

**BYLAWS OF THE PARISH OF ST. PAUL'S ON THE GREEN
NORWALK, CONNECTICUT
December 2020**

PREAMBLE

1
2 The Parish of St. Paul's on the Green, Norwalk, Connecticut is a member in good standing of the
3 Episcopal Church in Connection (hereafter referred to as Diocese) and as such, is governed by
4 the Constitution and Canons of The Episcopal Church, the Constitution and Canons of this
5 Diocese, and the appropriate statutes of the State of Connecticut as they pertain to not-for-profit
6 entities.

ARTICLE I

MEMBERSHIP

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9 **Section 1. Of Baptism** All persons who have received the Sacrament of Holy Baptism with
10 water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or
11 in another Christian Church, and whose Baptism has been duly recorded in this Church are
12 members thereof.

13 **Section 2. Of Confirmation, Reception, and Transfer** Any member of the Church,
14 registered as such in any Parish, may be registered as a member of this Parish, provided that no
15 person may be a member of more than one Parish or Worshiping Community in the Diocese at any
16 time. Registration may occur by Confirmation or Reception by a bishop in communion with this
17 Church in the Parish, or by having been transferred to the Parish through letter or certificate of
18 transfer provided by the Parish where prior membership was held or by written request, or by
19 having the date and place of one's baptism entered into the parish register .

20 **Section 3. About Communicants** All members of this Church who have received Holy
21 Communion in this Church at least three times during the preceding year are to be considered

22 communicants of the Church.ⁱ The Act of “Spiritual Communion” is fully recognized.

23 **Section 4. About Adult Members** Members sixteen years of age and over are to be considered
24 adult members.

25 **Section 5. About Voting Members** Of the members of the Parish, those entitled to vote at any
26 Parish Meeting shall be adult communicants and who for at least sixty (60) days prior to that
27 meeting shall have been faithful attendants at the services of St. Paul's Church, unless for good
28 cause prevented, and faithful contributors to its support and faithful in working, praying and giving
29 for the spread of the Kingdom of God; these facts to be determined in each case by the Vestry, in
30 accordance with the provisions of Article 1, Section 6 of these Bylaws.

31 **Section 6. About Voting Rolls** The Vestry shall from time to time, and always within thirty
32 (30) days preceding the annual Parish Meeting, revise the list of those entitled to vote at Parish
33 meetings in accordance with the provisions of the Canons of the Diocese of Connecticut.

34 **Section 7. Termination of Membership** Any member of this Parish shall remain so until the
35 relationship is terminated by death, or by written notice of withdrawal, or by vote of the Parish at
36 the Annual Parish Meeting, the reason for the termination of such relationship in the last-
37 mentioned case to be determined by the Vestry, and reported to the Parish, in accordance with the
38 provisions of Article 1, Sections 5 and 6 of these Bylaws; provided that notice of the proposed
39 action shall have been given to such member, either personally or by letter addressed to them at
40 the last address (physical or electronic) recorded in the Parish database, by the Clerk of the Parish,
41 at least fourteen (14) days before the time of said annual meeting.

42 **ARTICLE II**

43 **PARISH MEETINGS**

44 **Section 1. Annual Meetings.** There shall be an annual meeting of the members of the Parish of
45 St. Paul's Church on Second (2nd) Sunday in January, or some other day appointed by vote of the
46 Vestry, for the purpose of electing the Wardens, Members of the Vestry, Clerk, Treasurer or Co-
47 Treasurers, and Delegates and Alternate Delegates to the Deanery Council and the Diocesan
48 Convention and of transacting such other business as may legally come before such meeting. (*Ref.*
49 *ECCT Canon 1, Section 9*)

50 **Section 2. Notice of Annual Meetings.** The notice of all Parish meetings shall be signed by the
51 Clerk, or in the absence of the Clerk, by one of the Wardens, and shall be posted at the door of the
52 Parish Church, and sent by the Clerk , either hard copy or electronically, to every member of the
53 Parish, at least seven (7) days before the time of meeting. The notice of all Parish meetings, except
54 the annual meeting, shall contain a statement of the objects for which the meeting is called; and at
55 all meetings the Rector, Vicar, or Priest-in-Charge of the Parish, if they be present, shall preside
56 or in their absence, a warden shall preside. (*Ref. ECCT Canon 1, Section 9*)

57 **Section 3. Special Parish Meetings.** Special Parish Meetings shall be called by vote of the Vestry,
58 or upon the written request with a defined purpose, delivered to the Clerk, of ten (10) percent of
59 the voting members of the Parish. (*Ref. ECCT Canon 1, Section 9*).

60 **Section 4. Order of Business for Special Parish Meetings.** The order of business at special
61 meetings shall be specified in the notice of such meeting which is posted or communicated

62 pursuant to Article II, Section 3 of these Bylaws.

63 **Section 5. Quoroms.** Twenty-five (25) percent of all the voting members or 50 members upon
64 the rolls of the Parish, whichever is less-

65 **Section 6. Voting.** Except as may be otherwise provided herein or by Canon all questions shall
66 be decided by majority vote of the voting members present. No person may vote by proxy or
67 absentee ballot. Voting on questions shall be by voice vote or a show of hands, at the discretion
68 of the presiding officer, provided that upon demand of five voting members, voting shall be by
69 written ballot. Election shall be by written ballot, provided that if there be but one candidate or
70 slate of candidates presented, the Clerk may be directed by unanimous voice vote to cast one ballot
71 for such candidate or slate. Should there be multiple candidates for any elected position where a
72 majority vote is not received, a second ballot cast shall be done by ranked ballot, decided by a
73 majority of rank ballots cast.

74 **Section 7. Parliamentary Procedure.** Any question of parliamentary procedure not herein
75 covered shall be governed by a current edition of Robert's Rules of Order.

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77 **ARTICLE III**

78

OFFICERS

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80 **Section 1. Parish Officers.** The Officers of a Parish shall be a Rector, Vicar, or Priest-in-Charge,
81 a Vestry composed of two Wardens, a minimum of six and up to a maximum of twelve other
82 members of the Vestry, a Clerk and a Treasurer or Co-Treasurers, all of whom are members of the
83 Vestry, with voice and vote, except for voting of the Rector, Vicar or Priest-in-Charge, in

84 accordance with Article III, Section V . The Rector, Vicar, or Priest-in-Charge shall be presiding
85 officer, e-officio, of the Vestry and the Rector, Vicar, or Priest-in-Charge shall preside at all
86 meetings of the Vestry. In any meeting of the Vestry where the Rector, Vicar or Priest-in-Charge
87 is absent, a Warden will serve as presiding officer. No Parish shall elect to any parish officer a
88 member of the Parish who is not also a voting member of the Parish and age eighteen (18) or over.

89 **Section 2. Election of Parish Officers.** The members of the Vestry, the Clerk and Treasurer or
90 Co-Treasurers shall be elected by ballot at the Annual Parish Meeting from the members of the
91 Parish who are eligible to vote in accordance with Article 1, Sections 5 and 6 of these Bylaws.
92 Only one member of any parish household may serve on the Vestry at any given time. The
93 Wardens, the Clerk and the Treasurer or Co-Treasurers shall all hold office for one year, except as
94 hereinafter provided, and until others are chosen and qualify. Any vacancy occurring by death or
95 otherwise in the office of Warden during the year may be filled at a special Parish Meeting duly
96 called for that purpose except as in hereafter provided. Any vacancy in any other office may be
97 filled for the unexpired balance of the term, at the next Annual Meeting, or at a special Parish
98 Meeting duly called for that purpose, and may be filled until the next Annual Meeting by the
99 Vestry, as the Vestry in its discretion may determine. Any vacancy occurring within ninety (90)
100 days of the next Annual Meeting, shall be filled by the Vestry at the next regularly scheduled or
101 special vestry meeting so designated for the unexpired balance of the term.

102 **Section 3. Terms of Vestry Members.** In place of an annual election of all members of the Vestry,
103 that is to say the members of the Vestry other than the Wardens, the terms of members of the
104 Vestry shall be for three years, staggered. The Wardens may serve for three consecutive years
105 only after which they must not stand for election for at least one year. No member of the Vestry

106 shall be re-elected at the end of a full term (defined as three (3) years) office, but only after an
107 interval of at least one year.

108 **Section 4. Removal of Officers.** If at any Parish meeting there shall be removed from the roll of
109 the members of the Parish then entitled to vote, presented to such meeting in accordance with
110 Article 1, Section 5 of these Bylaws, the name of any Warden, member of the Vestry or other
111 Parish Officer, except the Rector, Vicar, or Priest-in-Charge, the term of office of any such
112 Warden, member of the Vestry or Parish Officer shall terminate upon the adoption of such roll;
113 provided that the Vestry, in revising the roll of members entitled to vote, in accordance with Article
114 1, Section 5 of these Bylaws, shall have notified the person affected by such omission at least
115 seven days before such meeting; and provided that such person shall have due opportunity to be
116 heard before the meeting with respect to such roll.

117 **Section 5. Termination of Officers.** The term of any Warden, member of the Vestry or other
118 Parish Officer except the Rector, Vicar, or Priest-in-Charge, may be terminated at any time by
119 vote of the Annual Parish Meeting or of any special Parish Meeting called for the purpose,
120 provided that notice of such proposed action is included in the call of such meeting and written
121 notice is given simultaneously to the person affected thereby, and that such person be given due
122 opportunity to be heard at such meeting. A vacancy occurring as a result of such action shall be
123 filled by election at the same or subsequent Parish Meeting. (*Ref. ECCT Canon 1, Section 6*)

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125 **Section 6. Duty of the Vestry.** The property and all business affairs of the Parish, including the
126 calling of a Rector, Vicar, or Priest-in-Charge shall be subject to the direction, management, and
127 control of the Vestry; except that the disposition of the real estate of the Parish and the borrowing

128 or lending of money shall not be within the control of the Vestry, unless by special vote of the
129 Parish; provided (*Ref. ECCT Canon 1, Section 8*).

130 **Section 7. Duty of the Wardens.** The Wardens of the Parish shall shall be sworn to the faithful
131 discharge of their duties and shall be responsible for the implementation of actions authorized by
132 the Vestry and, in general, in coordination with the Rector, Vicar, or Priest-in-Charge, to supervise
133 the administration of Parish affairs.

134 **Section 8. Duty of the Clerk.** The Clerk of the Parish shall be Clerk of the Vestry ex-officio; shall
135 be sworn to the faithful discharge of their duties; shall make and preserve a full record of the
136 proceedings of all Parish meetings and of the meetings of the Vestry; shall, under the supervision
137 of the Vestry keep an accurate roll of the members of the Parish and of those entitled to vote, and
138 have such roll present at every Parish Meeting; and shall be custodian of the files, records and
139 archives of the Parish. (*Ref. ECCT Canon 1, Section 7*)

140 **Section 9. Duty of the Treasurer(s).** The Treasurer(s) shall be sworn to the faithful discharge of
141 their duties and shall be responsible, in coordination with the Rector, Vicar, or Priest-in-Charge
142 and Wardens and vestry, for the management of the financial affairs of the Parish and for
143 compliance with Diocesan requirements with respect thereto, maintaining books / records on the
144 basis of our fiscal (calendar) year . The Treasurer, or one of the Co-Treasurers shall be, ex-officio,
145 chairman of the Finance Committee and shall maintain, or cause to be maintained, books of
146 account for the Parish in a form compliant with the requirements of the Diocese.

147 **ARTICLE IV**

148 **VESTRY MEETINGS**

149 **Section 1. Vestry Meeting Times and Attendance.** Regular meetings of the Vestry shall be held
150 at a day and time each month as determined by the sitting members of the Vestry. Meetings shall
151 be held in executive session with others able to attend: (a) by special invitation of the Vestry for
152 a stated purpose; or (b) upon request to the Rector, Vicar, or Priest-in-Charge or Warden, at least
153 seven (7) days prior to a regular meeting, for permission to present a specific matter concerning
154 Parish business; or (c) during periods of time (if any) established by action of the Vestry to be
155 open to members of the Parish for presentation as they may wish. When Parish members are to
156 attend the Vestry Meetings as outlined above, such attendance shall be only until the specific
157 purpose has been presented, subject to such regulations as the Vestry may in its discretion enact;
158 provided that the Vestry may, in its discretion, cause meetings (or portions thereof) to be in open
159 session for a stated period of time.

160 **Section 2. Special Vestry Meetings.** Special meetings of the Vestry may be called by the Rector,
161 Vicar, or Priest-in-Charge or by the two (2) wardens, or by at least five (5) members of the Vestry
162 upon even (7) days notice, in writing, by voice or electronically, to all the members, unless an
163 emergency requires an earlier meeting, as determined by the Rector, Vicar, or Priest-in-Charge
164 and Wardens.

165 **Section 3. Treasurers' Report.** A r report by the Treasurer(s), showing the financial condition of
166 the Parish, shall be presented at each regular meeting of the Vestry or at least monthly.

167 **Section 4. Vestry Minutes.** Minutes of Vestry meetings shall be kept in good order among the
168 records of the Parish and shall be made available for inspection, upon request, to voting members
169 of the Parish.

170 **Section 5. Vestry Quoroms.** At all Vestry meetings a majority of members present shall constitute
171 a quorum. All matters at such meetings shall be decided by majority vote of those entitled to vote
172 who are present. Each Warden and each member of the Vestry shall have one vote and the Rector,
173 Vicar, or Priest-in-Charge may only vote to break a tie. No vestry person may vote by proxy. The
174 Vestry may, from time to time, vote electronically, such votes and actions to be recorded by the
175 Clerk and submitted with the minutes of the next regularly scheduled meeting.

176 **Section 6. Vestry Committees.** The standing committees of the Parish shall be the Executive
177 Committee, Finance Committee and the Nominating Committee. In addition, the Vestry may
178 appoint such other committees as it may, in its discretion, determine to be necessary or appropriate.
179 The membership, duties and procedures of the Nominating Committee are set forth in Article V
180 of these Bylaws: the membership, duties and procedures of all other committees are set forth in
181 this Article IV.

182 A. **The Executive Committee.** The Executive Committee shall be comprised of the
183 Rector, Vicar, or Priest-in-Charge, the Wardens, the Treasurer(s) and, at their
184 discretion, a senior member of the Parish. The Executive Committee shall exercise
185 the Vestry's oversight responsibilities between meetings of the Vestry and to take
186 such actions as may be necessary or appropriate to implement decisions of the
187 Vestry. The Executive Committee shall prepare and provide to the members of the
188 Vestry a report with respect to any such meeting decisions made, or action taken at
189 the next regularly scheduled meeting following said action.

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191 B. **The Finance Committee.** The Finance Committee shall be comprised of the Rector,

192 Vicar, or Priest-in-Charge, a warden, the Treasurer(s), and such other members
193 of the Vestry or Parish with financial skills. The Finance Committee shall
194 appoint from among its members a Chairperson. The Finance Committee shall
195 be responsible for preparing and recommending an annual budget for the Vestry
196 to approve, and for other financial items charged to it by the Vestry.

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198 **Section 7. Committee Meetings.** Committee meetings shall be called by the Chair thereof by
199 notice to each member not less than seven (7) days in advance thereof (or such
200 shorter period as the members of such committee shall agree to or in emergency
201 required and each member consents via a waiver of notice). A majority of the
202 members of each committee shall constitute a quorum for the conduct of business.
203 The vote of a majority of the members present shall be required to decide all issue
204 dealt with thereby.

206 **ARTICLE V**

207 **NOMINATION AND ELECTION FOR PARISH OFFICE**

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209 **Section 1. Nominating Committee Chair and Duties.** During the September Vestry meeting, the
210 Rector shall appoint from among the retiring members of the Vestry the Chair of the Nominating
211 Committee. The Nominating Committee shall be charged with the duties to select a slate of
212 nominees for (a) two Wardens, (b) incoming members of the Vestry for a term of three (3) years ,
213 (c) such other members of the Vestry as are needed to fill unexpired terms, (d) a Clerk, (e) a

214 Treasurer or Co-Treasurers, and (f) two delegates and two alternate delegates for the Diocesan
215 convention and Mid-Fairfield Deanery, to be presented to the Parish at the Annual Meeting.

216 **Section 2. Nominating Committee Members.** The other members of the Committee shall be
217 comprised of voting members who are representatives from the following:

218 a. One (1) Member of the Parish to be appointed by the Vestry at the
219 September meeting,

220 b. One (1) Member of the Parish to be appointed by the Rector, Vicar, or
221 Priest-in-Charge at the September meeting. If Parish has no Rector, Vicar
222 or Priest-in-charge, the Wardens shall make an appointment of a Member
223 of the Parish at the September meeting.

224 The Rector, Vicar or Priest-in-Charge may serve in an advisory capacity. The Wardens, the
225 Treasurer(s), and the Clerk of the Parish shall not serve on the Nominating Committee unless they
226 will not be nominated for additional terms.

227 A member of the Nominating Committee shall serve only once in any three-year period..

228 **Section 3. Notice – Nominating Committee Meetings.** The Chair shall call all meetings of the
229 Nominating Committee and notice of such meetings shall be given at least three (3) days prior to
230 the time set for the meeting unless sooner required. Notice may be given by telephone.

231 **Section 4. Conduct of Nominating Committee Meetings.** At meetings of the Nominating
232 Committee the Chair, or their designee, shall preside and shall appoint a committee member to
233 keep minutes of the meeting. A majority of the members of the Committee shall constitute a
234 quorum for transaction of the business of selecting a slate of nominees for the Parish. A majority
235 of those present will carry any vote. The deliberations of the Committee shall be considered

236 confidential with all members conducting themselves accordingly.

237 **Section 5. Slate of Nominees.** The Committee will present a slate of nominees to the Clerk of
238 the Parish for publication to the Vestry and the Parish at least 30 days in advance of the Annual
239 Meeting. Alternative candidates for the Vestry may be made by nomination at the Annual
240 Meeting. These candidates must be members of the Parish in good standing in accordance with
241 Article I, Sections 5 and 6 of these By-Laws, and must have agreed to having their names placed
242 in nomination.

243 **Section 6. Election.** A vote by ballot shall be taken by those voting members present at the Annual
244 Meeting or Special Meeting if called for such purpose. No vote by proxy or absentee ballot will
245 be allowed. Unless there are dissenting or abstaining votes, the clerk shall be asked to cast a
246 unanimous vote for the slate proposed by the nominating committee (*Ref. Article II, Section 6.*)

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ARTICLE VI

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BYLAWS

251

252 **Section 1. Adoption.** These Bylaws shall become effective upon adoption by two-thirds (2/3) of
253 the voting members present at a Parish Meeting, provided that the full text hereof shall be made
254 available to every member of the Parish at least fourteen (14) days prior to such Parish Meeting.

255 **Section 2. Amendment.** Any Bylaw may be amended by two-thirds (2/3) vote of the voting
256 members present at an annual or special meeting of the Parish, provided that the full text of such
257 proposed amendment shall be made available to every member of the Parish at least fourteen (14)

258 days prior to the date of the meeting.

259 **Section 3. Contravention.** These Bylaws or any amendment thereto shall not conflict with the
260 Constitution of the Canons of the Episcopal Church in the United States of America or with the
261 Constitution or Canons of the Diocese of Connecticut. In such event the aforementioned
262 Constitutions and Canons shall prevail and the remaining provisions hereof shall be interpreted
263 accordingly.

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265 *Note: Canons refer to the Canons of the Episcopal Church in Connecticut (ECCT), unless
266 otherwise specified.

ⁱ Canon I, Article 4 A – ECCT Canons 2019

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