

Bylaws

The Episcopal Parish Church Of The Holy Cross

Redmond, Washington

Article I Definitions

Section 1

The name of the Corporation is The Episcopal Church of the Holy Cross. It may be referred to as “Church of the Holy Cross” or “Holy Cross”, but the full corporate name shall be used for all formal purposes and in all legal documents.

Section 2

The term “Parish” shall mean, as the context may in each use require, the corporation’s legal entity, or the membership of the corporation or such geographical area as may be determined from time to time by the Bishop or Standing Committee of the Diocese of Olympia of the Episcopal Church.

Section 3

The following terms, when used with reference to this Corporation, may be used interchangeably and synonymously:

1. “Corporation” and “Parish” and “Church”;
2. “Board of Directors: and “Vestry”;
3. “Director” and “”Vestry Member”;
4. “Secretary” and “Clerk”;
5. “Committee” and “Commission”;
6. “Elector” and “Communicant in Good Standing.”

Article II Membership

Members of the Corporation shall be the members, as hereinafter defined in accordance with the Constitution and Canons of the Diocese of Olympia of The Episcopal Church, whose names are duly entered in the Parish Register or on the Parish List.

Members are those persons who have received the Sacrament of Holy Baptism in accordance with the Doctrine and Worship of this church, and whose Baptisms are recorded in the records of this parish.

Communicants are those members who have received the Sacrament of Holy Communion at least three times during the previous year.

Communicants in Good Standing are those members age sixteen years or older, 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.

Recording of Communicants shall be limited to those baptized or confirmed within this parish, or who have been enrolled according to the canonical requirements for Letters of Transfer, or who have for good reason been otherwise unable to conform to the requirements for letters of Transfer.

Electors of the parish shall include all the Communicants in Good Standing unless subsequently defined otherwise by diocesan or Episcopal Church canons.

Article III Parish Meetings

Section 1.

At any time between the annual meeting of the Diocesan Convention and the 25th of April following, after due notice publicly given at Worship Services on the two Sundays preceding the meeting date, there shall be held an annual meeting of the Parish for election of a Vestry, for election of delegates and alternates to Diocesan Convention and for transaction of such business as may properly come before the meeting.

Section 2.

A nominating committee shall be appointed by the Rector, in consultation with the Vestry, at least one month prior to the annual Meeting. The Nomination Committee shall include Vestry Members, whose terms expire when elections are held at the Annual Meeting, a Warden, the Rector and other Electors deemed appropriate by the Rector. The Committee shall present to the Annual meeting a slate of Nominees for the Vestry and for the Delegates and alternates to the Diocesan Convention, the number of which shall at least be equal to the number of positions to be filled, including the unexpired terms of positions vacated. Nominations from the floor shall be called for before elections are held. Elections rules shall be adopted by the meeting prior to the balloting.

Section 3.

Special meetings of the Parish may be called by the Rector, or by the Vestry when there is not a Rector; special meetings shall be called by the Rector upon a written request signed by a majority of the Vestry. Notice of such meetings shall be given at regular Worship Services of the Church on the two Sundays preceding the meeting, and the notice shall state the purpose of the special meeting.

Section 4.

Communicants in Good Standing shall be entitled to vote at Parish Meetings. Voting by proxy shall not be permitted.

Section 5.

At all meetings, the Rector shall preside. If there is not a Rector, a Warden will preside. The Clerk of the Vestry shall act a Clerk of the Meeting.

Section 6.

A quorum at a Parish Meeting shall consist of fifty (50) qualified electors of the Parish.

Article IV Officers

Section 1.

The officers of the Corporation shall consist of a President, a 1st Vice President, a 2nd Vice President, a Secretary, and a Treasurer. The Rector of the Parish shall be President of the Corporation and Chair of the Vestry. The Senior Warden shall be the 1st Vice President. The Junior Warden shall be the 2nd vice president. The Clerk of the Vestry shall be the secretary. The Senior Warden shall be appointed by the Rector; if there be no Rector, the Senior Warden shall be elected by the Vestry. The Wardens shall be members of the Vestry. The Clerk and Treasurer need not be members of the Vestry, but shall be communicants in Good Standing. Officers shall hold office until the first meeting of the Vestry after the Annual Meeting of the Parish, and until their successors are elected.

Section 2.

The officers of the Corporation shall have the usual duties incident to their respective offices, and such other duties as are provided in the Constitution and Canons of the Episcopal Church and the Diocese of Olympia.

Article V The Vestry

Section 1.

The affairs of the Corporation shall be managed by a Board of Directors called the Vestry, which shall consist of the Rector ex officio and nine members elected by the Parish at the Annual Meeting or at a special meeting called for that purpose.

Section 2.

Communicants in Good Standing shall alone be eligible to serve as Vestry members. At least two-thirds of Vestry members shall also be confirmed members of the Episcopal Church according to the definition of its canons.

The electors of the Parish shall each year choose one-third of the whole number of the Vestry members to serve for three years and until election of their successors.

Section 3.

No member of the Vestry who is elected to a full 3-year term shall be eligible for re-election to the Vestry until one year after the expiration of the first term for which elected. Not more than one member of a household may serve simultaneously on the Vestry as elected or ex officio, nor may a paid employee of the church serve on the Vestry except as ex officio.

Section 4.

The first Vestry of the Parish shall consist of the Rector and the nine Vestry members whose names, addresses, and terms of office are set forth in the Articles of Incorporation.

Section 5.

The Vestry may, at a meeting duly called, fill a vacancy in its own membership for the period of time until the next Annual Meeting of the Parish.

Section 6.

At the Annual Meeting of the Parish, the electors shall choose by ballot the members to fill the unexpired portion of any Vestry term(s) vacated during the year preceding.

Section 7.

Vestry members shall serve until the expiration of the terms for which they are elected, and until the election of their successors. They shall maintain their status as Communicants in Good Standing, as defined in Article II hereof, or the canons of the Episcopal Church and The Diocese of Olympia. They shall attend all Vestry meetings, unless for good cause excused. If a Vestry member has two unexcused absences in the course of the year, that member's position, may, upon action of record by the Vestry, be declared vacant.

Section 8.

The Rector, with the advice and consent of the Vestry, shall record the Policies and Procedures of the Parish in a Manual that compliments the Canons of the Episcopal Church.

Section 9.

The Rector and Vestry shall oversee and support the various committees and commissions of the Parish, each of which shall submit its mission statement and procedures of operation and organization to the Rector and Wardens for inclusion in the Policy and Procedures Manual of the Parish. Typically the Rector shall appoint the chairperson for each committee or commission, or the Rector shall approve the method of appointment or selection of committee/commission leadership. When there is no rector the Vestry shall make such appointments.

Article VI. VESTRY MEETINGS

Section 1.

At its first meeting following the annual Meeting of the Parish, the Vestry shall elect the officers these Bylaws require the Vestry to elect, such officers to serve until their successors are elected.

Section 2.

A regular meeting of the Vestry shall be held monthly, at a time and place determined by resolution of the Vestry. The regular meeting may be changed as to date, time and place by resolution of the Vestry at a meeting duly called.

Section 3.

Special meetings of the Vestry may be called by the Rector or by the Senior Warden if there be no Rector. Vestry meetings shall be called by the Rector or by the Senior Warden if there be no Rector, upon written request of any three Vestry members, including one Warden. Due notice of such meeting shall be given all Vestry members.

Section 4.

There shall be no meeting of the Vestry unless the Rector, if there be one, and a quorum of the Vestry be present; provided, that if the Rector be absent from the Parish, or, if when notified of the meeting he shall decline or neglect to be present; the meeting shall be valid if there be a majority of the Vestry, including one Warden, present. Voting by proxy shall not be permitted.

Section 5.

A majority of the members of the Vestry shall constitute a quorum, and a majority of a quorum so convened shall be competent to act.

Article VII Allegiance

This Corporation accedes to, and agrees to be bound be and comply with, the Constitution, Canons, Doctrine, Discipline and Worship of The Episcopal Church and to the Constitution and Canons of the Diocese of Olympia of The Episcopal Church.

Article VIII Questions of Procedure

The latest revised edition of Robert's rules of Order shall determine questions of procedure not specifically provided for in these Bylaws, or in the Constitution and Canons of The Episcopal Church or in the Constitution and Canons of the Diocese of Olympia of The Episcopal Church or in the Constitution and Canons of the Diocese of Olympia of The Episcopal Church.

Article IX Date of Taking Effect

These Bylaws, and all Bylaws and amendments hereafter adopted, shall take effect at the time of their adoption by the Vestry at a regular or special meeting duly convened.

Article X Amendments or Repeal

These bylaws may be altered, amended, or repealed by the Vestry at any regular or special meeting, subject to the following provisions: (1) Notice of intention so to alter, amend or repeal, and the content of the changes shall be posted in at least two conspicuous locations in the Church buildings for a period of not less than 3 weeks prior to the meeting at which the action is proposed to be taken; (2) Notice of Intention shall be contained in the notice of the meeting; (3) the Vestry shall not make or alter any Bylaw fixing the qualification, term of office or compensation of the members of the Vestry; (4) Notice that changes have been adopted, with the content of the changes and the date of adoption shall be posted in at least two conspicuous locations in the church buildings for a period of not less than 30 days following their adoption.

IN WITNESS WHEREOF, the undersigned members of the Vestry adopted these Bylaws the 3rd day of September. 1991.

(signed)

Holli Anderson

Bob Espeseth

Ron Morrissey

Joen Broman

William Gilbert

Sherri Rogalski

Richard Carmichael

Debbie Hiatt

George Sauer