law. The Rector, the Senior Warden, and/or a majority vote of a quorum of the Vestry at any regular or special meeting of the Vestry may also create committees not having the authority of the Vestry in the management of the Parish.

Section 2: Executive Committee

The Executive Committee shall consist of the Rector, Senior Warden, Junior Warden, Treasurer,

and Clerk as voting members. Any assistant clergy shall be a non-voting, ex-officio member.

The Executive Committee shall meet prior to each Vestry meeting to determine the agenda for the upcoming meeting, to discuss new proposals and current activities, and to consider recommendations on planning, policy, and financial matters for approval of the full Vestry. The regular meeting time of the Executive Committee shall be made known to the Vestry.

The Executive Committee may meet to address routine matters in line with policies set by the Vestry. In the event the Executive Committee obligates unbudgeted funds, without prior authorization of the Vestry, such action shall be placed before the Vestry for review and consideration at its next regular meeting.

The Executive Committee may perform such other duties as the Vestry may delegate to it.

ARTICLE IX. ELECTION OF THE RECTOR AND ASSISTANT CLERGY, HIRING OF TEMPORARY CLERGY, AND COMPENSATION

Section 1: Vacancy in the Parish

When the rectorship of the Parish becomes vacant, the Vestry shall by, at least a majority vote of all members, elect and issue a call to a new Rector from among the priests in good standing, of the Protestant Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. Such election and call shall follow consultation with the Bishop of the Diocese, in conformity with the applicable canons of the General Convention.

Section 2: Assistant Clergy

The Vestry may, by majority vote, authorize the Rector to hire one or more assistant ministers from among the priests or deacons in good standing of the Protestant Episcopal Church, at the nomination of the Rector, and after consultation with the Bishop, in conformity with the appropriate canons of the General Convention.

Section 3: Call to Rector

The call of a new Rector or new Assistant Clergy shall be made to and accepted by the new clergy member in writing. The call shall comply with all of the terms and conditions required by the canons of the General Convention, the Diocese of Washington and the policies established by the Bishop of the Diocese.

Section 4: Compensation

- (a) The Vestry shall make the payment of clergy compensation a priority over all other payments from the income of the Parish.
- (b) Except as provided under paragraph (a), the Vestry shall make the payment of lay compensation a priority over all other payments from the income of the Parish.
- (c) The term “lay compensation”—
 - (1) Means the pay or salary of all lay employees of the Parish; and
 - (2) Includes pension contributions, health and life insurance premiums, and all other benefits paid or provided to those employees.

ARTICLE X. AMENDING THE BYLAWS

Section 1: Amendment

These Bylaws may be amended or repealed at any Parish meeting, by a two-thirds vote of the voting members present and voting at such meeting. Notice shall be given to all voting members of the Parish at least thirty days prior to any meeting of any proposed amendment or repeal of any provision of the Bylaws.

Section 2: Application to Civil and Canon Law

Amendments to and repeals of provisions of the Bylaws must conform to applicable civil and canon law.

Section 3: Printing and Availability

Upon adoption of any modification of the Bylaws the Vestry shall print the full text of the Bylaws, incorporating the modification, which must be retained on file in, and available from, the Parish Office.