

BY- LAWS
WASATCH ANGLICAN FELLOWSHIP
PARK CITY, UT
As Adopted at the Annual Meeting of the Parish
January 16, 2005

Article I
NAME AND PURPOSE

Section 1. INTRODUCTION

This corporation shall commonly be known as the Wasatch Anglican Fellowship (the Parish). 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.

Section 2. AFFILIATION

The Wasatch Anglican Fellowship, a nonprofit 501(c)(3) corporation, shall seek affiliation with an organization whose priests and bishops are within the Apostolic Succession and one which worships in the Anglican tradition.

Article II
MEMBERSHIP

Section 1. MEMBERS

All communicants of the Parish 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, whether in this Church or in another Christian church, are members of the Parish.

Section 2. COMMUNICANTS

A communicant of the Parish in good standing is a baptized person whose name has been inscribed upon the Parish Register; who maintains involvement with the Parish through regular participation in worship services, financial support of the Parish or who otherwise devotes his time and talents to the missions of the Parish; who is regular in attendance at the Celebration of the Eucharist at the Parish; and who is faithful to the doctrine and discipline of the Anglican tradition.

Section 3. VOTING MEMBERS

Voting Members of the Parish are communicants in good standing who are sixteen years of age and over. They may vote in the Parish meetings and may hold elected or appointed offices in the Parish.

Article III
PARISH MEETINGS

Section 1. ANNUAL MEETING

An Annual Meeting shall be held each year at a time and place designated by the Rector and in consultation with the Wardens and Vestry. All attempts should be made to hold this meeting in January, but it may be as late as March if circumstances warrant. The purpose of the meeting shall be to hear the report of the Rector or Warden in charge of the Parish; receive the report of the Treasurer; elect members of the Vestry; vote on amendments to the By-Laws; and to conduct other business as required.

Section 2. SPECIAL PARISH MEETINGS

Special parish meetings may be called by the Rector, Wardens, Vestry, or by petition of one-tenth of the Voting Members of the Parish. All Voting Members must be given reasonable advance notice of any special meetings.

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 4. VOTING

At any annual or special meeting of the Parish, each person who is a Voting Member shall be entitled to one vote on each matter properly submitted for his vote, consent, release or other action. At any meeting, all questions coming before the Voting Members for decision shall be decided by a vote of a majority of Voting Members present at the meeting.

Article IV THE RECTOR

Section 1. RECTOR'S ROLE

When there is a Rector that person is the chief ecclesiastical and administrative officer of the Parish and may preside at all meetings of the Parish and of the Vestry. The Rector is an ex-officio member of the Vestry with full voice, but no vote. The Rector shall have charge of all phases of worship in the Parish.

Section 2. CALLING OF A RECTOR

The calling of a Rector shall be the responsibility of the Wardens and Vestry and in accord with the Anglican Communion.

Section 3. ABSENCE OF A RECTOR

Where there is no Rector, the Senior Warden shall have those responsibilities normally associated with the Rector. At all times the Senior Warden shall function as the principal lay officer of the Parish.

Section 4. INTERIM CLERGY

Interim clergy are ex-officio members of the Vestry with full voice, but no vote.

Article V THE VESTRY

Section 1. VESTRY COMPOSITION

The elected members of the Vestry are adult communicants in good standing of the Parish and are the representatives of the Parish at large. The initial Directors shall appoint four members of the Parish at large to the initial Vestry. The initial Directors shall also appoint the Officers of the initial Vestry. Six Vestry members shall be elected at the initial Annual Meeting. At each subsequent Annual Meeting, two members from the Parish at large shall be elected to the Vestry for three-year terms; remaining vacancies shall be filled as specified in Article V, Section 6. The term of two of the six Vestry members elected at the initial Annual Meeting shall expire at the second Annual Meeting. Lots shall be drawn to determine which two of the Vestry members' terms shall expire. No Vestry member who is elected to a three-year term shall be eligible for re-election to the Vestry until one year has elapsed. The Vestry, comprised of the Rector, Senior Warden, Junior Warden, and Vestry Persons, is responsible for the life of the Parish and for the care of its property.

Section 2. OFFICERS

- (i.) **Senior Warden** The Senior Warden shall be an adult communicant of the Parish in good standing appointed by the Rector or Clergy-in-Charge or by the Vestry if there is no Rector or Clergy-in-Charge. The Senior Warden may be appointed from the Parish at large or from the Vestry following the Annual Meeting, and may not be re-elected to the Vestry or be reappointed as Senior Warden until at least one year has elapsed after the expiration of his term. The maximum term of the Senior Warden is two years. If the Senior Warden is unable to complete his term, the Rector or Clergy-in-Charge will appoint a Vestry member or a member of the Parish at large to complete his term. At all times, the Senior Warden shall function as the principal lay officer of the Parish and have full voice and vote, whether he is appointed from the Vestry or the Parish at large.
- (ii.) **Junior Warden** The Junior Warden shall be an adult communicant of the Parish in good standing and elected by the Vestry from the Vestry members following the Annual Meeting. The Junior Warden shall assist the Senior Warden and shall become Acting Senior Warden in the event the appointed Senior Warden is unable to complete his term and there is no Rector or Clergy-in-Charge to appoint a Senior Warden.
- (iii.) **Treasurer** The Treasurer shall be an adult communicant of the Parish in good standing and elected by the Vestry from the Vestry members following the Annual Meeting. Alternatively, he may be elected from the Parish at large, but he shall not have a vote on the Vestry. The Treasurer shall have a term of up to two years. The Treasurer shall have the responsibility to collect, care for, and disburse all funds to 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 Vestry shall provide appropriate bonding for the Treasurer.
- (iv.) **Clerk** The Clerk shall be an adult communicant of the Parish in good standing and elected by the Vestry from the Vestry members following the Annual Meeting. Alternatively, he may be elected from the Parish at large, but he shall not have a vote on the Vestry. The Clerk shall have a term of up to two years. The Clerk of the Parish 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 a current list of members.

Section 3. VESTRY VACANCY

In the event a vacancy occurs in the office of Vestry member, the Vestry shall elect a voting member of the Parish 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, that office shall be declared vacant and another voting member selected as a Vestry member, unless the absence is beyond the member's control.

Section 4. VESTRY POWERS

The Vestry has the power to initiate and execute such actions as are needed, in consultation with the Rector, to promote the objectives of the Parish. Vestry powers include, but are not limited to; collecting and disbursing funds, buying and selling personal property, entering into contracts, employing and discharging, engaging in fund raising, dealing with agencies outside the Parish, publishing documents, and setting Parish Policy (Article VI, Section 9), all on behalf of the Parish. A member of the Vestry shall perform his 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.

Section 5. VESTRY MEETINGS

The Vestry shall meet as soon as practicable after the Annual Meeting to organize itself as it sees fit. The Vestry shall meet at least monthly, at such times and places as the Rector and the Vestry shall decide. A quorum, as required for Vestry actions, shall be the Senior or Junior Warden and a majority of Vestry members. A simple majority shall be required for action by the Vestry.

Section 6. VESTRY AS AN EMPLOYER

The Vestry shall employ all paid staff and be responsible for all employment and discharge thereof in consultation with the Rector. The Rector shall be the supervisory authority for paid staff.

Section 7. REAL PROPERTY

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

Section 8. VESTRY MEETING ATTENDANCE

Vestry meetings are open to all Voting Members of the Parish, who may have a voice, but not a vote. Vestry meetings may be closed only when personnel matters are being discussed.

Section 9. SPECIAL VESTRY MEETINGS

A special meeting of the Vestry may be called by the Rector, the Senior or Junior Warden, or by two Vestry members. All Vestry members shall be given adequate notice of the purpose and time of these meetings.

Section 10. COMMITTEES

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 and shall be nominated by the Rector or Vestry members. The Vestry shall maintain a record of the formation of, and the powers granted to, all committees.

Section 11. 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 thirteen months without a renewal action by the Vestry.

Section 12. PARISH POLICY

The Parish Policy shall address roles and responsibilities as well as appropriate communication between parishioners, the Vestry, individual Vestry members, staff, and the Rector. The Vestry shall set, approve, and maintain a written record of Parish Policy. The Vestry shall be responsible for ensuring that Parish Policy is followed. The Parish Policy and By-Laws shall be posted and available to all. The By-Laws shall retain primacy over any and all Parish Policies.

Article VII 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 a five-year budget projection to support those goals. The members of the Parish shall review the goals and budget annually.

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 shall be from January 1 to December 31. An audit of the Parish books of account shall be made within 90 days of the close of the fiscal year, and the results of that audit presented to the Vestry and incorporated into the Annual Meeting.

Article VIII ELECTIONS

Section 1. ELECTIONS

Vestry members shall be elected at the Annual Meeting, or if not then elected, then at a special meeting of the Voting Members 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

After the initial Annual Meeting, and at one of the regular Vestry meetings held in September, October or November, the Vestry shall annually appoint a nominating committee whose duty is 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 voting member. The list of candidates will be prominently posted two weeks prior to the election. No person shall be a candidate for any office without consent.

Section 3. BALLOT

All elections shall be by secret ballot.

Section 4. ELIGIBILITY

All those elected to hold office in the Parish must be Voting Members of the Parish and shall serve until their successors are elected.

Article IX AMENDMENTS

Section 1. 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. Written notice must be given to all Voting Members at least two weeks in advance of the meeting at which the amendment is to be presented. Any Voting Member may present an amendment for consideration by the Parish.

Article X VALIDITY OF PROVISIONS

Section 1. VALIDITY OF PROVISIONS

If any article or section of these By-Laws or the Parish Policy is rendered invalid by civil law, the remaining provisions are still in force.