

BYLAWS OF
SAINT MICHAEL AND ALL ANGELS CHURCH
Mission, Kansas

ARTICLE I

Saint Michael and All Angels Church

Section 1. Saint Michael and All Angels Church is located in Mission, Johnson County, Kansas, and is a constituent part of the Diocese of Kansas of the Episcopal Church in the United States of America. It accedes to, recognizes, and adopts the General Constitution and Canons of that Church and the Constitution and Canons of the Diocese of Kansas, and acknowledges the authority of the same.

ARTICLE II

Parish Meetings

Section 1. During the month of January, there shall be held each year the Annual Parish Meeting at which the congregation will review reports of the activities of the prior year, be presented the Vestry approved annual budget for the new year, confirm appointment of Wardens and hold election of the members of the Vestry as herein provided.

Section 2. Special Parish meetings may be called by the Vestry whenever in its judgment the necessity or good of the parish may require.

Section 3. Notice of the Annual Parish Meeting and election shall be given during the public service upon the two Sundays before such an election, or by U.S. mail and/or electronic mail, and/or publishing on website and/or posting in church. Such oral, written, and electronic notices shall specify the place and the day and hour when said meeting and election is to be held. Should there be no meeting or election on the day above named, the Rector, or, in his/her absence, or during a vacancy in the rectorship, the Wardens, or five communicants in good standing of the parish, may call a special parish meeting for such election; notice being given as above described.

Section 4. All members of this Church who have received Holy Communion at least three (3) times during the preceding year are to be considered communicants of this Church. All communicants of this Church who for the previous year have been faithful in working, praying, and giving for the spread of the Kingdom of God are to be considered communicants in good standing.

Section 5. All communicants in good standing who are sixteen (16) years of age or older shall be entitled to vote. Such election shall be by ballot and a majority of the votes cast shall be necessary to an election. Electors shall not vote by proxy.

Section 6. Twenty-five (25) persons entitled to vote shall constitute a quorum for the transaction of business at any parish meeting.

ARTICLE III

Title, Officers

Section 1. The proper title of this parish is “Saint Michael and All Angels Episcopal Church.”

Section 2. The Vestry shall consist of the Rector, the Senior Warden, the Junior Warden, and twelve (12) Vestrypersons.

Section 3. The members of the Vestry shall be the trustees of the parish corporation, and shall share with the Rector a concern and responsibility for the mission, ministry, and spiritual life of the parish.

Section 4. The control of the worship and the spiritual jurisdiction of this parish are vested in the Rector, subject to the General Constitution and Canons of the Episcopal Church in the United States of America and of the Diocese of Kansas; the Rector shall have all duties and powers therein specified. All other ministers of the Parish, by whatever name they may be designated, are to be regarded as under the authority of the Rector and shall serve at his/her pleasure.

Section 5. The Rector or such other member of the Vestry designated by the Rector shall preside at all the meetings of the vestry.

Section 6. At the Annual Parish Meeting one of the members of the Parish, who shall be appointed by the Rector, shall be approved by the congregation to serve as Senior Warden for a term of one (1) year, beginning on the first day of March following his/her appointment. In the event of a vacancy occurring in the office of Senior Warden, the Rector shall appoint one of the members of the Parish to fill the vacancy and to serve until the next Annual Parish Meeting. The Senior Warden shall be eligible for reappointment to the office of Senior Warden for two additional terms of one year each, and shall be eligible for election to the Vestry after the expiration of one (1) year from the date of termination of his/her previous service as Senior Warden, if otherwise eligible.

Section 7. At the Annual Parish Meeting one of the members of the Parish, who shall be elected by the Vestry, shall be approved by the congregation to serve as Junior Warden for a term of one (1) year, beginning on the first day of March following his/her election. In the event of a vacancy occurring in the office of Junior Warden, the Vestry

shall elect and appoint one of the members of the Parish to fill the vacancy and to serve until the next Annual Parish Meeting. The Junior Warden shall be eligible for re-election to the office of Junior Warden for two additional terms of one year each, and shall be eligible for election to the Vestry after the expiration of one (1) year from the date of termination of his/her previous service as Junior Warden, if otherwise eligible.

Section 8. There shall be twelve (12) Vestrypersons who shall serve for a term of three (3) years. Four (4) Vestrypersons shall be elected at each Annual Parish Meeting, their term of office to commence on March 1 following their election. In the event that the Parish is between installed Rectors, and the final list of candidates is before the Vestry, the newly elected Vestry members and Wardens shall not take office until the first day of the second month following acceptance of the "Call" by the Rector-Elect.

Section 9. The Vestry, at its first meeting after the Annual Parish Meeting, shall elect a Clerk of the Vestry, who shall be a communicant in good standing of the Parish and whose duties shall include those of the corporate Secretary. The Clerk shall serve for a term of one (1) year beginning on the first day of March following election.

Section 10. The Vestry, at its first meeting after the Annual Parish Meeting, shall elect a Parish Treasurer who shall be a communicant in good standing of the Parish. The Vestry may also elect Assistant Treasurers who shall be communicants in good standing of the Parish. The Parish Treasurer and Assistant Treasurers shall give such bonds as may be required by the Vestry, these Bylaws, or the Constitution and Canons of the Episcopal Church in the United States of America or of the Diocese of Kansas. The Treasurer and Assistant Treasurer shall serve for a term of one (1) year beginning on the first day of March following their election.

Section 11. The Parish Treasurer shall keep an accurate book of accounts and shall submit to the Vestry a monthly statement of receipts, disbursements and cash or equivalent on hand in such form as they shall direct. In addition, the Treasurer shall prepare for their approval and submission to the Bishop and Trustees all such reports and other financial information as may be required by them from time to time. All monies of the Parish shall be deposited with the Treasurer who shall in turn deposit them in a bank selected by the Vestry. All funds of the Parish shall be paid out only on checks signed by those authorized by resolution of the Vestry.

Section 12. The Parish Treasurer will not prepare an annual audit of the parish finances, but shall cause an audit of the parish finances to be prepared by an independent certified public accountant or independent body, such audit to be prepared in accordance with diocesan and national church policy and Canons, and the Treasurer shall submit the audit to the Bishop and Trustees.

ARTICLE IV

Election of Vestry, Convention Delegates

- Section 1. (a) At each Annual Parish Meeting, there shall be elected four (4) Vestrypersons, plus any other number to fill any vacancies in the Vestry, other than those vacancies created by expiration of term. Only communicants in good standing of the Parish shall be eligible to serve as a member of the Vestry.
- (b) No Vestryperson may be eligible for re-election until after the expiration of three (3) years from the date of termination of previous service. However a Vestryperson appointed by the Vestry to fill a vacancy shall be eligible for election to the Vestry at the next Annual Parish Meeting.
- (c) The terms of Vestrypersons elected at the annual meeting to fill such vacancies other than those of the four (4) persons whose terms expire shall be limited to the remaining portion of the vacated unexpired term.

Section 2. At each Annual Meeting, there shall also be elected the prescribed number of delegates and alternate delegates to the Diocesan Convention and the Convocation Board as the then existing Canons of the Diocese shall provide. Each delegate, who must be a communicant in good standing of the Parish, shall be elected to a term of three (3) years with one-third of the terms commencing annually. One additional alternate shall be elected for a one year term. The Senior Warden shall be the second alternate and the Junior Warden shall be the third alternate. The delegates and alternates, so elected, shall be the Convention Delegation.

- Section 3. (a) At least sixty (60) days prior to the Annual Parish Meeting, a Nominating Committee, consisting of the Senior Warden, the Junior Warden, and at least five (5) members of the Parish appointed by the Vestry, shall meet and elect from their number a chairman.
- (b) The Nominating Committee shall nominate at least one (1) person for each position on the Vestry to be filled, either by expiration of terms or by vacancies otherwise existing, and shall present their names to the Annual Parish Meeting. Additional nominations may be made from the floor by communicants in good standing of the Parish.
- (c) The Nominating Committee shall also nominate not less than one (1) person for each position as delegates and alternate delegates to the Diocesan Convention and the Convocation Board as the then existing Canons of the Diocese shall provide. Additional nominations may be made from the floor by communicants in good standing of the Parish.

ARTICLE V

Duties of the Vestry and Convention Delegation

Section 1. The Vestry shall meet at least once each month and shall hold as many special meetings as may be necessary. For the purpose of transacting Vestry business, a majority of the members of the Vestry shall constitute a quorum. If the Rector be absent the Vestry shall be competent to transact business if a quorum including at least one Warden, is present.

Section 2. Notice of each regular meeting shall be given either orally or in writing to every member of the Vestry a sufficient length of time before the meeting to enable him/her to attend. Notice of special meetings shall be given to the members of the Vestry not later than twenty-four (24) hours prior to the hour fixed for the meeting. Failure to receive notice shall not invalidate the meeting. With the Rector's consent, a Vestry meeting may be held at any hour without notice providing every member of the Vestry is present.

Section 3. The Rector, Wardens, and Vestry shall hold an annual mutual ministry review to assess the fulfillment of their shared responsibilities and ministry. This review may be facilitated by a third party, if desired.

Section 4. The Vestry shall, on or before the Annual Meeting of the Parish, cause to be written a full, accurate and faithful statement of the financial condition of the Parish. At the Annual Parish Meeting, and before the election, the Rector, or one of the Wardens, shall present said statement and afterward place it on file.

Section 5. Meetings of the Vestry may be called by the Rector or in case of a vacancy, by the Wardens, at any time that Rector, or they, may deem expedient; and Rector, or they, shall call such meetings when requested in writing by three (3) members of the Vestry, including a Warden, which writing shall declare the object or objects of such meeting.

Section 6. In the event that a member of the Vestry shall fail for a period of three months to attend Vestry meetings, the Vestry shall give written notice to such member that failure to attend the next regular meeting or to provide satisfactory reason for failure to attend, shall be evidence of his/her inability or lack of desire to serve. In such case, if said member does not attend the next meeting and does not provide reason satisfactory to a majority of the other members of the Vestry, the Vestry shall declare the office vacant and notify said member of their action.

Section 7. In the event of a vacancy in the Vestry, the remaining members of the Vestry may elect and appoint a communicant in good standing of the Parish to fulfill the term.

Section 8. Indemnification of Vestry and Officers. The corporation will indemnify and protect any Vestry member or officer of the corporation, or any person who serves at the request of the corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Kansas.

Section 9. No Personal Liability for Corporate Debts. The Vestry members and officers of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a Vestry member or officer, except for liability (i) for any breach of the Vestry member's or officer's duty of loyalty to the Corporation; (ii) for the acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) claims under K.S.A. 17-6424 and amendments thereto; or (iv) for any transaction from which the Vestry member or officer derived any improper personal benefits.

Section 10. The Convention Delegation shall consist of elected convention delegates and alternate delegates to the Diocesan Convention and Convocation Board. The Convocation Delegation shall be formed to facilitate effective representation of the Parish at the Convocation Board and the Diocesan Convention and to keep the Vestry and Parish apprised of Diocesan and National Church actions and activities. Accordingly, the Convention Delegation once formed shall elect an individual from within the delegation to serve as its Chairperson and may otherwise adopt such rules and policies as it deems necessary to accomplish such purposes.

Section 11. In the event of a vacancy in the Convention Delegation, the Vestry may elect and appoint a communicant in good standing of the Parish to serve as a member of the Convention Delegation only until the next Annual Parish Meeting.

Section 12. In the event that a member of the delegation has unexcused absences from three (3) successive meetings of the convocation, the chairman of the delegation shall notify said member that failure to attend the next regular meeting or provide a satisfactory excuse shall be evidence of his/her inability or lack of desire to serve. In the event that said member fails to attend the next meeting or give a reasonable excuse to the satisfaction of the delegation, the chairman shall report the absences to the Vestry. The Vestry shall declare the office vacant, notify said member of the action, and appoint a replacement to fulfill the term.

ARTICLE VI

Rules of Order

Section 1. The General Constitution and Canons of the Episcopal Church in the United States of America, the Constitution and Canons of the Diocese of Kansas, and these bylaws shall govern all meetings of the Parish and of the Vestry. On all matters of parliamentary procedure not covered by any of the above-mentioned constitutions, canons and bylaws, the rules laid down in the latest edition of Robert's Rules of Order shall be observed.

ARTICLE VII

Amendments to Bylaws

Section 1. Amendments to these Bylaws must be proposed in writing and presented to the Vestry thirty (30) days prior to any special or Annual Parish Meeting. If the Vestry approves, the amendment or amendments may be adopted by a majority vote of the said Parish Meeting. But, if the Vestry disapproves, the said amendment or amendments, in order to be adopted, must receive a two-thirds vote of the special or Annual Parish Meeting. Voting must be by ballot. No amendments shall be made to these Bylaws without the written consent of the Bishop.