

DATE
BY-LAWS
OF THE
EPISCOPAL MISSION OF ST. ANDREW'S-BY-THE-LAKE

Duluth, Minnesota

STANDING RULES OF ORDER
FOR
MEETINGS OF THE MISSION

ARTICLE I.
TITLE AND LOCATION

- 1.1 *Title.* This mission congregation of the Episcopal Church in Minnesota bears the title "St. Andrew's-by-the-Lake" (St. Andrew's).
- 1.2 *Location.* St. Andrew's is located at 2802 Minnesota Avenue, in the City of Duluth, County of St. Louis, State of Minnesota.

ARTICLE II.
MEETINGS OF ST. ANDREW'S

- 2.1 *Annual Meetings.* The annual meetings of St. Andrew's shall be held between January 1 and March 31 at such place and such time as determined by the Bishop's Committee in accordance with the Constitution and Canons of the Episcopal Church in Minnesota. At the annual meeting, the qualified voters of St. Andrew's shall nominate members of St. Andrew's to serve on the Bishop's Committee, subject to approval of the Bishop of the Episcopal Church in Minnesota; elect delegate(s) and alternate(s) to Diocesan Convention; and shall transact such other business as may properly come before the meeting.^① The affirmative vote by a majority of the voting members of St. Andrew's present and voting at a duly called meeting of the Mission Congregation shall constitute an action by the Mission Congregation.
- 2.2 *Special Meetings.* Special meetings of the Parish shall be called by the Clerk pursuant to direction by the Bishop or the Bishop's Committee or by a written petition therefor signed by one-fourth (1/4) of the qualified voters of St. Andrew's.
- 2.3 *Notice of Meetings.*
- (a) *Notice of Annual Meeting.* A notice, setting forth the place, date, and hour of the annual meeting shall be made by public announcement at each service on the Sunday next preceding said meeting and by mailed and/or emailed notice thereof to all qualified voters of St. Andrew's, such publication or mailed/emailed notice to be made no less than one (1) week prior to the date of the meeting.
- (b) *Notice of Special Meeting.* Notice of any special meeting, setting forth the place, date, hour, and purpose(s) of such meeting, shall be made by public announcement at each service on the two (2) Sundays next preceding such

^① The determination of what business is "properly" before a meeting is to be made by the presiding officer in accordance with Standing Rules of Order, a copy of which is attached to these by-laws. Membership on the Bishop's Committee is at the pleasure of the Bishop of the Episcopal Church in Minnesota, as described by Canon 103.5 thereof.

meeting and by mailed or emailed notice thereof to all qualified voters of St. Andrew's, such publication or mailed/emailed notice to be made no less than two (2) weeks prior to the date of the meeting. The business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice.

- 2.4 *Quorum.* At any regular or special meeting of St. Andrew's, twenty-five (25) qualified voters of St. Andrew's shall constitute a quorum, but a lesser number may vote on a motion to adjourn.
- 2.5 *Qualified Voter Defined.* The qualified voters of St. Andrew's shall consist of the following and none other:
- (a) All baptized persons, sixteen (16) years of age or older^②, who attend the public services of the Church at St. Andrew's and who are not at the time under ecclesiastical censure or process and who are recognized as Members in Good Standing by the Bishop or Vicar and at least one of the Wardens.^③
 - (b) No voting member may vote by proxy or absentee ballot.
- 2.6 *Organization.* The Vicar or other Priest-in-Charge, ex officio, chairs the annual meeting. In the Vicar's absence, the Senior Warden is Chair *pro tempore*. In the absence of both the Vicar and the Senior Warden, the Bishop of the Episcopal Church in Minnesota designates a Chair *pro tempore*. The Chair shall appoint a clerk who shall record the minutes of the meeting.
- 2.7 *Order of Business.* The suggested order of business at the annual meeting and, to the extent appropriate, at any special meeting of St. Andrew's shall be, unless modified as to sequence by the Chair, as follows:
- (a) Call to order and opening prayer.
 - (b) Appointment of clerk of the meeting.
 - (c) Determination of existence of a quorum.
 - (d) Approval of agenda.
 - (e) Reading and disposal of unapproved minutes of prior meeting(s).
 - (f) Annual reports of treasurer and committees.
 - (g) Selection of Nominees to the Bishop's Committee.
 - (h) Election of delegate(s) and alternate(s) to Diocesan Convention.
 - (i) Concerns and Celebrations.
 - (j) Closing prayer and adjournment.

^② In matters of legal contracts, members under age 18 shall have voice but no vote.

^③ Good Standing is defined as pertaining to those members who have, for the previous year, unless for good cause prevented, been faithful in worship and in working, praying, and giving to this Mission Congregation. The records maintained by the Treasurer shall be sufficient evidence of giving. Contributions may be made individually or as a family unit. (National Canons I.17.3)

ARTICLE III.
GOVERNANCE OF ST. ANDREW'S

3.1 *General Powers.* The Bishop, as Rector of each Mission, supervises and controls all Missionary activity within the Diocese. The property, business, and temporal affairs of St. Andrew's shall be managed on the Bishop's behalf by the Bishop's Committee, which shall consist of the Vicar, if any; the Senior Warden; the Junior Warden; and the Members-at-Large.

3.2 *Number, Term, Qualifications.*

(a) The Vicar shall be a Priest of the Church appointed by the Bishop of the Episcopal Church in Minnesota in accordance with the Constitution and Canons thereof.

(b) The Senior and Junior Wardens, who shall be communicants of the Church in good and regular standing, shall each be nominated by the qualified voters of St. Andrew's and approved by the Bishop of the Episcopal Church in Minnesota for a term of two (2) years.

A warden completing less than one year of another's unexpired term may be elected to a full term. Wardens shall hold office until their successors are appointed.^④ The Wardens assist the Vicar in promoting the general interest of the Mission, supervise the care, protection and maintenance of the Mission 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 Mission. The Wardens discharge such other duties as the Vicar and the Church requires.

(c) The Members-at-Large (hereafter Members) of the Bishop's Committee shall consist of not less than three (3) nor more than twelve (12) baptized persons, which number may be determined by the Bishop of the Episcopal Church in Minnesota. One third (1/3) of the number of Members so determined shall be nominated at each annual meeting by the qualified voters of St. Andrew's, to serve for a term of three (3) years and until their successors are appointed. No Member shall, at the expiration of his/her term of office, be eligible for re-appointment as a member until the next succeeding annual meeting.

The Bishop's Committee manages and directs the temporal affairs of the Mission, including the maintenance of its property. The Bishop's Committee is also the agent and legal representative of the Mission in all matters concerning its corporate property and in its relation to its Clergy. It is the duty of the Bishop's Committee to take charge of the property of the Mission; to promote the good stewardship of the Mission's resources; to provide for and preserve the Mission register and other records, to prepare an annual budget, to support and maintain the Mission's Clergy,

^④ It is expected but not required that the Junior Warden will be nominated to succeed the Senior Warden.

and to pay the diocesan mutual ministry support. In the absence of the Wardens, the Members of the Bishop's Committee perform the several duties of these officers.

- (d) The names of nominees for Senior Warden, Junior Warden, and Members of Bishop's Committee shall be posted in a conspicuous place available to all members of St. Andrew's and sent to the Bishop of the Episcopal Church in Minnesota for approval within seven (7) days of the annual meeting.
- (e) The Wardens and Members of Bishop's Committee shall have attained the age of majority as defined by the laws of the State of Minnesota.
- (f) The Bishop of the Episcopal Church in Minnesota may, at any time, remove from office any member or members of the Bishop's Committee and appoint others.
- (g) If any member of the Bishop's Committee is absent for four (4) consecutive, regular meetings, then the seat may, with the advice and consent of the Bishop, be declared vacant by the Bishop's Committee and a qualified person appointed to fill the vacancy.

3.3 *Resignations.* A Senior Warden, Junior Warden, or member of Bishop's Committee may resign at any time by giving written notice to the Vicar, the Senior Warden, or the Bishop of the Episcopal Church in Minnesota. The resignation shall take effect at the time specified in the notice and, unless otherwise specified therein, acceptance of the resignation shall not be necessary to make it effective.

3.4 *Vacancies.* The Bishop of the Episcopal Church in Minnesota has exclusive authority to fill vacancies in the membership of the Bishop's Committee.

3.5 *Quorum.* A simple majority of the members of the Bishop's Committee—excluding the Vicar, any other clergy on the committee *ex officio*, the Treasurer and the Clerk—shall constitute a quorum, but a lesser number may vote on a motion to adjourn.

3.6 *Other Officers.* The Vicar or the Senior Warden shall nominate a Clerk, a Treasurer, and other such officers as deemed appropriate from among the qualified voters of St. Andrew's, whose nomination is effective upon acceptance by the Bishop of the Episcopal Church in Minnesota. All such officers shall have attained the age of majority as defined by the laws of the State of Minnesota. All such officers shall have voice but no vote at regular and special meetings of the Bishop's Committee.

- (a) Treasurer. The Treasurer shall serve for a term of one year or until a successor is elected. The Treasurer may serve a maximum of four terms. A retiring or resigning Treasurer may not again serve until one year has elapsed, except that a Treasurer completing less than one year of another's unexpired term may be elected to a first full term. The Treasurer shall present to each Annual Meeting of the Mission Congregation a full report of the financial condition of the Mission as of the end of the preceding year. The Treasurer shall ensure that the Mission books are kept in a manner that provides the basis for standard, clear and open accounting in accordance with the Manual of Business Methods in Church Affairs (The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the USA) and Generally Accepted Accounting Principles (GAAP). [Article 5.2]
 - (b) Clerk. The Clerk of the Bishop's Committee shall serve for a term of one year or until a successor is elected. The Clerk may serve a maximum of four terms. A retiring or resigning Clerk may not again serve until one year has elapsed, except that a Clerk completing less than one year of another's unexpired term may be elected to a first full term. The Clerk, or in the absence of the Clerk an appointed secretary pro tem, shall take minutes of all regular and special meetings of the Mission Congregation and of the Bishop's Committee, and shall maintain a permanent file of such minutes at the Mission Office.
 - (c) Removal from office. The Treasurer or Clerk of the Bishop's Committee may be removed from office at any time and for any reason by the affirmative vote of not less than two-thirds (2/3) of the Bishop's Committee present and voting at a duly called meeting.
- 3.7 *First Meeting.* As soon as practicable within thirty (30) days after each annual meeting of St. Andrew's, the Bishop's Committee shall meet for the purpose of organization and transaction of other business.
- 3.8 *Regular Meetings.* Regular meetings of the Bishop's Committee shall be held monthly at such a place and time as may be fixed by a resolution adopted by a majority of the entire Bishop's Committee. No notice need be given of any regular meeting.
- 3.9 *Special Meetings.* Special meetings of the Bishop's Committee may be held at such time and place as may be designated in the notice of the meeting. Special meetings of the Bishop's Committee may be called by the Bishop of the Episcopal Church in Minnesota, the Vicar, either of the Wardens, or upon the written request of a majority of the members of Bishop's Committee. Notice of such special meeting, including a statement of the purpose or purposes thereof, shall be given to each member of the Bishop's Committee at least twenty-four (24) hours in advance of the meeting, if oral; or forty-eight (48) hours in advance of the

meeting if notice is given by mail or other written communication. Attendance at a meeting by any member of the Bishop's Committee, without objection in writing, shall constitute a waiver of notice of such meeting.

3.10 *Manner of Acting.*

- (a) At all meetings of the Bishop's Committee, each elected member present shall have one vote.
- (b) The action of the majority of the Bishop's Committee present at any meeting at which a quorum is present shall be the act of the Bishop's Committee.
- (c) No action, except for adjournment, may be taken at a meeting of the Bishop's Committee unless either the Vicar or one Warden is present.
- (d) Any action that may be taken at a monthly meeting or a special meeting of the Bishop's Committee may be taken without a meeting if done in writing, which is understood to include electronic communication, and voted on by all the members of the Bishop's Committee. For approval of action, a two-thirds (2/3) affirmative vote by the whole body is required.
- (e) A conference among Bishop's Committee members by means of communication through which the members may simultaneously hear each other during the conference is a meeting of the Bishops' Committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference is a quorum. Participation in a meeting by this means also constitutes personal presence at the meeting.

3.11 *Organization.* The Vicar or other Priest-in-Charge has the right to vote and to preside at all meetings of the Bishop's Committee. If the Vicar or other Priest-in-Charge does not preside at a meeting of the Committee, the Senior Warden, or the Junior Warden in the Senior Warden's absence, presides. The Clerk shall act as secretary at all meetings of the Bishop's Committee, but in the absence of the Clerk, the Chair shall designate any member of the Bishop's Committee to act as secretary of the meeting.

3.12 *Order of Business.* The suggested order of business at any meeting of the Bishop's Committee, to the extent appropriate and unless modified as to sequence by the Chair, shall be as follows:

- (a) Call to order and opening prayer.
- (b) Member check-in, held off the record.
- (c) Determination of existence of a quorum.
- (d) Reading and disposal of unapproved minutes of prior meeting(s).

- (e) Reports of officers and committees.
 - (f) Unfinished business.
 - (g) New business.
 - (h) Closing Prayer and Adjournment.
- 3.13 *Committees.* The Bishop's Committee may create and charge committees to undertake specific tasks pertaining to the life and conduct of the Mission, on either a standing or *ad hoc* basis, as it deems advisable.
- 3.14 The Bishop's Committee may by resolution appoint members to act on behalf of the Bishop's Committee to carry out special projects or business of the Mission.

ARTICLE IV. ELECTIONS

- 4.1 *Elections.* Prior to any annual meeting, the nominating committee shall prepare a slate of candidates equal in number to the expected vacancies. This slate shall be presented to the Bishop's Committee at the regular meeting next preceding the annual meeting. The slate shall then be presented to the congregation at the annual meeting for approval.
- 4.2 *Nominations.* The nomination of persons for election as Wardens and members of Bishop's Committee shall be made as follows:
- (a) Senior Warden: One qualified member of St. Andrew's shall be nominated for the office of Senior Warden by the nominating committee;
 - (b) Junior Warden: One qualified member of St. Andrew's shall be nominated for the office of Junior Warden by the nominating;
 - (c) Members of Bishop's Committee: The nominating committee shall nominate one qualified member of St. Andrew's for each seat on the Bishop's Committee, the term of the incumbent of which is due to expire;
 - (d) Lay Delegates to Diocesan Convention: The nominating committee shall nominate for a three (3) year term (constituting three consecutive annual meetings of convention) such number of qualified members of St. Andrew's as determined by Minnesota Canon 205.1.
 - (e) Floor Nominations: Nominations of qualified members of St. Andrew's for any of the foregoing offices may be made from the floor of the meeting by any qualified voter, with the express consent of the person nominated.
- 4.3 *Nominating Committee.* The nominating committee shall consist of the Vicar, the current Wardens, and the Members of the Bishop's Committee whose terms are

due to expire.

4.4 *Manner of Election.*

- (a) In the event that the number of nominations is equal to the number of vacancies, the slate of candidates shall be put to a vote as an entire slate. If the slate is approved, the list of nominations shall be delivered to the Bishop of the Episcopal Church in Minnesota within seven (7) days of the meeting for approval. If the slate is rejected, the Chair shall open the floor for nominations.
- (b) In the event of there being a greater number of candidates than vacancies, as a result of nominations from the floor of the meeting, the Chair shall call for a vote for the positions of Wardens and Members of Bishop's Committee. A list of the person(s) receiving a plurality of votes shall then be prepared and sent to the Bishop of the Episcopal Church in Minnesota within seven (7) days of the meeting for approval.

ARTICLE VI.
BY-LAWS

- 5.1 *Adoption.* Subject to approval by the Bishop, these By-Laws shall become effective upon their adoption by two-thirds of the Bishop's Committee and by the affirmative vote of the majority of the attendees at the Annual Meeting or at a duly called Special Meeting of the Mission Congregation.
- 5.2 *Construction.* All provisions of these by-laws are severable. If any provision herein shall be determined to be invalid because contrary to or inconsistent with the Constitution and Canons of the National Church or the Episcopal Church in Minnesota or with the laws of the State of Minnesota, as the same now exist or may hereafter be amended or adopted, all other provisions of these by-laws shall remain in full force and effect.
- 5.3 *Amendment.* These by-laws may be amended upon motion therefor duly made, seconded, and passed by an affirmative vote of the majority of the voting members at the Annual Meeting or any Special Meeting of St. Andrew's. Such amendment shall become effective immediately unless, by its terms, it is made effective at a later date, in which case it shall become effective at the date specified therein.
- 5.4 *Captions and Headings.* Captions and Headings used in these By-Laws are for convenience and reference only and do not define, expand, limit or otherwise modify any terms, definitions, conditions, limitations or provisions contained in any Article of these By-Laws.

STANDING RULES OF ORDER
FOR
MEETINGS OF THE MISSION

1. The Chair shall rule out of order anyone who attempts to address the meeting without recognition.
2. No motion shall be debated, or shall be considered as before the meeting, unless seconded and, if required, reduced to writing.
3. When a question is under consideration, no motion shall be received unless:
 - (a) to lay it on the table;
 - (b) to postpone it to a certain time;
 - (c) to postpone it indefinitely;
 - (d) to commit it;
 - (e) to amend it; or,
 - (f) to divide it.

Motions for any of these purposes shall have precedence in the order named.

4. Motions to lay upon the table and to adjourn shall always be in order, and they shall be put without debate.
5. When procedure is not otherwise covered by the constitution, by-laws, or standing rules of order, the latest edition of *Robert's Rules of Order* shall govern the interpretation of these rules and the procedure to be followed.