

**BYLAWS OF
THE EPISCOPAL CHURCH OF
ST. JOHN IN THE WILDERNESS
WHITE BEAR LAKE, MINNESOTA**

**ARTICLE I
CORPORATION**

1.1 The name of the Parish Corporation shall be The Episcopal Church of St. John in the Wilderness (hereafter "Parish"). Alternative names include the following:

St. John's in the Wilderness Episcopal Church
The Episcopal Church of St. John's in the Wilderness
St. John in the Wilderness
St. John's in the Wilderness

1.1.1 The name of the Cemetery shall be St. John in the Wilderness Episcopal Cemetery (hereafter "Parish Cemetery").

1.2 The Parish Congregation is located at 2175 1st Street, White Bear Lake, Minnesota 55110. The Parish Cemetery is located at White Bear Avenue and South Shore Blvd, White Bear Lake, MN 55110.

1.3 All activities of the Parish Congregation will conform to the Constitution and Canons of the Protestant Episcopal Church of the United States of America (the CHURCH) and the Constitution and Canons of the Episcopal Church of the Diocese of Minnesota (DIOCESE).

**ARTICLE II
MEMBERS OF THE PARISH CONGREGATION**

2.1 Members. All persons who have received the Sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit and whose baptism has been duly recorded in the Parish Congregation Register, and all persons confirmed or received in the CHURCH whose confirmation, reception or transfer is duly recorded in the Parish Congregation Register are members of the Parish Congregation.

2.2 Communicants. All members of the Parish Congregation who have received Holy Communion at least three times during the preceding year are Communicants of the Parish Congregation.

2.3 Adult Communicants. Communicants who are sixteen (16) years of age and over are Adult Communicants.

- 2.4 Good Standing. All Adult Communicants who for the previous year have been faithful in worship, unless for good cause prevented, and have been faithful in working, praying, pledging, and giving to this Parish Congregation for the spread of the Kingdom of God, are Adult Communicants in Good Standing.
- 2.5 Voting Members. A member of the Parish Congregation who is an Adult Communicant in Good Standing is entitled to vote at meetings of the Parish Congregation.

ARTICLE III ANNUAL AND SPECIAL MEETINGS OF THE PARISH CONGREGATION

- 3.1 Annual Parish Congregation Meeting. The Annual Meeting of the Parish Congregation (“Annual Meeting”) shall be in accordance with the CHURCH, and DIOCESE, and shall be held on the 3rd Sunday of January, at the Parish Congregation, or such other date, time and place as the Vestry shall determine. Publication of the meeting shall be at least 20 days before the date of such meeting.
- 3.1.2 Publication. Publication means providing notice of the date, time, and location of such meeting by such means as the Parish Congregation is currently utilizing, and may include, but are not limited to, electronic publication (email, facebook, website), as well as publication by notice in weekly church bulletins and conspicuous physical postings in the physical plant of the Parish Congregation, and service announcements.
- 3.1.3 Purpose of the Annual Meeting. The purpose of the Annual Meeting is for the Parish Congregation to receive reports of the finances, ministry, and work of the Parish Congregation, to conduct elections of the officers of the Parish Congregation, and other such business as may come before the Annual Meeting.
- 3.1.4 Elections. Elections of the Parish Congregation shall be held annually, at the Annual Meeting.
- 3.1.4.1 Voting. Voting Members (as defined in Section 2.5 above) attending the meeting shall constitute a quorum for the Annual Meeting (“Annual Meeting Quorum”). Elections shall be by secret ballot unless a voice vote is approved by a majority of members attending the Annual Meeting. No person is entitled to more than one vote, or to vote by proxy or by absentee ballot. If the number of candidates for election is equal to the number of vacancies to be filled, a unanimous ballot may be entertained at the Annual Meeting for the slate of nominees. If the number of nominees exceeds the vacancies, then voting shall be by written ballot, and the presiding officer of the Annual Meeting shall appoint three judges from the Voting Members of the Parish Congregation to tally the votes and certify the results in writing. Tie votes shall be resolved by additional balloting.

3.1.4.2 The results of any election or summary of any action taken at the Annual Meeting or at a special meeting shall be published, in accordance with Section 3.1.2, within 10 days after the meeting.

3.2 Special Parish Congregation Meeting. A special meeting of the Parish Congregation may be called by the Rector (or Priest in Charge), or in their absence the Senior Warden or Junior Warden, a majority vote of the Vestry, or upon written petition of one-third of the voting members of the Parish Congregation. Notice of the meeting, the date, time, place, and purpose thereof shall be published, pursuant to Section 3.1.2, to the Parish Congregation at least 20 days prior to the date of the meeting. The agenda of any special meeting must not deviate from the purpose stated in the Notice. Voting Members (as defined in Section 2.5 above) attending the meeting shall constitute a quorum as defined in Section 3.1.4.1 above. Minutes of the Annual Meeting shall be published within 14 days after the Annual Meeting

ARTICLE IV VESTRY

4.1 Board of Directors. The Vestry constitutes the Board of Directors of the Parish Corporation, and shall have such authority, duties, and responsibilities as granted to it by the Constitution and Canons of the CHURCH, DIOCESE, or the laws of the State of Minnesota, or the Articles of Incorporation, or Bylaws of this Parish Congregation.

4.2 Monthly Meetings. Monthly meetings of the Vestry shall be held at such time and place as may be designated by the Vestry. Notice of the meetings shall be published to the Parish Congregation at least 7 days prior to the meeting.

4.3 Special Meetings. Special meetings of the Vestry may be held at any time and may be called by the Rector, the Senior Warden, the Junior Warden, or a majority of the elected members of the Vestry. Four (4) days' notice of the meeting must be published to each member of the Vestry specifying the date, time, location, and purpose of the meeting. Notice may be waived before, at, or after a special meeting, orally, or in writing. Attendance by the Rector, a Vestry member, or a Warden at a meeting is a waiver of notice of that meeting, unless such person objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and thereafter does not participate in the meeting.

4.4 Meeting Requirements and Quorum. No action, except for adjournment, shall be taken at any meeting of the Vestry unless either the Rector or Priest-in-Charge, or in his/her absence, the Senior Warden or Junior Warden, is present. All actions of the Vestry shall require an affirmative vote of a majority of the Vestry members present and voting at a duly called meeting. A quorum ("Vestry Quorum") shall consist of at least the Rector or one warden, and at least a majority of the Vestry Members. Once a Vestry Quorum has been present at a meeting and voting members of the Vestry have withdrawn so that less than a Vestry Quorum remains, the Vestry may continue to transact business until adjournment. Attendance at a Vestry Meeting shall be in person, either by being physically present, or present via other means such as telephonically, or by skype or some other electronic means. No member of the Vestry may vote by proxy or by absentee ballot. The Rector, or the warden designated by the Rector, shall chair all meetings. The chair shall vote only in the case of a tie.

- 4.5 Membership. The Vestry shall consist of the Rector, two Wardens and the Vestry members. There shall be no less than three (3) nor more than twelve (12) elected members. Each member of the Vestry shall be an Adult Communicant in Good Standing. Members of the Vestry are elected by the affirmative vote of a majority of the Voting Members of the Parish Congregation present and voting at an Annual Meeting of the Parish Congregation. The Rector, Wardens, and Vestry may appoint ex officio members of the Vestry to assist in the business of the Parish Congregation, but shall remain subject to the authority of the Vestry at all times.
- 4.6 Authority and Duties of the Vestry. The Vestry shall be responsible for conducting all temporal activities and affairs of the Parish Congregation, subject to the authority, duties, and responsibilities as granted to it by the Constitution and Canons of the CHURCH and DIOCESE, or the laws of the State of Minnesota, or the Articles of Incorporation or Bylaws of this Parish Congregation. The Vestry may delegate management of the temporal activities of the corporation to any person, persons, committees, or appointees of the Vestry, provided that the activities and affairs of the corporation are managed, and all corporate powers are exercised under the ultimate direction and authority of the Vestry.
- 4.7 Term of office. Vestry members shall be elected for a term of three years or until their successors are elected. A member may serve no more than four (4) consecutive years on the Vestry.
- 4.8 Vacancies. In case of vacancies occurring between Annual Meetings, the Vestry may, at its discretion, elect a member to fill the vacancy until the next Annual Meeting at which time a person shall be elected to fill the remaining years of the term. In the event any member of the Vestry shall be absent for four (4) consecutive, regular meetings, the seat may, with the advice and consent of the Rector, be declared vacant by the Vestry and a qualified person approved and appointed by the Vestry to fill the vacancy.
- 4.9 Written Action. Any action which may be taken at a monthly meeting or a special meeting of the Vestry may be taken without a meeting if done electronically and approved electronically or in a separate writing, which is either signed electronically or physically signed by a Vestry Quorum.
- 4.10 Committees. The Vestry shall authorize, create and appoint such committees as are necessary to assist with the business of the Parish Congregation. Said committees shall be, at all times, subject to the authority and control of the Vestry, and any such policies and procedures as enacted by the Vestry. Said committees may include standing committees, general committees, and special committees.

ARTICLE V WARDENS

- 5.0 Qualifications. The Wardens shall be adult communicants in good standing who shall have served on a vestry prior to election as Wardens. The Wardens shall be designated as Junior and Senior Warden, and shall be elected in alternate years for a two-year term and shall not be eligible for election to the Vestry for one year.

- 5.1 Duties. The duties of the Wardens belong equally to both the Junior Warden and the Senior Warden, and both are jointly and individually responsible for the performance of the duties of the office, as set forth in the Canons of the CHURCH and DIOCESE, including, but not limited to, the following:
- 5.1.1 Serving as a member of the Vestry, officio with vote.
 - 5.1.2 If there is no Rector or Priest-in-Charge or if the Rector or Priest-in-Charge is absent, unable to act, or so delegates the Wardens to preside, to preside at all meetings of the Vestry and of the Parish Congregation.
 - 5.1.3 To see that the buildings of the Parish Congregation and external premises are maintained in proper repair and kept from all sacrilegious uses and from secular uses not authorized under Canon Law.
 - 5.1.4 To see that those things needed for orderly worship of God are provided at the expense of the Parish Congregation.
 - 5.1.5 To review the pastoral relationship that exists between the Parish Congregation and the Rector at least annually.
- 5.2 Vacancies. In the event a vacancy occurs in the office of Senior Warden, the Junior Warden shall fulfill the Senior Warden's term. In the event that a vacancy occurs in the office of the Junior Warden, the Vestry shall elect a replacement until the next Annual Parish Congregation Meeting.

ARTICLE VI CLERK

- 6.1 Qualifications. The Clerk shall be an adult communicant in good standing who may serve no more than four consecutive years. The Clerk is a position appointed and approved by the Vestry.
- 6.2 Duties. The Clerk or its designee, shall attend all Vestry and Executive Committee meetings and shall keep accurate minutes of all meetings. Minutes of each meeting shall be distributed to members of the Vestry within 7 days after each meeting. Notice of the date, time, and place of the next meeting shall be included in the minutes. The Clerk may appoint an assistant to help when necessary. The Clerk is the official representative of the Vestry for the purpose of signing legal documents.

ARTICLE VII TREASURER

- 7.1 Qualifications. The Treasurer shall be an adult communicant in good standing for at least two years, who has a working knowledge and experience with basic accounting procedures, and who may serve no more than four consecutive years. The Treasurer is appointed and approved by the Vestry.
- 7.2 Duties. The Treasurer shall receive, have custody of, and dispense all funds and monies belonging to the Parish Congregation with the consent of the Vestry. The Treasurer shall ensure that the financial records of the Parish Congregation are kept in a manner that provides the basis for standard, clear, and open accounting.

ARTICLE VIII EXECUTIVE COMMITTEE

- 8.1 Members. The members of the Executive Committee shall be the Rector, Wardens, Clerk, Treasurer, and a member-at-large from the Vestry who is elected by the Vestry for a one-year term.
- 8.2 Duties. The purpose of the Executive Committee shall be to conduct the ordinary business of the Parish Congregation between Vestry meetings. The Executive Committee may undertake no action that is the responsibility of the Vestry without prior approval of the Vestry.
- 8.3 Meetings. Regular meetings shall be held monthly as determined by the Rector and the Wardens. A special meeting of the Executive Committee may be called at the discretion of the Rector or the Wardens. All meetings of the Executive Committee shall have minutes, and the minutes shall be available to the Vestry within 7 days following each meeting.

ARTICLE IX COMMITTEES

- 9.1 General Information. Committees are designated as Standing, General, or Special, and exist by authorization of the Vestry, and are subject to the policies and procedures as established by the Vestry. They exist by Vestry authorization to more effectively manage the business of the Parish Congregation.
- 9.1.1 A Standing Committee is a committee that it is intended to be of long duration, and responsible for conducting the business of the church.
- 9.1.2 A General Committee supports the activities of the church.
- 9.1.3 A Special Committee is appointed and approved by the Rector and the Vestry to perform a specific task.

- 9.1.4 The Rector shall serve as ex officio member with vote of all committees unless otherwise designated.
- 9.1.5 Committees, with Vestry approval, may acquire and manage funds pursuant to their ministries. The Vestry is ultimately responsible for all funds of the Parish Congregation, but it may delegate to those committees the authority to manage specific funds or bank accounts. The funds or accounts shall be included in the reviews specified in Article XIII.
- 9.1.6 Committees and organizations shall prepare an annual report prior to the Annual Meeting, and submit it to the Rector.
- 9.1.7 Committee chairs, unless selected by members of the committees, shall be selected by the Rector and the Vestry.
- 9.2 Standing Committees. Standing Committees shall be appointed annually by the Vestry, upon nomination by the Rector or the Vestry. Standing Committees shall be subject to the policies and procedures as established by the Vestry, shall report to and are subject to Vestry authority and may include, but are not limited to, the following:
 - 9.2.1 Heritage Society
 - 9.2.2 Finance Committee
 - 9.2.3 Nominations Committee
 - 9.2.4 Personnel Committee
 - 9.2.5 Property Committee
- 9.3 General Committees. General Committees shall be appointed annually by the Vestry, upon nomination by the Rector or the Vestry. General Committees shall be subject to the policies and procedures as established by the Vestry, shall report to and are subject to Vestry and/or Rector authority, depend on the function of the committee, and may include, but are not limited to, the following:
 - 9.3.1 Altar Guild
 - 9.3.2 Cemetery Committee
 - 9.3.3 Gifts and Memorials
 - 9.3.4 Liturgy and Music
 - 9.3.5 Outreach
 - 9.3.6 Stewardship
- 9.4 Special Committees. Special Committees shall be appointed by the Vestry or Rector. Special Committees established by the Vestry shall be subject to the Vestry policies and procedures, and shall report to and are subject to Vestry authority. Special Committees established by the Rector shall be subject to the Vestry policies and procedures, and shall report to and are subject to Rector authority. All Special Committees shall make regular reports to the Vestry as set forth in the policies and procedures established by the Vestry.

ARTICLE X LAY DELEGATES

10.0 Lay Delegates to MINNESOTA Convention. The number and manner of election of lay delegates of the Parish Congregation, and at least one alternate delegate, shall be in the manner prescribed by the Canons of MINNESOTA.

ARTICLE XI RECTOR

11.1 Authority. The Rector shall plan, control, organize, and direct the worship and all spiritual matters of the Parish, subject to the rubrics of The Book of Common Prayer, the Constitutions and Canons of the CHURCH and DIOCESE, and the counsel of the Bishop of DIOCESE. The Rector shall have such authority over the temporal and financial matters of the Parish Congregation as shall be granted by the Vestry.

11.2 Responsibilities. The Rector shall have the responsibilities to the Parish Congregation as provided under the Constitutions and Canons of the CHURCH and DIOCESE, including, but not limited to, the following:

11.2.1 The Rector shall lead regular services in the Parish, provide instruction in the Holy Scriptures and the doctrine, polity, history, and the liturgy of the CHURCH, maintain a Parish Register, and perform other functions as required by the Canons of the CHURCH and DIOCESE.

11.2.2 The Rector shall be the principal executive officer of the Parish Congregation and shall have the right to preside at meetings of the Parish Congregation and the Vestry.

11.2.3 The Rector shall select all assistant clergy of the Parish Congregation and shall have the authority to direct and supervise the activities in the Parish Congregation of such assistant clergy, subject to the Canons of the CHURCH AND DIOCESE.

11.3 Reviews. At least once each year the Wardens and Rector shall review the pastoral relationship that exists between the Parish Congregation and the Rector.

11.4 Resignation and Removal. The Rector may not resign, nor be removed against his/her will except as provided by the Canons of the CHURCH and DIOCESE.

11.5 Vacancy in the Office of Rector. In the event the office of Rector becomes vacant, the Vestry shall take such steps to fill the vacancy, and to operate the Parish Congregation during the vacancy, as provided by the Canons of the CHURCH and DIOCESE, and in consultation with the Bishop of DIOCESE.

ARTICLE XII ASSISTANT CLERGY AND LAY STAFF MEMBERS

- 12.1 Assistant Clergy. All assistant clergy shall be selected by the Rector, subject to the review by the Bishop of the Diocese and an affirmative vote of two-thirds (2/3) of all the voting members of the Vestry. An assistant clergy shall serve at the discretion of the Rector, subject to the Canons of the CHURCH and DIOCESE.
- 12.2 Lay Staff Members. The Rector has authority to select and manage lay staff members of the Parish Congregation, with the advice of the Vestry. If there is no Rector, the lay staff members are supervised by the Senior Warden.

ARTICLE XIII CHURCH FINANCE

- 13.1 Fiscal Year. The fiscal year of the Parish Congregation shall be the calendar year beginning on January 1 and ending on December 31 of each year.
- 13.2 Annual Financial Plan. An Annual Financial Plan for the next fiscal year of the Parish Congregation shall be prepared by the Treasurer, reviewed and approved by the Executive Committee, and presented to the Vestry in December each year for final approval. The salaries of the Rector and the lay staff members shall be set and approved at the December Vestry meeting. The Annual Financial Plan shall be reviewed and approved by the Vestry prior to the Annual Meeting and shall be presented at the Annual Meeting.
- 13.3 Management of Funds of the Parish Congregation.
- 13.3.1 All checks or demands for funds belonging to the Parish Congregation shall have two signatories.
- 13.3.2 A request for reimbursement shall include the completed request form, an authorized signature, and documentation relating to purchase.
- 13.3.3 The Treasurer shall cause such accounting records to be maintained as shall be necessary to support all receipts and disbursements and to permit the preparation of financial statements and the annual review.
- 13.3.4 All disbursements must be adequately supported by satisfactory documentation, a copy of the check issued, or a copy of the report of an electronic transfer.
- 13.4 Financial Statements. The Treasurer, or its designee shall prepare and distribute monthly financial statements to the Rector, the Wardens, and the Vestry. The Treasurer shall prepare and distribute annual financial statements to the Parish Congregation at the Annual Meeting.

- 13.4 Annual Review. An annual review of all accounts and financial transactions of the Parish Congregation, including segregated funds, shall be prepared by an independent certified public accountant or such review committee as shall be authorized by the Vestry or other appropriate authority of DIOCESE.
- 13.5 Approval of the Vestry. The Rector, Vestry members, members, and lay staff members shall have no authority to incur or impose any financial obligation on behalf of or upon the Parish Congregation without the approval of the Vestry.
- 13.6 Funds of Committees. All committees, guilds, associations, and other groups sponsored by or affiliated with the Parish Congregation are at all times responsible to the Vestry to fully account for the acquisition and expenditure of funds raised by or under the control of such groups. All fund raising and expenditure by such groups must be done in consultation with and approval by the Vestry.
- 13.7 Solicitation of Funds. No solicitation of funds for any purpose directed to the Parish Congregation or the Members of the Parish Congregation may be made without Vestry approval.
- 13.8 Discretionary Funds. The discretionary funds shall be expended at the sole discretion of the Rector and other clergy for whom discretionary funds have been established. The discretionary funds shall be subject to review. Sources of discretionary funds may include, but are not limited to, individual donations, contributions made for a wedding or a funeral.
- 13.9 Bonding. The Treasurer, all persons authorized to sign checks and other documents on behalf of the Parish Congregation, and all volunteers or other persons involved in any manner in financial affairs of the Parish Congregation shall be covered by a Fidelity Bond.
- 13.10 Investments and Securities. The Treasurer, together with the Rector and the Wardens, shall have the authority to endorse and sell all securities on behalf of the Parish Congregation. The Vestry shall establish policies for the management of securities held by the Parish Congregation for investment.
- 13.10.1 These activities shall be included in the reviews specified in this Section.
- 13.10.2 Securities given as a gift to the Parish Congregation shall be sold on the first business day or as soon as possible after such acquisition.
- 13.10.3 The Vestry shall have the full right, power, and authority to execute proxies on behalf of the Parish Congregation for securities owned by the Parish.
- 13.11 Insurance. The Vestry shall be responsible for maintaining adequate coverage on all properties belonging to the Parish Congregation including, but not limited to, the church and connecting buildings and workmen's compensation coverage and liability coverage for all employees and volunteers, and shall review the coverage at least annually.

- 13.12 Benefits. The Vestry shall be responsible for maintaining a program of life insurance, hospitalization coverage, disability coverage, and retirement benefits as may be approved by the Vestry or required by the Canons of CHURCH or DIOCESE.

ARTICLE XIV MISCELLANEOUS

- 14.1 Rules of Procedure. Meetings of the Parish Congregation, the Vestry, and any duly appointed Committee shall be governed by the most recent version of Robert's Rules of Order, except as otherwise provided by the Constitution and Cannons of the Church, DIOCESE, the laws of the State of Minnesota, the Articles of Incorporation of the Parish, or these bylaws.

- 14.2 Amendments to the Bylaws. The Bylaws shall be reviewed every five years, or as otherwise directed by the Vestry. Proposed amendments to the Bylaws shall be submitted to the Vestry. At the time designated for review of the Bylaws, the Vestry shall create a Bylaws Committee, and shall submit all proposed amendments for consideration by the Bylaws Committee, as part of the Committee's complete review of the Bylaws. The Bylaws Committee shall submit its proposed amendments to the Vestry for review and approval. The approved proposed amendments shall be submitted to the Parish Congregation at the Annual Meeting, or at such other Special Meeting of the Parish Congregation, with or without recommendations by the Vestry.

14.2.1 Notice of proposed amendments shall be published at least four weeks before the Annual Meeting, or Special Meeting of the Parish Congregation.

14.2.2 These bylaws may be amended at an Annual Meeting or Special Meeting by a two-thirds (2/3) vote of the voting members present.

ARTICLE XV REPEALER

- 15.1 All bylaws in effect prior to the date of adoption hereof are hereby repealed.

These bylaws were approved at the Annual Parish Meeting on January ____, 2015.

attested by _____
(Clerk of the Vestry)