

Bylaws Committee Report

At the annual meeting, a proposal was made to reduce the size of the Vestry from twelve (12) to nine (9). Additionally, it was requested that the committee review the provisions related to the filing of vacancies.

The committee proposes that the size of the Vestry be reduced from twelve (12) to nine (9). The primary benefit to a smaller Vestry would be in reducing the pressure to find enough persons interested in running for Vestry each year to fill the four (4) Vestry members whose terms are expiring. With this change, only three (3) Vestry members will be elected, thus increasing the likelihood that we will have slate of nominees that is sufficient to both fill the expiring terms as well as have additional persons who are not elected but capable of filling vacancies should any arise. We have also drafted a procedure to explain the transition that will accommodate this change to the size of the Vestry.

The present version of the bylaws state that vacancies are filled from the slate of persons who stood for election during the most recent election but were not elected, ranked from the person who received the highest number of votes to the lowest. However, the current version of the bylaws makes no provision for what happens if either there were no unelected persons in the last election or if all the unelected persons have been called to fill other vacancies. This change makes clear that in the event of that circumstance, the Vestry, by majority vote, can select a person to fill the vacancy.

The bylaws currently state that Vestry members who miss three (3) consecutive meeting or fifty (50%) of the meetings in a year “without just cause” will be deemed to have tendered their resignation from the Vestry. We feel this language allows flexibility from the rigid enforcement of this rule in the event that a Vestry member presents a justifiable reason for his or her absence. For this reason, we feel no change to this language is necessary. However, we do add a provision that makes clear that any vacancy resulting from absences will be filled pursuant to the above-stated procedure.

Our review has also revealed that there has been an incorrect interpretation of the amendment procedure for the bylaws. Article V (Amendments) states that a proposal to amend the bylaws is presented at a Parish Meeting. Once the proposal is approved by the Vestry, the proposed amendment is then presented at the next Parish Meeting. If approved by two-thirds (2/3) of the voting members present at such meeting, the amendment then becomes effective. It was previously thought that this meant that the proposed amendment made at the Annual Meeting could not take effect until the next Annual Meeting. However, upon closer review, it is clear that a special meeting of the Parish can be called by the Rector or the Vestry upon five (5) days notice. This means that once the Vestry approves the proposed amendments, a called meeting of the Parish can be held, at which time the amendments, if duly approved, can become effective.

Finally, incidental to our review, we note there are other provisions of the bylaws that deserve review. This committee will study the bylaws further and issue a subsequent report.

Election

Article 2, Section 3 Vestry

Current:

- (a) The Vestry shall consist of twelve (12) persons elected from and by the confirmed communicants in good standing as defined by the Canons of the Church.
- (b) An elected Vestry member will serve a three (3) year term.
- (c) After completion of one term, a Vestry member will rotate off of the Vestry and be ineligible for nomination to the same for a period of one (1) year.

Proposed Change:

- (a) The Vestry shall consist of **nine (9)** persons elected from and by the confirmed communicants in good standing as defined by the Canons of the Church.
- (b) An elected Vestry member will serve a three (3) year term.
- (c) After completion of one term, a Vestry member will rotate off of the Vestry and be ineligible for nomination to the same for a period of one (1) year.

Quorum

Article 3, Section 2

Current:

- (a) A quorum for Vestry meetings shall not be less than seven (7) Vestry members. The seven Vestry members shall include at least one Warden.
- (b) No meeting to consider change of policy, election of a warden, obligate the Parish, or adopt a budget will be considered valid unless two-thirds (8) of the Vestry members are in attendance.

Proposed Change:

- (a) **A majority of the Vestry members shall constitute a quorum for meetings and must include the presence of at least one of the Wardens. A "majority" shall be defined as fifty percent (50%) plus one (1).**
- (b) No meeting to consider change of policy, election of a warden, obligate the Parish, or adopt a budget will be considered valid unless **two-thirds (2/3)** of the Vestry members are in attendance.

Filing vacancies/Alternates

Current:

Art. 2 Section, Section 3 (e)(12): Vacancies occurring during a Vestry member's term will be filled by referring to the master file of the previous election and selecting the person having the highest number of votes to serve the unexpired term. (note there is no item (e)(13))

(14) A person filing an unexpired term for one year or less will be eligible for nomination to the Vestry at the next general election.

Proposed:

Art. 2 Section, Section 3 (e)(12): Vacancies on Vestry will be filled by referring to the master file of the previous election and selecting the person having the highest number of votes that was not elected to serve the unexpired term. Should the unelected alternates from the master file of the previous election be exhausted by virtue of other vacancies or if there were not sufficient persons standing for election to result in there being a list of unelected alternates, the Vestry, by majority vote, may select a person who is otherwise qualified to serve as a member of the Vestry to fill the vacancy until the next regular election.

(13) A person filing an unexpired term for one year or less will be eligible for nomination to the Vestry at the next general election.

Current:

Article 3, Section 3 Attendance:

Any member of the Vestry who shall fail to attend three consecutive meetings or who shall attend less than fifty (50%) of the meetings in one year without just cause shall be considered to have tendered his or her resignation from the Vestry and shall be notified by the Clerk of the Vestry.

Proposed:

Any member of the Vestry who shall fail to attend three consecutive meetings or who shall attend less than fifty (50%) of the meetings in one year without just cause shall be considered to have tendered his or her resignation from the Vestry and shall be notified by the Clerk of the Vestry. Vacancies in office shall be filled pursuant to Article II, Section 3.

Procedure for transitioning to a Vestry of 9

Presently, since the Vestry is a body of twelve (12) and the election is staggered, each year four (4) Vestry members have expiring terms and four (4) are elected. With this change, elections will proceed as follows:

<u>Election year</u>	<u>Number expiring</u>	<u>Number elected</u>	<u>Total Vestry</u>
2020	4 (elected in 2017)	3	11
2021	4 (elected in 2018)	3	10
2022	4 (elected in 2019)	3	9

With these changes, we would still use the existing process of using the slate of unelected Vestry nominees to fill vacancies that occur. Hopefully, by electing fewer Vestry members this would enable us to have a larger pool of nominees to lean on in the event of vacancies.

Once the transition is complete, following the 2022 election, each year, three (3) Vestry members will have expiring terms and three (3) Vestry members will be elected.

Respectfully presented, this 25th day of January, 2020.

Bylaws committee members:

Brandy Holland

James Israel

Sara Rollison

Ken Taft

Meeting notes:

On 1-23-20, Ken Taft contacted Maggie Lyons, Katie Willoughby, and Rev. Walter Hobgood and inquired as to whether they had any information that would be helpful in considering a proposal to reduce Vestry size. Also called and spoke with Donald Holland at St. Andrews to request copies of his bylaws. He said that they use a percentage of average Sunday attendance to set size of Vestry.

Meet on 1-23-20 at Brandy Holland's house.

The group approved of change to 9 Vestry members. It was noted that it is incorrect that the bylaws change can only happen at the annual meeting. It can happen at a called Parish Meeting. We discussed the unwritten rule about spouses not being on Vestry at the same time. The group consensus was that this was sufficiently capable of being vetted through election. However, it may be wise to invite comment from the Parish on this issue.