

BYLAWS OF
ST. GEORGE'S EPISCOPAL CHURCH, ST. LOUIS PARK, MN
Approved by the Vestry: November 19, 2018
Adopted by Parish Congregation: February 17, 2019
Last Amended by Parish Congregation: June 22, 2025

FORWARD AND OVERVIEW

Forward

These bylaws were developed from a well-researched and tested template provided by ECMN. That template reflects current Episcopal Church canons ([National](#) and [ECMN](#)) as well as best practices at the congregational level. Many of our neighboring Episcopal congregations have adopted this common form over the past decade to ensure basic consistency among congregations and conformance with Church law.

Lawful additions or modifications to the templated language in this document are set apart in green-colored boxes to simplify future updates to the bylaws. Changes to language outside these boxes will require careful research to assure a sound direction and to verify continued conformance with canons.

Overview: Membership and Governance

These bylaws mainly concern governance roles and processes of the Parish Congregation. The following points regarding membership and governance are important to that focus.

Voting Members:

Regarding governance, the most important term provided in Article I below is "Voting Member," which is equivalent to "Adult Communicant in Good Standing." A Voting Member is at least 16 years old, has been baptized, and has been regular and faithful in worship, working, praying, pledging and giving to this Parish Congregation over the previous year.

Governance:

The governance of the congregation is placed in the hands of the Rector and the elected Vestry. Vestry members must be Voting Members. There is no mention of other committees in the national canons or ECMN canons.

Although most congregations have various committees supporting the Vestry or supporting congregational programs or special needs, the Rector and Vestry alone have the canonical charge to set priorities and decisions in the name of the congregation. Supporting committees do work of great value, but the Vestry directs and decides.

ARTICLE I
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 are members of the Parish Congregation.

It is also “expected,” (but not required), that members be confirmed or received in the Episcopal Church and that confirmation, reception, or transfer is duly recorded in the Parish Congregation Register. [Episcopal Church, 2015: Canon I.17.1(c)]

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 (16) 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 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.

Section 1.06 Official Titles. Throughout this document, the term *Rector’s Warden* is used in lieu of the traditional title, *Senior Warden* and the term *Parish Warden* is used in lieu of the traditional title, *Junior Warden*. The terms *Secretary* and *Clerk* are used together in these bylaws, based on interchangeable usage in canons.

ARTICLE 2

Meetings of the Parish Congregation

Section 2.01 Annual Meeting. The Annual Meeting of the Parish Congregation shall be held on a date and time determined by the Vestry. 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 mailed to each member of the Parish Congregation at their addresses shown in the Parish Registry at least twenty days but not more than sixty days before the date of such meeting. At the Annual Meeting the Parish Congregation shall elect members of the Vestry, the Wardens and the Treasurer.

The Annual Meeting is to be held no earlier than the first Sunday of Epiphany and no later than the last Sunday of Easter.

Meeting announcements may be electronically delivered to those who have agreed to that method of communication and for whom the office has appropriate contact information.

Section 2.02 Reports. At the Annual Meeting the Rector, or in his absence a Warden, shall submit a full report of the work of the Parish during the previous year. The Treasurer shall submit a report of the receipts and disbursements of the Parish for the previous year, and a report of the financial condition of the Parish.

The Annual report shall be presented in written form for the record and include a final financial record from the past year, a budget for the current year, and a record of notable congregational statistics, events, and decisions from the past year.

Section 2.03 Special Meetings. Special meetings of the Parish Congregation may be called by the Rector or Priest-in-Charge, or in their absence by the Rector's Warden or Parish Warden, upon 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 mailed to each member of the Parish Congregation not less than twenty (20) days prior to the date of such meeting. The agenda of any special meeting must not deviate from the purpose stated in the notice.

Announcements for Special Meetings may be electronically delivered to those who have agreed to that method of communication and for whom the office has appropriate contact information.

Section 2.05 Quorum. Thirty-three percent of the Voting Members shall constitute a quorum for meetings of the Congregation.

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. The date, time, and place for reconvening the adjourned meeting shall be properly communicated to members at least seven days prior to that date. 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 (10) days before a meeting of the Parish Congregation, the Rector, or in the absence of the Rector a Warden, shall post a list of Voting Members of the Congregation, certified by the Clerk of the Vestry, in

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a conspicuous place on the premises of the Parish church building. The list shall remain posted until after the meeting, and shall be retained by the Clerk as part of the records of the meeting.

The Vestry may choose to forgo posting a list of the Voting Members at any time prior to the date that the meeting announcement is mailed. If a list of Voting Members is to be published, that information must be noted in the meeting announcement.

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.

ARTICLE 3 Elections

Section 3.01 Vote by Ballot. In electing the Wardens, the Treasurer, members of the Vestry, and ECMN Convention Delegates and Alternates (see [ECMN canon 207](#)), 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. All nominations for election of the Vestry, Wardens, Treasurer, ECMN Convention Delegates and Alternates, and all proposals to be acted upon at any meeting of the Parish Congregation must be submitted to the Clerk of the Vestry in writing not later than thirty (30) days before the meeting; provided that a proposal may be acted upon at a special meeting of the Congregation duly called upon notice for the purpose of acting on the proposal.

The Vestry shall appoint a nominating committee, with the Rector as an ex officio a member, to propose a slate of eligible persons to be voted on. The nominating committee will make an open invitation to the congregation to submit names for consideration.

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 (3) 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

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taken within thirty (30) 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 on the Parish church building within seven days after the meeting. The Rector or Priest-in-Charge or the Rector's Warden or Parish Warden shall promptly 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 Secretary then in office. If any change occurs in any office, the Bishop shall be promptly notified of the same.

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 (3) days prior to the date of the special meeting. Notice may be waived before, at or after a special meeting, orally or in writing. Attendance by the Rector, a Vestry member or a Warden at a meeting is a waiver of notice of that meeting, unless such person objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and thereafter does not participate in the 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 absence the Rector's Warden or Parish 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

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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 Vestry shall give to the Rector or Priest-in-Charge or, if there be none, to one of the Wardens, a full, accurate and faithful statement of the temporal condition of the Parish Congregation.

Section 4.07 Number and Qualification. The number of members of the Vestry shall be **at least three (3) but not more than twelve (12)** elected persons who are Voting Members of the Congregation.

At least forty-five (45) days in advance of the Annual Parish Meeting, the vestry shall set its own size for the following year, within the limits stated above.

Section 4.08 Election. Members of the Vestry are elected by the affirmative vote of a majority of the Voting Members of the Parish Congregation present and voting at an 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 not fewer than **[forty-five (45)]** days prior to the date set for the Annual Meeting. In addition, persons may be nominated by petition signed by not fewer than **[fifteen (15)]** Voting Members of the Congregation and delivered to the Clerk not fewer than **[thirty (30)]** days prior to the date set for the Annual Meeting. Except in the case of a vacancy, no person not nominated in one of the foregoing ways may be elected a member of the Vestry.

Section 4.09 Term. The maximum term for which a member of the Vestry may serve ends on the date of the fourth 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 are 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.

In no case may a person serve for more than four consecutive years as a Vestry member, or Warden, or Secretary, or Treasurer, either individually or in combination of the positions. (ECMN Canons 2018, 501.11 and 502.7)

Section 4.10 Vacancies. The remaining members of the Vestry shall elect a qualified person to fill any vacancy in the Vestry due to death, removal, resignation, or refusal to serve.

Section 4.11 Removal. If any member of the Vestry is absent for three consecutive, regular meetings without notice and without good cause, then, with the advice and

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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 signed by all the members of the Vestry.

Section 4.13 Action by Electronic Communication. 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.

Written action may be taken via email or other asynchronous form of voting, assuming a full discussion of the action has been carried out in a meeting of the Vestry, either in person or electronic, as described above.

Section 4.14 Committees of the Vestry. The following Standing Committees of the Vestry shall be accountable to the Vestry:

- Finance Committee
- Building and Grounds Committee
- Personnel Committee

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.

Standing Committee members must be Voting Members of the Congregation.

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

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ARTICLE 5

Wardens

Section 5.01 Qualifications. The officers of the Parish shall include a Rector's Warden and a Parish Warden, each of whom shall be a Vestry Member of the Parish Congregation, and shall have served at least one year as an elected member of the Vestry.

Section 5.02 Term. The maximum term for which a Warden may be elected expires on the date of the fourth Annual Meeting of the Parish Congregation following the meeting at which the Warden was elected. 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.

Wardens are elected for a two-year term. To the extent allowed by the Term limits above, a Warden may be re-elected by the Parish Congregation to hold up to two successive two-year terms, to the extent allowed by the combined Term limits defined above. (Section 4.09)

Section 5.03 Duties. The duties of the Wardens belong equally to both the Parish Warden and the Rector's 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 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;
- (f) within one week after the position of Rector becomes vacant, to give written notice thereof to the Bishop; and

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(g) to serve as ex-officio members on the Standing Committees of the Vestry. The Wardens, consulting with the Rector, will determine which committees they will each serve on.

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.

ARTICLE 6 The Treasurer

Section 6.01 Election and Term. The Treasurer shall be elected annually by the Parish Congregation at the Annual Meeting. The Treasurer must be a Voting Member of the Congregation. The Treasurer shall serve for a term of one year or until a successor is appointed, but 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. The Treasurer shall be bonded in an amount and by a surety approved by the Vestry.

The Treasurer is elected for a one year term. The Treasurer may be re-elected by the Parish Congregation to hold successive terms, to the extent allowed by the combined Term limits defined above. (Section 4.09)

Section 6.02 Treasurer Duties. The Treasurer shall present to each Annual Meeting of the Parish Congregation a full report of the financial condition of the Parish as of the end of the preceding year. The Treasurer shall ensure that the Parish books of account are kept in a manner that provides the basis for standard, clear and open accounting.

Section 6.03 Vestry Voting. The Treasurer may be a voting member of the vestry, if separately elected by the parish or the vestry to a vestry seat.

ARTICLE 7

The Clerk

Section 7.01 Term of Clerk. The Clerk, who shall be the secretary, shall be elected by the Vestry annually for a term of one year or until a successor is elected, but may be removed at any time and for any reason by the affirmative vote of not less than two thirds of the members of the Vestry present and voting at a duly called meeting of the Vestry.

The Clerk must be a Voting Member of the Congregation. The Clerk may be re-elected by the Vestry to hold successive terms to the extent allowed by the combined Term limits defined above. (Section 4.09)

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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.

Section 7.03 Vestry Voting. The Clerk may be a voting member of the vestry, if separately elected by the parish or the vestry to a vestry seat.

ARTICLE 8

Vacancies and Removal of Officers and Vestry Members

Section 8.01 Vacancies. The Vestry shall elect a qualified person to fill any vacancy of any office due to death, removal, resignation, or refusal to serve.

Section 8.02 Removal. If either the Rector's Warden, Parish 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 the

fill the vacancy.

Under the same conditions, the Clerk or a Vestry member's position may be declared vacant and a qualified person elected by the Vestry to fill the vacancy.

ARTICLE 9

Rector or Priest-in-Charge

Section 9.02 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.

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 or by an accounting agency or audit committee.

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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. All fund raising and expenditure by such groups must be done in consultation with the Vestry. All such groups are responsible to make an appropriate annual pledge to the Congregation of a portion of their funds, unless the requirement of a pledge is waived by the Vestry.

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 has been given.

ARTICLE 12

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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. 132550v1