

**BYLAWS OF THE EPISCOPAL CHURCH OF THE RESURRECTION, EUGENE, OREGON**  
~~Approved August 5, 2004~~ (Draft changes for approval)

**ARTICLE I: NAME AND LOCATION**

This Parish shall be known by the name of the “Episcopal Church of the Resurrection **Parish Corporation.**” The location of the Parish is in Eugene, Lane County, Oregon. The address of the Parish is 3925 Hilyard St., Eugene, Oregon 97405.

**ARTICLE II: RECOGNITION OF AUTHORITY**

This Parish, as a constituent part of the Church in the Diocese of Oregon, expressly accedes to the Constitution, Canons, Doctrine, Discipline, and Worship of the Protestant Episcopal Church in the United States and the Constitution and Canons of the Diocese of Oregon, and recognizes the authority of the General Convention and of the Convention of this Diocese.

**ARTICLE III: MEMBERSHIP**

**Section III.1: Member**

Any baptized person whose baptism has been duly recorded in the Episcopal Church is a Member.

**Section III.2: Voting Member**

A Voting Member is a Member who is 16 years of age or older and who has been a contributor, in his or her own name, or is a member of a family that contributes, to the support of the Parish for not less than six months preceding an election. The Rector shall be the sole judge of such qualification. The Rector shall be responsible for maintaining a list of members that shall be verified by the Vestry prior to each annual meeting of the Parish.

**ARTICLE IV: PROPERTY**

All real and personal property held by or for the benefit of this corporation is held in trust for the Protestant Episcopal Church in the United States and The Diocese of Oregon. The existence of this trust shall in no way limit the power and authority of the corporation otherwise existing over such property so long as the corporation remains a part of, and subject to, the Constitution and Canons of the Protestant Episcopal Church in the United States of America and the Constitution and Canons of The Diocese of Oregon. Upon the dissolution or final liquidation of the corporation, its assets shall be distributed to The Diocese of Oregon, or in the event The Diocese of Oregon is not in existence or is not exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, then to such other tax exempt entity engaged in purposes similar to those of this corporation in accordance with the Constitution and Canons of the Protestant Episcopal Church in the United States of America.

**ARTICLE V: PARISH MEETINGS**

**Section V.1: Annual Meetings**

The Annual Meeting of the Parish shall be held in the month of January at a date, time, and place determined by the Vestry. The purpose of the Annual Meeting is to elect members of the Vestry, elect delegates to Diocesan Convention, and to hear reports of the Rector, Wardens, committees, and other church groups. Notice of the Annual Meeting shall be posted in a conspicuous place at a main entrance to the Church at least one week before the date of the meeting. In addition, notice of the Annual Meeting shall be given at least during public services upon the two Sundays immediately preceding the Annual Meeting.

### **Section V.2: Presiding Officer**

The Rector shall be the Presiding Officer at all meetings of the Parish. In the absence of the Rector, or at his or her discretion, the Senior Warden shall be the Presiding Officer at all meetings of the Parish. In the absence of the Rector and the Senior Warden, the Junior Warden shall be the Presiding Officer at all meetings of the Parish. The Presiding Officer shall not vote except in the case of a tie.

### **Section V.3: Quorum for Parish Meetings**

25-50 Voting Members plus the Presiding Officer shall be required for a quorum. If a quorum is not present, or a meeting loses a quorum, the Motion to Adjourn shall be the only motion in order.

### **Section V.4: Nomination Procedure**

Not later than November 1, the Vestry shall appoint a Nominating Committee.

Subsection V.4.i: Nominating Committee The Nominating Committee shall consist of all retiring Vestry Members and others as the Vestry determines appropriate. The Rector shall serve as an ex-officio member of the Nominating Committee.

#### **Subsection V.4.ii: Committee Duties**

The Nominating Committee shall **propose for election qualified nominees to fill the offices of Vestry members whose terms are expiring and qualified nominees for Diocesan Convention delegates, shall develop a slate for balloting at the Annual Meeting.** ~~((delete: solicit nominations for eligible Vestry candidates (see Section VI.1) and eligible Diocesan Convention candidates (INSERT Canon reference for eligibility), and shall develop a slate for balloting at the Annual Meeting.))~~

#### **Subsection V.4.iii: Nominating Procedures**

~~((delete: A call for nominations, a description of eligibility requirements, and a description of responsibilities shall be published in any Parish newsletter and in weekly bulletins using prepared forms and other means to make the nomination process open and convenient.))~~ The Nominating Committee shall contact all those nominated to ascertain whether they meet the eligibility requirements, understand the responsibilities, and are willing to stand for election. The Rector shall invite all eligible nominees to a meeting that shall be held for the purposes of assisting each nominee in discerning whether to accept the call to Vestry service. The Rector shall establish the date, time, and place of such meeting or meetings. The Rector shall not receive nominations after the date of such meeting or meetings. Attendance at one such meeting shall be a prerequisite to eligibility for election to the Vestry at the next Annual Meeting. The Nominating Committee shall put forward all eligible and willing nominees for the public ballot. The number of nominees for the Vestry shall equal or exceed the number of vacancies. The number of nominees for Convention Delegate shall equal or exceed the number of delegates and alternates allocated. ~~((delete: Written statements from the candidates shall be solicited and published in advance of the Annual~~

~~Meeting.))~~ Nominations from the floor of the Annual Meeting shall not be in order.

### **Section V.5: Conduct of the Election**

The election to the Vestry and the election of Convention Delegates and Alternates shall take place at the Annual Meeting. **The vote shall be cast by written ballot, except in those instances where the number of nominees does not exceed the number of vacancies. The presiding officer shall act as inspector of elections and certify who are elected Members of the Vestry and Delegates to the Convention.**

~~The election to the Vestry and the election of Convention Delegates and Alternates shall take place at the Annual Meeting. The Presiding Officer shall appoint three tellers. The tellers shall be responsible for distributing, collecting, safeguarding, and counting all ballots. The tellers shall also serve as election judges with respect to valid and challenged ballots. A valid ballot for Vestry elections shall be cast by a Voting Member and shall indicate a number of choices equal to or less than the number of vacant positions. Ballots containing more choices than the number of members to be elected shall be declared invalid. The definition of a valid ballot shall be printed on each ballot. A valid ballot for Convention Delegate elections shall be cast by a Voting Member and shall indicate a number of choices equal to or less than the number of allocated Delegates. Ballots containing more choices than the number of allocated Delegates to be elected shall be declared invalid. The definition of a valid ballot shall be printed on each ballot. Proxy and absentee ballots are not allowed. Those nominees receiving the most votes, in descending order up to the number of open Vestry positions, shall be declared elected as Vestry Members as long as each nominee has received a majority of the ballots cast. In the event of a confounding tie or an insufficient number of nominees having received a majority vote, then another election shall be conducted with the names of those previously elected removed from the ballot until all positions are filled. If a round of voting results in no one being elected, the person receiving the least number of votes shall be removed from the ballot and another election shall be conducted with the remaining names. Those nominees receiving the most votes, in descending order up to the number of allocated delegates, shall be declared Convention Delegates. Those remaining nominees receiving the most votes, in descending order up to the number of allocated Alternates, shall be declared Alternates to Convention. In the event of a confounding tie, then another election shall be conducted with the names of those previously elected removed from the ballot until all positions are filled. In the event that a Convention Delegate cannot attend, the Alternates shall be called to serve in the descending order of the votes they received. The Presiding Officer shall keep the order in which the Alternates placed confidential. The tellers shall communicate in writing to the Presiding Officer the names of those elected to the Vestry and as Convention Delegates and Alternates, but the tellers shall keep the tally of votes confidential. The tellers shall communicate in writing the order in which the Alternates placed. The Presiding Officer shall certify all who are elected Members of the Vestry, Convention Delegates, and Convention Alternates. The Tellers shall enclose all ballots cast at the election, and all rejected ballots, in a sealed envelope, and the Clerk and Tellers shall sign the envelope. The envelope shall be preserved, unopened, for one year by the Clerk, subject to the order of the Bishop. An appeal from the certified result of the election may be made to the Bishop. The Bishop's decision shall be final.~~

The names of the lay delegates to the Diocesan Convention shall be certified in writing by the Rector, or in the Rector's absence by the Senior Warden, on the form of certification provided by the secretary of the Diocese ~~at least sixty days prior to the convention.~~ **by March 10th of each year.**

### **Section V.6: Special Meetings**

Special Parish Meetings may be called at any time by the Rector, or by a majority of the elected members of the Vestry, or by ten Voting Members of the Parish whenever in the judgment of the same the necessity or good of the Parish may require. Notice of any special meeting shall be given in the same manner as the notice of the Annual Meeting, and the notice shall set forth the business which is proposed, and no other business than that specified in the notice shall be in order.

## **ARTICLE VI: THE VESTRY, CHURCH OFFICERS, AND DELEGATES**

The Vestry shall be composed of nine members who are laypersons who qualify by the requirements of Section VI.1 below. The Vestry is responsible for the stewardship of the Parish and its property and other duties as defined by Canon Law. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property.

### **Section VI.1: Eligibility**

All eligible candidates for election to the Vestry shall meet the minimum requirements specified by the Canons of the Diocese. All eligible candidates shall be Voting Members of the Parish. All eligible candidates shall be eighteen years of age or older. All eligible candidates shall have made a pledge, in their own name, or as a member of a pledging family, to the financial support of the Parish at least six months preceding the election. All eligible candidates shall have served on the Vestry no more than thirty-six (36) continuous months immediately preceding a current election to the Vestry. All eligible candidates shall be communicants in good standing. Communicants in good standing must have received Holy Communion at least three times in the preceding year and "...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..." Members of the same household shall not serve simultaneously on the Vestry.

**All eligible candidates for election as Lay Delegates to the Convention shall be communicants in good standing and shall be at least 16 years of age.**

### **Section VI.2: Time of Taking Office**

All Vestry Members elected at the Annual Meeting shall take office on the first Sunday following the Annual Meeting, and shall be installed at the principal Sunday service held on that day.

**Section VI.3: Terms of Office** Vestry members shall serve for three-year terms, with three members to be elected at each Annual Meeting. No member may serve continuously for more than two consecutive terms.

### **Section VI.4: Election by the Vestry**

In the event of a vacancy on the Vestry that results in an uncompleted Vestry term that exceeds six months, the Vestry shall appoint a new Vestry member to fill the remainder of the unexpired term. To be eligible, an appointee shall not have served on the Vestry for at least twelve (12) months prior to appointment. The Vestry shall appoint a new Vestry member to fill the term under this

subsection in the event that the number of Vestry Members elected at the Annual Meeting is less than the number of vacancies. A Special Parish Meeting shall be called for the purpose of electing new Vestry members to fill the remainder of the unexpired terms in the event of a calamity that takes the lives of, or incapacitates, a majority of the Vestry such that a quorum cannot be achieved to elect replacement members.

#### **Section VI.5: Meeting Frequency**

The Vestry shall meet at least once per month during the months of September through June, at dates, times, and locations determined by the Vestry.

#### **Section VI.6: Vestry Meetings Open to the Congregation**

All Vestry meetings are open to members of the Parish unless a majority of the Vestry members present vote to go into executive session. ~~to discuss a personnel issue.~~

#### **Section VI.7: Quorum for Meetings**

A quorum of the Vestry shall consist of five Vestry Members plus the Presiding Officer. If a quorum is not present, or a meeting loses a quorum, a Motion to Adjourn shall be the only motion in order.

#### **Section VI.8: Voting**

Except as otherwise provided in these Bylaws, a simple majority of the Vestry Members present shall be sufficient to carry any matter before the Vestry. **Attendance by phone or by video conference constitutes attendance.** Proxy or absentee votes shall not be allowed.

#### **Section VI.8.1: Approval of actions between meetings**

An action which requires Vestry approval may be presented for approval by email. Response and consent by all Vestry members is required for approval.

#### **Section VI.9: Presiding Officer**

The Rector shall be the Presiding Officer at all meetings of the Vestry. In the absence of the Rector, or at his or her discretion, the Senior Warden shall be the Presiding Officer. In the absence of the Rector and the Senior Warden, the Junior Warden shall be the Presiding Officer. ~~The Presiding Officer shall not vote except in the case of a tie.~~ **The Rector has the right to vote at all Vestry and Parish meetings.**

#### **Section VI.10: Election of Officers**

##### **Subsection VI.10.i: Senior Warden**

The Rector shall appoint the Senior Warden by the first scheduled meeting of the Vestry following the Annual Meeting. The Senior Warden shall be selected from the members of the Vestry. The Senior Warden shall be a confirmed or received communicant in good standing. The term shall be one year or until the successor is appointed. The Senior Warden may serve for not more than two consecutive terms.

##### **Subsection VI.10.ii: Junior Warden**

The Vestry, at the first meeting of the Vestry following the Annual Meeting, shall elect the Junior Warden. The Junior Warden shall be selected from the members of the Vestry. The Junior Warden shall be a confirmed or received communicant in good standing. ~~The term shall be one year or~~

~~until the successor is elected. The Junior Warden may serve for not more than two consecutive terms.~~ **The Junior Warden shall serve for a term of one year and may be re-elected without limitation.**

**Subsection VI.10.iii: Clerk**

The Vestry shall elect the Clerk. The Clerk need not be a member of the Vestry. If the Clerk is not a member of the Vestry, the Clerk shall have voice but no vote at Vestry meetings. The Clerk of the Vestry shall be Clerk of the Parish and shall act as such at all Parish meetings. In case of the Clerk's absence at a Parish meeting, the Presiding Officer shall select a Clerk pro tempore. The Clerk shall serve for a term of one year and may be re-elected without limitation.

**Subsection VI.10.iv: Treasurer**

The Vestry shall elect the Treasurer. The Treasurer need not be a member of the Vestry. If the Treasurer is not a member of the Vestry, the Treasurer shall have voice but no vote at Vestry meetings. The Treasurer shall serve for a term of one year and may be re-elected without limitation.

**Section VI.11: Removal from the Vestry**

In the event that a Member of the Vestry shall fail to attend three consecutive scheduled meetings without a satisfactory reason, the Vestry shall give written notice to such Member. Failure to attend the next regular meeting or to provide a satisfactory reason for failure to attend shall be evidence of the Member's inability or lack of desire to serve. In such case, the Vestry shall declare the office vacant.

**Section VI.12: Special Committees and Commissions**

The Vestry may establish Special Committees and Commissions as needed. The Rector shall appoint members with the concurrence of the Vestry. Special Committees shall be those having a goal that can be reached within a specified time limit that require ability and expertise in a specific area. The duties and powers of such committees shall be set forth in the motion establishing the committees. All Special Committees shall contain at least one member of the Vestry. Commissions may be established to meet the ongoing needs of the community life of the Parish. Commissions shall report regularly on their work to the Vestry. The Vestry shall review the purpose and work of all commissions at least annually. The Rector is an ex-officio member of all Special Committees and Commissions.

**ARTICLE VII: RECTOR**

The Rector shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Oregon and as may not be inconsistent with law. The control of the worship and the spiritual jurisdiction of the Parish are vested in the Rector, subject to the Rubrics of the Book of Common Prayer, the Canons of the Church, and the godly counsel of the Bishop. It shall be the Rector's duty and right to give order for public worship, together with all that pertains thereto. The Rector shall at all times be entitled to the use and control of the Church and Parish building with the appurtenances and furniture thereof, in addition to the powers and duties prescribed by the Constitution and Canons of the Diocese of Oregon and the General Convention Canons. The Rector shall have the spiritual direction and control of all associations of the Parish. The Rector shall be an ex-officio member of all committees,

commissions, and associations of the Parish. All compensated personnel are to be selected by the Rector with the approval of the Vestry and are to be compensated by the Parish.

## **ARTICLE VIII: DUTIES OF OFFICERS**

### **Section VIII.1: Senior Warden**

The Senior Warden shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Oregon and as may not be inconsistent with law. The Senior Warden shall preside at Vestry Meetings and Parish Meetings in the absence of, or at the discretion of, the Rector. The Senior Warden shall be responsible for the temporal matters of the Parish and perform other duties set forth in Canon Law. The Senior Warden shall, under the direction of the Rector, procure a proper place to be used as a place of worship; to see that the same is kept clean and in good repair; and that it be provided with all things necessary for conducting the services of the Church decently and in good order, and shall cooperate with the Bishop, Archdeacon, and Dean of the Convocation in maintaining services in the absence of a ~~vicar~~ **rector**.

### **Section VIII.2: Junior Warden**

The Junior Warden shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Oregon and as may not be inconsistent with law. The Junior Warden shall preside at Vestry Meetings and Parish Meetings in the absence of the Rector and the Senior Warden. The Junior Warden shall be responsible for maintenance of all real and tangible personal property (other than cash and securities) owned by the Parish. The Junior Warden shall be responsible for the temporal matters of the Parish and perform other duties set forth in Canon Law. The Junior Warden shall, under the direction of the Rector, procure a proper place to be used as a place of worship; to see that the same is kept clean and in good repair; and that it be provided with all things necessary for conducting the services of the Church decently and in good order, and shall cooperate with the Bishop, Archdeacon, and Dean of the Convocation in maintaining services in the absence of a ~~vicar~~ **rector**.

Inasmuch as the grounds and facilities of the Parish are substantial, the Vestry may elect two Vestry members to share the position of Junior Warden, one responsible for physical facilities and one responsible for grounds. The Junior Warden for facilities shall be in succession following the Rector and Senior warden.

### **Section VIII.3: Clerk**

The Clerk shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Oregon and as may not be inconsistent with law. The Clerk shall record all minutes of Vestry meetings and Parish meetings. The Clerk shall enter and attest all approved minutes in the Book of Minutes of the Vestry or the Parish. The Clerk shall attest or certify documents of the Parish as required. The Clerk shall give notices of meetings of the Vestry at least one week prior to normal meetings of the vestry, or at least 72 hours ~~or the preceding Sunday~~ prior to a special Vestry meeting. The Clerk shall preserve all entrusted documents, papers, books, and records. The Clerk shall furnish each Vestry Member with minutes of each meeting of the Vestry prior to the next following meeting.

The Clerk shall perform such other duties as may be prescribed by the Vestry and Rector. The Clerk shall deliver all books and papers relating to the affairs of the Parish to the Clerk's successor.

### **Section VIII.4: Treasurer**

The Treasurer shall perform such duties and shall have such powers as may be prescribed by the Canons of the Episcopal Church and of the Diocese of Oregon and as may not be inconsistent with law. The Treasurer shall receive, **or oversee the receiving of**, all money collected under authority of the Vestry. The Treasurer shall disburse, **or oversee the disbursement of**, money only **as approved by the Vestry in the annual church budget or upon order from the Vestry as documented in the Vestry meeting minutes**. The Treasurer shall maintain records of accounts for all funds received and ~~dispensed~~ **disbursed**, and present them annually for audit. ~~The Treasurer shall send to the Treasurer of the Diocese, by the 15th of each month, a statement of the previous month's General Purpose Income and its Diocesan Program Assessment payment.~~ The Treasurer shall maintain records and assist the Rector in the preparation of the Annual Parochial Report. The Treasurer shall maintain complete and accurate records with respect to all trust or other dedicated funds, including the source and date thereof, the terms governing the use of principal and income, to whom and how often reports of condition are to be made, how the funds are to be invested and proper books of account. The Treasurer shall inform the Church Pension Fund of salaries and any other compensation paid to the Clergy by the Parish and changes in such salaries and compensation as they may occur, and shall pay promptly to the Church Pension Fund the pension assessments required thereon under the Canons of the General Convention and in accordance with the rules of the Fund. The Treasurer shall present to the Parish, at its Annual Meeting, a full and accurate statement of all money received and disbursed during the preceding year. The Treasurer shall be subject to the direction of the Vestry and shall answer all questions as to the state of the Treasury and shall attend the monthly meetings of the Vestry. The Treasurer shall submit to the Vestry a monthly statement of receipt and disbursements of cash or cash equivalent, and the amount of cash or cash equivalents on hand in such forms as the Vestry shall direct. The books and accounts of the Treasurer shall be open at all times to the inspection of the Rector and Members of the Vestry. The Treasurer shall perform all other duties prescribed by the Vestry and by the Canons of the Diocese of Oregon. The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, the Parish shall procure adequate bonds. Except as the Vestry may otherwise designate, the Treasurer may act or appoint any member of the Vestry to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish. The funds of any Parish Special Committee or Commission that has held no meeting for a period of two years shall be turned over to the Treasurer to be used as the Vestry may direct.

## ARTICLE IX: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

### Section IX.1: Contracts

No contracts shall be entered into on behalf of the Parish unless authorized by a resolution of the Vestry. Such authority shall be confined to specific instances.

### Section IX.2: Loans

No loans shall be contracted on behalf of the Parish and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Vestry. **Without prior consent of the Bishop**, such authority shall be confined to ~~specific instances~~ **purposes of expansion or improvement of its facilities. All such encumbrances shall be promptly reported to the Bishop.**

**Section IX.3: Checks and Drafts** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness drawn on the Parish's operating accounts or special accounts shall be signed by two of the following: Rector, Treasurer, Senior Warden, Junior Warden, or other person designated by the Vestry. ~~One of the signers must include the Rector, Treasurer, Senior Warden, or Junior Warden.~~

### Section IX.4: Deposits

All funds of the Parish not otherwise employed shall be deposited from time to time to the credit of the Parish in such banks, trust companies, or other depositories as the Vestry may select.

## ARTICLE X: INDEMNIFICATION AND INSURANCE

### Section X.1 Indemnification of Vestry Members and Officers

~~At the sole discretion of the Vestry, the Parish may indemnify and hold harmless, to the fullest extent allowed by law, any person who at any time serves or has served as a member of the Vestry or Officer of the Parish. To be eligible for indemnification, the person's conduct shall have been made in good faith, in the reasonable belief that his or her conduct was not opposed to the Parish's best interests, and, in the case of a criminal proceeding, that the person had no reasonable cause to believe that the conduct was unlawful. The extent of the indemnification of the person may include, at the discretion of the Vestry: (a) reasonable expenses, including reasonable attorney's fees, actually incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding, and any appeal thereof, whether civil, criminal, administrative, or investigative, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding. Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if the payment has been approved by a majority vote of a quorum of the Vestry members who are not at that time parties to the proceeding. If a quorum of the Vestry cannot be achieved due to members being parties to the proceeding of conflicts of interest, any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if the payment has been approved by a majority vote of a quorum of the Parish members who are not at that time parties to the proceeding.~~

~~This indemnification shall inure to the benefit of the heirs, executors, and administrators of Indemnified Officers entitled to indemnification. The right of indemnification shall be in addition~~

~~to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise by law. This article constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.~~

- a. **The Parish shall indemnify, to the full extent allowed by law, any Vestry member or Officer who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because of being a Vestry member or Officer, against reasonable expenses actually incurred by him or her in connection with the proceeding.**
- b. **In addition, upon a determination that indemnification is permissible in the circumstances, at the sole discretion of the Vestry, the Parish may indemnify, to the fullest extent allowed by law, any Vestry member or Officer against liability incurred in a proceeding to which he or she was made a party because he or she is or was a Vestry member or Officer. The extent of this indemnification may include reasonable payments made by the Vestry member or Officer in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such proceeding. Indemnification is permissible in the circumstances if the Vestry member's or Officer's person's conduct was: (i) in good faith; (ii) in the reasonable belief that his or her conduct was in the Parish's best interests or at least was not opposed to the Parish's best interests; and (iii) in the case of a criminal proceeding, the Vestry member or Officer person had no reasonable cause to believe the conduct was unlawful.**
- c. **Any payment shall be conclusively deemed authorized by the Parish under subsection b of this Article, and each Vestry member approving such payment shall be wholly protected, if the payment has been approved by a majority vote of a quorum of the Vestry members who are not at that time parties to the proceeding. If a quorum of the Vestry cannot be achieved due to the number of members who are parties to the proceeding, any payment shall be conclusively deemed authorized by the Parish under subsection b of this Article, and each Vestry member approving such payment shall be wholly protected, if the payment has been approved by either: (i) a majority vote of a committee duly designated by the Vestry, consisting solely of two or more Vestry members not at the time parties to the proceeding; or (ii) special legal counsel selected by the Vestry or its committee in the manner prescribed above or, if a quorum of the Vestry cannot be obtained and a committee cannot be designated, the special legal counsel shall be selected by majority vote of the full Vestry, including Vestry members who are parties to the proceeding.**
- d. **This indemnification shall inure to the benefit of the heirs, executors, and administrators of the persons entitled to indemnification under this Article. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to**

**indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise by law. This Article constitutes a contract between the Parish and the persons entitled to indemnification under this Article. No amendment or repeal of the provisions of this Article which adversely affects the right of an person entitled to indemnification under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.**

#### **Section X.2: Indemnification of Employees and Agents**

The Vestry, in its sole discretion, may indemnify and advance expenses to an employee or agent of the Parish who is not a Vestry member or Officer of the Parish to the same extent as to a Vestry member or Officer.

#### **Section X.3: Evaluation**

The Vestry shall take all such action as may be necessary and appropriate to authorize the Parish to pay the indemnification required by this Article, including, without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted, the amount of indemnity due him or her, the impact upon the Parish as a whole of the indemnification, and the justice of the matter.

#### **Section X.4: Insurance**

The Parish shall have the power, by resolution of the Vestry, to purchase and maintain insurance on behalf of any person who is or was a Vestry member, Officer, employee, or agent of the Parish against any liability asserted him or her and incurred by him or her in such capacity.

### **ARTICLE XI: AUDIT OF ACCOUNTS**

All accounts of the Parish shall be audited annually ~~during the first three months of each fiscal year~~ by a Certified Public Accountant, independent Licensed Public Accountant, or such audit committee as shall be authorized by the Vestry, Diocesan Finance Committee, Diocesan Department of Finance, or other appropriate diocesan authority. **The audit shall be completed by the end of the second quarter (June 30th) of each year.** The Auditor shall make a written report to the Vestry following its completion.

### **ARTICLE XII: CONFLICTS OF INTEREST**

All actual or potential conflicts of interest shall be disclosed promptly and fully to the Vestry and all other appropriate parties. This policy shall apply to all Vestry members, Officers, members of committees appointed by or reporting to the Vestry, all Standing Committees, and all employees having discretionary management authority. When any such person has an actual or potential conflict of interest, he or she shall make a prompt and full disclosure of such interest to the Vestry prior to the Vestry acting on the matter. Such disclosure may include any relevant and material facts known to such person about the person's relationship or interest and about the matter or transaction which might reasonably be construed to be adverse to the Parish's interest. The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use any personal influence

on, nor participate in (other than to present factual information or to respond to questions), the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Vestry or a committee votes on the transaction. The minutes of the meeting shall reflect the disclosure made; the vote thereon; where applicable, the abstention from voting and participation of the interested person; and whether a quorum was present.

### ARTICLE XIII: STANDING COMMITTEES

The Vestry may establish Standing Committees to monitor and manage specific regular functions of the Parish. Each Standing committee established by the Vestry will be commissioned for a specific function, and shall include at least one member of the Vestry.

#### **Section XIII.1: Finance Committee**

The Vestry shall establish and appoint members to a Finance Committee. The Treasurer shall be a member of the Finance Committee. The Finance Committee shall contain no fewer than two members of the Vestry. The Rector shall be an ex-officio member of the Finance Committee. The Finance Committee shall recommend expenditures to the Vestry. The Finance Committee shall recommend an annual budget to the Vestry. The Finance committee shall ensure that an independent financial audit is conducted at least annually as required by the Diocesan Canons. The Finance Committee shall conduct an annual compensation review of all staff members, and present that evaluation and recommendation to the Vestry for approval, disapproval, or approval with modifications. **The Finance committee shall receive recommendations from the Board of Trustees of the Endowment Funds and present such recommendations to the Vestry for their approval.**

#### **Section XIII.2 Hospitality Village**

**The Vestry shall establish and appoint members to a Hospitality Village Committee. The Hospitality Village Committee shall contain at least one member of the Vestry. The Rector shall be an ex-officio member of the Hospitality Village Committee.**

### ARTICLE XIV: GIFTS AND MEMORIALS

No object intended as a permanent addition to the Parish or its property, or to be used therein during Divine services, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry. Such articles so accepted may not be removed except by approval of the Rector and the Vestry. The names of donors of such gifts and memorials, the terms and conditions thereof, if any, and the dates of acceptance shall be recorded in the permanent records of the Parish.

### ARTICLE XV: PARISH REGISTER

The Parish shall furnish a Register, and it shall be the duty of the Rector to record therein all baptisms, confirmations, marriages, burials, and the names of all communicants of the Parish, together with such other information and dates as may be required by the Canons of the Diocese of Oregon, the General Convention Canons, and the Vestry. It shall be the duty of the Rector, upon dissolution of the pastoral relationship, to deposit this Register with the Wardens. The Register shall, at all times, be open to the inspection of the Vestry Members, of the Bishop, or of any person deputized by the Bishop.

## ARTICLE XVI: MISCELLANEOUS

### Section XVI.1: Fiscal Year

The fiscal year of the Parish shall be the calendar year.

### Section XVI.2: Rules of Order

Robert's Rules of Order, most recently revised, shall govern the conduct of all Vestry and Parish meetings except as otherwise directed by National Canons, Diocesan Canons, or these bylaws.

## ARTICLE XVII: AMENDMENTS

These bylaws are subject and subordinate to the Canons of the Diocese of Oregon, the Constitution and Canons of the General Convention, and to applicable civil law, all as the same exist or may hereafter be in force and effect. The bylaws are severable and the invalidity of any particular bylaw or portion thereof shall not affect the validity of any other bylaw or portion. ~~The bylaws may be amended or repealed at any Vestry meeting by a two-thirds affirmative vote of the full Vestry provided that a copy of the proposed amendment is mailed~~ **distributed** ~~to each member of the Vestry at least fifteen days prior to the meeting at which such amendment will be considered.~~ **Bylaws and amendments to Bylaws must be approved by the Parish at an annual meeting.**

## ARTICLE XVIII: REPEAL OF PRIOR BY-LAWS

All bylaws in effect prior to the date of adoption of these bylaws are repealed.

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### History of Amendments:

March 3, 2005, Subsection VI.10.ii: Junior Warden

Addition of the following: "The Vestry may decide, by a 2/3 majority vote to remove the two-term limitation in the case where the expertise and willingness of the Junior Warden are clearly in the best interest of the Parish."



