

Introduction

WHY DO WE NEED BYLAWS ?

Bylaws serve as the rules of operation for the congregation. In effect, they are a road map of the organization's structure and its decision-making processes. They expand on the articles of incorporation and typically perform two important functions:

- (1) Establishing the structure of the organization. Bylaws specify the membership and participation in the congregation, define the method of selection and the duties of officers and other vestry members.
- (2) Determining the rights of participants. Bylaws specify the operating rules to assure the rights of congregants to proper notice and procedures.

Even if the congregation has existing bylaws, a periodic review of the bylaws assures that they reflect changes in governing laws of the church and of the state as well as the wishes of the people of the congregation regarding its operation.

Congregations often have a life span that spreads over hundreds of years. During that time people come and go. Unless there is an agreed upon set of rules, set out in writing and readily available to members of the congregation, the system of governance becomes personal to those serving in official capacities and disappears when the experienced members of the congregation leave.

Decisions in the congregation can sometimes be contentious. Without a set of rules established in advance, it can be difficult to establish rules for resolving issues once differences have arisen.

Depending on the legal structure of the congregation, bylaws may be required by state law. The failure to meet the state's legal requirements could lead to loss of tax exempt status and possibly, legal penalties.

Bylaws can serve as an educational device to inform members of the congregation about church governance and prepare members to serve as officers in the church.

Let all things be done decently and in order. I Corinthians 14:40

Following is a list of style and other elements used in model bylaws:

1. The term 'congregation' means either 'parish' or 'mission' throughout the document.
2. The boxed notes following some sections offer explanations to further define or clarify the content of an article or section.
3. References to canons are included in the body of sections as follows:

Canons of the Episcopal Church (2006 Edition) are cited as, for example:

TEC I.17.6(a) – meaning Episcopal Church, USA, Title I, Canon 17, Section 6, subsection (a)
Canons of the Diocese of Spokane are cited as:
DSpo 4.3(a) – meaning Spokane, Canon 4, Section 3, subsection (a)

4. An effort has made the model to minimize obscure or legalistic language and to minimize capitalization and punctuation not necessary for clarity.

PREAMBLE

St. Paul's Parish of Walla Walla, Washington, referred to in these bylaws as the "congregation", having incorporated for the purpose of maintaining the worship of Almighty God according to the faith and usages of the Episcopal Church in the United States of America, otherwise known as and referred to herein as 'The Episcopal Church', has adopted the following as bylaws, superseding any by-laws adopted before Jan. 25, 2009.

ARTICLE 1

Authority Acknowledged

The congregation accedes to the doctrine, discipline and worship of the Constitution and Canons of The Episcopal Church, and to the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Spokane, otherwise known as the Diocese of Spokane (referred to herein as "the diocese"), and acknowledges their authority.

ARTICLE 2

Voting Membership

2.1 Membership in the congregation. Every person baptized in any church in the name of the Father, the Son, and the Holy Spirit whose name and baptism are recorded in the Parish Register is a member of the congregation. A member sixteen years of age or older is an adult member of the congregation. [TEC I.17.1(a) and (b)]

2.2 Voting membership. Every adult communicant member in good standing of the congregation who has been faithful in corporate worship, unless for good cause prevented, and who has for the past twelve months regularly contributed to the support of the congregation as shown by the Treasurer's books, whether personally or as family member, shall have the right to vote. Before voting proceeds, any question concerning a person's eligibility for voting shall be decided by the Rector and such decision shall be final for the purposes of that meeting and any adjournment thereof. [TEC I.17.2-3, DSp. XII.2]

NOTES:

- 1. See also The Episcopal Church Canons, 1.17.1(a)(2),(3) and (5), which specify 16 as the age of majority for all Church governance purposes, whereas the civil laws of most states specify age 18. While the Model Bylaws follow the TEC Canon, caution should be exercised in permitting persons below the age of 18 to exercise voting power or to act as the legal representative of the congregation as to matters touching upon the civil law (e.g., approving or signing contracts on behalf of the congregation, whether as officers, vestry members, paid staff or volunteers.)*
- 2. The Model Bylaws incorporate the text of the Spokane Canon cited above, which uses the word "support" in the financial sense, although apparently any level of such support, however modest, would qualify for this purpose. No canonical authority exists for imposing, by bylaw or otherwise, additional or alternative qualifications for voting membership, such as recognizing other forms of support, such as volunteer service, in lieu of or in addition to financial support. Although the Canons do not explicitly include a temporal component in this regard, seemingly a requirement of regular support for a significant period immediately prior to the meeting in question may be inferred, and the Model Bylaw includes such a requirement as an optional provision. A requirement of twelve months is specified by the canons of the Diocese of Spokane. In addition, considerations such as tithing, pledging, volunteer service, and regular attendance might be included as aspirational goals for members, in this Bylaw or elsewhere.*
- 3. It is strongly recommended that the Bylaws specify a means for the conclusive resolution of any question concerning eligibility for voting membership, so that a definite procedure is in place in advance of the need. For example, the Bylaws could provide that such issues will be resolved by the Rector or by the entire Vestry. In this regard, it should be kept in mind that these issues will normally arise in the context of an annual or special meeting, requiring a prompt resolution so that the meeting can proceed in a timely and orderly fashion. One way to address this concern would be to provide that*

the membership list shall be posted or published for inspection by the congregation in advance of each meeting, so that eligibility issues may be identified and appropriately addressed prior to that time.

ARTICLE 3 **Meetings of the Congregation**

3.1 Annual Meeting. The Annual Meeting of the congregation shall be convened on the last Sunday in January or at a date and time and place appointed by the Vestry, public notice being given from the chancel on the two Sundays preceding. The purpose of the meeting shall be to elect officers and other vestry members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive the budget and reports, and conduct such other business as may properly come before the meeting. [DSpo XII.1]

NOTE: The essential powers of governance repose in the Vestry, which is authorized to call and employ a Rector, purchase and sell property, enter contracts and approve the church budget. The purpose of the Annual Meeting is the election of the officers and vestry members who will exercise those powers and to receive and hear their reports. The parish budget is approved by the Vestry, not by the Annual Meeting.

3.2 Special Meeting. A special meeting of the congregation may be called at any time by the Rector or the Wardens or the Vestry. For the purpose of filling a vacancy on the Vestry, a special meeting may be called on the request of five voting members of the congregation. At any special meeting the congregation may transact only such business as has been provided for in the notice of the meeting.

NOTE: The nature of a special meeting is such that there should be some breadth in the parties empowered to call such a meeting. Only one special meeting is subject to call by petition, however: a meeting called for the purpose of electing a member to fill a vacancy on the Vestry. In all other circumstances, members of the congregation may ask their elected representatives to call a special meeting.

3.3 Notice. Written notice shall be given to the congregation no later than fourteen days before the meeting. Notice shall include the purpose of the meeting, date, time, and location of the meeting and, in the case of the Annual Meeting, the slate of candidates proposed by the nominating committee.

NOTE: It is essential that timely, written notice be given of any meeting of the congregation, so that every member has a reasonable opportunity to attend. The time period may reflect local circumstances and ease of communication, but in no case should notice be fewer than three days. This section may also specify the means of notification, such as by announcement at regular worship services, posting of a warrant, publication in the parish newsletter or service leaflet. The notice period may vary; for example, notice for the Annual Meeting may be longer than for a special meeting.

3.4 Quorum. Thirty voting members shall constitute a quorum.

NOTE: The blank may be filled with "As many voting members as are present" or "[Number] percent of the voting members of the congregation" or "[Number] voting members" or "[Number equal to a multiple of the number of Vestry members] voting members." Bear in mind that a large quorum risks a rescheduled Annual Meeting; a very small quorum may empower a similarly small minority.

3.5 Vote. Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting.

NOTE: A simple majority should carry any motion except for those for which a larger majority is expressly required. An absent member's vote should not be decided or cast by a stand-in (or proxy) member. Bylaws may, however, allow for the direct, early vote of a member who cannot attend the meeting. The bracketed sentences offer the possibility for absentee balloting.

3.6 Presiding Officer. The Rector or, in the Rector's absence, one of the Wardens shall preside. The Rector, if present, may appoint a Warden or other vestry member to serve as president pro tem in his or her stead. [DSpo XII.3]

NOTE: Canon prescribes that the presiding officer be the Rector or, in the Rector's absence, a Warden. The bylaws may also permit the Rector who is present at the meeting to appoint another person to preside for all or a portion of the meeting.

3.7 Rules of Procedure. In all matters of parliamentary procedure not governed by canon or these bylaws, Robert's Rules of Order Newly Revised shall govern.

NOTE: Bylaws should appoint a parliamentary authority to govern circumstances not provided for in canon or elsewhere in the bylaws. Vestries may choose among several authorities; in both the House of Bishops and the House of Deputies "the latest edition of Robert's Rule of Order shall govern the interpretation of these rules [of order], and the parliamentary procedures to be followed..." [General Rules for Meetings of This House [of Bishops] XXX; Rules of Order, House of Deputies XIX]

ARTICLE 4

Rector

4.1 General. The Rector shall have had Episcopal ordination, be in good standing with the Episcopal Church and be elected by a two thirds majority the Vestry, subject to approval by the ecclesiastical authority. If not already canonically resident in the Diocese, the person elected must be transferred thereto within sixty days of acceptance of a call. [DSpo XI]

NOTE: Bylaws might stipulate a higher hurdle for election of a Rector. The "ecclesiastical authority" is normally the bishop of the diocese; in the bishop's absence, it is the Standing Committee.

4.2 Authority for Worship and Spiritual Matters. The Rector has authority for spiritual matters of the congregation, including specific responsibility for worship.

4.3 Authority for Assisting Clergy. The Rector has authority to select and direct any assistant clergy, who serve at the Rector's discretion. [TEC III.9.3(c)]

4.4 Authority for Employees. The Rector has authority to select, supervise, direct, discipline, and terminate all employees of the congregation.

NOTE: Bylaws should clarify the locus of authority for personnel management of all parish employees of the congregation, not just assisting clergy. Although in practice, especially in large parishes, the hiring and supervision of some employees might be delegated to other officers or committees, final authority should reside with the Rector.

There might be one special exception. Some congregations have developed strong local traditions about property matters, vesting in one Warden or a property committee the responsibility for maintenance of buildings and grounds – including the hiring and supervision of a sexton or other custodial employees. This might be construed to mean that the sexton – unlike other employees – is not supervised by the Rector. If this is the congregation's intent, the bylaws should so state.

4.5 Authority for Property and Furnishings. The Rector has specific authority for the use of parish property and furnishings of the congregation. [TEC III.9.5(a)(2)]

NOTE: A Rector might consult widely and frequently on these sensitive matters, will usually delegate authority for decision-making, and may compromise on questions of decorating taste or practical utility. However, this provision deals with ultimate, final authority in cases of emergency, exigency, and deadlock. Or conscience. The Rector must accept responsibility for these decisions, both in terms of process and substance.

4.6 Implementation of Policy. The Rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by The Episcopal Church, the diocese, and the congregation.

NOTE: TEC III.9.5(b)(7) and (8) deal with pastoral letters and position papers. This suggested provision in the bylaws calls attention to other decisions and policies, by other prevailing authorities, which a Rector is expected to execute or implement. All church officials and members, including Rectors, live and work in a context of shared decision-making and shared responsibilities. There are very many matters which no Rector decides, directs or controls independently.

ARTICLE 5 Officers

5.1 Officers. The officers of the Vestry shall be the two Wardens, Treasurer, and Clerk. The Wardens and Treasurer shall be elected by ballot at the Annual Meeting. The Clerk shall be elected by the Vestry from among their own members at their first meeting following the Annual Meeting. Wardens shall be designated as Senior Warden and Junior Warden.

NOTE: Diocesan canon expressly requires two Wardens. It is customary, that a congregation be served by two Wardens, often designated "Senior Warden" and "Junior Warden." Canon does not dictate the designation of Wardens as "Senior" and "Junior" or the less frequently encountered "Rector's" and "people's." These designations are entirely by local option. See 5.3(a) below

5.2. Qualifications and Terms.

- (a) Wardens shall be and shall remain confirmed voting members of the congregation, eighteen years of age or older, and shall be elected to a term of two years. The election of Wardens shall be staggered so that only one Warden is elected each year. A Warden may be elected to no more than two consecutive terms and shall be ineligible for one year for reelection to that office.
- (b) The Treasurer shall be and shall remain a voting member of the congregation, eighteen years of age or older, and shall be elected to a term of two years. The Treasurer may be elected to no more than three consecutive terms and shall be ineligible for one year for reelection to that office.
- (c) The Clerk shall be and shall remain a voting member of the congregation, eighteen years of age or older, and shall be elected to a term of one year. The Clerk may be elected to no more than three consecutive terms and shall be ineligible for one year for reelection to that office.

NOTE: Because their duties may include signing legal documents, the Warden, Treasurer, and Clerk must be an adult under state law, that is, at least 18 years of age. See Note 2 accompanying Article 2.

It is recommended that a Warden's term not exceed three years. It is recommended that the terms of the Treasurer and the Clerk not exceed three years. It is also recommended, although not required by canon, that the bylaws limit the total length of service of the Treasurer and the Clerk. Term limitations are recommended; a turnover in vestry leadership encourages the participation of diverse members of the congregation and discourages the concentration of responsibility in a few members.

5.3 Duties.

- (a) The Warden[s] shall assist the member of the clergy in charge in promoting the general interest of the congregation; take care that church buildings and grounds be kept in good condition; provide prayer books and hymnals, vestments, and furniture; make the collections; furnish the bread and wine for the celebration of the Holy Eucharist; procure a suitable book for keeping the records of the congregation; preserve order during divine service; secure, when necessary, in accordance with the canons of The Episcopal Church and of the diocese, clerical services or lay reading for the edification of the church. The Junior Warden shall serve as Vestry liaison to the Property Committee.

NOTE: Bylaws may specify particular duties, in addition to the canonical duties listed, to the Senior and Junior Wardens. Just as nothing in canon prescribes two Wardens so designated, nothing dictates that the Junior Warden be in charge of parish property or chair the property committee. That determination is entirely by local option.

- (b) The Treasurer shall ensure that funds of the congregation are properly received and disbursed in accordance with vestry policy; verify and pay bills presented for payment; prepare monthly financial reports for presentation to the Vestry, a report to the Annual Meeting, and the annual financial report to the diocese; present and recommend to the Vestry a budget prior to the Annual Meeting; and annually submit the financial records of the congregation to audit by a qualified person or persons. The Treasurer shall be adequately bonded [by inclusion in the congregation's directors and officers liability insurance coverage].
- (c) The Clerk shall record or cause to be recorded minutes of all vestry, annual, and special meetings; give notice of all such meetings; report the names of delegates to diocesan convention to the secretary of the convention; and keep a current list of all voting members of the congregation.

NOTE: See Note 4 accompanying Article II, Voting Membership

ARTICLE 6

Vestry

6.1 Composition. The Vestry shall consist of the Rector, Wardens, and nine other vestry members. The Treasurer, shall have seat and voice but no vote.

NOTE: This Article should specify "Warden" or "Wardens." See Note accompanying 5.1. The number of vestry members specified should take into account the size of the congregation and requirements for effective, efficient operation of the Vestry. An odd number cannot prevent but may decrease the likelihood of a tie vote.

6.2 Qualifications. Vestry members shall be eighteen years of age or older at the time of their election and shall remain voting members of the congregation.

6.3 Terms. Vestry members other than the Rector, Wardens, and Treasurer shall serve a term of three years, with one-third to be elected annually. A vestry member other than Rector or officer shall not be eligible for reelection to that position for one year following the completion of a full term, but may be elected to the office of Warden, Treasurer. Members of the Vestry shall hold office until their successors are selected and have qualified. [TEC I.14.1]

6.4 Duties. The Vestry shall be agents and legal representative of the congregation in all matters concerning its corporate property and the relation of the congregation to its clergy. It shall be the duty of the Vestry to take charge of the property of the congregation and to transact the temporal work pertaining to the congregation; to elect and call a Rector and provide for the maintenance of the same; and to collect and pay to the Diocese of Spokane the moneys committed for support of the budget of the diocese. In the absence of the Wardens, it shall be the duty of the remainder of the Vestry to perform the several duties specially pertaining to these officers. [TEC I.14.2]

6.5 Standing Committees. Subject to vestry approval, the Rector shall appoint members of the congregation to the following standing committees, designate the chair of each, and require such reports as will assist the Vestry in its work.

- (a) The Finance Committee shall assist the Treasurer and the Vestry in the fiscal management of the church, maintain oversight of expenditures, develop an annual budget, recommend financial policy to the Vestry, and perform such other duties as the Vestry may prescribe.
- (b) The Executive Committee [Admin] shall be composed of the member of the clergy in charge, Wardens, and Treasurer and shall serve as council of advice to the Rector, the agenda committee of the Vestry, and as Personnel Committee.
- (c) The Property Committee shall supervise the maintenance, repair, and improvement of the congregation's real properties.

- (d) The Stewardship Committee shall encourage the congregation in stewardship.
- (e) The Outreach Committee shall encourage the congregation in outreach and shall disburse such funds as the Vestry may specify for such purposes.
- (f) The Fellowship Committee shall plan and coordinate such events as may increase the fellowship of the congregation, possibly including but not limited to coffee hours, potlucks, meals, supper groups, outings and other events.

NOTE: The authority to appoint persons to standing committees may reside with the Rector or with the Vestry; the bylaw should articulate this choice. The number and nature of standing committees is a matter of local option; moreover, bylaws may or may not include a list of the standing committees and the duties of each. Vestries are encouraged to respond to local need and implement models appropriate to that need. For example, nominating committee members may be elected by the congregation at the Annual Meeting rather than appointed by the Rector or vestry.

6.6 Ad hoc Committees. The Vestry may from time to time create and charge committees to undertake specific tasks in the governance of the parish. Committee members shall be appointed by the Rector, subject to vestry approval. Each such committee shall be dissolved upon the completion of its work, or by action of the Vestry.

6.7 Meetings. The Vestry shall meet at least monthly with a minimum of ten meetings annually. Vestry meetings shall be open to all members of the congregation except when the Vestry adjourns to executive session.

- (a) A majority of the Vestry shall constitute a quorum, provided that the Rector or member of the clergy in charge or one of the Wardens is present.
- (b) The Rector or, in the Rector's absence, one of the Wardens shall preside. The Rector, if present, may appoint a moderator. The Rector shall have the same rights as other members.. [TEC I.14.3, DSpO X.1]

NOTE: Canon establishes the Rector's right to preside at vestry meetings at which he or she is present. That right may be delegated at the Rector's discretion. Bylaws may specify the degree to which the Rector may participate in vestry deliberations and determinations. It is recommended that the Rector have the privilege of expression; local option may restrict the Rector's vote to those occasions when the Vestry is closely divided and the Rector's vote will resolve a tied vote or defeat a motion by creating a tie vote.

- (c) A special meeting may be called by the Rector or member of the clergy in charge or by three members of the Vestry. The Clerk shall provide vestry members notice of a special meeting at least three days in advance of the meeting.
- (d) Except as may be otherwise required by law, canon, or these bylaws, any action of the Vestry shall require the affirmative votes of a simple majority of those present and voting.
- (e) Robert's Rules of Order Newly Revised shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

6.8 Vacancy. In the event of the death, resignation, or removal of a member of the Vestry, a special meeting of the congregation may be called to fill the vacancy on the request of five communicants of the congregation or, if no such meeting is called within one month of the occurrence of the vacancy, within one additional month the remaining members of the Vestry shall elect a qualified and eligible person to fill the vacancy for the remainder of the vacated term or until a successor is elected and qualified. [DSpo X.4]

NOTE: Because the Vestry is an elected body, a vacancy on the Vestry is best filled by an election, even an election by the remaining members. As an option, however, the bylaws may provide for the Rector's appointment of a person to fill the vacancy. Any such person, elected or appointed, must qualify in accordance with 6.2 above.

6.9 Resignation. A member of the Vestry, other than the Rector, may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden, effective as provided therein. Such resignation need not be accepted by the Vestry in order to become effective.

6.10 Removal. A member of the Vestry, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire vestry, provided notice of the proposed removal and the reasons for the same shall have been given to the said vestry member at least twenty days in advance of the meeting. Grounds for removal shall include, without limitation, conduct in violation of the Canons of the Episcopal Church or the Constitution and Canons of the Diocese of Spokane or otherwise detrimental to the mission and best interests of the congregation; failure to disclose and, if appropriate, abstain from vestry deliberations and determinations by reason of conflict of interest; absence without excuse or good cause shown from three consecutive duly convened vestry meetings or from five such meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened executive session; ineligibility for office; failure to support the congregation by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; disability; failure to attend with reasonable diligence to his or her duties as a vestry member; failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the congregation, in either case without excuse or good cause shown.

NOTE: Bylaws should provide for the removal of a vestry member whose continuance on the Vestry is inimical to the congregation's interest or whose participation in the Vestry and in the life of the congregation has so diminished as to have created a vacancy by default. This bylaw may offer that vestry member an opportunity to explain his or her apparent breach or absence. It may also include a list of the grounds that would support the Vestry's action, thereby placing vestry members on notice of congregational standards and expectations for vestry members.

ARTICLE 7

Accounting and Financial Matters

7.1 Funds. The handling of any or all of the cash, funds and investments of the congregation, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the Wardens, the Treasurer, and/or to the trustees or investment committee of the congregation, if the same be appointed, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

7.2 Fiscal Year. The fiscal year of the congregation shall be January 1 through December 31. [TEC I.7.1(j)]

7.3. Indebtedness. The congregation shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the congregation without the express approval of the Vestry; nor without the written assent of the Bishop and Standing Committee of the Diocese of Spokane except as provided in the diocesan canons.

7.4 Books of Account. Proper books of account for the congregation shall be kept by the Treasurer so as to provide the basis for satisfactory accounting, reporting and auditing.

7.5 Audits. All accounts of the congregation shall be audited annually by an independent certified public accountant, a licensed public accountant, or in such other manner as the diocesan Finance Committee may from time to time prescribe. The audit report shall be filed as prescribed in the diocesan canons after receipt by the Vestry. [DSpo XIII.1.e]

7.6 Annual Reports. An annual report of all business and financial matters of the congregation, including complete financial statements, shall be prepared by or under the direction of the Treasurer, approved by the Vestry and distributed to the congregation at least seven (7) days prior to each Annual Meeting of the congregation.

7.7 Bonding. The Treasurer, trustees and any other custodians of the funds of the congregation, other than banking institutions, shall be adequately bonded.

7.8 Gifts and Memorials. No object intended as a permanent addition to the property of the congregation, or to be used therein for public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry, subject to such conditions as they may

prescribe. All objects so accepted may be altered, removed or disposed of when deemed necessary or appropriate by the Vestry. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions thereof and the dates of acceptance of the same shall be preserved in the permanent records of the congregation.

7.9 Property Held in Trust. All real and personal property of the congregation is held in trust for The Episcopal Church and the Diocese of Spokane, provided that such trust shall in no way limit the power and authority of the congregation, otherwise existing over such property, so long as it remains a part of and subject to said Church and its Constitution and Canons. [TEC I.7.4. II.6.4; DSpO XIII.4]

NOTE: This Section merely restates the canonical requirement. Its practical effect is to give TEC and the diocese the legal authority to reclaim the property of a congregation should it dissolve or elect to leave the Episcopal Church. It is not intended to affect operations of the congregation or the management and use of its funds and property on a day to day basis, subject to the provisions of the canons.

7.10 Real Property. All buildings of the congregation and their contents shall be kept adequately insured. The Vestry may not encumber or alienate any real property of the congregation without the written consent of the Bishop and Standing Committee of the Diocese of Spokane [TEC I.7.1, I.7.3, and I.7.4; DSpO XIII.1.f and XIII.3]

NOTE: This section restates the canonical requirements that congregational buildings and their contents be kept adequately insured, and that diocesan consent be obtained before any land or buildings are mortgaged or are sold or otherwise disposed of.

ARTICLE 8 Indemnification

If and to the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of the Episcopal Church and of the Diocese of Spokane, the congregation shall indemnify, defend and hold harmless past and present officers and vestry and committee members (including the Rector and other members of the clergy in their capacities as such) and their respective heirs and legal representatives from and against any and all liabilities, costs and expenses (including attorneys fees and other defense costs) from time to time incurred by or imposed upon them respectively in connection with any threatened, pending or completed civil, criminal or administrative proceeding in which any of them may become involved by reason of their service to the congregation in such capacities, except with respect to matters as to which they may finally be adjudged in such proceeding to be liable for willful, wanton or grossly negligent misconduct.

Such indemnification shall be limited to instances in which the congregation, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding prior to a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article shall be amended or repealed such action shall have prospective effect only, and shall not affect the indemnification rights of any individual with respect to proceedings in respect of which indemnification has been properly sought by application to the Vestry in writing by the individual(s) in question prior to the effective date of such action.

ARTICLE 9 Action by the Congregation; Agents

The congregation may from time to time delegate to one or both Wardens, the Treasurer and/or the Rector, generally or as to specific instances, or to any employee or agent of the congregation as to specific instances, due authority to execute and deliver, on behalf of the congregation, such contracts, deeds, mortgages, notes, bonds, checks, drafts and other instruments and documents as the Vestry may deem necessary or proper. In the absence of such a general or specific delegation of authority residual authority in this regard shall lie with the Wardens or the

Treasurer, or any of them. The Vestry may appoint such employees, agents and representatives of the congregation (including legal counsel) and delegate to them due authority to perform such acts and duties on behalf and in the name of the congregation as the Vestry may from time to time see fit, consistent with these bylaws and with the Constitutions and Canons of the Episcopal Church and of the Diocese of Spokane. Except as provided herein or as specifically authorized by the Vestry, no vestry member, officer or employee of the congregation or any other person shall have the power or authority to bind the congregation by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

ARTICLE 10

Diocesan Convention Delegates

A number of delegates to Diocesan Convention consonant with Article VI.2 of the Constitution of the Diocese of Spokane shall be nominated by the nominating committee and shall be elected at the Annual Meeting. Delegates and alternates shall be adult voting members and shall each serve a term of one year. A delegate may be elected to no more than three consecutive terms and shall be ineligible for one year for reelection to the office of delegate.

Delegates shall attend all Diocesan Convention functions unless for good cause prevented. Delegates shall discuss anticipated convention business with the Vestry prior to Diocesan Convention, and shall report convention proceedings to the Vestry within one month after each Diocesan Convention.

In the case of failure by one or more delegates to attend the Convention, the Rector shall have power to appoint alternates to replace them. In the absence of the Rector or his or her failure to act, the power of appointment shall fall to the Bishop. [DSpo III.2]

ARTICLE 11

Amendments to Bylaws

Bylaws may be amended at any Annual Meeting, or at special meetings called for that purpose, by the affirmative vote of two-thirds of those present and voting. Amendments may be proposed by the Vestry or pursuant to a written petition executed by at least twenty voting members of the congregation delivered to the Clerk in a timely fashion. Notice of any meeting at which a proposed amendment is to be taken up shall be given as required by these bylaws (Article 3.3) and shall include the full text of any proposed amendment. The Clerk shall promptly furnish to the Office of the Bishop of Spokane the full text of the bylaws, including all amendments adopted.