

THE BYLAWS OF ST. ALBAN'S PARISH
Washington, D.C.

**Adopted at a Special Meeting of the Parish on October 28, 2018, and
Amended at the Annual Meeting of the Parish on January 30, 2022**

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PREAMBLE

St. Alban's Parish, established in 1855, is a parish of and in union with the Convention of the Protestant Episcopal Church ("The Episcopal Church") in the Diocese of Washington ("the Diocese"), and is required to adopt bylaws in accord with the Constitution and Canons of The Episcopal Church and the Canons of the Diocese to govern Parish meetings and the work of the Vestry. These bylaws, entered into force upon adoption on October 28, 2018, and amended on January 30, 2022, supersede all bylaws previously adopted by St. Alban's Parish. To the extent that any provision of these bylaws is inconsistent with any provision of Canon 47 ("Bylaws of Parishes") of the Diocese, the provision of Canon 47 will govern.

ARTICLE I Parish Meetings.

Section 1. The Annual Meeting.

An Annual Meeting of the Parish will be held on a date, and at a place, to be determined by the Vestry; except that if the Vestry does not set the date and place for an Annual Meeting during the first eleven (11) months of any year, the Annual Meeting will be held on the Monday night following the first Sunday in December at the church.

Section 2. Special Meetings.

A Special Meeting of the Parish may be called by (a) the Rector, (b) a majority of the voting members of the Vestry, or (c) a written petition signed by at least thirty (30) qualified voters and delivered to the Secretary of the Vestry.

Section 3. Notice of Parish Meetings.

At least thirty (30) days before any Annual or Special Meeting, the Secretary of the Vestry will give to the qualified voters of the Parish, written notice of the date, hour, and place of the meeting, and of the purposes for which the meeting is called.

Section 4. Quorum for Parish Meetings.

At least ten per cent (10%) of the qualified voters of the Parish, or one hundred (100) qualified voters of the Parish, whichever is less, will constitute a quorum for the conduct of official business. Parish members voting by absentee ballot will not be counted in determining whether there is a quorum.

Section 5. Voting Procedures.

Except as provided in Article VI, Section 2 (Election Procedures) and balloting procedures promulgated pursuant thereto, and in Article XII (Amendment of Bylaws), a majority vote of the quorum present at any Annual or Special Meeting is required for the adoption of any matter at that Meeting.

Section 6. Presiding Officer at Parish Meetings.

The Rector will preside at any Annual or special meeting of the Parish. If the Rector is absent, the Senior Warden will preside. If the Senior Warden is absent, another individual will preside. If the office of Rector is vacant, the Bishop, or the Bishop's designee, will preside.

ARTICLE II Qualifications of Voters.

Section 1. Qualified Voters.

A "qualified voter" is a person who, at least thirty (30) days before the meeting at which he or she is to vote, is (a) a member of the Episcopal Church as defined in the Canons of The Episcopal Church, (b) recorded as a member in the Parish register, (c) at least 15 years of age, and (d) either a contributor to the financial support of this Parish for at least six (6) months as determined by the Treasurer or a contributor of services to this Parish for at least six (6) months as determined by the Rector.

Section 2. Determinations of Qualified Voters.

The Vestry will determine any issue concerning who is a qualified voter.

ARTICLE III The Vestry.

Section 1. Authority.

The Vestry serves as agent and legal representative of the Parish in all matters concerning the property of the Parish and the relations of the Parish to the Rector and other clergy of the Parish. The Vestry is responsible for the management of Parish property and its financial resources and provides advice to the Rector and other clergy on Parish matters. The Vestry has power to act on behalf of the Parish as a corporate body as specified in the Canons of The Episcopal Church and the Diocese or by appropriate legislation.

Section 2. Composition of the Vestry.

The Vestry is composed of the Rector, the Senior Warden, the Junior Warden, and at least ten (10) but no more than twelve (12) Vestry Members. Wardens and Vestry Members will be lay people.

Section 3. Youth Representatives.

The Vestry may elect one or two persons between the ages of 15 and 18 years to serve as non-voting Youth Vestry Representatives for a term of one year.

ARTICLE IV Conduct of the Business of the Vestry.

Section 1. Vestry Meetings.

Regular meetings of the Vestry will be held monthly unless the Vestry decides otherwise. Special meetings of the Vestry may be called by the Rector, the Senior Warden, or at the request of at least one-third (1/3) of the lay members of the Vestry on at least three (3) days written notice to all members of the Vestry. The notice may be shortened if there is an emergency or urgent need for vestry action, and notice is provided to all members of the Vestry in as timely a manner as possible, and the majority of the members of the Vestry agree to hold the meeting with fewer than three (3) days notice.

Section 2. Quorum.

Any seven (7) members of the Vestry will constitute a quorum, except that if the Vestry has fewer than fourteen (14) members any six (6) members will constitute a quorum.

Section 3. Presiding Officer at Vestry Meetings.

The Rector will preside at all Vestry meetings. If the Rector chooses not to preside or is absent, the Senior Warden, if present, otherwise the Junior Warden, will preside. In the absence of the Rector and both Wardens, another member elected by the Vestry by majority vote of those present will preside. If the Parish is without a Rector, the Bishop will preside, if present.

Section 4. Conduct of Meetings.

The Vestry may adopt rules for the conduct of Vestry meetings. All Vestry Meetings are open to members of the Parish except when the Vestry votes to conduct all or part of any meeting in executive session. Any official act of the Vestry will occur in open session.

Section 5. Acts of the Vestry.

All members of the Vestry are entitled to vote at any regular or special meeting of the Vestry. The act of the majority of the voting Vestry members present at a meeting will be the act of the Vestry.

Section 6. Electronic Meetings and Electronic Voting.

The Vestry may conduct any meeting, or any vote at such meeting, wholly or in part by electronic means (including telephonically) to the full extent allowed and provided for by the Canons of the Diocese.

Section 7. Vacancy in the Office of Vestry Member or Warden.

A vacancy in the office of a lay Vestry Member or Warden will be filled by a majority vote of the remaining members of the Vestry from persons eligible for election as set forth in Article VI of these bylaws. A person elected by the Vestry to fill a vacancy as Vestry Member will serve the remainder of the vacated term. A person elected by the Vestry to fill a vacancy in the office of Senior Warden or Junior Warden will serve until the next Annual Meeting, when a successor will be elected by the Parish.

Section 8. Transfer of Property.

The consent of both Wardens, the Rector (or the Bishop if there is no Rector) and at least half (1/2) of the other members of the Vestry, will be required to transfer any tangible property of the Parish with a value of more than \$10,000 by gift, sale, exchange or otherwise.

Section 9. Encumbrance of Property.

The Vestry will obtain written approval from the Bishop and the Standing Committee of the Diocese, in the manner provided in the Canons of the Diocese, before encumbering any real property of the Parish by mortgage, deed of trust, lease or otherwise, or transferring any real property by gift, sale, exchange or otherwise. The Vestry may lease real property of the Parish (other than the portion of any church or chapel which has been used principally for public worship) for a term of three years or less without the approval of the Bishop or the Standing Committee.

Section 10. Audit Procedures.

The Vestry will designate a Certified Public Accountant or an Audit Committee to make an audit of the Treasurer's book and records for each calendar year.

**ARTICLE V
Clergy and Lay Employees.**

Section 1. Priority of Clergy Compensation.

The Vestry will regard the payment of clergy compensation as having priority over all other payments from the income of the Parish.

Section 2. Priority of Lay Compensation.

The Vestry will regard the payment of lay compensation as having priority over all other payments from the income of the Parish other than clergy compensation. "Lay compensation" means the pay or salary of all lay employees of the Parish, including pension contributions, health and life insurance premiums, and all other benefits paid or provided to those employees. At any time during each year, the Vestry will determine the number of lay employees the Parish will employ.

Section 3. Selection of Rector.

When the position of Rector becomes vacant, the Vestry will by majority vote elect a new Rector from among the priests of The Episcopal Church or other clergy authorized by the Canons of The Episcopal Church to officiate in The Episcopal Church. The Vestry may appoint a search committee, broadly representative of the Parish, to recommend to the Vestry a candidate or candidates for Rector. The election will follow consultation with the Bishop and will be conducted in conformity with the Canons of The Episcopal Church and by the Canons and guidelines of the Diocese.

Section 4. Selection of Assistant Clergy.

The Rector will nominate to the Vestry for election to the office of assistant cleric an individual from among the clergy of the Episcopal Church or other clergy authorized by the Canons of the Episcopal Church to officiate in the Episcopal Church. After consultation with the Bishop in accordance with the Canons of the Episcopal Church, the Vestry may by majority vote elect the nominated individual to the office of assistant cleric. Assistant clergy will serve under the authority and direction of the Rector, who sets their tenure and duties.

Section 5. Call of Clergy in Writing.

The terms and conditions of any contract of a call of a Rector or assistant cleric will be in writing and comply with all of the terms and conditions required by the Canons of the Episcopal Church and the policies established by the Bishop.

Section 6. Lay Employees.

The Rector, with the advice of the Vestry, is empowered to hire such lay employees as are required for the administration of the Parish within the limits set by the Vestry. Lay employees will serve under the authority and direction of the Rector, who sets their tenure and duties.

ARTICLE VI
Election of Wardens and Other Vestry Members.

Section 1. Qualifications for Office.

Wardens, Vestry Members, officers of the Vestry, and Delegates must be qualified voters as prescribed in Article II, Section 1, except that they must have reached their eighteenth (18th) birthday by the date they assume office; and by the date of the Annual Meeting at which they are elected must be either confirmed or received in this Parish or must have submitted to the Parish a letter of transfer from another Episcopal church.

Section 2. Election Procedures; Balloting Procedures.

Except as set forth in Article IV, Section 7, Wardens and Vestry Members will be elected on the day of the Annual Meeting by plurality vote of those qualified voters casting secret ballots. Election by plurality vote means that a candidate for Senior Warden or for Junior Warden receiving the highest number of votes on the first ballot will be declared elected, and the candidates for Vestry Member equal to the number of vacancies and receiving the highest number of votes on the first ballot will be declared elected. In the event of a tie vote on the first ballot for the position of Senior Warden or Junior Warden, or as between candidates for the last of the Vestry Member vacancies, further ballots will be cast until sufficient candidates are elected; provided that on the second and any subsequent ballot, votes will be cast only for those candidates who were tied on the first ballot. The Vestry will establish additional balloting procedures and will published them to the Parish at least sixty (60) days before the Annual Meeting, allowing a reasonable period for comment by members of the Parish. The balloting procedures will ensure that qualified voters unable to attend the Annual Meeting in person may vote by absentee ballot; any issues concerning absentee ballots will be determined by the vote of a majority of the members of the Vestry attending the Annual Meeting.

Section 3. Wardens, Terms and Eligibility for Office.

A Senior Warden and a Junior Warden will each be elected for a three-year term or until a successor has been elected, except as otherwise provided for in the bylaws. The terms of the Senior Warden and Junior Warden will be staggered, with the Junior Warden's term beginning the year after the beginning of the Senior Warden's term. A Senior Warden who has served one term will after one year be again eligible for election to that office; a Junior Warden who has served one term will after one year be again eligible for election to that office.

Section 4. Vestry Members, Terms and Eligibility for Office.

A Vestry Member will be elected for a three-year term or until a successor has been elected, except as otherwise provided in these bylaws. The terms of Vestry Members will be staggered, with one-third (1/3) of the Vestry Members being elected on the day of each Annual Meeting, except as provided in Article IV, Section 7. A Vestry Member who has served a three-year term will after one year be again eligible for election to the Vestry.

Section 5. Nominating Committee.

At least ninety (90) days before the Annual Meeting, the Rector and both Wardens, with the approval of the Vestry, will appoint a nominating Committee composed of outgoing Vestry members, including any Warden, and such other Parish members who are qualified voters as the Rector and Wardens choose. Nominating Committee members will not be eligible for nomination; any outgoing Vestry member who wishes to be considered as a candidate for election may decline serving on the Nominating Committee. The Rector and both Wardens will designate an outgoing Vestry member to chair the Nominating Committee. No later than sixty (60) days before the Annual Meeting, the chair will report to the Vestry a list of candidates for vacancies to occur among Wardens and Vestry Members who are willing to be nominated and to serve if elected. There will be at least two candidates more than the number of vacancies to occur among Vestry Members, and at least two candidates for a vacancy among Wardens. If the Nominating Committee is unable to identify at least the prescribed number of candidates for an office, the Committee will report such candidates as the Committee is able to identify.

Section 6. Nominations by the Committee.

After the Vestry receives the list of candidates as provided in Article VI, Section 5, the Vestry will announce to the Parish, by means that the Vestry considers appropriate and not fewer than forty-five (45) days before the Annual Meeting, the names of the candidates, the position for which each is nominated, and information about the qualifications of each candidate, including participation or service in Parish activities and vocation. If at any time up to fifteen (15) days before the Annual Meeting any candidate indicates to the Vestry his or her inability or unwillingness to serve, the Vestry will provide the Parish with the name of an alternate candidate provided by the Nominating Committee.

Section 7. Nominations from the Congregation.

After the Vestry presents to the Parish the list of candidates, additional candidates may be added to the list up until thirty (30) days before the next Annual Parish Meeting, upon petition in writing to the Secretary by at least twenty-five (25) qualified voters, with information for each candidate as to qualifications, participation or service in Parish activities, vocation, and willingness to be nominated and to serve if elected. As soon as practicable after such recommendation, the Vestry will submit to the Parish, by means that the Vestry considers appropriate, the names of such additional candidates, the position for which each was recommended, and the fact of their nomination by petition.

Section 8. Definition of Year and Term.

For purposes of this Article, the words “year” and “term” mean the period from the election held at any Annual Meeting until the election held at the next succeeding Annual Meeting.

ARTICLE VII
The Rector.

The Rector serves as the Chairperson and Chief Operating Officer of the Parish subject to the Canons of The Episcopal Church and the Diocese.

ARTICLE VIII
The Wardens.

Section 1. Roles.

The Wardens are the chief lay officers of the Parish.

Section 2. Duties of the Senior Warden.

The Senior Warden is the principal lay officer of the Parish and has such authority and performs such duties in the management of the property and affairs of the Parish as are provided by the Canons of the Diocese and The Episcopal Church. The Senior Warden has specific responsibilities for:

- (a) Providing counsel to the Rector, the Vestry, and the Parish as to all programs of the Parish including recommendations for new programs, elimination or modification of existing programs and the degree to which all programs should be supported.
- (b) Presiding at Vestry and Parish meetings in the absence of the Rector.
- (c) Reporting to the Bishop when a vacancy occurs in the Rectorship and acting as principal Parish executive officer until a Rector is elected.
- (d) Maintaining close liaison with the Bishop in the search for the selection of a new Rector and nominating a Search Committee for the approval by the Vestry.
- (e) Calling Special Meetings of the Vestry or Parish in the absence of the Rector or under special conditions of necessity.
- (f) Executing all liens, deeds, contract, transfers and other legal instruments when directed by the Vestry.

Section 3. Duties of the Junior Warden.

The Junior Warden is the associate principal lay officer of the Parish and has such authority and shall perform such duties in the management of the property and affairs of the parish as are provided by the canons of the Diocese and Episcopal Church. The Junior Warden has specific responsibilities for:

- (a) Providing counsel to the Rector, the Vestry, and the Parish, in accordance with normally acceptable business practices, as to the property of the Parish.
- (b) Performing, in the absence of the Senior Warden, the duties of the Senior Warden as set forth in Section 2.

ARTICLE IX
Diocesan Convention Lay Delegates.

Section 1. Duties of Delegates.

Diocesan Convention Lay Delegates will (a) represent the Parish at all annual or specially called Diocesan Conventions; (b) advise the Vestry and Parish of all special actions or resolutions to be acted upon at each Convention, seek advice from the Vestry and the Parish as to positions that might be taken, and after each Convention report on it to the Vestry; and (c) represent the Parish at all other regular or specially called meetings within the Diocese to which the Delegates of the Parish are invited.

Section 2. Duties of Alternate Delegates.

In the absence of a Delegate, when so notified by the Rector, an Alternate will assume the duties set forth in Section 1. Alternate Delegates will attend Diocesan Conventions, meetings of the Convocation and other meetings of regular Delegates in order to familiarize themselves with the duties of the position.

Section 3. Election of Delegates.

The Vestry will establish and publish to the Parish procedures for election by the Vestry of Diocesan Delegates. The procedures will provide that the Vestry will invite nominations from the Parish of candidates to serve as Diocesan Delegate, and will elect, by majority vote, Diocesan Delegates and Alternate Delegates to ensure that the Diocesan allotment of Delegates from the Parish is fully maintained. Each Delegate will serve for a term of three years, with terms staggered to ensure that in any year there is at least one continuing Delegate. Any vacancy among the Delegates shall first be filled by an elected Alternate Delegate.

ARTICLE X
Secretary of the Parish.

Section 1. Duties of the Secretary.

The Secretary is the lay officer of the Parish charged with maintenance of accurate written records of the life of the Parish under the direction of the Rector. Specific responsibilities include: (a) keeping the record of all voting members of the Parish, (b) providing for keeping full and accurate minutes of all official meetings of the Parish and Vestry including the Annual Meeting and Special Meetings; and (c) executing all liens, deeds, contracts, transfers and other legal instruments when directed by the Vestry or as provided by the bylaws. The Secretary is an officer of the Vestry but does not have voting rights unless the Secretary is also an elected member of the Vestry.

Section 2. Election of the Secretary.

At the first meeting of the Vestry after the Annual Meeting, or as soon thereafter as is practicable, the Vestry will elect a Secretary to serve for one year or until a successor has been elected.

Section 3. Qualifications of the Secretary.

An individual may be qualified to be a Secretary regardless of whether or not that individual is a member of the Parish or a member of the Vestry.

**ARTICLE XI
Treasurer of the Parish.**

Section 1. Duties of the Treasurer.

The Treasurer is the lay officer of the Parish directly charged with the custody and disbursement of all funds of the Parish. Specific responsibilities include: (a) providing for the maintenance of all books and records necessary for the financial business of the Parish; (b) rendering a monthly report to the Vestry on the financial condition of the Parish; (c) providing for all disbursements for the account of the Parish as authorized by the Rector, the Senior Warden, or the Junior Warden; and (d) delegating to an Assistant Treasurer such responsibilities as may be deemed necessary. The Treasurer is an officer of the Vestry but does not have voting rights unless the Treasurer is also an elected member of the Vestry.

Section 2. Election of the Treasurer.

At the first meeting of the Vestry after the Annual Meeting, or as soon thereafter as is practicable, the Vestry will elect a Treasurer to serve for one year or until a successor has been elected.

Section 3. Qualifications of the Treasurer.

An individual may be qualified to be a Treasurer regardless of whether the individual is a member of the Parish or a member of the Vestry.

**ARTICLE XII
Amendment of Bylaws.**

These bylaws may be amended, modified, or repealed at any Annual or Special Meeting by a vote of two-thirds (2/3) of the qualified voters voting at such meeting. At least thirty (30) days notice will be given of any proposed change to the bylaws to be presented for action at a meeting; the notice must include the proposed change and an explanation of it.