

THE PARISH BYLAWS OF GRACE EPISCOPAL CHURCH
KIRKWOOD, MISSOURI
AS REVISED 2009

PREAMBLE

These Bylaws are adopted pursuant and subject to the Diocesan Canons and Articles of Association of the Parish for the government and the support of the Parish and the management and disposal of its property.

Grace Episcopal Church, as part of the One, Holy, Catholic and Apostolic Church of Christ, acknowledges its allegiance to the Protestant Episcopal Church in the United States of America, also known as the Episcopal Church, (the "Church") and to the Episcopal Church in the Diocese of Missouri (the "Diocese"). It submits to the authority of the General Convention of the Church and the Convention of the Diocese. It accedes to, recognizes and accepts the Doctrine, Discipline and Form of worship of the Church and the Constitution and Canons of the Church and of the Diocese, as may hereafter be amended from time to time. In the event of any conflict or inconsistency between the organizational documents of the Parish and the Constitution and Canons of the Church or of the Diocese, as may hereafter be amended from time to time, the Constitution and Canons shall control and govern. The foregoing provision may not be altered or deleted without the written consent of the ecclesiastical authority of the Diocese.

ARTICLE I

MEETINGS

Section 1. The annual meeting of the Parish shall be held in January, pursuant to the provisions of the Canons. Public notice of the meeting shall be given in accordance with the Canons. The annual meeting shall receive reports from the Rector, Vestry, Treasurer, standing committees, and other organizations of the Parish, shall elect members of the vestry, lay delegates and their alternates to the Diocesan Convention and shall transact other such business that may come before the meeting.

Section 2. The Vestry shall meet as soon as practicable after the annual meeting of the Parish for the purpose of electing officers, appointing committees and conducting any other business that may come before the meeting.

Section 3. Regular meetings of the Vestry shall be held on the second Tuesday of each month at the Grace Episcopal Church or at such other place as may be designated by notice.

Section 4. Special meetings of the Parish and the Vestry shall be called and held as provided by the Canons.

Section 5. All meetings of the Parish and Vestry shall be conducted according to the provisions of Roberts' Rules of Order.

ARTICLE II

QUORUM AND VOTING

Section 1. The presence in person of fifty qualified electors of the Parish, as determined by the Canons, shall constitute a quorum at any Parish meeting. Vestry members shall be elected in the manner provided by the Canons and Articles of Association. In electing lay delegates to the Diocesan Convention, each elector shall be entitled to one vote for each delegate and one vote for each alternate delegate to be elected. The number of delegates to be elected shall be as determined by the Canons, and an alternate delegate shall be elected for each delegate. Those nominees for delegates and those nominees for alternate delegate receiving the greater number of votes shall be elected. No delegate or alternate delegate shall be required to receive a majority of the votes cast. A majority of the qualified votes cast shall be required for passage or approval of all other matters coming before the meeting, unless a greater number shall be required by the Canons or Articles of Association. No proxies shall be permitted at a Parish meeting.

Section 2. A majority of the Vestry members (excluding the Rector, and the Treasurer and Secretary if they are not Vestry members) shall constitute a quorum at any meeting of the Vestry, unless a greater number shall be required by the Canons or Articles of Association. The act of the majority of the Vestry members present at a meeting at which a quorum is present shall be the act of the Vestry, unless a greater number is required by the Canons or Articles of Association.

ARTICLE III

VESTRY AND OFFICERS OF THE PARISH AND VESTRY

Section 1. The Vestry shall consist of not less than three, nor more than thirteen members, the number to be determined by the Parish meeting for each year; provided, however, that notice of any proposed change of the existing number shall be duly given at least thirty days previously by the person officiating at a regular Sunday service. Each Vestry member shall be elected to serve for a term of three years. The terms of said members shall be staggered so that five members shall be elected in one year and four members shall be elected in each of the next two succeeding years. No Vestry member who has served three successive years shall be eligible for reelection until the expiration of one year. Each Vestry member shall be a confirmed member of the Parish and otherwise qualified as provided by the Canons. To be a qualified member eligible for election to the Vestry, the member must be regular in attendance and committed to the parish financially (known to the Treasurer). Once elected to the Vestry, it is understood that through education and prayer, the member will commit to proportional giving and strengthen his/her financial commitment through a pledge.

Section 2. The Rector, or Minister in Charge, shall be ex officio presiding officer of the Parish and of the Vestry, without vote except in case of a tie.

Section 3. The Rector, or Minister in Charge, shall annually appoint from the Vestry a Senior Warden, and the Vestry shall elect from its members a Junior Warden.

Section 4. The Vestry shall annually elect a Secretary and a Treasurer, who need not be members of the Vestry, but who shall have a vote only if they are members of the Vestry. The Vestry may also elect such other officers as are herein or subsequently provided for under these Bylaws.

Section 5. Vestry members and officers shall continue in office until the successors are selected and qualified. Any vacancy happening in the Vestry shall be filled by election by the remaining Vestry members, and such replacement shall serve for the remainder of the term for which elected.

Section 6. Vestry members are expected to attend all meetings of the Vestry and fulfill the duties delegated to them. Any vestry member missing three or more regularly scheduled meetings of the Vestry within a twelve-month period may be removed from the Vestry by a majority vote of a quorum of the Vestry.

ARTICLE IV

DUTIES OF THE VESTRY AND OFFICERS OF THE PARISH

Section 1. The duties of the Vestry shall be to take charge of the physical properties of the Parish; to attend to and regulate its temporal concerns; to provide for the support of the Rector, and for staff persons whose employment has been authorized; to act as helpers to the Rector in whatever is appropriate to laypeople for the furtherance of the Gospel.

Section 2. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property, subject to the provisions of the Canons.

Section 3. The Vestry shall maintain at all times adequate insurance on the buildings of the Parish and their contents; shall provide and maintain liability insurance, as the Vestry from time to time may deem necessary; shall bond all persons who have custody of Parish funds; and shall arrange for an annual audit of the accounts of the Parish.

Section 4. The spiritual concerns of the Parish are under exclusive direction of the Rector, in subordination to the ecclesiastical authority and Canons of the Diocese. The Rector may delegate authority, as the Rector deems appropriate, but remains responsible for spiritual life and growth of the Parish.

Section 5. The Senior Warden shall represent the Parish as a whole in consultation with the Rector, and shall perform such other duties as the Rector designates or delegates. The Senior Warden shall, in the absence or illness of the Rector or during a vacancy in the Rectorship, preside at meetings of the Parish and of the Vestry, and conduct or arrange for the conduct of all regular worship services and Parish activities.

Section 6. The Junior Warden shall be Chairman of the Property Committee and an ex officio member of the Finance Committee. As Chairman of the Property Committee the Junior Warden shall supervise the maintenance of the buildings, property, and equipment of the Parish; shall have the authority to enter into contracts, on behalf of the Parish, for servicing and for repairs and maintenance of buildings and equipment within approved budgetary limits, and to take such action as the Junior Warden deems advisable in the case of emergency situations having to do with properties and facilities. The Junior Warden shall also be responsible for supervision of contracts for servicing, repairs, and maintenance; shall submit recommendations for extra-budgetary projects to the Vestry for approval, and shall carry out such projects as are approved by the Vestry; shall submit recommended policies for use of Parish property and equipment to the Vestry for consideration. In the absence of the Rector and Senior Warden, the Junior Warden shall preside at meetings of the Vestry.

Section 7. The Secretary shall prepare written records of all Parish and Vestry meetings, and shall deliver the original thereof as approved by the Vestry to the Parish office where they shall be kept with the permanent records of the Parish.

Section 8. The Treasurer shall be a member of the Finance Committee; shall record all monies received and deposit same in the name of Grace Episcopal Church in bank or banks designated by the Vestry; shall maintain an accurate book record of all receipts and disbursements, together with an unaudited report of the status of all regular and special accounts; and shall prepare a full written report of all accounts for the annual Parish meeting.

ARTICLE V

BUSINESS METHODS

Section 1. The accounts of the Parish shall be audited in accordance with the requirements of the Canons. The audit shall be made by a certified public accountant, or by other qualified person or persons engaged by the Vestry. The auditor(s) shall be engaged by the Vestry at least thirty days prior to the end of the fiscal year.

Section 2. All monies received by the Parish, or for its use or disposition, shall be deposited without delay in a Federal or State chartered bank. Funds of various accounts may be commingled, provided that the records of such accounts be currently and accurately maintained.

Section 3. Securities of all kinds, deeds, notes, insurance policies, and surety bonds shall be kept in a safe deposit vault of a Federal or State chartered bank.

Section 4. All checks, drafts or orders for the disbursement of monies of the General Fund of the Parish shall be signed by any two of the Rector, Senior Warden, Junior Warden, Secretary, or Treasurer, and safe deposit boxes shall be opened only in the presence of any two of the above. All checks, drafts or orders for the disbursement of monies of any fund of the Parish, other than the General Fund, shall be signed by two persons authorized by the Vestry.

ARTICLE VI

COMMITTEES

Section 1. The committees of the Vestry shall be those on Finance, Property, Nominating, Endowment, and other such standing and temporary committees as the Vestry may designate from time to time.

Chairpersons and members of other committees designated by the Vestry shall be appointed by the Vestry. Except as otherwise provided, neither the Chairperson nor any member of the Finance, Property, or other committees designated by the Vestry shall be required to be a member of the Vestry.

Section 2. The Chairperson of the Finance Committee shall be appointed by the Rector, subject to the advice and consent of the Vestry. Members of the Finance and Property Committees shall be appointed by the Rector and the Chairperson, subject to the advice and consent of the Vestry. Each year the two members of the Endowment Committee whose terms expire shall be replaced by two members nominated by the Nominating Committee and elected by the Vestry at the January Vestry meeting.

Section 3. The Nominating Committee shall consist of no more than twelve persons appointed by the Rector, including those members of the Vestry whose terms will expire at the next annual meeting and members of the Parish at least equal to the number of Vestry members. No member of the Vestry whose term will continue beyond the next annual meeting shall serve on the Nominating Committee. The Nominating Committee shall, insofar as possible, be broadly representative of the Parish as a whole.

Section 4. There shall be Permanent Standing Committees of Christian Education, Youth Programs and such other standing and temporary committees as the Rector may designate from time to time.

Section 5. The Chairperson of each of the Permanent Standing Committees shall be appointed by the Rector, subject to the advice and consent of the Vestry. Members of the Permanent Standing Committees shall be appointed by the Rector and the Chairperson subject to the advice of the Vestry. Chairpersons and members of other committees designated by the Rector

shall be appointed by the Rector. Neither the Chairperson nor any member of the Christian Education, Youth Programs or other committees designated by the Rector shall be required to be a Vestry member.

Section 6. Committees of the Vestry and Permanent Standing Committees shall be appointed as soon as possible after the annual meeting and selection of Vestry members. Chairpersons and committee appointments shall be for one year, provided that there shall be a limit of three consecutive years an individual may serve as a chairperson or member of a committee (excluding members of committees who are members solely by virtue of holding a certain office).

Section 7. The committees of the Vestry and other committees designated by the Vestry shall be subject to the direction and control of the Vestry as a whole. The Permanent Standing Committees and other committees designated by the Rector shall be subject to the direction and control of the Rector. All Permanent Standing Committees and other committees appointed by the Rector shall seek the advice (but not the consent) of the Vestry on matters of policy. Each committee shall operate within approved budgetary limits. Programs or projects of the committees which will require expenditures in excess of the approved budget shall be submitted to the Finance Committee for its recommendation to the Vestry and then to the Vestry for approval before being undertaken. Operations for which funds have been budgeted may be carried on without special approval.

Section 8. Each committee which requires funds for operation shall prepare a budget estimate and submit it to the Finance Committee for consideration in the preparation of the Parish budget.

ARTICLE VII

DUTIES OF COMMITTEES

Section 1. The Finance Committee shall manage the financial activities of the Parish; shall prepare an operating budget and submit it to the Vestry for approval; shall supervise the collection, disbursements, and records of accounts of the Parish; shall recommend the appointment of auditors; shall manage such bequests and endowment funds as the Vestry may direct; shall be responsible for the education of the Parish in Christian Stewardship, under the direction of the Rector, shall be responsible for developing recommended programs for raising funds for the regular and special needs of the Parish and for endowments and trust funds; and shall organize and carry out fund-raising programs as approved by the Vestry.

Section 2. The Property Committee shall supervise the care and maintenance of the buildings, property, and equipment of the Parish; shall prepare recommendations for renewal and replacement of buildings and equipment; shall carry out all projects approved by the Vestry; shall

recommend and monitor contracts for maintenance, repair and replacement of equipment and facilities; and shall prepare recommended policies for use of buildings, facilities and equipment by outside organizations.

Section 3. The Christian Education Committee shall advise and consult with the Rector or the Rector's designated representative on the religious education program for all persons of the Parish; shall arrange and supervise all such programs under the direction of the Rector or the Rector's designated representative.

Section 4. The Youth Programs Committee shall be responsible for program planning and conduct of youth programs and activities, and shall assist the Rector or the Rector's designated representative in carrying out youth activities.

Section 5. The Nominating Committee shall prepare a single slate of candidates at least equal in number to the Vestry terms which will expire at the next annual meeting, and a single slate of candidates for delegates and alternate delegates to be elected at the annual meeting with the full understanding that any member of the Parish may nominate other candidates for the Vestry or the position of Diocesan delegate or alternate delegate from the floor at the annual meeting.

ARTICLE VIII

PARISH EMPLOYEES

Section 1. The Employees of the Parish shall be those whose employment and compensation have been approved by the Vestry.

Section 2. Employees of the Parish shall be responsible to and under the direction and control of the Rector.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended by the Vestry from time to time, subject, however, to the approval thereof at an annual or special meeting of the Parish, and subject to the provisions of the Canons and Articles of Association.

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The undersigned Secretary of the Vestry does hereby certify that the above and foregoing is a true and exact copy of the Parish Bylaws of Grace Episcopal Church, Kirkwood, Missouri, as amended by the Vestry at its meeting held June 9, 2009 and approved a Parish meeting on July 26, 2009.

Shirley Browne,

Secretary