**BY-LAWS OF SAINT PAUL’S EPISCOPAL CHURCH**

**ST. JOSEPH, MICHIGAN**

The following By-Laws of Saint Paul’s Episcopal Church of St. Joseph, Michigan (hereafter also referred to as St. Paul’s) were adopted at the annual meeting of the parish held on the fifteenth day of January, 1995, amended in 1996, 1999 and 2015.

**ARTICLE I**

**NAME**

1. The name of this Church and Congregation is Saint Paul’s Episcopal Church of St. Joseph, Michigan, a non-profit corporation organized and existing under the laws of the State of Michigan.

2. Saint Paul’s [Episcopal Church] is the lawful successor to Saint Paul’s Memorial Episcopal Church, and Saint Paul’s Memorial Protestant Episcopal Church.

**ARTICLE II**

**PURPOSE**

Saint Paul’s [Episcopal Church} was organized and exists for the conducting of religious services and such other work as is done by a church organization according to the Protestant Episcopal Church in the United States of America.

**ARTICLE III**

**AFFILIATION**

St. Paul’s [Episcopal Church] is part of the Protestant Episcopal Church in the United States of America and accedes to the doctrine and worship of that church. It is a constituent of the Diocese of Western Michigan, and is subject to the constitution, canons, discipline and authority of that Diocese.

**ARTICLE IV**

**TERRITORY**

The parish of Saint Paul’s [Episcopal Church of St. Joseph, Michigan,] includes the cities of St. Joseph, Coloma, and Watervliet and the townships of Bainbridge, Benton, Coloma, Hagar, Lincoln, Pipestone, Royalton, St. Joseph, Sodus and Watervliet, all located in Berrien County, State of Michigan.

**ARTICLE V**

**MEMBERSHIP**

1. All baptized persons, professing and acknowledging acceptance of and attachment to the doctrines, worship and discipline of the Protestant Episcopal Church in the United States of America shall be eligible for membership.

2. All members are expected to attend Church services regularly; to give systematically to the support and benevolence of the Church according to their ability; and to share in the organized work of the Church.

**ARTICLE VI**

**VESTRY**

1. All temporal affairs of the Church shall be managed and cared for by the vestry. The vestry are the agents and legal representatives of the parish in all matters concerning the corporate property and the relations of the parish to its clergy.

2. The vestry of the parish shall normally consist of seven (7) lay members. The number of vestry persons may be increased or decreased and shall be elected in accordance with Canon Law of the Diocese of Western Michigan. Changes in number of vestry members shall be made by a two-thirds vote of the qualified voters present at a parish meeting.

3. Each vestry person shall be a communicant of the Church and a qualified voter of the parish.

4. Each vestry person shall serve for a term of three (3) years or until his/her successor is elected or selected as provided herein. No member of the vestry may be elected to succeed himself/herself.

5. The nomination and election of vestry persons shall be done at the annual meeting of the parish.

6. The rector and wardens, when present, shall be the judges of election and shall permit no person to vote unless qualified as provided herein. In the absence of the rector or either or both wardens, a member or members of the vestry shall be appointed to assume the office of judge of election. A majority of all votes cast for the office of vestry persons shall be necessary to elect,. The wardens, when present, shall declare the results of the election. The secretary shall make and preserve a list of all those voting for vestry persons, which list shall be signed by the judges of election.

7. Immediately following the annual meeting, the members of the vestry shall elect one of their own number to be Senior Warden and one to be Junior Warden. The wardens shall serve for a term of one year. The Senior Warden shall be president and the Junior Warden shall be vice president of the vestry. The vestry at said time shall also elect from the vestry or the church membership; at large a secretary and a treasurer to serve for a term of one year. The treasurer shall also be the Missionary Treasurer. These two officers shall be ex-officio the secretary and treasurer, respectively, of the parish. The vestry shall also elect three delegates and three alternates who shall be communicants and qualified voters of this Church to represent the parish at the convention of the Diocese. The vestry may employ such agents and servants as may be required.

8. In addition to the duties set forth herein, the officers of the vestry shall also perform the duties set forth in [Canon 13] Title II, Canon 3 of the Canons of the Diocese of Western Michigan; provided however, that:

a. The vestry may not lease or hold for more than 10 years, real estate for purposes other than for the Church building, chapel, parish house, lecture and school rooms, and minister’s residence.

b. The vestry may not erect, alter, repair, enlarge, take down, remove or rebuild any building belonging to the Church, without securing approval of the congregation by vote taken at the annual meeting or at a special meeting called for such purpose and the consent of the Bishop, acting with the advice and consent of the Standing Committee of the Diocese in which

Said property is situated, except such minor repairs and improvements as are necessary to the well-being of said building.

9. The vestry shall meet, as often as once in each month in ten months of each calendar year on such day and as such place and hour as the vestry shall determine by resolution. Special meetings of the vestry may also be called by the rector by giving due notice thereof at any regular service on Sunday. Special meetings may also be called by serving upon the rector and upon all the members of the vestry, a notice in writing, signed by the rector, either warden or any two vestry persons. The purpose of the special meeting shall be stated as part of the notice. Members of the vestry may, in the meeting, and such written waivers shall be filled by the secretary.

10. The rector, when present, shall preside at all vestry meetings but shall have no vote except in case of a tie. In the rector’s absence from the meeting, the Senior Warden shall preside, and in his/her absence the Junior Warden shall preside.

11. A majority of all the members of the vestry not counting the rector, when duly assembled shall constitute a quorum. Any business conducted when less than a quorum is present shall be ratified at the next regular meeting of the vestry.

12. A majority vote of those members of the vestry present and voting shall determine any matter before the vestry except as otherwise provided herein.

13. The vestry shall have the right to remove one of their members who is unable, unwilling, or incapable of serving on the vestry , provided two-thirds of all the members of the vestry shall vote for such removal.

14. Any vacancy in the vestry resulting from death, resignation, removal, transfer from the Church, or such illness as shall incapacitate a vestry person from regularly conducting the duties of his/her office, may be filled by the remaining vestry persons at any meeting, and the person so elected shall hold office for the same period as [their] his/her predecessor would have held.

**ARTICLE VII**

The records of the parish and vestry, including the minutes of the meetings of the parish and vestry, shall at all times be safely and permanently kept, and open to inspection by the Bishop, the Rector, and any qualified voter of the parish.

**ARTICLE VIII**

1. The annual meeting must be held during the month of January of each year, and not during the first week of January, [but no later than the second Tuesday].

2. Public notice shall be given of the time and place of holding the annual meeting on each of the two Sundays preceding such meeting, by the rector, and in his/her absence, by either of the wardens at the regular service on such days. In the event no service shall be held, written notice signed by the rector or, in his/her absence, by the secretary of the vestry shall be published or printed as the vestry shall direct, at least one week before the meeting.

3. The rector, when present, shall preside at the annual meeting. Otherwise, the Senior or the Junior Warden shall preside.

4. A full and complete record of the proceedings at the annual meeting shall be kept by the secretary of the vestry.

5. All matters at the annual meeting shall be determined by a majority of the voters cast by those qualified to vote except as provided otherwise herein.

6. Only qualified voters may participate in any proceedings at the annual meeting.

**ARTICLE IX**

**SPECIAL MEETINGS**

1. A special meeting of the parish may be called by the vestry or the rector as provided in Title II Canon 2 of the Canons of the Diocese of Western Michigan. Notice of such meetings shall be given in the same manner as provided for notice of the annual meeting. The object of the special meeting shall be stated in such notice.

2. The rector, when present, shall preside at the special meeting. Otherwise, the Senior Warden or the Junior Warden shall preside.

3. The secretary of the vestry shall keep a full and complete record of all proceedings.

4. All matters at the special meetings shall be determined by a majority of the votes cast by those qualified to vote except as provided otherwise herein.

5. Only qualified voters may participate in any proceedings at the special meeting.

**ARTICLE X**

**QUALIFICATIONS OF VOTERS**

1. The qualification of voters at annual and special meetings shall be as defined in Title II, Canon 2 of the Canons of the Diocese of Western Michigan [;Canons of 1948 as amended].

2. Prior to each annual or special meeting the vestry shall state the qualifications of a “bona fide regular contributor” described in such canon. Unless changed by vote of the vestry at a regular or special vestry meeting these shall be:

a. An individual who gives, or husband and wife who give financial support regularly through the use of a pledge tot he Church, or

b. An individual who gives, or husband and wife who give financial support to the Church through donations known to the treasurer.

3. At each meeting prior to any votes being taken, qualifications for voting shall be stated.

**ARTICLE XI**

**AMENDMENT OF BY-LAWS**

1. These By-Laws may be amended at any annual meeting or special meeting, by majority of votes of these present and voting.

2. Notice of proposed changes in the By-Laws shall be given to the members of the Church in such manner as shall be determined by the vestry, at least three weeks prior to the meeting at which the proposed changes are to be considered.