

BYLAWS OF THE  
EPISCOPAL CHURCH OF ST. JOHN THE EVANGELIST  
FLOSSMOOR, ILLINOIS

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## TABLE OF CONTENTS

### BYLAWS OF THE VESTRY

Article I	Name, Authority and Scope
Article II	Annual Meeting
Article III	Duties of the Vestry
Article IV	Membership
Article V	Officers
Article VI	Meetings
Article VII	Executive Committee
Article VIII	Committees
Article IX	Rules of Order
Article X	Parliamentary Authority
Article XI	Method of Amending Bylaws

### APPENDICES

Appendix A	Duties of Wardens
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**BYLAWS OF THE EPISCOPAL  
CHURCH OF ST. JOHN THE EVANGELIST**

**ARTICLE I  
Name, Authority and Scope**

The name of this organization shall be “The Episcopal Church of St. John the Evangelist of Flossmoor, Illinois” (hereinafter “the Parish”) and shall be governed by the Rector, Wardens and Vestry of the Parish in accordance with the Canons of The Episcopal Church and the Episcopal Diocese of Chicago (hereinafter “the Diocese”).

**Article II  
Annual Meeting of the Parish**

The Annual Meeting of the Parish shall be held in the month of January or February as the Rector, Wardens and Vestry may previously by vote appoint, in accordance with Canon 22, Section 1 of the Episcopal Diocese of Chicago. Notice of the Annual Meeting of the Parish shall be given at the Services on the two Sundays preceding such Annual Meeting, by the Rector, or if there be no Rector, by the Senior Warden.

There shall be quorum of 25% of the members in good standing for business to be conducted. Any elections/motions shall be approved by the majority of the members in attendance.

The Rector or, if there be no Rector, the Senior Warden shall appoint a Clerk of the Annual Meeting of the Parish and obtain majority consent of such appointment of those present. The Clerk of the Annual Meeting of the Parish shall accurately record all business of the meeting and submit minutes to the Clerk of the Vestry within twenty (20) days.

**ARTICLE III  
Duties of the Vestry**

The Vestry is created and authorized by the Canons of The Episcopal Church and the Episcopal Diocese of Chicago. These Bylaws shall be defined as Article I through Article XI inclusive.

The Vestry shall:

1. transact all the temporal business of the Parish;
2. see that all things needful for the Public Services are provided;

3. collect and disburse all moneys due for Parish purposes;
4. provide that officers of the Vestry be suitably appointed or elected and faithfully discharge their duties;
5. pay with punctuality and at intervals agreed upon the stipulated salaries of the Rector and others;
6. inform themselves of all collections required by the Canons of the Diocese, and of assessments which may be imposed by the Diocese at its annual Convention; and take measures for the due and prompt satisfaction of such obligations;
7. before the close of each fiscal year of the Diocese, the Vestry shall collect as far as practicable, by subscriptions or otherwise, a sum sufficient to satisfy all the current expenses of the Parish; and
8. at or before the Annual Meeting of the Parish, cause to be written and delivered to the Rector, or if there be none, to the Wardens, a statement of the temporal condition of the Parish.
9. Each Vestry member shall attend and participate in Vestry meetings. Vestry members shall be responsible for each of the Vestry's initiatives.
10. Should any Vestry member have three (3) unexcused absences from Vestry meetings in any consecutive twelve-month period, the Vestry may vote to have them removed from office.

#### **ARTICLE IV** **Vestry Membership**

**Composition** – The Vestry shall consist of the Rector (except at such time as there shall be no Rector of the Parish), two (2) duly elected Wardens, nine (9) other duly elected Vestry members, and one (1) duly appointed Youth Representative. The Parish Treasurer and Clerk of the Vestry may or may not be elected as a Vestry member. If they are not elected Vestry members, they shall be designated as Ex Officio members. The Rector shall preside at all meetings of the Vestry at which the Rector is present. In case of the Rector's absence from a meeting of the Vestry, or if there shall be no Rector, one of the Wardens (in the order of their seniority in their current role as Warden, if both Wardens are present) shall preside at such meeting.

**Classes of Vestry Members** – The election of Vestry members shall be conducted on a rotating basis in conformance with the following provisions:

1. Vestry members shall be divided into three classes of three Vestry members, the terms of office of those of the first class to expire at the Annual Meeting of the

Parish next ensuing after the first election of Vestry members in classes; of the second class at the Annual Meeting of the Parish held one year thereafter; of the third class at the Annual Meeting of the Parish held two years thereafter, and at each Annual Meeting of the Parish thereafter Vestry members shall be elected for a full term of three years to replace those Vestry members whose terms of office expire. A youth representative, with voting privileges, shall be appointed by the Rector on an annual basis.

2. The term of office of a Vestry member elected or appointed to fill a vacancy in any class shall continue until the expiration of the term of such class as a whole.
3. Upon the expiration of the full term of office of a Vestry member, such Vestry member shall not be eligible again to be elected or appointed a Vestry member until the Annual Meeting of the Parish next succeeding the Annual Meeting of the Parish at which such Vestry member's term of office expired, except if the term of office just expired was to fill a vacancy of less than two years duration, this Vestry member may be elected for a full term of office, as a Vestry member at the Annual Meeting of the Parish at which the term of office the Vestry Member filled a vacancy for expires. A Vestry member may, however, be elected to the office of Warden during or immediately upon the expiration of such Vestry member's term of office.

**Wardens** - The election of Wardens shall be conducted on a rotating basis in conformance with the following provisions:

1. One Warden shall be elected at each Annual Meeting of the Parish to serve two year terms. The Warden serving the second year of their term shall be designated the Senior Warden, and the Warden serving the first year of their term shall be designated the Junior Warden.
2. Wardens shall not be eligible to re-election as a Warden nor election as a Vestry member earlier than the Annual Meeting of the Parish in the 12<sup>th</sup> month following the expiration of that Warden's term.
3. The term of office of a Warden elected or appointed to fill a vacancy shall continue until the end of the term. If the Warden has filled a vacancy with less than one year remaining, then said Warden shall be eligible to serve a full two-year term of office immediately upon the expiration of the initial partial term.
4. The Duties and Responsibilities of the Wardens is detailed in Appendix A attached hereto.

**Qualification** – Parishioners qualified for nominations coming before any Annual or Special Meeting of the Parish shall be only the following:

All baptized persons of the age of sixteen years and upwards, who regularly attend the Public Services of the Church in the Parish, and are recognized as members of the Parish by the Rector and at least one of the Wardens, or, if the Rector be not present, by the two Wardens, and whose names appear on the books of the Parish Treasurer as having contributed by pledge or otherwise to the funds to meet the expenses or other obligations of the Parish during the six months immediately previous to the Meeting, it being understood that the pledge or obligation for such contributions shall have been incurred prior to the said six months; and in addition declare their willingness to conform to the Doctrine, Discipline, and Worship of the Church.

**Nomination** – The Nominating Committee shall consist of the following six individuals: The Rector, the two (2) Wardens, and one (1) Vestry member representing each of the three Vestry classes to be determined by lot.

**Election** – Wardens and Vestry members shall be elected at the Annual Meeting as prescribed in Canon 22, Section 1.

**Ex Officio Members** – Shall have voice, but no motion or vote, at all meetings of the Vestry.

**Vacancies** – All vacancies on the Vestry shall be filled by appointment by the Rector, or, if there be no Rector, the Senior Warden, with the consent of the Vestry, or may be filled by election at a Special Meeting of the Parish. If any such vacancy has not been filled by appointment or by election at a Special Meeting of the Parish prior to the first Annual Meeting of the Parish following the occurrence of such vacancy, the same shall be filled by election at such Annual Meeting of the Parish.

**Eligibility to Vote** – The Rector, two (2) Wardens, nine (9) duly elected Vestry members, and one (1) Youth Representative shall constitute the voting members of the Vestry.

## **Article V Officers**

**Nomination** – Nomination to the office of Clerk of the Vestry and Parish Treasurer shall be from among the elected Vestry members or any qualified Parishioner (See Article IV).

**Confirmation**– A Clerk of the Vestry and Parish Treasurer shall be confirmed annually at the first regular meeting of the Vestry following the Annual Meeting of the Parish.

**Terms** – The term of office of Clerk of the Vestry and Parish Treasurer shall be one (1) year defined to be that interval between consecutive Annual Meetings of the Parish. Both shall hold office for heretofore defined one (1) year or until their successors are elected.

**Duties** – It shall be the duty of the:

1. **Clerk of the Vestry** to attend all regular and special meetings of the Vestry, to take minutes of their proceedings, and when approved to enter and attest the same in the minute book; to preserve the Parish records; to attest to the public acts of the Vestry; and to perform such other duties as may be assigned to the Clerk of the Vestry. The Clerk of the Vestry shall deliver into the hands of their successor, all the books and papers relative to the affairs of the Parish that may be in the outgoing Clerk's possession.
2. **Parish Treasurer** to account for all monies accruing to the Parish, other than monies referred to in Canon 21 Section 4 and to ensure disbursement of the same as authorized by the Vestry. All such monies shall be independently verified and verifiable. Each Parish Treasurer shall present to the Vestry before the Annual Meeting of the Parish a full, accurate statement, accompanied with vouchers, of all monies received and paid by the Parish Treasurer since the last annual statement. Each Parish Treasurer, if not a member of the Vestry, shall attend all meetings and be guided by the Vestry's advice in all matters pertaining to the duties of the office of Parish Treasurer, and be ready to answer all questions as to the state of the treasury. The Parish Treasurer's books and papers shall always be subject to the inspection of the Rector the Wardens, or the Vestry in session. Each Parish Treasurer shall be bonded by the Parish.

**Vacancies** – Vacancies in the office of Clerk of the Vestry or Parish Treasurer shall be filled by appointment by the Rector, or by the Senior Warden if there be no Rector, with the consent of the Vestry.

## **ARTICLE VI Vestry Meetings**

**Regular Meetings** of the Vestry, unless otherwise ordered by the Vestry or the Executive Committee with Vestry concurrence shall be held monthly at the church. Any qualified Parishioner may attend a regular meeting of the Vestry.

**Special Meetings** of the Vestry may be called at any time by the Rector, or in case of the Rector's absence or inability to act, or if there shall be no Rector, by the Wardens at any time that both Wardens may deem it expedient; and the Rector or Wardens shall call such meeting when requested in writing by a majority of the members of the Vestry (7 members) which writing shall declare the object or objects of such meeting providing proper prior notice is issued to all Vestry members. Any qualified parishioners may attend a special meeting of the Vestry.

**Quorum** is designated to be a majority of the current voting Vestry (7).

**Validity** – No meeting of the Vestry shall be held to be valid in which there shall not be present either the Rector or one Warden, and at least six other Vestry members.

**Proxy** – All elections and business of the Annual Meeting of the Parish and all regular and special meetings of the Vestry shall be conducted by the qualified members present. No proxy representation shall be recognized at the Annual Meeting of the Parish nor at any meeting of the Vestry.

**ARTICLE VII  
Executive Committee**

**Composition** – The Executive Committee shall be composed of the Rector, Senior Warden, Junior Warden, and the Parish Treasurer.

The Rector, with the consensus of the Wardens, may appoint other members of the Vestry or clergy staff to serve on the Executive Committee. Actions of the Executive Committee shall be reported to the Vestry for incorporation in the Vestry minutes.

**Duties** – The Executive Committee shall review all major capital expenditures; develop parish policy; review and make recommendations to the Vestry for the administration of all personnel, budget expenditures, and matters of policy; and act for the full Vestry upon direction of the Vestry in response to any emergency or critical circumstances in which it would be impractical to call a meeting of the full Vestry.

**Article VIII  
Vestry Committees**

**Standing Committees** – The Vestry shall create the following standing committees: Finance and Stewardship, Long Range Planning and Bylaws, and Building and Grounds. At its discretion, the Vestry may create other committees to address other issues. The Vestry shall be responsible for the effective operation of each committee.

**Composition** – The Rector and Wardens shall be an ex-officio member of all committees. Each committee shall be composed of the Committee Chair, at least one member of the Vestry and as many qualified Parishioners as required to effectively administer its assigned responsibilities. Committee members may be appointed by the Committee Chair with the concurrence of the Rector, or if there be no Rector, the Senior Warden. The Vestry member will serve as liaison to the Vestry.

**Duties and Responsibilities** – The Vestry shall enumerate the duties and responsibilities of Vestry Committees in writing and upon Vestry approval such descriptions shall be incorporated in the minutes.

**ARTICLE IX  
Rules of Order**

**Bylaw Suspensions** – These Bylaws, except those relating to business procedure, cannot be suspended. Bylaws in the nature of rules of order may be suspended by a 2/3 vote of the Vestry (8 members) of the 12 voting members.

**ARTICLE X  
Parliamentary Authority**

**Roberts Rules of Order** – The rules contained in Roberts Rules of Order shall govern the Vestry in all cases to which they are applicable and in which they are not inconsistent with the Canons of The Episcopal Church, nor the Episcopal Diocese of Chicago, nor these Bylaws.

**Parliamentarian** – A parliamentarian is not an elective nor mandatory office. The Rector may appoint the chair of the Long Range Planning and Bylaws Committee, or any other Vestry member, or any qualified Parishioner to advise the Rector on parliamentary matters. The parliamentarian, if not a member of the Vestry, would then be designated an Ex Officio member of the Vestry. The duration of the appointment as parliamentarian shall be determined by the Rector.

**ARTICLE XI  
Method of Amending Bylaws**

**Committee** – All proposed amendments shall first be referred to the Long Range Planning and Bylaw committee.

**Previous Notice** – Advance notice of all proposed Bylaw amendments as to content of amendment and time of meeting to vote shall be issued at least 20 days in advance of the vote.

**Amending a Proposed Amendment** – Amending a proposed amendment to the Bylaws may be accomplished by a majority vote, without notice, subject that no amendment is in order that increases the modification of the rule to be amended.

**2/3 Vote** – A 2/3 vote of the Vestry (8 affirmative) is required to pass any amendment to the Bylaws.

**Date of Effect** – An amendment to the Bylaws goes into effect immediately upon its adoption, unless the motion to adopt specifies a time for its going into effect or the Vestry has previously adopted a motion to that effect.

## APPENDIX A

### Duties & Responsibilities of the Senior Warden

(Adopted by the Vestry on December 18, 2019)

#### **Duties:**

1. The most senior Warden, in terms of time served as Warden, is designated the Senior Warden of the Parish. This is normally the Warden serving in the second year of their term, but in the event of the resignation, death, or other circumstances causing the vacancy of the Senior Warden, the Junior Warden will become the Senior Warden.
2. The Senior Warden (oftentimes called the Rector's Warden) reports directly to the Rector and serves as an advisor to the Rector and is responsible for communicating the general state of the congregation to the Rector and the Vestry.

#### **Responsibilities:**

1. If there be no Rector, the Senior Warden assumes temporary authority for all legal functions and responsibilities of the Parish, ensuring Vestry consent, until such time as the Bishop appoints an Interim Clergyperson-in-Charge. During times of such transition, the Junior Warden serves as an advisor to the Senior Warden.
2. If there be no Rector or other Interim Clergyperson-in-Charge, only the Senior Warden has the legal authority to enter into contractual agreements on behalf of the Parish, first obtaining Vestry consent.
3. If the Rector becomes incapacitated, or is otherwise unfit to fully exercise their ministry, the Senior Warden is responsible for immediately contacting the Bishop and the Vestry.
4. In the absence of the Rector, the Senior Warden chairs all meetings of the Vestry and the Annual Meeting of the Parish.
5. The Senior Warden serves ex-officio on all Vestry Committees.
6. The Senior Warden supports the Chair of each Vestry Committee by:
  - a. Recruiting adequate and qualified Committee Members from among the entire congregation;

- b. Assisting each Committee Chair in reviewing their respective Committee's charge, and recommending updates to as may be necessary for Vestry approval no later than the December Vestry Meeting each year for inclusion in the Annual Report to the Parish; and
  - c. Ensuring that the Committee Chairs submit a monthly report, whether written or verbal, to the Vestry.
- 7. The Senior Warden cooperates with the Rector, other Clergy, Officers and Members of the Vestry to ensure an orderly functioning of the business of the Parish, and when instances where functions overlap or are unclear, recommends revisions of the By-Laws to remedy such uncertainty.
- 8. The Senior Warden sets an example for the congregation in both public and private prayer life, by regularly attending public services and fostering a life of private prayer and study of Scripture.
- 9. The Senior Warden is responsible for coordinating with the Bishop's office to facilitate an annual Mutual Ministry Review of the Rector and Vestry of the Parish.

## APPENDIX A

### Duties & Responsibilities of the Junior Warden

(Adopted by the Vestry on December 18, 2019)

#### **Duties:**

1. The least senior Warden, in terms of time served as Warden, is designated the Junior Warden of the Parish. This is normally the Warden serving in the first year of their term. In the event of the resignation, death, or other circumstances causing the vacancy of the Senior Warden, the Junior Warden will become the Senior Warden.
2. The Junior Warden (oftentimes called the People's Warden) reports directly to the Rector and serves as an advisor to the Rector and is responsible for communicating the general state of the congregation to the Rector and the Vestry.

#### **Responsibilities:**

1. The Junior Warden serves as the Liaison between the Vestry and Building & Grounds Committee, and may or may not serve as the Chair of that Committee. The Junior Warden shall report all building and grounds maintenance and repair needs to the Vestry and ensure that the Building & Grounds Committee is conducting at least annual inspections of all Parish property and is taking appropriate action to remedy any maintenance and repair needs.
2. If there be no Rector AND no Senior Warden, the Vestry shall designate the Junior Warden to be Senior Warden, who then assumes temporary authority for all legal functions and responsibilities of the Parish, ensuring Vestry consent, until such time as the Bishop appoints an Interim Clergyperson-in-Charge.
3. The Junior Warden serves ex-officio on all Standing Committees of the Vestry, except for the Building & Grounds Committee on which they have seat, voice and vote.
4. The Junior Warden supports the Chair of each Vestry Committee by:
  - a. Recruiting adequate and qualified Committee Members from among the entire congregation;
  - b. Assisting each Committee Chair in reviewing their respective Committee's charge, and recommending updates to as may be necessary for Vestry

approval no later than the December Vestry Meeting each year for inclusion in the Annual Report to the Parish; and

- c. Working with the Committee Chairs and Senior Warden to ensure submission of a monthly report, whether written or verbal, to the Vestry.
5. The Junior Warden cooperates with the Rector, other Clergy, Officers and Members of the Vestry to ensure an orderly functioning of the business of the Parish, and when instances where functions overlap or are unclear, recommends revisions of the By-Laws to remedy such uncertainty.
6. The Junior Warden sets an example for the congregation in both public and private prayer life, by regularly attending public services and fostering a life of private prayer and study of Scripture.