

St. John's

**THIRD AMENDED By-Laws
As Approved at the Annual
Meeting March 1, 2009**





**THIRD AMENDED BY-LAWS OF
THE WASATCH ANGLICAN FELLOWSHIP
OPERATING AS ST. JOHN'S ANGLICAN CHURCH**

NAME AND PURPOSE

The corporation, The Wasatch Anglican Fellowship, is a 501(c)(3) non-profit corporation. The corporation operates, and has the assumed name of, St. John's Anglican Church of Park City, Utah ("St. John's," the "Parish," or the "church").

The purpose of the Parish is to provide for the corporate worship of Almighty God in an Anglican liturgical tradition, to spread the Word of God, to engage in education, outreach and evangelism, and to otherwise meet the religious needs of its members.

Article I

MEMBERSHIP

Section 1. MEMBERS

Membership in the Church shall be open to individuals desiring Christian worship and fellowship in the Anglican liturgical tradition and who

- (a) have received the sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian church, who
- (b) inform the Rector that they desire to become Members, and who
- (c) agree to abide by its Purpose, as set forth in these Bylaws and any amendments or changes made thereto as set forth herein.

The Vestry will review membership annually in consultation with the Rector.

Section 2. COMMUNICANTS IN GOOD STANDING

Communicants in Good Standing are those Members 18 years of age and older who

- (a) maintain ongoing involvement with St. John's through regular participation in its worship services, and
- (b) provide ongoing financial support to the Parish or otherwise devote time and talent to the missions of the Parish, all as determined by the Vestry from time to time in consultation with the Rector.

Communicants in Good Standing may vote in the Parish meetings.

Article II
PARISH MEETINGS

Section 1. ANNUAL MEETING

An Annual Meeting shall be held each year at a time and place designated by the Rector in consultation with the Wardens and the Vestry. Reasonable efforts shall be made to hold this meeting in January, but it may be as late as March if circumstances warrant. Notice of the Annual Meeting and, when practicable, the matters to be voted upon at the meeting shall be provided in a manner deemed adequate by the Vestry and the Senior Warden at least two weeks before the meeting. The purpose of the Annual Meeting shall be

- (a) to hear the reports of the Rector, the Wardens, the Treasurer, and the heads of such other ministries of the Parish as the Vestry shall determine as appropriate,
- (b) to elect members of the Vestry,
- (c) to vote on amendments to the By-Laws,
- (d) to present and approve the budget, and
- (e) to conduct other business as required.

At the time of the Annual Meeting, the Senior Warden, with the approval of at least two Vestry members, shall determine if the Parish is adequately represented to conduct the business of the meeting.

Section 2. SPECIAL PARISH MEETINGS

Special Parish meetings may be called by the Rector, the Wardens, the Vestry, or by virtue of a petition signed by one-fourth of the Communicants in Good Standing. All Communicants in Good Standing shall be given notice of any special meetings in a time and manner deemed adequate by the Vestry and the Senior Warden. The Senior Warden at the meeting, with the approval of at least two Vestry members, shall determine if the Parish is adequately represented to conduct the business of the meeting.

Section 3. VOTING

At any annual or special meeting of the Parish, each person who is a Communicant in Good Standing shall be entitled to one vote on each matter properly submitted for vote, consent, or other action. At any such meeting, all questions coming before the Communicants in Good Standing for decision shall be decided by the affirmative vote of a majority of the Communicants in Good Standing present at the meeting. Communicants in Good Standing who are not physically present at the meeting may vote by a written proxy given to the Clerk before the commencement of the meeting.

Article III
THE RECTOR

Section 1. RECTOR'S ROLE

1. The Rector is an ex-officio member of the Vestry with full voice, but no vote.
2. In accordance with the responsibilities placed upon the Rector by the ordination vows, the Rector, in subordination to the Bishop, shall be responsible for and have charge and care of the spiritual concerns, music and ritual observances of the church and the performance of their duties by all employees of the church.
3. The Rector shall preside at all meetings of the Parish and of the Vestry; in the absence of a Rector, the Senior Warden (or, in his or her absence, a designate of the Senior Warden) shall preside.
4. The Rector, in consultation with the Vestry, shall be responsible for the hiring of the staff or other clergy to serve the church. The Rector shall supervise all staff and be responsible for all evaluation and disciplinary action.

Section 2. CALLING OF A RECTOR

The calling of a Rector shall be the responsibility of the Wardens and Vestry and shall be done in accordance with the customary practices and requirements of the Anglican Communion.

Section 3. ABSENCE OF A RECTOR

Where there is no Rector, the Senior Warden shall have those non-ecclesiastical responsibilities normally associated with the Rector, except for those functions as are delegated by the Vestry to an Interim Rector.

Section 4. INTERIM RECTOR

An Interim Rector is an ex-officio member of the Vestry with full voice, but no vote.

Article IV
THE VESTRY AND OFFICERS OF THE PARISH

Section 1. LEADERSHIP COVENANT

The Vestry and Officers of the Parish shall read and be in agreement with the Leadership Covenant as adopted by the Vestry from time to time.

Section 2. VESTRY

- 1. Role, term and composition.** The Vestry is responsible for the life of the Parish, for its finances, and for the care of its property. The Vestry shall have a minimum of six members, and not more than 12, each serving a three-year term, provided that, when the size of the Vestry is increased, the initial term of each new Vestry position may be 1, 2, or 3 years as determined by the Vestry and shall be set forth in the notice required to be sent to the Parish of the meeting called to approve the expansion and to elect the new Vestry members. Each of the members of the Vestry must be a Communicant in Good Standing. At each Annual Meeting, members from the Parish shall be elected to the Vestry to replace outgoing Vestry members and to fill any new Vestry positions. No Vestry member shall be eligible for re-election to the Vestry until one year has elapsed after the expiration of his or her term. The size of the Vestry may be changed (so long as it has at least six, and not more than 12 members) pursuant to a vote of the Vestry and the Parish, either at regular meetings or special meetings (as provided for below). Before each Annual Meeting, the Vestry in its discretion may determine (and give the Parish proper notice) that one of the Vestry positions is to be filled by two “seasonal” Communicants in Good Standing (“seasonal” meaning residing in northern Utah on a seasonal basis), each serving a designated non-overlapping portion of each year of the term. In the event that exigent circumstances so warrant, as determined in the discretion of the Vestry, the term of any member of the Vestry may be extended for a period of up to an additional one year upon the vote of the Vestry and the Parish at regular or special meetings.
- 2. Vacancies.** In the event a vacancy occurs in the office of a Vestry member, the Vestry shall elect a Communicant in Good Standing to fill that office until the next Annual Meeting, at which time an eligible person shall be elected to fulfill the unexpired portion of the term. If any Vestry member is absent for two consecutive meetings, unless excused for good cause, the office may be declared vacant by the Vestry in consultation with the Rector. The Vestry shall select another Communicant in Good Standing as a Vestry member to fulfill the remaining term of the absent Vestry member.
- 3. Powers.** In consultation with the Rector, the Vestry has the power to initiate and execute such actions as are needed and appropriate for the welfare of the Parish and to promote the objectives of the Parish. Vestry powers include, but are not limited to: collecting and disbursing funds, buying and selling personal property, engaging in fund raising, dealing with agencies outside the Parish, publishing documents, and setting Parish policy. Each member of the Vestry shall perform his or her duties in good faith, in a manner reasonably believed to be in the best interests of the Parish, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.
- 4. Meetings.** The Vestry shall meet as soon as practicable after each Annual Meeting to organize itself as it sees fit. The Vestry shall generally meet monthly, at such times and places as the Rector and the Vestry shall decide. A quorum, as required for Vestry actions, shall be a majority of Vestry members. A simple majority of those Vestry members voting shall be required for action by the Vestry. Vestry members may not vote by proxy, but the Vestry may take action pursuant to telephonic meeting or email if exigent circumstances warrant in the opinion of the Senior Warden or the Rector.

5. **Meeting attendance.** Vestry meetings are open to all Members of the Parish, who may have a voice, but not a vote. Vestry meetings may be closed only when litigation, matters of negotiation, or personal or personnel matters are being discussed.
6. **Special Vestry meetings.** A special meeting of the Vestry may be called by the Rector, by the Senior or Junior Warden, or by two Vestry members. All Vestry members shall be given adequate notice of the purpose and time of such meetings.

Section 3. OFFICERS

1. **Senior Warden.** The Senior Warden shall be a Communicant in Good Standing appointed by the Rector, or by the Vestry if there is no Rector. The Senior Warden shall be appointed following the Annual Meeting from the Vestry or from the Members of the Parish at large (if he or she is 18 years of age or older). The Senior Warden may not be reappointed as Senior Warden until at least one year has elapsed after the expiration of his or her term. The maximum term of the Senior Warden is two years. The Senior Warden shall serve at the discretion of the Rector. If the Senior Warden is removed by the Rector (or, if there is no Rector, by the Vestry), or if he or she is unable to complete his or her term, the Rector, or, if there is no Rector, the Vestry, will appoint a Vestry member or a Member of the Parish at large (if he or she is 18 years of age or older) to complete the term. At all times, the Senior Warden shall function as the principal lay officer of the Parish, but shall have a vote in Vestry matters only if he or she is a member of the Vestry. In the event that exigent circumstances so warrant as determined in the discretion of the Vestry and the Rector (if there is a Rector), the term of the Senior Warden may be extended by vote of the Vestry for a period of up to an additional one year.
2. **Junior Warden.** The Junior Warden shall be appointed by the Vestry following the Annual Meeting from the Vestry or from the Members of the Parish at large (if he or she is 18 years of age or older). The Junior Warden shall assist the Senior Warden and shall become Acting Senior Warden until a new Senior Warden is appointed in the event the Senior Warden is removed or is unable to complete his or her term. The term of the Junior Warden is one year, but he or she may be reelected annually by the Vestry. The Junior Warden will have such duties and responsibilities as delegated to him or her by the Senior Warden or by the Vestry. The Junior Warden shall have a vote in Vestry matters only if he or she is a member of the Vestry.
3. **Treasurer.** The Treasurer shall be elected by the Vestry from the Vestry or from the Members of the Parish at large (if he or she is 18 years of age or older) following the Annual Meeting. The Treasurer shall have a term of up to two years, but he or she may be reelected by the Vestry for additional one or two-year terms. The Treasurer shall have the responsibility to collect, care for, and disburse all funds of the Parish; to keep books of account; and to submit monthly financial statements to the Vestry and an annual financial statement to the Parish. The Treasurer shall have a vote in Vestry matters only if he or she is a member of the Vestry.
4. **Clerk.** The Clerk shall be elected by the Vestry from the Vestry or from the Members of the Parish at large (if he or she is 18 years of age or older) following the Annual Meeting. The Clerk shall have a term of up to two years, but he or she may be reelected by the Vestry for additional one or two-year terms. The Clerk shall have the responsibility for the minutes of all Parish and Vestry meetings, for safeguarding and maintaining all official documents of the Parish, and for keeping

current Parish lists. The Clerk shall have a vote in Vestry matters only if he or she is a member of the Vestry. Unless the Vestry decides otherwise, the Clerk shall act as the corporate secretary of the Parish.

Section 4. REAL PROPERTY

The Vestry shall not buy, sell, lease, or mortgage real property without a majority vote of the Parish at an annual or special meeting of the Parish.

Section 5. COMMITTEES

The Rector and/or the Vestry may form and dissolve committees as the need arises. Leaders and members of such committees may be drawn from the whole membership of the Parish. The Vestry shall maintain a record of the formation of, and the powers granted to, all committees.

Section 6. DELEGATION OF AUTHORITY

The Vestry shall maintain a record of authority delegated to any individual, committee, or group. Delegation of authority shall not exceed a period of 12 months without a renewal action by the Vestry.

Section 7. PARISH POLICY

The Vestry may establish written Parish Policies, so long as they are consistent with these By-Laws, to address further the roles and responsibilities of Members of the Parish, the Vestry, the Parish staff, and the Rector. The Vestry shall be responsible for ensuring that Parish Policies are followed. The Parish Policies and By-Laws shall be available to all Members of the Parish. The By-Laws shall retain primacy over all Parish Policies.

Section 8. PARISH LISTS

The Vestry shall maintain an official Parish List setting forth the Members and the Communicants in Good Standing.

Article V FINANCE

Section 1. GOALS

It shall be the responsibility of the Vestry to develop long-range goals (financial and non-financial) for the Parish and to prepare budget projections to support those goals. The Members of the Parish shall review the goals and budget annually. The budget shall be approved by simple majority vote at the Annual Meeting or, if not practicable, at a special Parish meeting. Modifications to that budget during the fiscal year by the Vestry shall not require approval by the Parish unless, because of the magnitude of the change, the Vestry or the Rector in their discretion determine that such modification should be submitted to the Parish at a special Parish meeting for approval by the Parish.

Section 2. FUNDS

All funds of the Parish shall be the responsibility of the Vestry. The Vestry must approve the opening of any bank account.

Section 3. FISCAL YEAR

The fiscal year of the Parish shall be from January 1 to December 31. An internal (or, at the election of the Vestry, an independent) audit of the Parish books of account shall be made within 120 days of the close of the fiscal year and the results of that audit presented to the Vestry.

Article VI ELECTIONS

Section 1. ELECTIONS

Vestry members shall be elected at the Annual Meeting or, if not then elected for some sufficient reason determined by the Vestry, then at a special meeting of the Communicants in Good Standing held for the purpose of electing the Vestry. Only persons nominated as candidates shall be eligible for election. The candidates receiving the greatest number of votes shall be elected.

Section 2. NOMINATING COMMITTEE

Annually at one of the regular Vestry meetings held in September, October or November, the Vestry shall appoint a Nominating Committee, the composition of which shall be published in the minutes of the Vestry to the Congregation after their selection. The duty of the Nominating Committee shall be, in consultation with the Rector, to provide a slate of at least one candidate for each office to be filled at the Annual Meeting. This committee shall also receive nominations for any office to be filled from any Communicant in Good Standing. The list of candidates shall be sent to the Members of the Parish at least two weeks before the election in a manner determined by the Vestry. No person shall be a candidate for any office without his or her consent, and there will be no additions to list of candidates after it is sent to the Members of the Parish.

Section 3. BALLOT

All elections shall be by secret ballot.

Section 4. ELIGIBILITY

All those elected to hold office in the Parish must be Communicants in Good Standing and shall serve until their successors are elected.

**Article VII
LIMITATION OF LIABILITY**

To the full extent permitted by law, each of the Vestry members and each of the officers of the Parish shall not be liable to anyone for any action or inaction taken in connection with their position, whether or not negligent or reckless. Such limitation of liability, however, shall not apply to any conversion or theft or misappropriation of Parish funds or property.

**Article VIII
AMENDMENTS TO BY-LAWS**

The By-Laws may be amended at any annual or special meeting of the Parish by a majority of eligible votes cast. Notice must be given to all Communicants in Good Standing at least two weeks in advance of the meeting at which the amendment is to be presented. Any Communicant in Good Standing may present an amendment for consideration by the Parish.

**Article IX
VALIDITY OF PROVISIONS**

If any article or section of these By-Laws is rendered invalid, the remaining provisions shall remain in full force and effect.