

BYLAWS

FOR

THE EPISCOPAL CHURCH

OF

SAINTS ANDREW AND MATTHEW

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PREAMBLE

The guiding principle of these Bylaws is that the diverse history, knowledge and experience of this community are supported and celebrated.

ARTICLE 1 NAME AND LOCATION

The name of this church is *The Episcopal Church of Saints Andrew and Matthew*. It is located in Wilmington, Delaware.

ARTICLE 2 HISTORY

The Episcopal Church of Saints Andrew and Matthew is a new parish formed by the congregational votes of the members of St. Andrew's Episcopal Church and St. Matthew's Episcopal Church on June 11, 1995. St. Andrew's Episcopal Church, founded in 1829, is located at 719 Shipley Street, Wilmington, Delaware and St. Matthew's Episcopal Church, founded in 1846 (oral history) and 1852 (recorded history) is located at 700 North Walnut Street, Wilmington, Delaware. The approval of the new parish was established by vote at the 211th Annual Diocesan Convention held at St. Barnabas Episcopal Church, Wilmington, Delaware, April 26-27, 1996.

ARTICLE 3 AUTHORITY ACKNOWLEDGED

This Church adheres to the doctrine, discipline and worship of the Protestant Episcopal Church in the United States of America, and to the Constitution and Canons of this Church, General and Diocesan, and is willing to conform to rules which are or may hereafter be established for Congregations of the Diocese by duly constituted authority.

ARTICLE 4 VISION STATEMENT

Our vision is to be a diverse, energetic, enthusiastic, vocal and joyful community of Christians who worship, pray and work together in a variety of ways to bring about unity, love, forgiveness and peace in the City of Wilmington, Delaware and beyond, by intentionally living (worshiping, praying, working) in such a way as to reveal and heal the wounds of racism, sexism, classism, and other injustices and celebrate the Word of God; thus helping to reconcile us to Him and to each other.

ARTICLE 5 MEMBERSHIP

Members are those persons so defined by the Canons of the Episcopal Church, sixteen years of age, baptized and whose names appear on the Register of this parish.

ARTICLE 6 QUALIFIED VOTERS

Qualified voters are persons who are: 1) baptized; 2) at least sixteen (16) years of age; 3) communicants of the church as defined by the Canons of the Episcopal Church (or Diocese of Delaware); 4) members for at least six (6) months and, 5) recorded as contributors to the church within the six (6) months immediately prior to any congregational vote. If there is a question regarding such qualifications, the Rector shall decide.

ARTICLE 7 ANNUAL PARISH MEETING

SECTION 1. TIME AND PURPOSE OF MEETING: The Annual Parish meeting shall be held between May 1 and June 15 of each year at the place of worship. The purpose of the meeting shall be to elect by ballot Vestry persons and to transact other such business as may be required.

SECTION 2. NOTICE OF ANNUAL PARISH MEETING: Notice of the Annual Parish Meeting shall be given by mail or by electronic mail one month preceding the meeting date. It shall also be given by announcement in the Sunday service bulletin, in the church newsletter(s), and by posting at the church at least two weeks prior to the date of the meeting.

SECTION 3. PRESIDING OFFICER: The presiding officer at any Parish meeting shall be one of the following in the order named: Rector, Senior Warden and Junior Warden.

SECTION 4. ELIGIBILITY TO VOTE: Any member who meets requirements of a qualified voter as set forth in Article 6 is eligible to vote at the annual parish meeting.

SECTION 5. QUORUM: A quorum to transact business at the Annual Parish Meeting shall be eligible members of the Parish in attendance. (See Article 9, Section 6)

ARTICLE 8 SPECIAL MEETINGS

SECTION 1. CALLING: A special meeting of the Parish may be called at any time by the Rector, or either of the Wardens of the Vestry, or upon the written petition of at least twenty (20) qualified voters. A quorum and eligibility to vote at such meetings are the same as for the Annual Parish Meeting. The presiding officer shall be as defined in Article 7, Section 3.

SECTION 2. NOTICE OF SPECIAL MEETINGS: For special meetings, notice shall be given at least seven (7) days in advance through verbal announcements and/or timely church publications, including electronic mail.

ARTICLE 9 THE VESTRY

SECTION 1. DUTIES AND RESPONSIBILITIES:

The Vestry shall be the governing body of the church in accordance with the Constitution and Canons of the Episcopal Church. The Vestry shall, in partnership with the Rector, promote the spiritual welfare of the parish; manage and protect the church property and finances; and shall provide all things needed for the orderly worship of God and for the administration of the Sacraments. In the absence or disability of the Rector, the Vestry shall exercise such administrative authority granted to the Rector by these Bylaws.

SECTION 2. NUMBER OF MEMBERS: The Vestry shall be composed of twelve (12) members, four (4) of whom will be elected each year to serve a term of three (3) years.

SECTION 3. TERM OF MEMBERSHIP: Vestry members will be elected for terms of three (3) years, one-third (1/3) of the members being elected each year. Members will continue to serve until their successors have been elected and have taken office at the first meeting of the Vestry after the elections.

SECTION 4. QUALIFICATIONS: Persons eligible for election to the Vestry will be qualified voters of the parish as stated in Article 6 of these Bylaws. Paid staff members will not be eligible to serve on the Vestry. Retiring members of the Vestry will be ineligible for reelection for a period of one year. However, those Vestry persons who have served less than thirteen months will be eligible for re-nomination immediately.

SECTION 5. NOMINATIONS: Nomination of candidates for election to the Vestry will be made by the Nominating Committee. The instructions to the Nominating Committee shall be to present a list of nominees who offer and reflect the guiding principle of diversity provided in

the Preamble to these Bylaws. The Nominating Committee will be comprised of the outgoing members of the Vestry. Names of nominees will be presented to the Vestry for approval at least two months before the scheduled election. The Vestry will publish the names of its nominees at least six weeks before the election date. Nominations may also be made by petition, signed by at least five voting members of the parish, indicating consent of the nominee. Petitions will be presented to the Nominating Committee at least four weeks before the election date. Names of all candidates will be in all church publications and posted conspicuously at least two weeks before the election date.

SECTION 6. ELECTION: The election of Vestry persons will be by ballot during the annual meeting of the parish members. A plurality of votes will decide the choices and those members present at the meeting will constitute a quorum. Absentee ballots for those unable to attend the meeting will be made available by written request and must be returned prior to the election date. The Vestry will appoint a committee of three (3) tellers, two (2) of whom are not members of the Vestry.

Vacancies on the Vestry may be filled by vote of the members of the Vestry at any meeting. Those so elected will serve the unexpired term(s).

SECTION 7. MEETINGS: Regular Vestry meetings will be set at the first Vestry meeting following the election. Special meetings of the Vestry may be called by the Rector, the Wardens in order of seniority, or at the request of at least one-third (1/3) of the members of the Vestry. This request must be to the Rector or to the Senior Warden.

Regular attendance at Vestry Monthly meetings is required. Members with three or more consecutive unexcused absences may be asked to vacate their seats.

SECTION 8. CONDUCT OF MEETINGS - QUORUM- EXECUTIVE SESSION: The meetings of the Vestry will be presided over by the Rector. In the absence of the Rector, the meeting shall be presided over by the Senior Warden or, in the absence of both Rector and Senior Warden, by the Junior Warden. A majority of the Vestry will constitute a quorum. When matters of a confidential nature are to be considered, the Vestry, at the request of the Rector (or other person presiding) or any member, may go into executive session whereupon only Vestry members will remain and all others who may be in attendance will withdraw. A record of the session will be kept by the Secretary. This record will not be published.

ARTICLE 10 VESTRY OFFICERS

SECTION 1. ELECTION OF OFFICERS: At the first regular meeting of the Vestry after the election at the Annual Parish Meeting, the Vestry will elect a Senior Warden, Junior Warden, Secretary, and Treasurer, each of whom will serve for at least one year or until a successor is elected. Officers may serve for more than one year.

SECTION 2. DUTIES OF OFFICERS OF THE VESTRY:

A. WARDENS: Members of the Vestry who are eligible to serve as Wardens must be at least twenty-one (21) years of age and must be qualified voters. It will be the duty of the Wardens to share with the Rector in the management of the business affairs of the Parish under the direction of the Vestry, to protect the Parish property, to manage such business affairs of the parish which may not require Vestry action, and to assure that all things needed for the orderly worship of God and for the administration of the Sacraments be provided, and to carry out such other duties as may be delegated by the Vestry

B. SECRETARY: The Secretary will be responsible for the Corporate Seal and all Vestry records, with such assistance as will be deemed appropriate. The Secretary will keep the minutes of all meetings of the Vestry, of the Executive Sessions and other such meetings, and of Annual and Special Parish Meetings.

C. TREASURER: If the Treasurer is not a member of the Vestry, he/she will attend meetings with the privilege of voice, but not vote. The Treasurer will keep full and accurate account of all receipts and disbursements belonging to the parish in accordance with Title 1, Canon 7-Business Methods in Church Affairs. The Treasurer will submit a periodic written financial statement to the Vestry. No more than 60 days after the close of the fiscal year, the Treasurer will provide an annual statement to the Vestry. The Treasurer will be bonded in such sum as may be determined by the Vestry.

SECTION 3. TERM OF OFFICE: The term for officers of the Vestry will be for one year. An officer may be reelected if still a Vestry member. See Section 1.

SECTION 4. COMPLETION OF DUTY: Upon completion of duties, officers will deliver to the elected successor all documents and records.

ARTICLE 11 VESTRY COMMITTEES

SECTION 1. FINANCE AND PROPERTY COMMITTEES: At the first meeting of the Vestry following the Annual Parish Meeting, the Vestry will appoint Chairs of the Finance and Property Committees and such other committees deemed necessary to carry out the parish business. Each committee will be comprised of at least three (3) members, one of whom will be a Vestry member. The Rector and Wardens will serve as ex officio on each Committee.

SECTION 2. EXECUTIVE COMMITTEE: The Rector, Wardens, Secretary and Treasurer will comprise the Executive Committee. Meetings of the Executive Committee may be confidential and the minutes need not be published.

ARTICLE 12 ELECTION OF THE RECTOR

SECTION 1. PROCESS: The process will be as required by the Constitution and Canons of the Diocese of Delaware. The Vestry will appoint a Search Committee (Call Committee) for electing a Rector. Two-thirds of the members of the Vestry will be necessary for approval of the candidate.

SECTION 2. DUTIES AND RESPONSIBILITIES:

A Pastoral Covenant will specifically set forth the terms and conditions of the pastoral relationship and the responsibilities of the Vestry and congregation in relation to the covenant. The Rector will have such additional authority and duties as described in the Constitutions and Canons of the Episcopal Church and the Diocese of Delaware. Should any assistant or associate clergy person be elected, the clergy will be elected in accordance with the Canons of the Episcopal Church and the Diocese of Delaware.

ARTICLE 13 FISCAL MANAGEMENT

SECTION 1. FISCAL YEAR: The fiscal year of the church will begin on the first day of January of every year and end on the last day of December.

SECTION 2. BOOKS AND ACCOUNTS: Books and accounts of the church will be kept under the direction of the Treasurer and in accordance with Title 1, Canon 7-Business methods in Church Affairs.

SECTION 3. DEPOSITS: All monies received by the church will be entered into a bank account in the name of THE EPISCOPAL CHURCH OF SAINTS ANDREW AND MATTHEW.

SECTION 4. ANNUAL AUDIT: The Vestry will make provision for an annual audit of all accounts having to do with the receipt, expenditure and investment of funds. The audit will be performed by a qualified auditor.

SECTION 5. REQUIRED SIGNATURES: All check signing and/or withdrawals, except for designated funds which are the responsibility of the Rector, will be only by signature of any two of the following officers, unless otherwise approved by a Vestry vote: Senior Warden, Junior Warden, Secretary, Treasurer.

SECTION 6. ORGANIZATION/MINISTRY ACCOUNTS. All funds collected by church ministries will be deposited in the church's general account, unless otherwise approved by the Vestry.

SECTION 7. APPEAL FOR DONATIONS: All appeals for donations and fund-raising activity will be undertaken only with express permission of the Vestry.

SECTION 8. ENDOWMENTS, TRUST FUNDS AND SPECIAL GIFTS: All such funds will be established by action of the Vestry and ratified by the congregation at the Annual Parish Meeting. The ultimate control of any such fund, unless otherwise expressly provided will be under the supervision of the Vestry.

ARTICLE 14 EXECUTION OF INSTRUMENTS

SECTION 1. SIGNATURES: Instruments required to be executed by this church, whether pertaining to the real property of the church or otherwise, will upon authorization of the Vestry be signed and acknowledged by a designated member of the Vestry and will be attested by the Secretary.

SECTION 2. CONTRACTS: Neither the Rector nor any officer of the Vestry or member of the church will make or enter into any contractual agreement involving any financial obligations on the part of the church unless it is first submitted to and approved by the Vestry.

SECTION 3. CORPORATE SEAL: The Vestry will provide a suitable Corporate seal containing the name of the church. The seal will be the responsibility of the Secretary to the Vestry.

ARTICLE 15 AMENDMENTS

These Bylaws may be amended. A proposal to amend the Bylaws will be presented to the Vestry 28 days prior to a vote. An amendment to the Bylaws must be approved by a two-thirds (2/3) vote of the Vestry.

3/11/2015 DSL