

DIOCESE OF OKLAHOMA

Model Bylaws for Congregations (Annotated)

BYLAWS of [NAME OF PARISH] [City], Oklahoma

Note from the Constitution and Canons Committee:

The model form is intended to encourage congregations to maintain current bylaws, to facilitate conformity with Diocesan Canons, Church Canons and other applicable law, and to foster discussion of the “best practices” for internal governance. The model form is not intended to prescribe uniformity. The annotations indicate when a provision is mandatory due to canonical or legal requirements. Other provisions can be altered to conform to parish practices. Bracketed language appears throughout the model form suggesting choices that a parish might make. The annotations should be removed in a parish’s adopted bylaws. Under Oklahoma law, the Vestry adopts the bylaws by a majority vote.

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BYLAWS¹
of
[NAME OF PARISH]
[City], Oklahoma

Preamble

St. [] Church, [City], Oklahoma (the “Parish”),² adopts these Bylaws to govern its corporate and temporal affairs as a not-for-profit and religious corporation organized under the laws of the State of Oklahoma, and to conform its conduct with the requirements of the Constitution and Canons of the Episcopal Diocese of Oklahoma, Inc. the “Diocese”) and the Constitution and Canons of the Protestant Episcopal Church in the United States of America (the “Church”).³

ARTICLE 1

Authority Acknowledged

The Parish accedes to the doctrine, discipline and worship of the Church and the Diocese and acknowledges their authority.

ARTICLE 2

Voting Membership

2.1. *Parish Members.* Every baptized person whose name and baptism are recorded in the Parish Register is a member of the Parish. A member sixteen years of age or older is an adult member of the Parish.⁴

¹ Within this model form, the Canons of the Episcopal Church are referred to as the Church Canons and are cited as, for example, ECUSA I.17.6(a) – meaning Episcopal Church, USA, Title I, Canon 17, Section 6, subsection (a) (2003 Edition); and the Canons of the Diocese of Oklahoma are referred to as the Diocesan Canons and are cited as: OK 4.3(a) – meaning the Diocese of Oklahoma, Canon 4, Section 3, subsection (a). Bracketed language indicates a choice to made, often among alternatives.

² While these bylaws are intended for a Parish, they can be easily adapted to for a Mission. A mission would define itself as “Mission” instead of “Parish” and would change references to “Rector” and “Vestry” to “Vicar” or “Priest-in-charge” and “Bishop’s Committee”. Beyond the differences in terminology, the canonical requirements for Parishes are generally like the canonical requirements for Missions. The footnotes describe the few distinctions.

³ Parishes, missions and institutions are typically required to incorporate as not-for-profit corporations. An incorporated congregation is a legal entity separate and apart from its membership, having secured a corporate charter from the State of Oklahoma by filing with the Oklahoma Secretary of State a certificate of incorporation.

⁴ The definitions in Sections 1.1 and 1.2 conform to the Church and Diocesan Canons, which specify 16 as the age of majority for Church membership and participation. See ECUSA I.17.1(a) and (b) and OK 8.2 and 8.3. The Church’s age of majority differs from the civil laws of Oklahoma and most other states, which specify age 18. While the Model Parish Bylaws follow the Church and Diocesan Canons, caution should be exercised in permitting persons below the age of 18 to exercise

2.2. *Voting Members.* Every adult member of the Parish in good standing is entitled to vote. A member is in good standing if he or she has received Holy Communion in the Church at least three times during the preceding year and has otherwise been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.⁵ The Secretary keeps a list of qualified voters in the Parish Register and only those members listed are allowed to vote. Any question concerning a person's eligibility for voting must be raised before voting begins. The Rector decides eligibility questions and his or her decision is final for the purposes of that meeting and any adjournment thereof.⁶

ARTICLE 3

Meetings of the Congregation

3.1. *Annual Meeting.* The Parish holds its annual meeting by March 31st at a date and time and place appointed by the Vestry. The purpose of the meeting is to elect officers and other Vestry members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive the budget and reports, and conduct such other business as may properly come before the meeting.⁷

voting power or to act as the legal representative of the Parish as to matters touching upon the civil law (e.g., approving or signing contracts on behalf of the Parish, whether as officers, Vestry members, paid staff or volunteers.)

⁵ No canonical authority exists for imposing, by bylaw or otherwise, additional or alternative qualifications for voting membership, such as regular attendance at services, or for recognizing specific forms of support, such as volunteer service, in lieu of or in addition to financial support. Although the Canons do not explicitly include a temporal component in this regard, seemingly a requirement of regular support for a significant period immediately before the meeting in question may be inferred, and the Model Parish Bylaw includes such a requirement as an optional provision. A requirement of six to twelve months might be appropriate in this context. In addition, considerations such as tithing, pledging, volunteer service, and regular attendance might be included as aspirational goals for members, in this Bylaw or elsewhere.

⁶ The Bylaws should specify a means for resolving any question about voting eligibility, so that a definite procedure is in place in advance of the need. For example, the Bylaws could provide that such issues will be resolved by the Rector or by the entire Vestry. In this regard, it should be kept in mind that these issues will normally arise in the context of an annual or special meeting, requiring a prompt resolution so that the meeting can proceed in a timely and orderly fashion. One way to address this concern would be to provide that the register be posted or published for inspection by the Parish in advance of each meeting, so that eligibility issues may be identified and appropriately addressed before that time.

⁷ OK 7.10.3 provides: "A Parish's annual meeting is to be held not later than March 31st. Unless the place, day and hour are stated in the Parish's bylaws, the Vestry determines the place, day and hour by resolution." The general purpose of a Parish annual meeting is to inform the members of the Parish's state of affairs. The members are not asked to make policy for or otherwise manage the Parish, which tasks are left to the Rector and the Vestry. The members are asked to elect their representatives to the Vestry and to Diocesan Convention. The members also receive reports on the Parish budget and about Parish activities and organizations. The reports are informational and the members are not asked to approve or accept the reports.

3.2. *Special Meeting.* A special meeting of the Parish may be called at any time by [the Rector], [the Wardens], [the Vestry] or [10% or more of the adult Members in good standing].⁸ The Parish may transact only the business set forth in the notice of the meeting.

3.3. *Notice.* Notice of any Parish meeting is given during all services held on the two Sundays preceding the meeting and by mail posted at least ten days before the meeting to the persons of the Parish entitled to vote. The written notice shall include the purpose of the meeting and, in the case of the annual meeting, the slate of candidates proposed by the nominating committee.⁹

3.4. *Quorum.* The presence of 10% of the persons entitled to vote and a majority of the Vestry constitute a quorum for the transaction of business.¹⁰

3.5. *Vote.* Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions shall be carried by the affirmative votes of a majority of those present and voting. All elections are to be by written ballot, unless the election is by acclamation. Voting by proxy or absentee ballot shall not be permitted.¹¹

3.6. *Presiding Officer.* The Rector shall preside at Parish meetings. In the Rector's absence, the Wardens shall preside according to seniority by title.¹²

3.7. *Rules of Procedure.* In all matters of parliamentary procedure not governed by canon or these bylaws, the latest edition of Robert's Rules of Order shall govern.¹³

ARTICLE 4

Rector

4.1. *Authority and Responsibilities.* Subject to the Church and Diocesan Canons, the Rubrics of the Book of Common Prayer, and the pastoral direction of the Bishop, the Rector is the chief executive officer of the Parish and as such is vested with the authority over and responsibility for the conduct of the worship and the spiritual growth of the Parish and its members, the use and control of Parish property, and the supervision and direction

⁸ OK 7.10.2 provides: "Unless its bylaws otherwise require, a Parish may hold a special meeting at any time on the call of the Rector, the Vestry or 10% or more of the adult Members in good standing in the Parish. The notice must set forth the proposed business and no other business is in order."

⁹ OK 7.10.4 provides: "Notice of any Parish meeting is given during all services held on the two Sundays preceding the meeting and by mail posted at least ten days before the meeting to the persons of the Parish entitled to vote."

¹⁰ OK 7.10.5 provides: "All adult Members in good standing are entitled to vote. Unless its bylaws otherwise require, the presence of 10% of the persons entitled to vote and a majority of the Vestry constitute a quorum for the transaction of business, and no person is permitted to vote by absentee ballot or by proxy."

¹¹ OK 7.10.1 requires that "All elections are to be by written ballot, unless the election is by acclamation." OK 7.10.5 prohibits voting "by absentee ballot or by proxy." A simple majority should carry any motion except for those for which a larger majority is expressly required.

¹² This bylaw conforms to OK 7.10.6.

¹³ Robert's Rules of Order are often chosen due to their familiarity, although they are intended for use by deliberative assemblies. Parish meetings are informative assemblies, not deliberative, and can adopt rules of order that are better suited to their nature.

over the Parish staff. With the advice and consent of the Bishop, a Rector may select one or more assistant Clergy, who serve under the authority and direction of the Rector. The Rector has general responsibility for administrative implementation of decisions and policies legislated or mandated by the Church, the Diocese, and the Parish. The Rector has those further responsibilities set forth in the Church and Diocesan Canons.¹⁴

4.2. *Election and Qualification.* When the Parish desires to elect a Rector, the Vestry appoints a search committee to investigate and interview potential candidates. At least 30 days before an election, the Vestry shall notify the Bishop of the candidate it proposes to elect and request the Bishop's consent. The Vestry shall afford the Bishop the opportunity to communicate with the Vestry about the candidate. If the Bishop consents to the election, the Vestry may then elect the candidate as Rector by a [majority] [two-thirds] [three-fourths] vote. If a Rector is elected, the Wardens shall certify the election and notify the Bishop of the election in writing. If the Bishop is satisfied that the Rector-elect is a duly qualified Priest and that the Rector-elect has accepted the office, the Bishop shall notify the Secretary of the General Convention, who records the election.¹⁵

4.3. *Resignation and Removal.* Except upon mandatory resignation by reason of age, the Rector may not resign without the consent of the Vestry, and the Vestry may not remove the Rector against the Rector's will, except as provided in the Diocesan Canons. If the office of Rector becomes vacant or the Rector is incapacitated, the Wardens or other proper officers notify the Bishop and Standing Committee within 30 days. Within the 30 days and after consultation with the Bishop, the Vestry appoints an interim Rector or otherwise arranges for regular worship services until such time as a new Rector is elected or the Rector can resume his or her duties in case of incapacity.

ARTICLE 5

Officers

5.1. *Officers.* The officers of the Vestry shall be the Rector, Senior Warden, Junior Warden, Treasurer and Secretary. The Senior Warden and Junior Warden are elected by ballot at the annual meeting. The Vestry elects the Secretary and Treasurer, who may or may not be a member of the Vestry.¹⁶

¹⁴ This bylaw closely conforms to the descriptions of a Rector's duties in the Church and Diocesan Canons. See ECUSA III.9.5 and OK 3.14.3.

¹⁵ The Church and Diocesan Canons deal with election and qualification of a Rector. See ECUSA III.9.3 and OK 7.7. This bylaw closely follows those canons. The Church and Diocesan Canons do not specify the vote required to elect a Rector. The required vote for Vestry business generally is a majority vote. A Parish may, however, desire greater consensus in the election of a Rector and could specify a super-majority vote.

¹⁶ This bylaw follows the "default" rules of the Diocesan Canons, which provide that the Parish membership elects the Senior Warden and Junior Warden at the annual meeting and the Vestry elects the Secretary and Treasurer. See OK 7.12. As to the election of Senior and Junior Wardens, the Diocesan Canon permits the Parish to provide otherwise. The parish bylaws might provide that the Rector appoints the Senior Warden and the Parish elects the Junior Warden, or vice versa. The bylaws could provide that the Vestry chooses the Wardens. Regardless of how the Wardens are chosen, both Wardens are ex-officio members of the Vestry with voice and vote. The Diocesan Canons do not provide such leeway in the election of a Secretary or Treasurer. The offices are chosen by the Vestry, which may fill the offices from its membership or from the Parish

5.2. *Qualifications and Terms.*

(a) Wardens shall be confirmed voting members of the Parish, 18 years of age or older, and shall be elected to a term of [one] year. A Junior or Senior Warden may be elected to no more than [five] consecutive terms and shall be ineligible for one year for reelection to that office after having served [five] consecutive years in the same.¹⁷

(b) The Treasurer shall be a confirmed voting member of the Parish, 18 years of age or older, and shall be elected to a term of [one] year. The Treasurer may be elected to a no more than [five] consecutive terms and shall be ineligible for one year for reelection to that office after having served [five] consecutive years in the same.

(c) The Secretary shall be a confirmed voting member of the Parish, 18 years of age or older, and shall be elected to a term of [one] year. The Secretary may be elected to a no more than [five] consecutive terms and shall be ineligible for one year for reelection to that office after having served [five] consecutive years in the same.

5.3. *Duties.*

(a) The Wardens assist the Rector in promoting the general interest of the Parish, supervise the care, protection and maintenance of the Parish buildings and ensure that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of the Parish. The Wardens discharge such other duties as the Rector and the Church requires.¹⁸

(b) The Treasurer ensures that funds of the Parish are properly received and disbursed in accordance with Vestry policy; verifies and pays bills presented for payment; prepares monthly financial reports for the Vestry, a report to the annual meeting, and the annual financial report to the Diocese; presents and recommends to the Vestry a budget before the annual meeting; and annually submits the financial records of the Parish to audit.

membership. If the Secretary or Treasurer is not chosen from the Vestry, presumably he or she would have voice, but not vote, in Vestry affairs.

In a Mission, the officers are chosen somewhat differently. The Vicar nominates a Warden to the Bishop. The Bishop's Committee nominates a Secretary from among its members and a Treasurer who may or may not be a member of the Bishop's Committee. If its bylaws provide, the Mission may nominate a Junior Warden to the Bishop. The Mission's officers serve in the Bishop's discretion, and the Bishop retains the right to fill any vacancies. OK 7.15.1.

¹⁷ The Diocesan Canons do not specify the Wardens' terms. The parish bylaws could provide for terms longer than one year. In many parishes, each Warden serves a two-year term and the elections are staggered so that only one Warden is elected in a single year. The parish bylaws are also free to fix a maximum for consecutive terms or to have none at all, although best management practices suggest that a cap on service is desirable to encourage participation of diverse members of the Parish and discourage the concentration of responsibility in a few members. Because their duties may include signing legal documents, the Wardens, Treasurer and Secretary must be an adult under Oklahoma law, that is, at least 18 years of age. See footnote 4.

¹⁸ The Bylaws may specify particular duties, in addition to the canonical duties listed, to the Senior and Junior Wardens. The Diocesan Canons do not assign particular duties to one or the other Wardens. Thus, nothing dictates, for example, that the Senior Warden is the Rector's advisor and the Junior Warden is in charge of parish property. That determination is entirely by local option.

The Treasurer shall be adequately bonded [by inclusion in the Parish's errors and omissions liability insurance coverage].¹⁹

(c) The Secretary records minutes of all Vestry, annual, and special meetings; gives notice of all such meetings as required by the Diocesan Canons and these Bylaws; reports the names of the Parish's delegates to Diocesan Convention to the Secretary of the Convention; and keeps a current list of all voting members of the Parish.

5.4. *Other Officers.* The Vestry may designate other officers, who have such powers and duties as the Vestry determines.²⁰

ARTICLE 6

Vestry²¹

6.1. *Composition; Qualifications.* The Vestry consists of the Rector, two Wardens, [a Secretary], [a Treasurer] and [three to fifteen] elected Vestry members.²² Vestry members shall be adult confirmed voting members of the Parish, 18 years of age or older.

6.2. *Terms.* [Option 1: The elected Vestry members serve one-year terms.] [Option 2: The elected Vestry members serve staggered, three-year terms. The Parish elects annually one-third of the elected Vestry and additional members to fill any premature vacancies.] An elected Vestry member shall not be eligible for reelection to that position for one year following the completion of a full term, but may be elected to the office of Warden, [Treasurer, or Secretary]. Members of the Vestry hold office until their successors are selected and have qualified.²³

6.3. *Duties.* The Vestry manages and directs the temporal affairs of the Parish, including the maintenance of its property. The Vestry is also the agent and legal representative of the Parish in all matters concerning its corporate property and in its relation to its Clergy. It is the duty of the Vestry to take charge of the property of the Parish;

¹⁹ OK 6.2.3 requires that treasurers and custodians, other than approved financial institutions, be adequately bonded. A Parish having errors and omissions insurance would presumably satisfy the bonding requirement.

²⁰ Parishes may have other officers, such as a chancellor or a registrar, according to local needs.

²¹ The Bishop initially appoints the Bishop's Committee of a Mission and, from those appointed, selects a Warden, a Secretary and a Treasurer.. OK 7.1.3. After the Mission is organized, it elects its Bishop's Committee like a Parish, with the additional requirement that the Bishop approves the elected members and the Bishop fills any vacancy. OK 7.14.2.

²² This provision generally follows OK 7.11.1, which provides that, "Unless the Parish's bylaws otherwise require, a Parish's Vestry consists of the Rector, two Wardens, and from three to 15 confirmed Lay Communicants. The bylaws may specify any number of Vestry positions between three and fifteen. If the Secretary and Treasurer are elected from among the elected Vestry members, the bracketed references to "Secretary" and "Treasurer" should be deleted. The number of Vestry members specified should take into account the size of the Parish and requirements for effective, efficient operation of the Vestry.

²³ This provision presents two options for Vestry terms: single one-year terms or staggered, three-year terms. If a Parish uses staggered terms (which could be two, three or four years), in addition to filling the expiring terms, the Parish needs to fill any vacancies created by members who do not serve their full term. The bracketed words "Treasurer, or Secretary" are inappropriate if those offices are filled by elected Vestry members.

to elect and call a Rector; to promote the good stewardship of the Parish's resources; to provide for and preserve the Parish register and other records, to prepare an annual Parish budget, to support and maintain the Parish's Clergy, and to pay the diocesan assessment. In the absence of the Wardens, the remainder of the Vestry performs the several duties of these officers.²⁴

6.4. *Meetings.* The Vestry shall meet at least monthly. [*Option 1:* Vestry meetings are limited to the members, officers and Clergy of the Parish, and to others by invitation of the Rector or the Vestry.] [*Option 2:* Vestry meetings are open to all members of the Parish, except when the Vestry adjourns to executive session.]²⁵

(a) The Vestry need not give notice of regular meetings or specify a purpose. The Rector, the Senior Warden or any [two] members of the Vestry may call a special meeting of the Vestry. The person or persons calling a special meeting must give written notice to each member of the time, place (if any), date and purpose of the special meeting. Notice is given in person, by e-mail or by telephone not less than forty-eight hours preceding the meeting or by mail posted not less than two days preceding the date of such meeting unless an emergency exists which requires the immediate attention of the Vestry. No business shall be transacted at special meetings except that specified in the notice.²⁶

(b) The presence of the Rector or one of the Wardens and a majority of the Vestry constitute a quorum.

(c) The Rector presides at Vestry meetings. When the Rector is absent, the Wardens, according to seniority by title, preside [unless the Rector has designated other Parish Clergy to preside]. The Rector has voice and vote in all matters.²⁷

(d) Except as may be otherwise required by law, canon, or these bylaws, any action of the Vestry shall require the affirmative votes of a simple majority of those present and voting. No Vestry member is permitted to vote by absentee ballot or proxy.

(e) The latest edition of Robert's Rules of Order shall govern all matters of parliamentary procedure not governed by canon or these bylaws.

6.5. *Standing Committees.*²⁸ The Vestry and Rector are supported by the work of standing committees, which are subject to the supervision and ultimate control of the Rector and the Vestry.

²⁴ This provision is conforms to the requirements of state law, under which the board of directors manages the affairs of the corporation, and of church law, which makes the Vestry the "agent and legal representative of the Parish" in property matters and clergy relations. See 18 Okla.Stat. §1027 and ECUSA I.14.2

²⁵ While a Vestry may adopt an informal posture about who attends, the practice can undermine the electoral basis of service and be subject to abuse. It is recommended that the bylaws provide for a closed meeting. The Rector and elected Vestry members can control attendance by non-members by invitation.

²⁶ The provision conforms to OK 7.12.5.

²⁷ The Church and Diocesan Canons establish the Rector's right to preside at Vestry meetings at which he or she is present. See ECUSA I.14.3 and OK 7.11.3. The Rector may delegate that right to other Clergy in the Parish.

(a) *Designation.*²⁹ The Parish has the following standing committees: Building and Grounds, Compensation Review, Education, Finance, Funds Management, Nominating, Outreach, Parish Life, Stewardship and Planned Giving, and Worship (advisory to Rector).

(b) *Composition.* [Option 1: The [Rector] [Vestry] [Rector, with the advice and consent of the Vestry,] appoints members to the standing committees, designates the chair of each, and requires such activities as will assist the Vestry in its duties.] [Option 2: The Rector with the advice and consent of the Vestry appoints members of the Finance Committee. The committee chair selects the members of all other committees with the advice and consent of the Rector.] All adult confirmed members of the Parish are eligible to serve on any committees, as well as such other baptized Christians as the Rector may designate. The Secretary of the Vestry maintains lists of committee members.

(c) *Term.* Committee membership terms are for one year[, except for membership on the [_____] Committee. Members of the [_____] Committee shall serve staggered three-year terms]. All committee members may serve successive terms.

(d) *Chair.* The Rector shall appoint the chair of each committee whose term shall be for [one] [three] years [and one year off before being eligible for reappointment]. Members of the Vestry [may] [may not] serve as committee chairs.

(e) *Meetings.* A standing committee meets as necessary to conduct its business. The committee keeps records of its activities and reports to the Rector and the Vestry.

6.6. *Ad Hoc Committees.* The Vestry may create and charge committees to undertake specific tasks in the governance of the Parish. The [Rector] [Vestry] [Rector, with the advice and consent of the Vestry,] appoints the committee members, including the chairs. Each such committee dissolves upon completion of its work.

6.7. *Guilds and other Parish Organizations.* The Parish may support and encourage guilds and other Parish organizations to assist in its missions. These organizations report at least annually at the Parish's annual meeting and are subject to the supervision and ultimate control of the Rector and the Vestry. The assets of these organizations are the assets of the Church.

6.8. *Vestry Vacancies.* In the event of the death, resignation, or removal of a Vestry member, [Option 1: the remaining members of the Vestry shall elect] [Option 2: the

²⁸ The authority to appoint persons to standing committees may reside with the Rector, the Vestry, or both; the bylaw should articulate this choice. The number, nature and composition of standing committees is largely a matter of local option. Vestries are encouraged to respond to local needs or custom and implement models appropriate to those needs or custom. For example, nominating committee members may be elected by the Parish at the annual meeting rather than appointed by the Rector or Vestry.

²⁹ The above provision designates committees often found in parishes. The list should be conformed to the Parish's custom. Parishes are required by canon to have a compensation review committee (or committee performing that function) and an annual review of Clergy compensation. OK 7.17.1.

Rector shall, with the approval of the Vestry, appoint] a qualified person to fill the vacancy until the next Annual Meeting of the Parish or until a successor is elected and qualified.³⁰

6.9. *Resignations.* A member of the Vestry, other than the Rector, may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden. The Vestry need not accept the resignation to be effective.

6.10. *Removal of Vestry Member.* A member of the Vestry, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire Vestry, [provided notice of the proposed removal and the reasons for the same shall have been given to the said Vestry member at least [five] days in advance of the meeting.] [Grounds for removal shall include, without limitation, conduct in violation of the Church Canons or Diocesan Canons or otherwise detrimental to the mission and best interests of the Parish; failure to disclose and, if appropriate, abstain from Vestry deliberations and determinations by reason of conflict of interest; absence without excuse or good cause shown from [four] consecutive duly convened Vestry meetings or from [six] such meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened executive session; ineligibility for office; failure to support the Parish by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; disability; failure to attend with reasonable diligence to his or her duties as a Vestry member; failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the Parish, in either case without excuse or good cause shown.]³¹

ARTICLE 7

Diocesan Convention Delegates

For the election of delegates to the Diocesan Convention, the [Rector] [Vestry] [Nominating Committee] nominates twice the number of authorized delegates at the Parish's annual meeting. Additional nominees may be accepted from the floor. Voting to elect delegates is by written ballot. Those nominees receiving the greatest number of votes are delegates. All other nominees are alternate delegates ranked in order of votes received. Delegates and alternates shall be adult confirmed voting members and shall each serve a term of one year. [A delegate may be elected to no more than [five] consecutive terms and

³⁰ Because the Vestry is an elected body, a vacancy on the Vestry is best filled by an election, even an election by the remaining members. As an option, however, the bylaws may provide for the Rector's appointment of a person to fill the vacancy. Any such person, elected or appointed, must qualify in accordance with Section 6.1 above.

³¹³¹ Under state corporate law, directors can be removed with or without cause, unless they serve on a classified board with staggered terms (that is, a board whose directors serve overlapping terms), in which case, the directors can be removed only for cause. 18 Okla. Stat. §1027. Most Parishes would not remove a Vestry member without cause. But, the Bylaws should at least provide for the removal of a Vestry member whose continued service is inimical to the Parish's interest or whose participation in the Vestry and in the life of the Parish has so diminished as to have created a vacancy by default. This bylaw could offer a Vestry member the opportunity to explain his or her apparent breach or absence. It could also include a list of the grounds that would support the Vestry's action, thereby placing Vestry members on notice of Parish standards and expectations for Vestry members.

shall be ineligible for one year for reelection to the office of delegate after having served in the office [five] consecutive years.³²

Delegates shall attend all Regional and Diocesan Convention functions unless for good cause prevented. Delegates and alternates may discuss anticipated convention business with the Vestry before Diocesan Convention, and report convention proceedings to the Vestry and the Parish within one month after each Diocesan Convention.³³

ARTICLE 8

Indemnification

To the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of the Church or the Diocese, the Parish shall indemnify, defend and hold harmless past and present officers and Vestry and committee members (including the Rector and other members of the clergy in their capacities as such) and their respective heirs and legal representatives (each an “Indemnatee”) from and against any and all liabilities, costs and expenses (including settlement costs, attorneys fees and other defense costs) incurred by an Indemnatee in connection with any threatened, pending or completed civil, criminal or administrative proceeding in which an Indemnatee may become involved by reason of his or her service to the Parish in such capacities, except with respect to matters as to which the Indemnatee may be adjudged in such proceeding to be liable for willful, wanton or grossly negligent misconduct. The Parish may advance costs and expenses under such terms as the Vestry deems appropriate, including receipt of an undertaking to repay the advances if the Indemnatee is determined to have failed the standard of conduct set forth above. Indemnification (and advances) shall be limited to instances in which the Parish, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding before a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and shall be in addition to and not in derogation of any such right under applicable law or by contract. If this Article is amended or repealed, such action has prospective effect only, and does not affect the indemnification rights of an Indemnatee with respect to proceedings in respect of which indemnification has been properly sought by application to the Vestry in writing by the Indemnatee before the effective date of such action.

³² OK 2.2.1(a) provides that “Each Parish is entitled to two Lay Delegates and an additional Lay Delegate for each 100 Communicants or major fraction thereof after the first 100. No Parish is entitled to more than ten Lay Delegates. Each Mission is entitled to one Lay Delegate and an additional Lay Delegate for each 50 Communicants or major fraction thereof after the first 50. No Mission is entitled to more than three Lay Delegates.” The number of communicants is recorded in the Annual Parochial Report.

³³ While not required by Diocesan Canons, this provision describes reasonable practices to ensure that the elected delegates are accountable and that the Parish is informed.

ARTICLE 9

Accounting and Financial Matters

9.1. *Fiscal Year.* The fiscal year of the Parish is the calendar year.³⁴

9.2. *Funds.* The handling of any or all of the cash, funds and investments of the Parish, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the Wardens, the Treasurer, [and/or to the Finance Committee of the Parish, if the same be appointed,] either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

9.3. *Indebtedness.* The Parish shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the Parish without the express approval of the Vestry; nor without the written assent of the Bishop and Standing Committee of the Diocese except as provided in the Diocesan Canons.

9.4. *Books of Account.* The Treasurer keeps proper books of account for the Parish, prepares periodic interim financial statements at least [monthly] [quarterly], and prepares annual financial statements. The financial statements consist of a statement of financial position (balance sheet), a statement of activities (income statement) and a statement of cash flows. The financial accounts are to be maintained and the audit conducted either in accordance with generally accepted accounting principles or in accordance with the Standards Manual of Business Methods in Church Affairs, as promulgated by the Domestic & Foreign Missionary Society of the Church.³⁵

9.5. *Audits.* The Parish's financial statements are audited annually by an independent certified public accountant, or independent licensed public accountant, or such audit committee as the Diocesan Finance Committee may authorize. All audit reports, financial statements, footnotes and supplementary schedules, including memorandum issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, are to be filed with the Diocesan Finance Committee and the Bishop within 30 days following the date of the report, and in no event, not later than September 1 of the year following the year covered by the audit report.³⁶

9.6. *Annual Reports.* An annual report of all business and financial matters of the Parish, including the complete, audited financial statements, shall be prepared by or under the direction of the Treasurer, approved by the Vestry and distributed to the Parish at least ten days before each annual meeting of the Parish.

9.7. *Gifts and Memorials.* No object intended as a permanent addition to the property of the Parish, or to be used for public worship, shall be accepted as a gift or

³⁴ This provision conforms to the requirements of ECUSA I.7.1(j).

³⁵ This Section restates the canonical requirement for financial statements standards. See OK 6.2.4. Whether interim financial statements are prepared monthly or quarterly may depend on the resources of the Parish. In larger Parishes, the Vestry should require monthly statements, which could be compared to a year-to-date budget. Smaller Parishes may not prepare complete financial statements on monthly basis, but should prepare at least a monthly sources and uses of funds statement.

³⁶ This Section restates the canonical requirement for annual audits. See ECUSA I:7:1(f); OK 6.2.4.

memorial without the approval of the Rector and the Vestry, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed or disposed of when deemed necessary or appropriate by the Vestry. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions of the gift and the dates of acceptance shall be preserved in the permanent records of the Parish.

9.8. *Property Held in Trust.* All real and personal property of the Parish is held in irrevocable trust for the Church and the Diocese, provided that the trust does not in any way limit the power and authority of the Parish, otherwise existing over such property, while it remains a part of and subject to the Church and its Constitution and Canons.³⁷

9.9. *Real Property.* All buildings of the Parish and their contents shall be kept adequately insured. The Vestry may not encumber or alienate any real property of the Parish without the written consent of the Bishop, the Standing Committee and the Diocesan Council.³⁸

ARTICLE 10

Other Church Records; Agents

10.1. *Annual Parochial Reports.* The Parish prepares annually a report for the year ended December 31, in the form required by the Diocese. The preparation and delivery of this Annual Parochial Report is the joint duty of the Rector and Vestry. After approval, the Vestry submits its Annual Parochial Report to the Bishop of the Diocese by March 1. The Annual Parochial Report includes the following information:

(a) The number of baptisms, confirmations, marriages, and burials during the year; the total number of adult baptized members, baptized members under 16 years of age, and total number of baptized members; the total number of adult communicants in good standing, the total number of communicants in good standing under 16 years of age, and the total number of communicants in good standing, and the total number of confirmed adult communicants;

(b) Financial information in the form required by the Church, including a summary of all receipts and expenditures, from whatever source derived and for whatever purpose used;

(c) A schedule of the property held by the Parish, whether real or personal, with an appraisal of its value, together with a statement of the indebtedness of the Parish, if any, and of the amount of insurance carried;

(d) A report stating whether the Parish has conducted the mandatory annual review of compensation and indicating levels of clergy compensation; and

³⁷ This Section restates the canonical requirement. Its practical effect is to give the Church and the Diocese the legal authority to reclaim the property of a Parish should it dissolve or elect to leave the Episcopal Church. It is not intended to affect operations of the Parish or the management and use of its funds and property on a day-to-day basis, subject to the provisions of the canons. See ECUSA I.7.4 and II.6.4; OK 6.1 and 6.4.

³⁸ This section restates the canonical requirements that Parish buildings and their contents be kept adequately insured, and that diocesan consent be obtained before any land or buildings are mortgaged or are sold or otherwise disposed of. ECUSA I.7.1, I.7.3, and I.7.4; OK 6.2.5 and 6.3.

(e) Such other relevant information as required by the form approved for the Annual Parochial Report, which may include information required by these Canons or as appropriate to secure an accurate view of the state of the Diocese and the Church.³⁹

10.2. *Maintenance of Parish Register and Other Records.* The Rector, or the Wardens if there is no Rector, shall maintain a Parish Register, in the form adopted by the General Convention, to record all baptisms, confirmations, marriages and burials. The Rector is the custodian of the Parish Register, and great care shall be taken to preserve the Register and other church records. When a new Register is begun, the old Register is sent to the Registrar of the Diocese for safekeeping.⁴⁰

10.3. *Agents of the Parish.* The Parish may delegate to the Rector, one or both Wardens or the Treasurer, generally or as to specific instances, or to any employee or agent of the Parish as to specific instances, due authority to execute and deliver, on behalf of the Parish, such contracts, deeds, mortgages, notes, bonds, checks, drafts and other instruments and documents as the Vestry may deem necessary or proper. Without a general or specific delegation of authority, residual authority shall lie with the Rector, the Wardens or the Treasurer, or any of them. The Vestry may appoint such employees, agents and representatives of the Parish (including legal counsel) and delegate to them due authority to perform such acts and duties for the Parish as the Vestry sees fit, consistent with these bylaws and with the Church Canons and Diocesan Canons. Except as provided in these Bylaws or as specifically authorized by the Vestry, no Vestry member, officer or employee of the Parish or any other person shall have the power or authority to bind the Parish by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

ARTICLE 11

Amendments to Bylaws

The Vestry may adopt, amend or repeal these Bylaws at any meeting or by written consent. The Secretary shall record all amendments or repeals of these Bylaws by making the required changes on the Parish's copy of the Bylaws and either noting the effective time of the change (and all other changes following the last restatement of the Bylaws) in a parenthetical following the amended or deleted Section or restating and certifying an amended and restated version of the then effective Bylaws.

³⁹ This section restates the canonical requirements for the Annual Parochial Report. See OK 6.8.1 and OK 7.17.2.

⁴⁰ This section restates the canonical requirements for the Parish Register. See OK 7.16.

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Bylaws of the Parish as adopted by the Vestry on [[Month/day/year].

Executed as of [Month/day/year].

_____, Secretary

As last revised by the
Constitution and Canons Committee
of the Diocese of Oklahoma
October 22, 2005