***THESE ARE THE PROPOSED CHANGES TO THE CURRENT BYLAWS***

**Annual Meeting**

Must be held by Jan. 31st each year (No change)

Added … **meeting notification requirements**

Purpose is to present reports of past year activities and church/school finances, and to elect new Vestry members and delegates to the Diocesan annual convention, and anything else requiring presentation to the entire congregation and/or ratification therefrom (No change)

Qualifications for voting rights … 16 years+, givers of record, communicants, regular in attendance, etc. (No change)

Must be present to vote/ no proxies (**Revised to acknowledge new technology allowing remote ‘real-time’ video conferencing participation as eligibility to vote**)

Added … **the number of qualified electors attending in person, or remotely, shall constitute a ‘quorum’, and all matters approved or rejected by vote shall constitute an action by the congregation as a whole**

**Vestry Membership and Duties**

No fewer than 5 members and each must be qualified electors (No change)

Duties taken almost verbatim from the Canons … take charge of the property and insure it, prepare a budget, call a new Rector, and assist the Rector in all ways appropriate to lay persons (No change)

Vestry member terms – normally 3 years, with a mandatory 1 year period before eligibility for a new term … approx.. 1/3 of the members to be newly elected each year … any vacancy is to be filled by majority vote of the remaining Vestry membership (No change)

A Vestry member serving a term less than 3 years is immediately eligible for re-election to a succeeding term provided that their total length of service may not exceed 4 years (**Reviised to allow that any new Vestry member elected or appointed to a term less than 3 years is eligible for nomination to a succeeding 3 year term regardless of overall term length. Also revised when special circumstances warrant to allow for pre-determined shorter term lengths terms, and for terms to exceed 3 years during the Rector search process.**

Nominating Committee for candidates at the upcoming annual meeting …. those members whose terms are expiring are to share with the Vestry a proposed list of candidates to fill their seats, and also explain the rationale by which they were vetted (No change)

Officers

The Rector is the President of the Vestry, the Senior Warden is chosen by the Rector, the Junior Warden is elected by majority vote of the Vestry membership (No change)

The duty of the wardens is to protect the church property and to see to it that the administration of the Sacraments and Ordinances of the church are provided. In the absence of the Rector, the Sr Warden assumes all responsibilities appropriate to a lay person, with the Jr Warden next in succession.(**The traditional roles of the wardens are modified to some extent to define more of a ‘partnership’ in guiding a parish-centric church**)

Clerk and Treasurer… annually elected by the Vestry and need not be Vestry members … the same person can fill both roles (No change)

Duties of the Clerk … take minutes and preserve records of Vestry meetings and the annual meeting, and maintain records of all legal proceedings performed by the Vestry/corporation. (No change)

Duties of the Treasurer … keep accurate records of all finances of the church, apprise the Vestry of the church’s fiscal status, present our records for annual audit, and serve on the executive committee (**Clerk and Treasurer roles revised to acknowledge the wisdom in delegating many of the responsibilities of these offices to personnel with the skill sets and technical resources available to us in our school administrative staff**)

Vestry meetings … to be held monthly on the third Tuesday of each month, with options to call special meetings in a number of circumstances (**Frequency of Vestry meetings is relaxed, and options to call, special meetings slightly more restricted**)

Attendance at meetings … members are obligated to give ‘a good and proper cause’ in advance if unable to attend, and failing to do so for 3 successive meetings or 4 meetings annually can result in loss of Vestry membership. (No change)

***THIS CONCLUDES THE CHANGES TO THE CONTENT OF THE CURRENT BYLAWS***

***Based on best practices, templates, and examples of other Episcopal churches, the following additions are proposed:***

**NAME AND LOCATION**

Added a first article explaining who we are and our location, and acknowledging the role of the school as an integral part of our corporation.

**PURPOSE AND MISSION**

Added the recommended language to qualify as a not-for-profit corporation with tax exempt status. Also, statements as to our beliefs as an Episcopal church and school, and our position on discrimination.

**ELECTORS**

No additions … only changes to current bylaws as indicated above.

**VESTRY**

Added sections on compensation and standards of behavior to the duties indicated above.

**COMMITTEES**

Describes a committee structure and lists current and potential standing / ad-hoc / joint committee roles and generic areas of responsibility.

**CONFLICT OF INTEREST**

Protects the church/school against the appearance of personal gain influencing decisions of leadership.

**INDEMNIFATION**

Covers protection against expenses incurred by church/school leadership if forthright behavior or decisions result in an assertion of liability and/or litigation. This language is the result of advice from our legal counsel, and is repeated also in the school bylaws.

**FISCAL YEAR**

Establishes change from calendar year to July – June to align with the school’s fiscal year.

**CONFIDENTIALITY**

Recognizes that sensitive information will be shared or become accessible by virtue of a leadership position in the church, and that it must not become public knowledge.

**RECORD KEEPING**

Defines the obligation to comply with mandates of the government, state, and diocese, as well as best practice recommendations for internal documentation.

**DISSOLUTION**

Specifies distribution of assets to the diocese if the corporation ceases to exist.

**AMENDMENT**

Specifies ratification requirements for amendments to these bylaws.