

Bylaws of the Parish of Saint Stephen's Church
Amended January 30, 2005; Amended February 28, 2021

I. Of the Constitution and Canons of the Diocese of Connecticut

1.1 These bylaws shall be construed in a manner consistent with the Constitution and Canons of the Diocese.

1.2 Any provision of these bylaws which is not consistent with the Constitution and Canons of the Diocese, as they are now or hereafter may be, shall be deemed repealed insofar as is necessary to obtain consistency therewith.

II. Of Membership

2.1 An adult member of St. Stephen's shall be at least sixteen years of age and have received the Sacrament of Holy Baptism. Registration of membership and inclusion on the parish's rolls will include at least one of the following: 1) Baptism at St. Stephen's; 2) filing a Baptism certificate at the parish's office; 3) having been confirmed or received by a Bishop in communion with the Episcopal Church and filing a record of this with the parish office; 4) transferring to the parish by the presentation of the certificate of transfer of the Episcopal Church. 5) If good-faith efforts have been made on the part of the individual and no documentation is forth coming, the rector may use his/her discretion in accepting an individual as a member.

2.2 A Voting Member of the parish is an adult member who is faithful in attendance and a faithful contributor.

III. Of Parish Meetings

3.1 The order of business of parish meetings shall be established by the Rector in consultation with the Senior Warden. The Rector, or his or her designee, shall preside at Parish Meetings.

3.2 A quorum shall consist of a number of voting members who attend after proper notice has been given as shall be specified by a newly constituted Vestry at its first meeting, or as soon thereafter as possible. The January 30, 2005 amendments to these bylaws specified a quorum as 50 voting members.

3.3 Except as may otherwise be provided, all votes shall be decided by a simple majority.

3.4 Absentee ballots may be cast by parishioners who are voting members and who may be absent from parish meetings. Casting an absentee ballot does not preclude one from attending the parish meeting where the vote is taken. Absentee ballots must be made available to the parish at least three weeks prior to the parish meeting and up to 4:00 p.m.

two days prior to parish meeting. These absentee ballots may be made available at the parish office or other buildings of the parish, through the mail, through parish publications, or electronically such as by email or the parish's website. All absentee ballots must be signed and submitted to the office no later than 4:00 p.m. two days prior to the vote being taken.

3.5 Elections of persons shall be by written ballot at the parish meeting or by a signed absentee ballot.

3.6 If no person or slate is elected to an office, the predecessor in such office has the option to serve until properly replaced.

3.7 All other matters shall be determined by voice vote, unless a written ballot is requested by the Chair or by one quarter of those present and entitled to vote.

3.8 At every Annual Meeting it shall be the particular duty of the Rector and the officers of the parish to communicate the condition of the parish. All persons present and entitled to vote shall be given the opportunity to comment or enquire. Others may be recognized by the Chair.

3.9 At the Annual Meeting the date for the next Annual Meeting shall be set. At least two weeks before the date of the next Annual Meeting, a written notification regarding such date shall be signed by the Clerk and posted on the door of the church. Such notice shall also be announced in church and published via written and electronic means at least two weeks prior to the Annual Meeting.

3.10 Other parish meetings may be called by the Vestry or by the Rector by giving at least two weeks notice through announcement in church, publication and posting on the church door.

IV. Of Nominations

4.1 The Chairperson of the following year's Nominating Committee shall be elected by the parish at its Annual Meeting. A candidate for the Chairperson of the following year's Nominating Committee shall be nominated by the Vestry at its November meeting. No person shall serve as Nominating Committee Chairperson for more than three successive years. After one year off the Nominating Committee, he or she may then be elected annually for another three successive years as its Chair or be appointed as a Member of the Nominating Committee.

4.2 It shall be the responsibility of this Chairperson to nominate a few parishioners broadly representative of the parish to act as a Nominating Committee. In addition, the Rector in consultation with the Wardens may nominate several more parishioners to serve on this Committee. These nominees to the Nominating Committee must be approved by the Vestry as soon as practical but no later than the September Vestry meeting. A member of the Nominating Committee shall serve no longer than three successive years. A member may serve on a future Nominating Committee after a one year absence from the Committee.

4.3 The Nominating Committee shall publish to the whole parish by such means as it shall deem effective, requests for names of persons which may be offered in nomination, and shall give consideration to all names thus received. The Nominating Committee shall present a progress report at the October Vestry Meeting.

4.4 At its December meeting, the Vestry in consultation with the Rector shall nominate one candidate for each of the following positions: Senior Warden; Junior Warden; Clerk; Treasurer; Assistant Treasurer. The Vestry, in consultation with the Rector shall also nominate two delegates and two alternates to the Diocesan Convention for three year terms. These nominees may come from the parish at large, all of whom must be willing to serve and be in good standing as voting members.

4.5 The Nominating Committee, in consultation with the Rector, shall prepare a list consisting of at least one nomination for each open elective position of the Vestry.

4.6 At the December meeting of the Vestry, the Nominating Committee shall present to the Vestry its proposed list of candidates, all of whom must be willing to serve and be in good standing as voting members, and shall consult with the Vestry at that meeting before perfecting its list. The Nominating Committee may revise its list of candidates after consultation with the Vestry.

4.7 The Nominating Committee shall not nominate any of its members to the Vestry.

4.8 The report of the Nominating Committee shall be filed with the Clerk of the Vestry by the December Vestry Meeting. The Vestry shall also file the nominations of the candidates for the officers of the Vestry plus the delegates and alternate positions to the Diocesan Convention with the Clerk of the Vestry by the December Vestry Meeting. By the first Sunday in January, the information containing biographical information on all of the nominees shall be published in parish publications and included in the Sunday Bulletins, published on the church's website, and posted on prominent places on and in church buildings up to the date of the Annual Meeting.

4.9 Additional candidates for any positions may be nominated from the floor at the Annual Meeting, provided that candidates so nominated have indicated a willingness to serve if elected and are in good standing as voting members.

4.10 The Nominating Committee shall prepare, distribute, collect, count, and verify the ballots and report the results of the ballots at the Annual Meeting.

V. Of The Vestry

5.1 The Vestry shall consist of: (a) Five Parish Officers -- the Senior Warden, the Junior Warden, the Clerk, the Treasurer and the Assistant Treasurer -- all of whom shall be elected for a one year term at the Annual Meeting; (b) Nine General Vestry Members of whom three shall be elected at each Annual Meeting for a term of three years. Vestry members must be

at least 18 years of age. General Vestry Members may not serve more than two consecutive terms, i.e., two three-year terms or one unexpired term and one full three-year term. General Vestry Members who have served two such terms may be reelected after an interval of at least one year. No Parish Officer shall serve more than six consecutive years as a Parish Officer. Parish Officers may not serve more than nine consecutive years in combination with General Vestry terms, full or expired. The Rector shall be a Vestry member ex officio and shall vote only to break a tie. In the event that the Rector should resign or cease to act, the term limit for the Wardens shall be waived until such time as a new Rector is in place.

5.2 In the event of a tie in the election of the Vestry, a run off between the tied candidates will be held at the Parish Meeting through a written ballot. In the case of other ties which do not involve the election of candidates, the Chairperson of the Parish Meeting shall vote to break the tie. Except in this circumstance, the Chairperson of the Parish Meeting shall not vote.

5.3 The property and all business affairs of the parish shall be subject to the direction, management, and control of the Vestry except in circumstances specified in the Constitution and Canons of the Diocese.

5.4 At all meetings of the Vestry a majority of the voting members shall constitute a quorum. All matters shall be decided by a majority vote of those present and eligible to vote. Meetings of the Vestry shall be open to all members of the parish unless and until the Vestry votes to move to Executive Session.

5.5 The Rector shall be Chairman ex-officio of the Vestry, and the Rector, or such other member designated by the Rector, shall preside at all meetings of the Vestry.

5.6 The Vestry shall establish a schedule of monthly meetings and widely disseminate this schedule to the parish. The Vestry may choose to meet once during July and August. Special meetings of the Vestry may be called by the Rector or by the Senior Warden by giving written, telephonic or where appropriate, email notice to every member of the Vestry at least twenty-four hours before the meeting is to be held. Where practicable, such notice shall be disseminated to the parish at large.

VI. Of Committees and Commissions

6.1 The Vestry shall have seven standing committees: Executive Committee, Finance Committee, Investment Committee, Audit Committee, Property Committee, Stewardship Committee and Personnel Committee.

6.1.A. **The Executive Committee.** The Executive Committee shall consist of the Rector and the Parish Officers. The Executive Committee shall be empowered by the Vestry to act for it between meetings only on matters of such urgency as cannot await the next meeting of the Vestry. The Executive Committee shall report all actions taken by it to the next meeting of the Vestry for ratification. The Executive Committee shall propose an agenda for each Vestry meeting.

6.1.B. The Finance Committee. The Finance Committee shall prepare and recommend to the Vestry the annual budget of the parish. It shall consult with the Treasurer, oversee annual operations, and report on income and expenditure to the Vestry each month.

6.1.C. The Investment Committee. Members of the Investment Committee shall include, but not be limited to, its Chair, the Chair of the Finance Committee and the Treasurer. It shall oversee the investment of capital funds of the parish. It shall recommend to the Vestry the appointment and re-appointment of investment advisors, receive and evaluate regular reports from investment advisors, meet at least annually with investment advisors, and report quarterly to the Vestry on the state of invested capital funds of the parish.

6.1.D. The Audit Committee. The Audit Committee shall oversee an independent annual audit or review of the Church's finances by recommending to the Vestry each year the appointment of an independent auditor, by receiving the annual audit from the auditor, by meeting with the auditor to review the annual audit, by recommending to the Vestry the acceptance of the annual audit, by reviewing recommendations in the auditors' management letter and by reporting regularly to the Vestry on the parish's compliance with those recommendations. The following shall not serve on the Audit Committee: the Rector, other parish clergy, parish personnel, the Parish Officers and any person with check signing authority.

6.1.E. The Stewardship Committee. The Stewardship Committee shall direct and coordinate the raising of funds to support the parish and to encourage parishioner participation in all parish activities. It shall be responsible for the raising of annual operating funds. It shall encourage the program of Planned Giving, including testamentary giving, and capital giving, and shall coordinate special appeals.

6.1.F. The Property Committee. The Property Committee shall oversee, and report to the Vestry on the condition and maintenance of the buildings and grounds and the tangible personal property of the parish.

6.1.G. The Personnel Committee. The Personnel Committee shall oversee policies and practices adopted by the Vestry on human resources, including salaries and benefits, and make recommendations to the Vestry on such policies and their implementation.

6.2 The chair of each standing committee of the Vestry shall be appointed by the Rector and the Wardens. Rotation of persons on committee assignments shall be strongly encouraged so that opportunity for service may be extended to a large number of parishioners.

6.3 The Vestry may create or discontinue such other committees as it from time to time deems advisable. Each such committee shall choose its own Chair in consultation with the Rector, propose its goals and submit those to the Vestry for approval, and shall inform the Vestry from time to time of its work and activities.

VII. Of Vacancies in Office

7.1 In the event of a vacancy in the office of Senior Warden, Junior Warden, Clerk, Treasurer or Assistant Treasurer, the office shall be filled by appointment of the Vestry until the next Annual Meeting. In the event of a vacancy in the position of a member of the Vestry or Diocesan delegate or alternate the position may be filled by appointment of the Vestry until the next Annual Meeting. Such action shall be reported in all available means of communication.

VIII. Amendment

8.1 The Vestry shall review these bylaws as needed.

8.2 Notice of any proposal to amend the Bylaws shall be given in the Call to a parish meeting and the proposed bylaw changes shall be published by all available means. Broad parish discussion of proposed bylaw amendments shall be encouraged.

8.3 Bylaws may be amended by a two-thirds vote of those present and voting at any properly called parish meeting where quorum has been achieved according to Section 3.2 of these Bylaws.