

BYLAWS
of
SAINT PETER'S
EPISCOPAL CHURCH
Sycamore, Illinois

Preamble

St. Peter's Episcopal Church, Sycamore, Illinois (the "Parish"), adopts these Bylaws to govern its corporate and temporal affairs as a not-for-profit and religious corporation organized under the laws of the State of Illinois, the Constitution and Canons of the Episcopal Diocese of Chicago (the "Diocese") and the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the "Church").

ARTICLE 1

Authority Acknowledged

The Parish acknowledges the authority of the doctrine, discipline and worship of the Church and the Diocese.

ARTICLE 2

Voting Membership

2.1. *Parish Members.* Every baptized person whose name and baptism are recorded in the Parish Register is a member of the Parish. A member sixteen years of age or older is an adult member of the Parish.

2.2. *Voting Members.* Every adult member of the Parish in good standing is entitled to vote. A member is in good standing if he or she has received Holy Communion in the Church at least three times during the preceding year and has otherwise been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God; and if his or her name appears on the books of the Treasurer as having contributed by pledge or monetary donation to the operating funds of the Parish during the six months immediately preceding the meeting; and in addition, if he or she declares his or her willingness to conform to the doctrine, discipline, and worship of The Episcopal Church. The Clerk keeps a list of qualified voters in the Parish Register and only those members listed are allowed to vote. Any question concerning a person's eligibility for voting must be raised before voting begins. The Rector decides eligibility questions and his or her decision is final for the purposes of that meeting and any adjournment thereof. The Rector may consider personal service and circumstances in determining eligibility.

ARTICLE 3

Meetings of the Congregation

3.1. *Annual Meeting.* The annual meeting of the Parish shall be held in Waterman Hall on a Sunday in the month of January of each calendar year following the last service of the day unless the Rector and Vestry shall have previously approved by vote another time or convenient place for such meeting. The purpose of the meeting is to elect officers and other Vestry members to new and any unexpired terms, receive the budget for the current year and reports for the previous year, and conduct such other business as may properly come before the meeting.

3.2. *Special Meeting.* A special meeting of the Parish may be called at any time by the Rector, the Vestry, or twenty or more of the adult Members in good standing. The Parish may transact only the business set forth in the notice of the meeting.

3.3. *Notice.* Notice of any Parish meeting is given during all services held on the two Sundays preceding the meeting and by mail and/or email, posted at least ten days before the meeting to the persons of the Parish entitled to vote. The written notice shall include the purpose of the meeting and, in the case of the annual meeting, the slate of candidates proposed by the nominating committee. Publication of the written notice in the parish newsletter shall constitute effective notice of an annual meeting or special meeting, and in the case of the annual meeting, shall constitute effective notice of the slate of candidates.

3.4. *Quorum.* The presence of twenty-five of the persons entitled to vote and a majority of the Vestry constitute a quorum for the transaction of business.

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. All elections are to be by written ballot, unless the election is by acclamation. Voting by proxy shall not be permitted.

3.6. *Matters which may be voted on by absentee ballot.* The direction of Parishioners to the Vestry with respect to changing the name of a Parish as provided in the Diocesan Canon "The Corporation and Vestry," or with respect to the sale or encumbrance of real estate owned by the Parish, as provided in the Diocesan Canon, "The Sale and Encumbrance of Real Estate," may be given by two-thirds majority vote taken at any Annual or Special Meeting of the Parish, or may be given by written consents or directions mailed or delivered to the Clerk of the Parish and signed by the Parishioners then qualified and entitled to vote for Wardens and Vestry as prescribed and defined in Article 2.2 of these Bylaws.

3.7. *Presiding Officer.* The Rector shall preside at Parish meetings. In the Rector's absence, the Wardens shall preside according to seniority by title.

3.8. *Rules of Procedure.* In all matters of parliamentary procedure not governed by canon or these bylaws, the latest edition of Robert's Rules of Order shall govern.

ARTICLE 4

Rector

4.1. *Authority and Responsibilities.* Subject to the Church and Diocesan Canons, the Rubrics of the Book of Common Prayer, and the pastoral direction of the Bishop, the Rector is the chief executive officer of the Parish and as such is vested with the authority over and responsibility for the conduct of the worship and the spiritual growth of the Parish and its members. The Rector shall at all times be entitled to the use of the Parish building and grounds, together with all appurtenances and furniture, and to access all records and registers maintained by the Parish. By custom, The Rector of Saint Peter's does not review annual pledges. The Rector shall also have responsibility for the employment, supervision and direction over the Parish staff. With the advice and consent of the Bishop and the Vestry, a Rector may select one or more assistant Clergy, who serve under the authority and direction of the Rector. The Rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by the Church, the Diocese, and the Parish. The Rector has those further responsibilities set forth in the Church and Diocesan Canons.

4.2. *Election and Qualification.* When the Parish desires to elect a Rector, the Vestry appoints a search committee to investigate and interview potential candidates. At least 30 days before an election, the Vestry shall notify the Bishop of the candidate it proposes to elect and request the Bishop's consent. The Vestry shall afford the Bishop the opportunity to communicate with the Vestry about the candidate. If the Bishop consents to the election, the Vestry may then elect the candidate as Rector by a majority vote. If a Rector is elected, the Wardens shall certify the election and notify the Bishop of the election in writing. If the Bishop is satisfied that the Rector-elect is a duly qualified Priest and that the Rector-elect has accepted the office, the Bishop shall notify the Secretary of the General Convention, who records the election.

4.3. *Resignation and Removal.* Except upon mandatory resignation by reason of age, the Rector may not resign without the consent of the Vestry, and the Vestry may remove the Rector only as provided in the Diocesan Canons. If the office of Rector becomes vacant or the Rector is incapacitated, the Wardens notify the Bishop and Standing Committee within 30 days. Within the 30 days and after consultation with the Bishop, the Vestry appoints an interim Rector or otherwise arranges for regular worship services until such time as a new Rector is elected or the Rector can resume his or her duties in case of incapacity.

ARTICLE 5

Officers

5.1. *Officers.* The officers of the Vestry shall be the Rector, Senior Warden, Junior Warden, Treasurer and Clerk. The Parish elects the Senior Warden and Junior Warden by ballot at the annual meeting. The Vestry elects the Clerk and Treasurer, who may or may not be members of the Vestry.

5.2. *Qualifications and Terms.*

(a) Wardens shall be confirmed voting members of the Parish, 18 years of age or older, and shall be elected to a term of *three* years.

(b) The Treasurer shall be a confirmed voting member of the Parish, 18 years of age or older, and shall be elected to a term of one year. The Treasurer may be elected to consecutive terms.

(c) The Clerk shall be a confirmed voting member of the Parish, 18 years of age or older, and shall be elected to a term of one year. The Clerk may be elected to consecutive terms.

5.3. *Duties.*

(a) The Wardens assist the Rector in promoting the general interest of the Parish, supervise the care, protection and maintenance of the Parish buildings and ensure that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of the Parish. The Wardens discharge such other duties as the Rector and the Church requires. The Wardens shall be bonded by inclusion in the Parish's errors and omissions liability insurance.

(b) The Treasurer ensures that funds of the Parish are properly received and disbursed in accordance with Vestry policy; maintains a confidential record of all pledge activity, reporting the cumulative results to the Rector and Vestry at regular meetings, and to the Parish at the annual meeting; verifies and pays bills presented for payment; prepares monthly financial reports for the Vestry and a report to the annual meeting; presents and recommends to the Vestry a budget before the annual meeting; and annually submits the financial records of the Parish to financial review as required by the Diocese. The Treasurer shall be bonded by inclusion in the Parish's errors and omissions liability insurance coverage.

(c) The Clerk records minutes of all Vestry, annual, and special meetings; gives notice of all such meetings as required by the Diocesan Canons and these Bylaws; reports the names of the Parish's delegates to Diocesan Convention to the Secretary of the Convention; and keeps a current list of all voting members of the Parish.

5.4. *Other Officers.* The Vestry may designate other officers, who have such powers and duties as the Vestry determines.

ARTICLE 6

Vestry

6.1. *Composition; Qualifications.* The Vestry consists of the Rector, two Wardens, and seven elected Vestry members. Vestry members shall be adult confirmed voting members of the Parish, 16 years of age or older.

6.2. *Terms.* The elected Vestry members serve staggered, three-year terms. The Parish elects annually two or three of the elected Vestry, and

additional members to fill any premature vacancies. An elected Vestry member shall not be eligible for reelection to that position for one year following the completion of a full term, but may be appointed or elected to the office of Warden, Treasurer, or Secretary. Members of the Vestry hold office until their successors are selected and have qualified.

6.3. *Duties.* The Vestry manages and directs the temporal affairs of the Parish, including the maintenance of its property. The Vestry is also the agent and legal representative of the Parish in all matters concerning its corporate property and in its relation to its Clergy. It is the duty of the Vestry to take charge of the property of the Parish; to elect and call a Rector; to promote the good stewardship of the Parish's resources; to provide for and preserve the Parish register and other records, to prepare an annual Parish budget, to support and maintain the Parish's Clergy, and to pay an annual pledge to the Diocesan Administrative and Program Fund. In the absence of the Wardens, the remainder of the Vestry performs the several duties of these officers.

6.4. *Meetings.* The Vestry shall normally meet monthly. Vestry meetings are open to all members of the Parish, except when the Vestry adjourns to executive session.

(a) The Vestry shall give notice of regular meetings. The Rector, the Senior Warden or any two members of the Vestry may call a special meeting of the Vestry. The person or persons calling a special meeting must give written notice to each member of the time, place, date and purpose of the special meeting. Notice is given in person, by e-mail or by telephone not less than forty-eight hours preceding the meeting or by mail posted not less than two days preceding the date of such meeting unless the Wardens agree that an emergency exists which requires the immediate attention of the Vestry. No business shall be transacted at special meetings except that specified in the notice.

(b) The presence of the Rector or one of the Wardens and a majority of the remaining members of the Vestry constitute a quorum.

(c) The Rector presides at Vestry meetings. When the Rector is absent, the Wardens preside according to seniority by title. The Rector has voice in all matters and may vote when a motion does not receive a majority vote.

(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. No Vestry member is permitted to vote by absentee ballot or proxy

(e) *Informal Action by Vestry.* The authority of the Vestry may be exercised without a meeting if an affirmative vote in writing, setting forth the action to be taken, is signed by the Rector, Wardens and all of the members of the Vestry.

(f) The latest edition of Robert's Rules of Order shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

6.5. *Standing Committees.* The Vestry and Rector are supported by the work of standing committees, which are subject to the supervision and ultimate control of the Rector and the Vestry.

(a) *Designation.* The Parish has the following standing committees: Building and Grounds, Caregivers, Children's Christian Education, Finance, Nominating, Outreach, Stewardship, and Worship (advisory to Rector).

(b) *Composition.* The Vestry appoints members of the Finance Committee. All other committee chairs select the members of their committees. The committee chair selects the members of all other committees with the advice of the Rector. All adult confirmed members of the Parish are eligible to serve on any committees, as well as such other baptized Christians as the Rector may designate. The Clerk of the Vestry maintains lists of committee members.

(c) *Term.* Committee membership terms are for one year. All committee members may serve successive terms.

(d) *Chair.* The Rector and Vestry shall approve the chair of each committee whose term shall be for one year. Members of the Vestry may serve as committee chairs. Chairs may serve successive terms.

(e) *Meetings.* A standing committee meets as necessary to conduct its business. The committee keeps records of its activities and reports to the Rector and the Vestry.

6.6. *Ad Hoc Committees.* The Vestry may create and charge committees to undertake specific tasks in the governance of the Parish. The Vestry appoints the committee members, including the chairs. Each such committee dissolves upon completion of its work.

6.7. *Guilds and other Parish Organizations.* The Parish may support and encourage guilds and other Parish organizations to assist in its mission. These organizations report at least annually at the Parish's annual meeting and are subject to the supervision and ultimate control of the Rector and the Vestry. The assets of these organizations are the assets of the Parish.

6.8. *Vestry Vacancies.* In the event of the death, resignation, or removal of a Vestry member, the remaining members of the Vestry shall elect a qualified person to fill the vacancy until the next Annual Meeting of the Parish or until a successor is elected and qualified.

6.9. *Resignations.* 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. The Vestry need not accept the resignation to be effective.

6.10. *Removal of Vestry Member.* 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 five days in advance of the meeting. Grounds for removal shall include, without limitation, conduct in violation of the Church Canons or Diocesan Canons or otherwise detrimental to the mission and best interests of the Parish; 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 four consecutive duly convened Vestry meetings or from six 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 Parish by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; incapacity to perform the duties of a Vestry member; 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 Parish, in either case without excuse or good cause shown.

ARTICLE 7

Indemnification

To the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of the Church or the Diocese, the Parish 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 (each an "Indemnitee") from and against any and all liabilities, costs and expenses (including settlement costs, attorneys fees and other defense costs) incurred by an Indemnitee in connection with any threatened, pending or completed civil, criminal or administrative proceeding in which an Indemnitee may become involved by reason of his or her service to the Parish in such capacities, except with respect to matters as to which the Indemnitee may be adjudged in such proceeding to be liable for willful, wanton or grossly negligent misconduct. The Parish may advance costs and expenses under such terms as the Vestry deems appropriate, including receipt of an undertaking to repay the advances if the Indemnitee is determined to have failed the standard of conduct set forth above. Indemnification (and advances) shall be limited to instances in which the Parish, 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 before 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 is amended or repealed, such action has prospective effect only, and does not affect the indemnification rights of an Indemnitee with respect to proceedings in respect of which indemnification has been properly sought by application to the Vestry in writing by the Indemnitee before the effective date of such action.

ARTICLE 8

Accounting and Financial Matters

8.1. *Fiscal Year.* The fiscal year of the Parish is the calendar year.

8.2. *Funds.* The handling of any or all of the cash, funds and investments of the Parish, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the Wardens, the Treasurer, or to the Finance Committee of the Parish, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

8.3. *Indebtedness.* The Parish shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the Parish without the express approval of the Vestry consistent with the Canons of the Diocese.

8.4. *Books of Account.* The Treasurer keeps proper books of account for the Parish, prepares periodic interim financial statements at least monthly, and prepares annual financial statements. The financial statements consist of a statement of activities (income statement) and a statement of cash flows. The financial accounts are to be maintained and the financial review conducted in accordance with generally accepted accounting principles.

8.5. *Financial Review.* The Parish's financial statements shall be reviewed annually by such independent certified public accountant, or independent licensed public accountant, or audit committee as the Diocesan Treasurer may authorize. All audit reports, financial statements, footnotes and supplementary schedules, including memorandum issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, are to be filed with the Diocesan Treasurer and the Bishop within 30 days following the date of the report, and in no event, not later than September 1 of the year following the year covered by the audit report.

8.6. *Annual Reports.* The Vestry shall approve the annual report and distribute the report to the Parish at least ten days before each annual meeting of the Parish.

8.7. *Gifts and Memorials.* No object intended as a permanent addition to the property of the Parish, or to be used 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 and of the persons memorialized by such gifts and memorials, any terms and conditions of the gift and the dates of acceptance shall be preserved in the permanent records of the Parish.

8.8. *Parish Property.* All real and personal property of the Parish is held on behalf of the Church and the Diocese. The existence of this relationship shall in no way limit the power and authority of the Parish existing over its property so long as it remains a part of and subject to the Church and its Constitution and Canons.

8.9. *Stocks and Bonds.* Gifts to the parish of negotiable stocks and bonds subject to speculation shall be sold or cashed the first business day following receipt of the gift, unless otherwise stipulated in writing by the donor.

8.10. *Memorial Funds.* Monetary gifts to the Church from parishioners and friends in memory of loved ones are gratefully received and acknowledged. The disposition of these funds shall be decided by the Vestry in consultation with the family. An accurate accounting of each memorial fund shall be kept by the Treasurer.

8.11. *Property Insurance.* All buildings of the Parish and their contents shall be kept adequately insured.

8.12. *Testamentary Gifts.* Subject to Christian ethics and the mission of the Parish, the Vestry shall faithfully carry out donor intentions expressed in the terms and conditions of a testamentary gift made to the Parish. A determination of intent shall be made by a majority vote of the Vestry, acting in consultation with the Rector, and recorded in the minutes of the Vestry meeting at which the determination is made. The Vestry's determination of intent shall be final.

ARTICLE 9

Other Church Records; Agents

9.1. *Annual Parochial Reports.* The Parish prepares annually a report for the year ended December 31, in the form required by the Diocese. The preparation and delivery of this Annual Parochial Report is the joint duty of the Rector and Vestry. After approval, the Vestry submits its Annual Parochial Report to the Bishop of the Diocese by March 1. The Annual Parochial Report shall include information required by Church Canons.

9.2. *Maintenance of Parish Register and Other Records.* The Rector, or the Wardens if there is no Rector, shall maintain a Parish Register, in the form adopted by the General Convention, to record all baptisms, confirmations, marriages and burials. The Rector is the custodian of the Parish Register, and great care shall be taken to preserve the Register and other church records.

9.3. *Agents of the Parish.* The Parish may delegate to the Rector, one or both Wardens or the Treasurer, generally or as to specific instances, or to any employee or agent of the Parish as to specific instances, due authority to execute and deliver, on behalf of the Parish, such contracts, deeds, mortgages, notes, bonds, checks, drafts and other instruments and documents as the Vestry may deem necessary or proper. Without a general or specific delegation of authority, residual authority shall lie with the Rector and Vestry. The Vestry may appoint such employees, agents and representatives of the Parish (including legal counsel) and delegate to them due authority to perform such acts and duties for the Parish as the Vestry sees fit, consistent with these bylaws and with the Church Canons and Diocesan Canons. Except as provided in these Bylaws or as specifically authorized by the Vestry, no Vestry member, officer or employee of the Parish or any other person shall have the power or authority to bind the

Parish by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

ARTICLE 10

Amendments to Bylaws

10.1. These bylaws may be amended, altered or repealed at any regular meeting of the parish or at a special meeting called for that purpose under provisions of Article 3.2 of these bylaws. Proposed changes or amendments shall be publicized to the congregation at least one month before such meetings. Unless otherwise specified, amendments become effective immediately on adoption.

10.2. No amendment shall be voted upon unless it shall have been submitted to the Rector, Wardens, and Vestry and approved by a majority of the whole number thereof at a meeting of the Vestry held at least one week prior to such meeting of the Parish.