

**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 Connecticut (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

7
8
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 Diocesan Convention and of transacting
48 such other business as may legally come before such meeting. (*Ref. ECCT Canon 1, Section 9*)

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

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

59 **Section 4. Order of Business for Special Parish Meetings.** The order of business at special
60 meetings shall be specified in the notice of such meeting which is posted or communicated
61 pursuant to Article II, Section 3 of these Bylaws.

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

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

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

75

76 **ARTICLE III**

77 **OFFICERS**

78

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

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

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

101 **Section 3. Terms of Vestry Members.** In place of an annual election of all members of the Vestry,
102 that is to say the members of the Vestry other than the Wardens, the terms of members of the
103 Vestry shall be for three years, staggered. The Wardens may serve for three consecutive years
104 only after which they must not stand for election for at least one year. No member of the Vestry
105 shall be re-elected at the end of a full term (defined as three (3) years) office, but only after an

106 interval of at least one year.

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

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

123

124 **Section 6. Duty of the Vestry.** The property and all business affairs of the Parish, including the
125 calling of a Rector, Vicar, or Priest-in-Charge shall be subject to the direction, management, and
126 control of the Vestry; except that the disposition of the real estate of the Parish and the borrowing
127 or lending of money shall not be within the control of the Vestry, unless by special vote of the

128 Parish; provided (*Ref. ECCT Canon 1, Section 8*).

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

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

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

146 **ARTICLE IV**

147 **VESTRY MEETINGS**

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

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

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

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

169 **Section 5. Vestry Quoroms.** At all Vestry meetings a majority of members shall constitute a

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

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

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

189
190 B. **The Finance Committee.** The Finance Committee shall be comprised of the Rector,
191 Vicar, or Priest-in-Charge, a warden, the Treasurer(s), and such other members

192 of the Vestry or Parish with financial skills. The Finance Committee shall
193 appoint from among its members a Chairperson. The Finance Committee shall
194 be responsible for preparing and recommending an annual budget for the Vestry
195 to approve, and for other financial items charged to it by the Vestry.

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

ARTICLE V

NOMINATION AND ELECTION FOR PARISH OFFICE

Section 1. Nominating Committee Chair and Duties. During the September Vestry meeting, the Rector shall appoint from among the retiring members of the Vestry the Chair of the Nominating Committee. The Nominating Committee shall be charged with the duties to select a slate of nominees for (a) two Wardens, (b) incoming members of the Vestry for a term of three (3) years , (c) such other members of the Vestry as are needed to fill unexpired terms, (d) a Clerk, (e) a Treasurer or Co-Treasurers, and (f) two delegates and two alternate delegates for the Diocesan

convention, to be presented to the Parish at the Annual Meeting.

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

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

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

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

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

5 **Section 4. Conduct of Nominating Committee Meetings.** At meetings of the Nominating
6 Committee the Chair, or their designee, shall preside and shall appoint a committee member to
7 keep minutes of the meeting. A majority of the members of the Committee shall constitute a
8 quorum for transaction of the business of selecting a slate of nominees for the Parish. A majority
9 of those present will carry any vote. The deliberations of the Committee shall be considered
10 confidential with all members conducting themselves accordingly.

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

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

21

22

23 **ARTICLE VI**

24

BYLAWS

25

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

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

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

38

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

ⁱ Canon I, Article 4 A – ECCT Canons 2019
<https://www.episcopalct.org/filerepository/DownloadFile.aspx?FileID=429>