

BYLAWS of Christ Church Parish, Woodbury, MN

ARTICLE 1 Members of the Parish Congregation

Section 1.01 Members. All persons who have received the Sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit and whose baptism has been duly recorded in the Parish Congregation Register, and all persons confirmed or received in the Protestant Episcopal Church in the United States of America (the "Church") whose confirmation, reception or transfer is duly recorded in the Parish Congregation Register are members of the Parish Congregation.

Section 1.02 Communicants. All members of the Parish Congregation who have received Holy Communion at least three times during the preceding year are Communicants of the Parish Congregation.

Section 1.03 Adult Communicants. Communicants who are sixteen years of age and over are Adult Communicants.

Section 1.04 Good Standing. All Adult Communicants who for the previous year have been faithful in worship, unless for good cause prevented, and have been faithful in working, praying, and pledging and giving to this Parish Congregation for the spread of the Kingdom of God, are Adult Communicants in Good Standing.

Section 1.05 Voting Members. A member of the Parish Congregation who is an Adult Communicant in Good Standing is entitled to vote at meetings of the Congregation.

ARTICLE 2 Meetings of the Parish Congregation

Section 2.01 Annual Meeting. The Annual Meeting of the Parish Congregation shall be held no later than the second Sunday in February of each year at a time determined by the Vestry. At this meeting, the budget for the upcoming year and the year-end financial report will be presented. All elections will be held and all necessary business will be conducted at this meeting. The Annual Meeting shall be held at the location of the Parish church building, or if there is no Parish church building, at a location designated by the Vestry. Notice of the place, date and time of every annual meeting of the Parish Congregation shall be provided to each member of the Parish Congregation at least twenty days but not more than sixty days before the date of such meeting.

Section 2.02 Reports. At the Annual Meeting, the Rector, or in his absence a Warden, shall submit committee reports in writing of the work of the Parish during the previous year.

Section 2.03 Special Meetings. Special meetings of the Parish Congregation may be called by the Rector, Priest-in-Charge, or by the Senior Warden or Junior Warden. The Vestry or ¼ of the voting members of the congregation may petition for a meeting with at least twenty days written notice to the Congregation.

Section 2.04 Notice of Special Meetings. Notice of the date, time, place and purpose of every special meeting of the parish shall be provided to each member of the Parish Congregation not less than twenty days prior to the date of such meeting. The agenda of any special meeting must not deviate from the purpose stated in the notice.

Section 2.05 Quorum. A quorum shall consist of 15% of voting members.

Section 2.06 Adjournments. Any meeting of the Parish Congregation may be adjourned from time to time or day to day, or both, upon the consent of a majority of the voting members present. If the date, time and place of the adjourned meeting appear in the minutes of the original meeting, no further notice as to the date, time and place of the adjourned meeting need be given. At any adjourned and reconvened meeting at which a quorum of the voting members is present, any business may be transacted which might have been transacted at the original meeting.

Section 2.07 List of Voting Members. At least ten days before a meeting of the Parish Congregation, the Rector, or in the absence of the Rector a Warden must maintain a list of voting members of the congregation, certified by the Clerk of the Vestry. This list shall contain the names of Adult Communicants in Good Standing and whose names appear on the list maintained by the Pledge Custodian. The list shall be on file in the Parish Office until after the meeting, and shall be retained by the Clerk as part of the records of the meeting.

Section 2.08 Voting. Each Voting Member of the Congregation shall be entitled to one vote on all matters. No Voting member may vote by proxy or by absentee ballot. The affirmative vote by a majority of the Voting Members present and voting at a duly called meeting of the Parish Congregation shall constitute an action by the Parish Congregation.

Section 2.09 Notice. For purposes of this article, notice shall be provided to each member of the Parish Congregation either by mail at their addresses shown in the Parish Registry or alternately by electronic methods including telephone.

ARTICLE 3 Elections

Section 3.01 Vote by Ballot. In electing the Wardens and members of the Vestry, all voting must be by ballot; provided, however, that if the number of candidates for election is equal to the number of vacancies to be filled, then the Clerk of the Vestry may be directed by the Presiding Officer to cast a unanimous ballot for the slate of nominees.

Section 3.02 Nominations. Nominations for election of the Vestry and Wardens must be submitted to the Clerk of the Vestry in writing not later than thirty days before the meeting.

Section 3.03 Judges of Election. Unless the number of nominees equals the number of vacancies to be filled, the presiding officer shall appoint from the Voting Members of the Congregation, three judges of the election. The judges shall canvass the ballots and certify in writing the result of the election. Whenever the right to vote is challenged, the challenged ballot shall be segregated and identified, and, after the person whose ballot it is has had the opportunity to be heard, the judges shall indicate thereon whether the vote was allowed or rejected, and affix thereto their signatures. The Clerk shall retain all election records in the event an election is appealed. If no appeal to the Bishop of the Diocese of Minnesota (the "Bishop") is taken within thirty days following the election, the election records may be destroyed.

Section 3.04 Election Results. The results of any election or summary of any action taken at an annual or special meeting of the Parish Congregation shall be posted in a conspicuous place in the Parish church building within seven days after the meeting. The Rector or Priest-in-Charge or the Senior Warden or Junior Warden shall forward to the Bishop the names, addresses and telephone numbers of the Wardens, other members of the Vestry, delegates and alternates to Convention/Regional board, and Treasurer and Clerk then in office. If any change occurs in any office, the Bishop shall be notified of the same within seven days.

ARTICLE 4 Vestry

Section 4.01 Board of Directors. Except as otherwise provided by the laws of Minnesota or by Canon Law, the Vestry constitutes the Board of Directors of the corporation.

Section 4.02 Monthly Meetings. Monthly meetings of the Vestry shall be held at such time and place as may be designated by the Vestry. No written notice of any regular monthly meeting is required.

Section 4.03 Special Meetings. Special meetings of the Vestry may be called by the Rector or Priest-in-Charge, or by a Warden at the request of a majority of the Vestry members. Written notice of the date, time, location and purpose of the special meeting shall be provided to the Vestry at least three days prior to the date of the special meeting.

Section 4.04 Meeting Requirements and Quorum. No action, except for adjournment, shall be taken at any meeting of the Vestry unless either the Rector or Priest-in-Charge, or in his/her absence the Senior Warden or Junior Warden, is present. All actions of the Vestry shall require the affirmative vote of a majority of the Vestry members present and voting at a duly called meeting. A quorum shall consist of at least one Warden and at least a majority of the Vestry members, but a smaller number may adjourn until a quorum is secured. No member of the Vestry may vote by proxy or by absentee ballot.

Section 4.05 Duties. The Vestry shall be responsible for conducting all temporal activities and affairs of the Parish. The Vestry may delegate management of the temporal activities of the corporation to any person or persons, provided that the activities and affairs of the corporation are managed and all corporate powers are exercised under the ultimate direction of the Vestry.

Section 4.06 Annual Report. On or before the date set for the Annual Meeting of the Parish Congregation, the committees of the Vestry shall submit to the parish clerk or to the secretary a full, accurate and faithful statement of the temporal condition of the Parish Congregation.

Section 4.07 Number and Qualification. The number of vestry members of the Vestry shall be nine elected persons who are Voting Members of the Congregation and the officers of the Corporation. These officers are the Rector, Senior Warden, Junior Warden, Clerk and Treasurer.

Section 4.08 Election. Members of the Vestry including the wardens are elected by the affirmative vote of a majority of the Voting Members of the Parish Congregation present and voting at the Annual Meeting of the Parish. A Nominating Committee comprised of those members of the Vestry whose terms are expiring at the next annual meeting of the Congregation shall submit a report of nominees to the Vestry at least thirty days prior to the date set for the annual meeting. Any member in good standing may submit his/her own name or other name of a person in good standing for office. Nominations may be made from the floor as long as the person has given consent.

Section 4.09 Term. The maximum term for which a member of the Vestry may serve ends on the date of the third annual Meeting of the Parish Congregation following the meeting at which such member was elected. Each term of office shall be fixed so that as nearly as practicable one-third of the members of the Vestry to be elected for a full three year term is elected at each annual meeting. A retiring or resigning Vestry member may not again serve on the Vestry until one year has elapsed, except that a member completing less than one year of another's unexpired term may be elected for a full term.

Section 4.10 Vacancies. A Vestry position shall become vacant upon the death, disability, resignation, or removal of a member. The remaining members of the Vestry shall elect a qualified person to fill any vacancy in the Vestry. The replacement serves until the next Annual meeting.

Section 4.11 Removal. If any member of the Vestry is absent for four consecutive, regular meetings without notice and without good cause; then, with the advice and consent of the Rector or Priest-in-Charge, or if there is no Rector or Priest-in-Charge, then with the advice and consent of the Wardens the position may be declared vacant by the Vestry and a qualified person elected by the Vestry to fill the vacancy.

Section 4.12 Written Action. Any action which may be taken at a monthly meeting or a special meeting of the Vestry may be taken without a meeting if done in writing and signatures are received by all the members of the Vestry.

Section 4.13 Action by Teleconference. A conference among Vestry members by means of communication through which the members may simultaneously hear each other during the conference is a meeting of the Vestry, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference is a quorum. Participation in a meeting by this means also constitutes personal presence at the meeting.

Section 4.14 Committees of the Vestry. There shall be Standing Committees of the Vestry, each of which shall be accountable to the Vestry. The Standing Committees shall be appointed annually by the Vestry, upon nomination by the Rector, if there be one, and if not by the Wardens. The Rector shall designate the Chair of each Committee. The Rector and Wardens shall be ex-officio members of each Standing Committee. Members of the Standing Committees need not be members of the Vestry. The Vestry liaison need not chair said committee.

Section 4.15 Special Committees. Special Committees may be appointed from time to time at the discretion of the Vestry.

ARTICLE 5 Wardens

Section 5.01 Qualifications. The officers of the Parish shall include a Senior Warden and Junior Warden who shall have served at least one year as a member of a parish Vestry.

Section 5.02 Term. A Warden is elected by the parish for a one-year term and may be elected a second term. The office shall become vacant upon the death, disability, resignation, or removal of the Warden. A retiring or resigning Warden may not again serve on the Vestry until one year has elapsed, except that a Warden completing less than one year of another's unexpired term may be elected to a first full term.

Section 5.03 Duties. The duties of the Wardens belong equally to both the Junior Warden and the Senior Warden and both are jointly and individually responsible for the performance of the duties of the office, including:

- (a) If there is no Rector or Priest-in-Charge or if the Rector or Priest-in-Charge is absent, unable to act, or so delegates the Wardens to preside, to preside at all meetings of the Vestry and of the Parish Congregation;
- (b) To maintain the Parish Register if there is no Rector or Priest-in-Charge;
- (c) To give notice to the Bishop if any member of the Clergy of the Church residing within the Parish Congregation conducts himself or herself in such a way as to be contrary to the rules of the Church or unbecoming to the Clergy;
- (d) To see that the church building and external premises are maintained in proper repair and kept from all sacrilegious uses and from secular uses not authorized under Canon Law;
- (e) To either personally or by delegation preserve order and decorum in and around the church building on all occasions and especially during the time of Divine Worship; and
- (f) Within one week after the position of Rector becomes vacant, to give written notice thereof to the Bishop.

Section 5.04 Removal of Wardens. A Warden may be temporarily suspended or permanently removed from office by the Bishop as provided in the Canons of the Diocese of Minnesota.

Section 5.05 Voting Rights. A Senior Warden and Junior Warden who are elected by a vote of the congregation are voting members of the Vestry.

ARTICLE 6 The Treasurer

Section 6.01 Term and Qualifications of Treasurer. The Treasurer shall be elected by the Vestry at the first meeting of the Vestry in each calendar year for a term that shall expire at the first meeting of the Vestry in the succeeding calendar year, or upon the Treasurer's death, disability, resignation, or removal. The Treasurer must be a Voting Member of the Congregation.

Section 6.02 Treasurer Duties. The Treasurer shall present at each Vestry meeting and each Annual Meeting of the Parish Congregation a full report of the financial condition of the Parish and an appropriate accounting of funds as of the end of the preceding year. The Treasurer shall ensure that the Parish books of account are kept in a manner consistent with Generally Accepted Accounting Principles or practices. The Treasurer shall be bonded in an amount and by a surety approved by the Vestry.

Section 6.03 Voting Rights. The Treasurer is a non-voting member of the Vestry, unless he or she is concurrently serving a term as an elected member of the Vestry.

**ARTICLE 7
The Clerk**

Section 7.01 Term and Qualifications of Clerk. The Clerk, who shall be the secretary, shall be elected by the Vestry at the first meeting of the Vestry in each calendar year for a term that shall expire at the first meeting of the Vestry in the succeeding calendar year, or upon the Clerk's death, disability, or removal.

Section 7.02 Duties of Clerk. The Clerk, or in the absence of the Clerk an appointed secretary pro tem, shall take minutes of all regular and special meetings of the Parish Congregation and of the Vestry, and shall maintain a permanent file of such minutes at the Parish Office. The Clerk may also be requested to take minutes at any meeting of a Standing Committee or ad hoc committee of the Vestry. The clerk shall also maintain a list of voting members of the Parish.

Section 7.03 Voting Rights. The Clerk is a non-voting member of the Vestry, unless he or she is concurrently serving a term as an elected member of the Vestry.

**ARTICLE 8
Vacancies and Removal of Officers**

Section 8.01 Vacancies. The Vestry shall elect a qualified person to fill any vacancy of any office.

Section 8.02 Removal for Absence. If either the Senior Warden, Junior Warden, or Treasurer is absent for three consecutive regular meetings of the Vestry without notice and without good cause, then the position may, with the advice and consent of the Rector or Priest-in-Charge, be declared vacant by the Vestry and a qualified person elected to fill the vacancy.

Section 8.03 Removal, Other. The Treasurer or Clerk may be removed at any time and for any reason by the affirmative vote of not less than two-thirds of the Vestry present and voting at a duly called meeting of the Vestry.

**ARTICLE 9
Rector or Priest-in-Charge**

Section 9.01 Authority. Subject to the Constitution and Canons of the Church and of the Diocese of Minnesota, and to the authority of the Bishop, the Rector or Priest-in-Charge shall have exclusive charge of all things pertaining to or affecting the spiritual interests of the Parish Congregation. It shall be the duty and right of the Rector or Priest-in-Charge to control all matters relating to public worship and liturgy.

Section 9:02 Use and Control of Buildings. The Rector must at all times be entitled to the keys, use, control, and access to the Church and Congregational buildings, premises, and contents.

ARTICLE 10
Business

Section 10.01 Fiscal Year. The business and fiscal year of the Parish shall coincide with the calendar year.

Section 10.02 Annual Audit. All accounts of the Parish Congregation shall be audited annually by a certified independent public accountant, an accounting agency or audit committee.

Section 10.03 Real Property. No real property may be purchased, or building contracted for or erected, or substantial alteration in the fabric of the Parish Church, Parish Congregation hall, or residence occur, or mortgage, financial encumbrance or security interest be allowed to be a lien upon any such real property or building, nor any financial undertaking of an amount in excess of the amount determined from time to time by the Standing Committee of the Diocese of Minnesota, take place until the plans, proposals and any other information which may be required have been submitted for written approval by the Finance and Property Committee of the Diocese of Minnesota, and such approval, together with any applicable Faculty from the Bishop, has been obtained.

Section 10.04 Congregational Funds. Permanent Funds, endowments, trust funds, and securities of the Congregation must be deposited with a national or state bank, savings and loan association, mutual fund, professional investment advisor, the Trustees of the Diocese of Minnesota, Incorporated, or other agency approved by the Diocesan Council of the Diocese of Minnesota, and must be held under agreements providing for at least two signatures for withdrawal of such funds or securities. Records must be kept of all permanent and trust funds showing source, date, and terms governing the use of principal and income thereof.

Section 10.05 Authorization to Conduct Business. Deeds, mortgages, leases, contracts or other instruments of assignment, transfer, conveyance or instruments otherwise affecting or relating to the property of the Parish Congregation, whether real, personal or mixed and all other instruments or contracts involving the business of the Parish Congregation or the settlement or adjustment thereof, unless otherwise specifically authorized or directed by action of the Vestry, shall be signed by at least two of either the Rector or Priest-in-Charge, a Warden, or the Treasurer.

Section 10.06 Funds of Congregational Groups. All organizations, guilds, societies, associations and other groups sponsored by or affiliated with the Congregation, regardless of their structure or level of formal organization, are at all times responsible to the Vestry to fully account for acquisition and expenditure of funds raised by or under the control of such groups.

Section 10.07 Memorials and Other Gifts. The Vestry must approve memorials and other gifts which are offered to the Parish with restrictions. The Vestry, after approving and accepting a gift, shall not divert said gift from the purpose specified in writing by the

donor. Memorials and other gifts shall become the absolute property of the Parish upon delivery.

ARTICLE 11 Amendment of Bylaws

These bylaws may be amended, repealed or restated, in whole or in part, by the affirmative vote of a majority of the Voting Members of the Parish Congregation present at any Annual Meeting or any Special Meeting of the Parish Congregation at which there is a quorum and for which due notice of a meeting has been given.

ARTICLE 12 Indemnification of Persons

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party to or is threatened to be made party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the Parish), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was Rector, Priest-in-Charge, Warden, Vestry Member, employee, or agent of the Parish, shall be indemnified by the Parish against all reasonable expense, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding. The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a Rector, Priest-in-Charge, Warden, Vestry Member, employee, or agent and shall inure to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as Rector, Priest-in-Charge, Warden, Vestry Member, employee, or agent, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

ARTICLE 13 Miscellaneous

Section 13.1 Rules of Procedure. Meetings of the Congregation, the Vestry, and any duly appointed committee of the Vestry, shall be governed by Robert's Rules of Order (Revised), except as otherwise provided by the Constitution and Canons of the Church, the Constitution and Canons of the Diocese of Minnesota, the laws of the State of Minnesota, the Articles of Incorporation of the Parish, or these bylaws.

Section 13.2 Effective Date. These by-laws take effect on March 1, 2011.