DRAFT OF PROPOSED UPDATES DATED 1/7/2019

FOR

JANUARY 27, 2019 ANNUAL MEETING

**ST. MICHAEL AND ALL ANGELS EPISCOPAL CHURCH,**

**a New Mexico non-profit corporation**

**BYLAWS**

As Duly Amended

January 29, 2019

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**BYLAWS OF**

**ST. MICHAEL AND ALL ANGELS EPISCOPAL CHURCH**

**ARTICLE I. NAME**

The name of this organization shall be St. Michael and All Angels Episcopal Church (a New Mexico non-profit corporation), hereinafter known as the Parish, a parish of the Diocese of the Rio Grande.

**ARTICLE II. PURPOSE**

The purpose of St. Michael and All Angels Episcopal Church is to fulfill the mission of the Parish as defined by the Vestry in accordance with the Constitution and all applicable Canons of the Episcopal Church.

**ARTICLE III. MEMBERSHIP**

Section 1. Members. Membership is as defined by the Canons of General Convention. (See Title I, Canon 17.)

Section 2. Rights. All baptized persons shall be entitled to equal rights and status, to worship and sacraments, and to parochial membership. Adult communicants in good standing are entitled to vote in Parish meetings, hold the positions of vestry member and delegate to Diocesan convention and serve in ministries licensed by the Bishop.

**ARTICLE IV. OFFICERS**

Section 1. Composition and Definition. The officers of this Parish shall be a Rector, a Senior Warden appointed by the Rector (hereafter referred to in the bylaws as Rector’s Warden), a Junior Warden, (hereafter referred to in the bylaws as a Vestry Warden), a Clerk and a Treasurer elected by the Vestry. These Officers shall perform the duties as prescribed by these bylaws, the Canons and by the parliamentary authority adopted by the Parish.

Section 2. Qualifications. The Rector shall be elected by the Vestry from qualified candidates applying for the position and shall hold office per terms of contract and the Canons. The Vestry Warden shall be an elected member of the Vestry. The Rector’s Warden, Treasurer and Clerk may be elected members of the Vestry or qualified voters of the Parish.

Section 3. Vacancies in Office. If there be a vacancy in the office of Rector, the Rector’s Warden shall see that all ministries and duties of the Parish are carried out until a new Rector is present. Vacancies in the offices of Vestry Warden, Clerk and Treasurer shall be filled by a majority vote of the Vestry. Vacancy in the office of Rector’s Warden shall be appointed by the Rector. In the event the Rector’s Warden’s term expires during a time of transition when the permanent Rector’s position is vacant, the Vestry shall elect the Rector’s Warden by a majority vote.

Section 4. Duties of Officers. The Rector, other officers and Vestry shall work in partnership to carry out the ministries of the Parish. Some specific responsibilities are defined in the Canons of General Convention and the Diocese.

A. The Rector according to the Canons of this church, shall have authority over worship and music, the spiritual life of the Parish and the use of buildings and furnishings; and shall preside at all meetings of the Vestry and the Annual Meeting or delegate this responsibility to others. In the Rector’s absence, the Bishop, a Warden or a Vestry member, in order of seniority, shall preside. The Rector is ex-officio a member of all ministries except the Nominating Committee.

B. The Wardens shall work with the Rector in organizing ministry, handling pastoral issues and proposing direction to the Vestry. They shall represent the Rector, as the latter may direct, from time to time, and attend the Annual Convention and Deanery meetings.

C. The Clerk shall insure that the proceedings of all Vestry meetings and the Annual Meeting are recorded, and shall provide a copy of the minutes to each Vestry member, the Treasurer and post a copy in the Parish Hall. After each meeting the Clerk shall summarize all action taken and provide this information to the Rector and the editor of the Parish newsletter. The Clerk may attend to correspondence relating to Vestry matters.

D. The Treasurer shall be custodian of all funds and ex-Officio member of the Finance Committee, oversee the itemized account of receipts and disbursements and shall disburse money only as authorized by the budget or the Vestry. The Treasurer oversees the compilation of financial reports by the Business Administrator for Finance Committee and Vestry meetings and the Annual Meeting, and shall give bond, at the expense of the Parish, in such amount as the Vestry may require.

E. As needed, an Assistant Treasurer may be appointed by the Vestry to support the Treasurer in his or her role.

Section 5. Terms. Officers, other than the Rector, shall serve terms not to exceed three consecutive years.

**ARTICLE V. MEETINGS**

Section l. Annual. The Annual Meeting of the Parish shall be held the fourth Sunday of January, unless another date is selected by the Vestry, for the purpose of electing members to the Vestry, electing delegates and alternates to the Annual Convention, receiving reports, and for any other appropriate business. A notice of the meeting shall be given to all members of the Parish at least ten days before the meeting.

Section 2. Special. Special meeting of the Parish can be called by the Bishop, the Rector, a Warden or any two Vestry members, and shall be called upon the written request of 25% of the qualified voters of the Parish. The purpose of the meeting shall be stated in the call. Notice shall be given in the Parish newsletter or by announcement at two consecutive regular Sunday services. If a meeting is called by the Bishop, he may direct that notice be given by any reasonable method.

Section 3. Quorum. Twenty percent of qualified voters of the Parish shall constitute a quorum provided that the Rector or a Warden is included in the number.

**ARTICLE VI. VESTRY**

According to the Canons of this church, the Vestry shall oversee the relations between members and clergy, represent the Parish legally, carry out the business of the Parish, care for the buildings and furnishings and other things necessary for the work of the Parish. They shall have authority over all ministries not under the authority of the Rector, according to Article IV, Section 4 of these bylaws, and shall, together with the Rector, see that all ministries of the Parish are carried out.

Section 1. Composition and Definition. The Board of Directors, hereinafter known as the Vestry, shall consist of the Rector, Rector’s Warden, Vestry Warden, and the elected Vestry members. The Vestry shall have full power and authority over the affairs of the Parish excepting that of modifying any action taken by a superior body. They may delegate authority as it is deemed advisable. They shall perform the duties prescribed by these bylaws and the Canons and in all cases shall accede to the authority of the General Convention of the Episcopal Church.

Section 2. Duties.

A. Make a financial pledge to the Parish.

B. Call a Rector by a two-thirds vote in accordance with the Canons and after a conference with the Bishop.

C. Elect a Vestry Warden as soon as practicable after the Annual Meeting. Elect a Clerk, Treasurer, and Assistant Treasurer as needed.

D. Vacancies in the Vestry or delegates to Annual Convention shall be filled by a majority vote of the remaining Vestry members. The person chosen to fill the vacancy shall serve until the next succeeding Annual Meeting. The Annual Meeting shall elect a person to serve the unexpired term of such positions.

E. Approve or reject appointments of salaried employees made by the Rector.

F. Approve or reject persons seeking licensing by the Bishop for particular ministries.

G. Assist the Rector in planning and preparing for the Annual Meeting of the Parish.

H. Attend the Vestry retreats.

I. Have control and management of the finances of the Parish, in accordance with these bylaws, the Canons, and governing law.

J. Have such other duties, rights and powers of the board of directors of a non-profit corporation, in accordance with these bylaws, the Canons, and governing law.

Section 3. Meetings.

A. Regular Meetings. Regular meetings shall be held each month. They shall be held on the third Sunday unless otherwise ordered by the Rector or the Vestry.

B. Special Meetings. The Rector, a Warden, the Bishop, or any two members of the Vestry may call a special meeting of the Vestry. The purpose shall be stated in writing and five days’ notice shall be given. Urgent business may be conducted by telephone or by electronic means provided it is ratified at the next meeting.

C. Abstain from Voting. A member with a financial interest in a pending motion may speak to the matter but shall not vote on it or its related motions.

D. Attendance. The Vestry may replace any member who is absent from three meetings, unless good cause is given to the Rector or a Warden and entered in the minutes each time.

E. Quorum. A majority of the Vestry shall constitute a quorum provided that the Rector or a Warden is included in the number.

**ARTICLE VII. NOMINATIONS AND ELECTIONS**

Section 1. Nominations.

A. Nominating Committee. The Nominating Committee shall be chaired by the Vestry Warden and shall consist of the Vestry Warden and representatives of the other two annual classes of Vestry members. This committee shall meet and offer nominations for the vacant positions to the Vestry no later than its December Meeting.

B. Candidates. Candidates shall prepare a brief biographical sketch for the Parish newsletter.

C. Additional Nominations. Additional nominations from the floor shall be permitted.

Section 2. Elections. Voting members of the Parish shall elect by ballot at the Annual Meeting in the manner herein described:

A. Vestry. The number of elected Vestry shall be either 6, 9 or 12. Of these, one-third shall be elected annually, each for a three-year term. On the completion of an elected three-year term, one year must elapse before the individual may be elected to another such term.

B. Delegates. The number of elected delegates is in accordance with the Diocesan Canons. One-third or one-half of the appropriate number shall be elected annually, each for a two-year term.Delegates shall attend Annual Convention, Deanery meetings and other special meetings of the Diocese as directed by the Rector or Wardens.

**ARTICLE VIII. MINISTRIES**

Section 1. Definition. “Ministries” are the organized means by which communicants and voters participate in Parish life. They may be identified as committees, task forces, departments, groups or similar names. No ministry may be formed without consent of the Rector.

Section 2. Responsibility, Accountability, Coordination, and Reporting. Ministry leaders shall be responsible for all activities within an area circumscribed by the Rector or assisting clergy. They shall be accountable to, coordinate with, and report to the Rector, other clergy responsible for their area of ministry, and their Vestry contact, if they have been assigned one. Ministries shall act in accordance with the general policies and bylaws of the Parish.

**ARTICLE IX. FINANCES**

Section 1. Control. All donations or bequests, all pledges and all other income received by the Parish are under control of the Vestry.

Section 2. Specifically Designed Gifts. When donors or testators (a) wish to contribute amounts other than to the Parish Operating Budget and other than to the Endowment Fund or the Capital Fund, (described, respectively, in Articles XI, XII, below), and (b) they wish to prescribe specific terms (acceptable to the Vestry) for a gift or bequest to the Parish, then such contributions shall be administered by the Vestry in accordance with the prescribed terms (“Specifically Designed Gifts”). Notwithstanding the preceding sentence, the prescribed terms may provide explicit provisions for their future amendment; provided, however, that in all events the prescribed terms may be amended in accordance with the procedure set forth in Article XI, Section 5, below.

Section 3. Budget. The Vestry shall prepare a budget for each year and may from time to time amend it as necessary. The budget and amendments shall require majority vote of the Vestry.

Section 4. Pledges. Stewardship education and solicitation of pledges for the coming year shall be conducted annually.

Section 5. Audit. The Vestry shall ensure that an annual audit is performed in accordance with the Canons.

Section 6. Finance Committee. Subject to the supervisory control of the Vestry, a Finance Committee shall exercise oversight of all parish finances and funds, and serve in an advisory capacity to the Vestry in its use of funds. The committee shall consist of the Treasurer, the Rector, and a minimum of three pledging, adult communicants in good standing, appointed by the Vestry. The Parish Business Administrator shall be a participating but non-voting ex-officio member. The voting members shall elect a chairperson from among its members. Appointed members may be removed by the Vestry at any time, and the Vestry may add members or fill vacancies at any time. The Finance Committee may nominate new members to the Vestry.

Duties of the Finance Committee.

a. Make monthly reports of all parish funds to the Vestry in a manner determined by the Vestry;

b. Create a draft of an annual operating budget to assist the Vestry in its preparation of the same, and monitor it throughout the year. The Vestry may adopt, amend, or replace this draft as they see fit.

c. Work in coordination with those responsible for carrying out an annual pledge effort;

d. Review recommendations from the Endowment Committee and advise the Vestry as needed. Also advise Vestry of Capital or other special funds including Specifically Designed Gifts, including investment and expenditures, in accordance with policies approved by the Vestry.

e. Ensure that all funds are subject to proper periodic bookkeeping, accounting, and, if required, auditing;

f. Consult with members of the Parish on lifetime and/or testamentary gifts to any of the parish funds, and consult with tax and other advisors in assisting members in structuring such gifts as provided in the “Gift Acceptance Policy” approved by the Vestry;

g. Advise the Vestry on the implementation of any requirements and/or purposes that have been set forth in Designated Gifts;

h. Perform such other duties as may be delegated by the Vestry.

**ARTICLE X. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Parish in all cases to which they are applicable and in which they are not inconsistent with these bylaws and the Canons.

**ARTICLE XI. ENDOWMENT FUND**

Section 1. Establishment of Fund and Purpose.

The parish shall have an Endowment Fund of permanent duration whose purpose is to support the capital needs, capital improvements and fundamental mission aims of the parish.

Section 2. Gifts and Bequests.

a. The Endowment Fund shall consist of all gifts and bequests given for the purpose of the Endowment Fund, or other funds so designated by the Vestry.

b. Gifts or bequests to the Endowment Fund of $25,000 or more may be designated by the donor for specific purposes, as long as those purposes are in accordance with the purpose of the Endowment Fund.

Section 3. Account Management.

a. The Endowment Fund shall be maintained in one or more accounts separate from other Parish asset accounts, and shall be accounted separately on the financial books and records of the Parish.

b. The Endowment Fund shall be managed in accordance with New Mexico Uniform Prudent Management of Institutional Funds Act, as amended.

Section 4. Endowment Committee and Expenditures from the Fund.

a. The investment of the Endowment Fund shall be managed by the Endowment Committee comprised of the Treasurer and the Rector as ex-Officio members, and three appointed members. Vestry shall appoint Endowment Committee members at least two of whom are neither on the Finance Committee nor the Vestry. The Endowment Committee shall elect a chairperson from among its members.

b. Endowment Committee may recommend expenditures from the Endowment Fund, except that such expenditure may not in any calendar year exceed 5.0% of the value of the fund, calculated on an average quarterly valuation on a three-year rolling average. Any expenditures recommended by the Endowment Committee shall be presented to the Vestry for final approval.

Section 5. . Amendment. Amendments to this Article XI shall only be made (a) by the vote of two-thirds (2/3rds) of the members of the Vestry, and (b) the written approval of the Rector, followed by (c) the vote of three-fourths (3/4ths) of the members of the Parish present at a duly convened Annual or Special Meeting of the Parish.

**ARTICLE XII. CAPITAL FUND**

Section 1. Establishment of Fund. The Parish has established a fund to be known as the St. Michael and All Angels Episcopal Church Capital Fund (“Capital Fund”), which shall be maintained in one or more accounts separate from other Parish asset accounts and which shall be accounted for separately on the financial books and records of the Parish. All contributions to the Capital Fund are to be placed into the Capital Fund. The purpose of the Capital Fund is to provide for (a) the maintenance, repair, and needed modifications and improvements to the buildings, grounds, and major equipment of the Parish so that its facilities are kept in good condition and otherwise will support the worship and ministries of the Parish, (b) the acquisition of property (which is in the category of a capital asset) to enhance the mission of he Parish, and (c) the servicing of any debt (including the payment of principal and interest) in respect of any of the Parish’s capital assets.

Section 2. Capital Fund Beneficiaries. Subject to the provisions of this Article XII, the Capital Fund is to be used for the benefit of existing or new Parish facilities. Should the Parish corporation be dissolved, the Capital Fund shall be held for the benefit of the Diocese of the Rio Grande, until such time as the Parish be reformed and the Ecclesiastical Authority designates a new Mission or Parish to be a continuation of this corporation.

Section 3. Distributions. Upon a two-thirds (2/3rds) vote of all of the Vestry members, distributions may be made from the Capital Fund for important and significant maintenance, repair, and/or improvement of the building, grounds, and major equipment of the Parish (as determined by the Vestry). The timing and the manner of any distributions (immediate, deferred, outright, restricted, etc.) from the Capital Fund may be determined by the Vestry in accordance with the vote directing such distributions.

**ARTICLE XIII. AMENDMENT OF BYLAWS**

Except as otherwise specifically provided in these bylaws, they may be amended at any annual or special meeting of the Parish by a two-thirds (2/3rds) vote of the members present and voting at the meeting, provided that proposed amendments shall have been submitted in writing to the members of the Parish at least fifteen (15) days prior to the meeting. By action duly taken at the meeting, such proposed amendments may be further amended at the meeting.

Dated Effective as of January 29, 2019

Nancy Searles, Clerk