

## ARTICLE V

Amendments. These By-Laws may be amended by a two-thirds (2/3) vote of those entitled to vote and in attendance at a duly-convened Annual Parish Meeting or at a duly-convened Special Meeting called for that purpose.

KNOW ALL MEN BY THESE PRESENTS: that the undersigned Clerk of the Vestry of Saint James' Episcopal Church does hereby certify that the above and foregoing laws were duly adopted by the Vestry of Saint James' Episcopal Church, as the By-Laws of said Church, on the twenty-eighth day of August, 1974: the Vestry of Saint James' Church having been authorized to adopt both Constitution and Bylaws by the Congregation of Saint James' Church at the Annual Meeting held on January 27, 1974.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this twenty-eighth day of August, 1974.

/s/ Louis W. Falk

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Louis W. Falk

Clerk

BY-LAWS OF SAINT JAMES' EPISCOPAL CHURCH  
WEST BEND, WISCONSIN

ARTICLE I - PARISH MEETINGS

SECTION 1.     Annual Meeting.   The Annual Meeting of the Parish shall be held in the Church on the third (3<sup>rd</sup>) Sunday in January of each year.

SECTION 2.     Notice of Annual Meeting.   Notice of the time and place of the Annual Meeting shall be published in the Church Bulletin for the Sunday preceding the date of said Meeting and shall be announced at each regular service on said Sunday.

SECTION 3.     Presiding Officer.   The Rector is the Presiding officer at all Parish Meetings. With the permission of the Rector, the Senior or Junior Warden may preside. In the absence of the Rector, one of the Wardens shall preside.

SECTION 4.     Order of Business at Annual Meeting.   The order of Business at the Annual Meeting shall be as follows:

1. The Daily Offices of the Church.
2. Reading of the Minutes and approval thereof.
3. Report of the Rector.
4. Report of the Wardens.
5. Report of the Clerk.
6. Report of the Treasurer.
7. Report of the Committees.

8. Unfinished Business.
9. New Business.
10. Election of officers and Diocesan Council Deputies and Alternates.

SECTION 5      Special Meetings.    Special Meetings shall be called upon resolutions of the Vestry or upon written request signed by not less than twelve (12) members of the Parish entitled to vote. Any such request shall fully state the objects and purposes of the Meeting, and no matter of business may validly be considered at such Meeting if it is not stated in such request.

SECTION 6.      Notice of Special Meetings.    Meetings shall be given in the Church Bulletin for the Sunday preceding the day of such Special Meeting and shall be given at the principal services on the two (2) Sundays next preceding such time. The Notice shall specify the time and place of Meeting, the business to be considered thereat, and by whose order the Meeting is called.

SECTION 7.      Quorum.    Fifteen members of the Parish entitled to vote at a Parish Meeting shall constitute a quorum at any Annual or Special Meeting of the Parish.

## ARTICLE II - VOTING MEMBERS OF THE PARISH

SECTION 1.     Qualifications. No person shall be entitled to vote at any Parish Meeting, except such regular attendants of the Church as are sixteen years of age and who belong to one of the following classes:

- A. Communicants in good standing who have been confirmed and/or received in the Parish or have been received by the Rector on a regular Certificate from another Parish or who have been received by the Rector on his own recognition.
- B. Baptized persons attending Church services and received as such and who since their reception have contributed regularly to the support of the Parish according to the methods adopted by the Vestry.

SECTION 2.     Membership List. A list of eligible voting members shall be kept in the Parish under the direction of the Rector for use at the Parish Meetings. This parochial list shall be subject to periodic review by the Vestry.

## ARTICLE III- OFFICERS AND VESTRY

SECTION 1.     Number. The Officers of the Parish shall be a Rector, a Senior Warden, a Junior Warden, nine (9) additional Vestrymen and such other persons as shall be prescribed by the By-Laws, or constituted and authorized by the Vestry. The Vestry shall consist of the Rector, the Wardens and nine (9) additional Vestrymen, all entitled to vote.

SECTION 2.        Election and Term of Office.    A Nominating Committee of the Vestry shall seek nominees, for the Junior Warden and Vestrymen. The Rector may forward nominees for Senior Warden to the Nominating Committee. Nominations for Wardens and Vestrymen shall be presented to the congregation by a Nominating Committee of the Vestry. The Presiding officer of the Annual Meeting shall accept further nominations of qualified candidates from the floor and candidates shall be elected by a majority vote of the membership attending the Annual Meeting of the Parish. All members of the Vestry shall be communicants in good standing.

SECTION 3.        Vestry.    The Vestry shall have such powers, duties, and authorities in the management and control of the properties and affairs of the Parish as are provided and directed by the Constitution and Canons of the Church in the United States and in the Constitution and Canons of the Diocese of Milwaukee and in the Doctrine, Discipline, and Worship as expressed in the Book of Common Prayer. The Vestry shall have such further duties, powers, and authorities not inconsistent with the foregoing as are customarily enjoyed by directors and trustees of regular business corporations and associations. Eight (8) members of the Vestry shall constitute a quorum at any Vestry meeting. The Vestry may adopt such rules and regulations as to procedure at meetings and the management of the affairs of the Parish as are not inconsistent with the By-Laws.

SECTION 4.       Rector.   The Rector shall have the duties, powers, and authorities as are provided and directed by the Constitution and the Canons of the Church of the Diocese of Milwaukee and in the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship of the Church as appear in the Book of Common Prayer.

SECTION 5.       Wardens.   The Wardens shall be elected at the Annual Meeting of the Parish for a term of three (3) years and shall hold office until their successors are elected and qualify. No person may be elected as either Senior Warden or Junior Warden for more than one full three (3) year term without one year intervening between terms in the same office. Elections shall be held for Senior Warden in odd-numbered years and for Junior Warden in even-numbered years. The Wardens shall have such duties, powers, and authorities as are provided and directed by the Constitution and Canons of the church of the Diocese of Milwaukee and in the Constitution and Canons of the Church in the United States and in the Doctrine, Discipline, and Worship as appear in the book of Common Prayer.

SECTION 6.       Vestrymen.   Three (3) Vestrymen shall be elected for terms of three (3) years each at each Annual Meeting of the Parish. No elected Vestryman shall again be elected as a Vestryman until at least a year has elapsed between the expiration of his prior term and the commencement of the term for which he is elected to serve.

SECTION 7.       Deputies and Their Alternates.   Four (4) Deputies to the Council and four (4) Alternates shall be elected at the Annual Meeting. The Deputies and Alternates shall have such duties, powers, and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Milwaukee and the Constitution and Canons of the Church in the United States of America and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer and such further duties as may be recommended by the Vestry at its regular meeting or a meeting called specially for that purpose.

SECTION 8.       Clerk.   The Clerk shall be selected annually by the Vestry at its meeting immediately following the Annual Parish Meeting. The Clerk shall have such duties, powers, and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Milwaukee and the Constitution and Canons of the Church in the United States of America and in the Doctrine, Discipline, and Worship of the Church as expressed in the Book of Common Prayer and such further duties, powers, and authorities as may be directed by the Vestry.

SECTION 9.       Treasurer.   The Treasurer shall be selected annually by the Vestry at its meeting immediately following the Annual Parish Meeting. The Treasurer shall have such duties, powers, and authorities as are provided by the Constitution and Canons of the Church of the Diocese of Milwaukee and the Constitution and Canons of the Church in the United States of America and in the Doctrine, Discipline, Worship of the Church as expressed in the Book of Common Prayer and such further duties, powers, and authorities as may be directed by the Vestry. Unless required by the Constitution or

Canons above or otherwise directed by the Vestry, the Treasurer and all other financially responsible officers may serve without bond.

SECTION 10      Duties of Other Officers, Agencies, Committees, Guilds, and Employees.    The duties, powers, and authorities of other officers, agencies, guilds, and employees shall be those which are directed and empowered by the Vestry.

SECTION 11      Rules of Order.    The deliberations of all meetings of the Parish and of the Vestry and all committees or guilds of the Parish shall be governed by parliamentary law based on the rules and practices of Congress as set forth in Robert's Rules of Order subject, however, to such modifications as may be adopted by the several bodies.

SECTION 12      Vacancies.    In case a vacancy shall occur in the number of the officers, or the Wardens, Vestrymen, Deputies or their Alternates during the interval between the annual elections, the Vestry may, by appointment, fill such vacancies for the period remaining until the next Annual Meeting of the Parish, at which time elections shall be held to fill any such vacancies for the remaining unexpired term.

## ARTICLE IV

Informal Action. Any Action required by these By-Laws to be taken at a meeting, or any Action which may be taken at a meeting of the Vestry, may be taken without a meeting if a consent in writing, setting forth the Action so taken, shall be signed by all members of the Vestry entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote taken at a duly-convened meeting of the Vestry.