# BY-LAWS OF

**ST. STEPHEN’S CHURCH, INC.**

Adopted this 19th day of April, 1963, at the first meeting of all incorporators.

## Preamble

These by-laws are adopted to provide for the orderly administration of the temporal business and other affairs of this Church, Parish and Corporation, with the sole exception of matters of worship and spiritual jurisdiction which are under exclusive control of the Ecclesiastical Authority, which is represented by the Rector.

## Article 1: Affiliation

This Church Parish is an integral part of the Protestant Episcopal Church in the United States of America and its Diocese of Kansas. It accedes to, recognizes, and adopts the General Constitution and Canons of this Church and the Constitution and Canons of the Diocese of Kansas, and acknowledges the authority of the same.

## Article 2: The Rector/Priest-in-Charge

The Rector’s election and tenure, and his/her powers and duties shall be determined by the Canons of the Dioceses and the National Church and by the By-Laws of this Parish. For the purposes of these By-Laws, the term Rector shall be defined as the person holding the position of Rector or Priest-in-Charge, and those terms are used interchangeably.

## Article 3: Communicants and Members of Corporation

Section 1. - All Communicants in good standing in this Church Parish as determined by the Rector as defined by the Canons of the Episcopal Church, who are sixteen (16) years of age or older, are qualified electors; that is to say entitled to vote on all Parish affairs, and members of this Corporation. ~~All Communicants in good standing in this Church Parish as determined by the~~ ~~Rector or Priest-in-charge, who are eighteen (18) years of age or older, are qualified electors; that~~ ~~is to say entitled to vote on all Parish affairs, and members of this Corporation.~~

Section 2. - Any qualified elector is eligible for election to any office in this Church Parish and in this Corporation. Both the Corporation and the Church Parish have the same offices, and their incumbents shall be officers of both.

Section 3. - Membership in this Corporation shall cease when the member ceases to be a communicant in good standing this Church Parish.

## Article 4: Parish or Membership Meetings

Section 1. - All Parish Meetings shall be membership meetings of this Corporation, and all membership meetings of this Corporation shall be Parish Meetings.

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Section 2. - There shall be an Annual Parish Meeting to be held during ~~the first three~~ ~~weeks of~~ the month of January of each year, at a time, date, and place within the Parish specified by the Rector.

Section 3. – There shall be presented to the Annual Parish Meeting such reports, statements and other matters from the Rector, Parish officers, and Parish organizations as are necessary to transact the business of the meeting and/or are called for by the Rector or the Vestry.

Section 4. - Special Parish Meetings may be called by the Rector, and shall be called upon the request of the Vestry. Special Parish Meetings shall also be called upon written request signed by twenty-five (25) qualified electors. All such requests shall specifically state the business to be transacted.

Section 5. – The Rector shall preside at all Parish Meetings. In the absence of the Rector, the Senior Warden and Junior Warden, in succession shall preside. Should none of the foregoing officers be present, the Parish Meeting shall elect one of its members to preside at that meeting.

Section 6. - The presiding officer of each meeting shall appoint a clerk of the meeting from the qualified electors present who shall keep, or cause to be kept, accurate minutes of such meeting.

Section 7. – Twenty-five (25) qualified electors shall constitute a quorum. If there is no quorum, the meeting shall recess for at least three (3) days, new notice setting out of the circumstances shall be given, and the reconvened meeting shall be empowered to transact all business properly before it. All meetings may be adjourned. Decision shall be made by voting, and the majority of the valid votes cast by qualified electors shall determine the issue at hand. Abstentions and, where the voting is by written ballot, blank ballots shall not be counted as valid votes. There shall be no voting by proxy.

Section 8. - Written notices in the Church Bulletins, publications, or otherwise of the time, date, and place of Parish Meetings shall be given to all qualified electors of the Parish at their address of record, including electronic mail (e-mail address), with the Parish office. In the case of Annual Parish Meetings, such notice shall be given so as to reach all qualified electors not less than fourteen (14) days prior to such meeting, and in the case of Special Meetings, five (5) days, except as otherwise provided by these By-Laws. In the case of Special Meetings, the notice must specifically state the business to be transacted, and no other business may be taken up by such meeting. Announcement of all meetings shall also be made during all public services on the last two (2) Sundays preceding such meetings, except that Special Meetings shall be announced on Sundays intervening between the call of such meetings and their respective dates. Unless directed otherwise, all Parish meetings shall be held at the Church or Parish House.

Section 9. - There shall be available for the inspection and reference by qualified electors at each Parish Meeting, true copies of the Articles of Incorporation and of the By-Laws of this Church Parish and Corporation, and of the Constitution and Canons of both the Diocese and the National Church; an accurate list of qualified electors in this Church Parish and Corporation; all documents and other records pertaining to, and necessary to the transaction of, the business meeting.

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## Article 5: Nominations for Parish Office

Section 1. - ~~Each year there shall be established a Nominating Committee consisting of one retiring Vestry member selected by the Vestry, one elector of the Parish appointed by the Rector, who shall be chairperson of the Nominating Committee, and three members elected at the last Annual Parish Meeting. In the event of a vacancy in the Nominating Committee, the Vestry shall fill such vacancy.~~ Each year there shall be established a Nominating Committee consisting of one retiring Vestry member selected by the Vestry, and four members elected at the last Annual Parish Meeting. The Nominating Committee shall select its chairperson from its members. In the event of a vacancy in the Nominating Committee, the Vestry shall fill such vacancy.

Section 2. - The nominating committee shall meet starting on or about November 1 next preceding the Annual Parish meeting and complete its work not later than December 15. Every two (2) years, it shall nominate at the Annual Parish Meeting at least two (2) candidates for the office of Delegate (two-year term); one candidate for the office of First Alternate Delegate and one candidate for the office of Second Alternate Delegate, each for a two-year term, to the Diocesan Convention. Each year, it shall nominate three (3) candidates for the office of Vestry; three (3) candidates for the Nominating Committee (one-year term). All nominated candidates shall be confirmed members of the Episcopal Church. ~~The nominating committee shall meet not~~ ~~later than December 1 next preceding the Annual Parish Meeting and complete its work not later~~ ~~than December 15. It shall nominate at the Annual Parish Meeting at least two (2) candidates for~~ ~~the office of Delegate and two (2) candidates for office of Alternate Delegate to the Diocesan~~ ~~Convention.~~

Section 3. - Notice of the slate of nominees put forth by the Nominating Committee shall be published no later than January 1 preceding the Annual Parish Meeting. After publication of the nominees put forth by the Nominating Committee, any qualified elector may be added to the ballot for any parish office by giving notice to the nominating committee at least one week prior to the Annual Parish Meeting. Notice shall be given of any additional names added to the ballot one week before the Annual Parish Meeting.~~It shall also be proper and the Rector shall give~~ ~~everyone opportunity to make nominations from the floor for any of the offices at the Annual~~ ~~Parish Meeting.~~

## Article 6: Elections

Section 1. - Elections for Senior Warden, Junior Warden, Vestry Members, and Diocesan Delegates at each Annual Parish Meeting shall be in this order:

1. Election of first a Senior Warden, who shall be nominated by the Rector, and second, of a Junior Warden, each of whom has either served as a prior Vestry Member of this

Parish or who is presently serving as a Vestry Member of this Parish. … In the event of a vacancy occurring in the office of Senior Warden, the Rector shall nominate a qualified elector to fill the unexpired term, subject to the approval of the Vestry. In the event of a vacancy occurring in the office of Junior Warden, the Vestry shall have power to fill the vacancy.

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* 1. ~~Election of first a Senior Warden, who may be nominated by the Rector, and second, of a Junior Warden from the Vestry Members having served at least one (1) year of their present term as Vestry Members. Such Senior and Junior Warden shall~~  ~~be elected for a one (1) year period or until their successors are elected;~~
  2. Vestry Members, three (3) year terms; Vestry Members may be re-elected to a second consecutive three-(3) year term, provided that no person shall be elected to a term that

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would result in continuous service of more than six (6) years on the Vestry. Except as noted before, no member of the Vestry shall be eligible for re-election until after the expiration of one year from the date of termination of previous service;.

* 1. Vestry Members, unexpired terms, if any, the longest unexpired term first;
  2. Delegates and Alternate Delegates to the Diocesan Convention;

* 1. Election of a Nominating Committee for the next Annual Parish Meeting.

Section 2. - Voting shall be by secret, written ballot, each qualified elector being entitled to a vote for each of the three (3) Vestry members~~men~~, three (3) year term, and two (2) votes for Delegate. There shall be no cumulative voting, and any cumulative ballots cast shall be void. There shall be separate ballots for Vestry members~~men~~ to fill unexpired terms. In the event there are no contested elections, a motion may be entertained to elect the entire slate by acclamation.

Section 3. - A nominee for a Vestry vacancy is elected on the first ballot if a majority of the valid votes is cast for the nominee. If the first ballot does not result in election, the second ballot shall be determinative, and the nominee receiving the greatest number of votes shall be declared elected. If there be more than one vacancy not filled by the first ballot, the appropriate number of nominees receiving the greatest number of votes shall be declared elected after the second ballot.

Section 4. - The terms of office for Delegates and Alternate Delegates shall run for two (2) years. Delegates and Alternate Delegates may be re-elected to successive terms, and may hold office in Parish organizations. In the event of a vacancy in the office of either Delegate, the First Alternate Delegate shall fulfill the unexpired term. Any additional vacancy will then be fulfilled

by the Second Alternate Delegate for that Delegate’s term. In the event an Alternate Delegate fills the unexpired term of a Delegate, the Vestry shall appoint an Alternate Delegate until the next Annual Parish Meeting. ~~There shall be elected at each Annual Parish Meeting one (1) Delegate~~ ~~and Alternate Delegate to the Diocesan Convention both of whom must be qualified electors in~~ ~~this Church Parish. The terms of office shall run for three (3) years, if the Parish is entitled to three~~ ~~(3) Lay Delegates and for two (2) years if the Parish is entitled to two (2) Lay Delegates. Delegates~~ ~~and Alternate Delegates may be re-elected to successive terms, and may hold office in Parish~~ ~~organizations. If an Alternate Delegate is elected to the office of Delegate, the Annual Parish~~ ~~Meeting shall forthwith proceed to the election of an additional Alternate Delegate. During the~~ ~~first year of the term, the Alternate Delegate shall be the third alternate; during the second year,~~ ~~second alternate; and during the third and last year of the term, the first alternate. The same~~ ~~principle shall be applicable if and when this Church Parish is entitled to only two (2) Delegates~~ ~~to the Diocesan Convention.~~

## Article 7: The Vestry

Section 1. - The Vestry shall consist of nine (9) qualified electors in this Church Parish who must be at least sixteen (16) ~~eighteen (18)~~ years of age. The Rector is ex-officio a member of the Vestry.

Section 2. - Three (3) Vestry Members shall be elected at each Annual Parish Meeting for a three (3) year term. No Vestry Member may be re-elected beyond two (2) consecutive three (3) year terms or for the remainder of an unexpired term, until at least one (1) year from termination of such Vestry Member’s previous service.

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Section 3. - The Vestry shall elect a Clerk. The Clerk may not vote on matters before the Vestry unless the individual serving as Clerk was elected to a full or unexpired term under the provisions of Articles 6 and 7 of these By-Laws., ~~who may or may not be a Vestry Member.~~

Section 4. - The Parish shall be governed by the Vestry. The Vestry shall transact all temporal business of the Parish and take charge of all its property. The Vestry Members shall have such additional duties and powers as are assigned or granted to them by the Canons of both the Diocese, the National Church, and by the Vestry.

Section 5. - The Vestry shall meet monthly, except July and August, with the Rector presiding. Five (5) Vestry Members shall constitute a quorum empowered to transact business. Decisions shall be reached by majority vote of those present and accurate minutes shall be kept by the Clerk. There shall be no meeting of the Vestry unless the Rector, if there is one, and majority of the Vestry be present provided, however, that if the Rector be absent from the Diocese for two

(2) calendar months or if when duly notified of such meeting he or she shall decline or neglect to be present, at least one (1) Warden shall be present to constitute a valid Vestry Meeting.

Section 6. - Special meetings of the Vestry may be called by the Rector, and shall be called by the Rector upon written request of three (3) Vestry Members. Notices of such Special Meetings shall be in writing to the members of the Vestry not later than twenty-four (24) hours prior to the hour fixed for the meeting; except that a Vestry meeting may be held at any hour without notice, the Rector consenting, provided that every member of the Vestry shall be present.

Section 7. - In the event that a Vestry Member shall fail for a period of three (3) months to attend Vestry meetings, the Vestry shall give written notice to such Vestry Member that failure to attend the next regular meeting or to provide satisfactory reason for failure to attend shall be evidence of his or her inability or lack of desire to serve. In such case, if said Vestry 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 Vestry Member of their action.

Section 8. - Vacancies in the office of Vestry Members shall be filled by the Vestry until the next Annual Parish Meeting, at which a Vestry Member for the unexpired term shall be elected. The Vestry shall fill the vacancy only with an individual who is eligible for election to the Vestry. Any Vestry Member so appointed shall be eligible for election to the Vestry for either the remainder of the unexpired term, if any, or for a full three (3) year term.

Section 9. – Conflicts of Interest. The Vestry shall enforce a policy on conflicts of interest and self-dealing that requires a disclosure by all Vestry members and officers and other persons in a position to influence decisions of actual and potential conflicts of interest and that will assure that no person holding such a position will be permitted to vote on any issue, motion, or resolution that directly or indirectly inures to his or her benefit financially or with respect to which he or she shall have any other conflict of interest, except that such individual may be counted in order to qualify a quorum, and, except as the Vestry may otherwise direct, may participate in a discussion of such an issue, motion, or resolution if he or she first discloses the nature of his or her own interest.

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## Article 8: The Parish Treasurer

Section 1. - The Vestry at its first meeting after the Annual Parish Meeting shall appoint a Parish Treasurer, who must be a qualified elector in this Church Parish but need not be a member of the Vestry. The Treasurer shall serve at the pleasure of the Vestry and until such time as a successor has assumed office. The Vestry may also select an Assistant Treasurer, who need not be a member of the Vestry or a qualified elector of the Church. The Treasurer and Assistant Treasurer, if any, may not vote on matters before the Vestry unless the individual serving as Treasurer or Assistant Treasurer was elected to a full or unexpired term under the provisions of Articles 6 and 7 of these By-Laws.

Section 2. - The Treasurer shall keep an accurate account of the properties and financial transactions of this Corporation; submit to the Vestry a monthly statement of receipts, disbursements, and cash or equivalent on hand in such form as the Vestry shall direct; prepare a statement of financial conditions of the Parish for the Annual Parish Meeting; and prepare and submit such reports and additional financial statements and perform such additional duties as may, from time to time, be required by proper authority.

Section 3. - The Vestry may, from time to time, prescribe, alter, amend, and rescind such rule for the conduct of this Corporation’s financial affairs as it deems proper and advisable, including the issuance of specific instructions to the Treasurer.

Section 4. - The Treasurer and Assistant Treasurer, if there be one, shall each give good and sufficient bond for faithful discharge of their duties. The Church will pay the bond premiums.

## Article 9: Standing Committees

Section 1. - There shall be a standing committee on Building and Grounds, Finance and such other standing committees as the Vestry may, from time to time, establish.

Section 2. - The Senior Warden shall be an ex-officio member of all standing committees unless otherwise determined by the Vestry.

Section 3. - The Junior Warden shall be chairman of the standing committee on Building and Grounds. Other Vestry Members or communicants in good standing, as designated from time to time by the Vestry, after consultation with the Rector, may be chairperson of other standing committees.

## Article 10: Special Committees

Special committees may be established for specific purposes either by the Rector or by the Vestry. Such committees shall be disbanded when the tasks assigned to them have been accomplished or prior the Annual Parish Meeting next following their establishment, whichever occurs first.

## Article 11: Guilds and Societies

Section 1. - Guilds, societies and other organizations in the Church Parish shall be under the full direction and control of the Rector, who shall be ex-officio chairperson of each of them. The Rector is entitled to speak and vote on all questions before these bodies.

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Section 2. - The constitution and/or by-laws of such organizations shall not be inconsistent with these By-Laws, the Articles of Incorporation of this Church Parish, or the Constitution and Canons of both the Diocese and the National Church.

## Article 12: Use of Parish Building

The building of this Church Parish may be open for all services, rites, ceremonies or other purposes at such times as the Rector may deem proper.

## Article 13: Rules for Parish and Vestry Meetings

Robert’s Rules of Order shall be observed on all matters of parliamentary procedure not covered by these By-Laws, the Articles of Incorporation of this Church Parish, and the Constitution and Canons of both the Diocese and the National Church.

## Article 14: Amendment of Articles of Incorporation or these By-Laws

Section 1. - Neither these By-Laws nor the Articles of Incorporation of this Church Parish shall be amended without the written consent of the Bishop.

Section 2. - Amendments to these By-Laws may be initiated by the Vestry or may be proposed in writing, sponsored by at least twenty-five (25) qualified electors, and presented to the Vestry at least thirty (30) days in advance of either the Annual Parish Meeting or a Special Meeting to be called for that purpose. On any proposed amendment, all qualified electors shall immediately be given notice thereof and of the time, date, and place of the Parish Meeting at which the proposed amendment is to be voted on. If the meeting is the Annual Parish Meeting, the proposed amendment shall be the first item of business.

Section 3. - Proposed amendments shall be voted on by secret, written ballot. Section 4. - A majority of ballots cast shall be required to amend these By-Laws.

**~~Article 15: Adoption of Seal~~**

~~The Vestry shall adopt a Corporate Seal for St. Stephen’s Mission.~~

*Revised ~~December 2, 2007September 18, 2019~~ November 20, 2019*

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