

**By-Laws of  
Saint Ann's Episcopal Church  
Old Lyme, Connecticut**

**PREAMBLE**

- A. These By-Laws for Saint Ann's Episcopal Church, Old Lyme, Connecticut, as amended by the *13 February, 2011* Annual Parish Meeting, shall supersede all previous versions of Saint Ann's By-Laws. These By-Laws immediately take precedence over any previously adopted resolutions of the Parish or Vestry.
- B. This Parish, incorporated as an Ecclesiastical Society under the Constitution and Laws of Connecticut and under the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Connecticut, known in law as Saint Ann's Parish in the town of Old Lyme and constituted as "Saint Ann's Episcopal Church" February 6, 1959, is successor to Saint Ann's Episcopal Missionary Society in the village of Black Hall, established October 8, 1883.

**Section 1: MEMBERS**

- A. 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, whether in the Episcopal Church or in another Christian Church, and whose Baptism has been duly recorded in Saint Ann's Canonical Register of Baptized persons are considered members. Members sixteen years of age and over are to be considered adult members.
- B. We affirm the expectation that all adult members of the Church, after appropriate instructions, will have made a mature public affirmation of their faith and commitment to the responsibilities of their Baptism and will have been confirmed or received by a Bishop of this Church or by a Bishop of a Church in communion with this Church.
- C. Any adult member of the Church, registered as such in this Parish, will be considered a member of this Parish. The requirements of this will be met by any adult member who is registered in the Parish Register of this Parish, or who has been Confirmed or Received by a Bishop in communion with this Church in this Parish, or who has been transferred to the Parish upon presentation of the Certificate required by Title I, Canon 17, Section 4(a) of the General Convention.
- D. Any person who has become a member of this Parish will remain such until the relationship is terminated by death, or by written notice of withdrawal, or by vote of the Parish at the Annual Parish Meeting, the reason for the termination of such relationship in the last case to be determined by the Vestry, and reported to the Parish, in accordance with the provisions of Canon I, Section 8; provided, that notice of the proposed action shall have been given to

such member, either personally or by letter addressed to his or her residence or last known place of residence, by the Vestry of the Parish, at least seven days before the time of said Annual meeting.

- E. All members of this Parish who have received Holy Communion in this Church at least three times during the preceding year are to be considered communicants of this Church, and all communicants sixteen years of age and over are to be considered adult communicants.
- F. Only those members of the Parish will be entitled to vote at any Parish meeting who will be adult communicants who: for at least six months prior to that meeting have been faithful attendants at the services of the Church in the Parish, unless for good cause prevented, and have been faithful contributors to its support, and faithful in working, praying, and giving for the spread of the Kingdom of God; these facts to be determined in each case by the Vestry, in accordance with Canon I, Section 8 of the Diocese of Connecticut.

## **Section 2: PARISH MEETINGS**

- A. There shall be an Annual Meeting of the members of the Parish; the date, time, and location to be set by action of the Vestry. The purpose of the Annual Parish Meeting shall be the election of the Wardens, Clerk, Treasurer, Convention Delegates and Alternates, and other such Members of the Vestry as shall be required, and for transacting such other business as may legally come before the meeting.
- B. Special Parish Meetings may be called by vote of the Vestry, or upon the written request of 10% of the voting members of the Parish. The declaration of Special Parish Meetings shall contain a statement of the objects for which the meeting is called. The business of such meeting shall be restricted to that described in the declaration.
- C. The Parish Clerk shall sign the declaration of a Parish meeting. A warden may sign the declaration in the absence of the Clerk. The declaration shall be posted at doors of the Church building, or sent by the Clerk to every member of the Parish, at least fifteen days prior to the Annual Parish Meeting, or a Special Parish Meeting.
- D. The Order of Business for all Parish Meetings shall be established and made available to parishioners one week prior to the meeting.
- E. The presiding officer of any Parish Meeting may require any motion to be put in writing. The Rector shall preside at all Parish Meetings. In the absence of the Rector, one of the Wardens shall preside. Said Warden may be appointed by the Rector, or, if there be no Rector, a Warden may be designated as Presiding Officer by the Vestry. In absence of the above officers, no valid meeting can be held.
- F. Only voting members of Saint Ann's may vote on the business to be transacted at any Parish Meeting.

- G. The Vestry shall from time to time, and always within two months preceding the Annual Parish Meeting, revise the roll of the members of the Parish who are entitled to vote at Parish meetings, in accordance with the provisions of Canon I, sections 3-6 of the Diocese of Connecticut. Such roll shall be provided by the Vestry to the Annual Parish Meeting, and such Special Parish Meetings as may arise, and when adopted by said meeting shall be the roll of that meeting. A quorum shall consist of fifty members qualified to vote. A lesser number may adjourn the meeting to a specified future date. No person may vote by proxy.
- H. Except in cases that these By-Laws otherwise provide or by Canon, a majority of all votes cast shall be sufficient to approve any matter which properly comes before any Parish Meeting. Voting on questions shall be by voice or a show of hands, at the discretion of the chair, provided that upon demand of three members, voting shall be written ballot. In the event there be but one candidate or slate of candidates presented, the clerk may be directed by unanimous vote to cast one ballot for such candidate or slate.
- I. Any question of parliamentary procedure not herein covered shall be governed by Robert's Rules of Order, Revised.
- J. The Parish Clerk shall prepare draft minutes of any Parish Meeting and post them for Parish review within 30 days of such meeting. The Clerk shall provide each member of the Vestry with a complete copy of draft minutes at the next regularly scheduled Vestry meeting following any Parish Meeting.

**Section 3: ANNUAL ELECTIONS**

- A. The elections of the Wardens, Parish Clerk, Treasurer, Vestry members-at-large, and Delegates to the Deanery and Diocesan Convention shall be held at the Annual Parish Meeting. One or more Assistant Treasurers may be elected at the Annual Parish Meeting or at any regular or special Vestry meeting, to serve for a specified term, but not longer than until the next following Annual Parish Meeting. The Rector is an ex officio member of the Vestry.
- B. Both Wardens, the Parish Clerk, the Treasurer, at least two Vestry members-at-large, and at least one Delegate shall be elected each year. No Vestry member (other than the Wardens, Treasurer and Clerk) who has served a full term of three consecutive years as a member of the Vestry of Saint Ann's Parish shall be eligible for re-election to the Vestry until the Annual Parish Meeting one year following the completion of such term; provided however that any such retiring Vestry member may be elected to the office of Warden, Clerk or Treasurer at any time, notwithstanding the foregoing limitation.
- C. Lay members of the Vestry shall serve until the Annual Parish Meeting which coincides with the conclusion of their term of office, and until their successors are duly elected and qualified.

- D. By April 1 of each year, a Nominating Committee consisting of the Rector, both Wardens, one Vestry member-at-large, and two voting members of the Parish, shall be appointed by the Rector. The Nominating Committee shall provide opportunity for any voting member of the Parish to make written nominations for Parish officers prior to the regularly scheduled Vestry meeting prior to the Annual Parish Meeting.
- E. The Parish has established guidelines relating to Parish Officer responsibilities (outlined in these By-Laws) and Vestry liaison responsibilities for oversight of Parish Committees and activities. The guidelines set forth the normal expectations for lay leadership positions. The Nominating Committee shall provide all nominees with a written copy of these guidelines as well as a description of the responsibilities of the respective positions prior to accepting their consent to be so nominated.
- F. As a courtesy, the Nominating Committee will report its recommendations to the regularly scheduled Vestry meeting prior to the Annual Parish Meeting.
- G. At the Annual Meeting, nominations from the floor shall be in order for all Parish Officers and Delegates. The Nominating Committee shall insure that candidates so nominated meet the necessary requirements. Any nomination from the floor must be seconded by two voting members of the Parish.
- H. Any person nominated for any Parish position must have agreed to such nomination within 30 days prior to the Annual Parish Meeting, or be present at the Annual Parish Meeting to agree to such nomination.
- I. Elections shall be held in the following order: Two Wardens, Treasurer, Parish Clerk, Vestry members-at-large, Delegates to Diocesan Convention and Deanery.
- J. In the event of nominations from the floor, election shall be by written ballot, the nominee receiving the most votes being the winner. A majority of votes cast shall be necessary to elect.

#### **Section 4: OFFICERS AND VESTRY**

- A. The Officers of the Parish shall be the Rector, two Wardens, the Parish Clerk, and the Treasurer. The Vestry shall consist of the officers and seven other lay members. The Rector shall be Chairman ex-officio of the Vestry and the Rector, or such other member designated by the Rector, shall preside at all meetings of the Vestry.
- B. All voting members of the Parish who are at least eighteen (18) years of age shall be eligible for election as members of the Vestry of the Parish.
- C. The term of any member of the Vestry may be terminated at any time by vote of the Annual Parish Meeting or of any Special Parish Meeting called for the purpose, provided that notice of such proposed action is included in the declaration of such meeting and written notice is

given simultaneously to the person affected thereby, and any vacancy occurring as a result of such action may be filled by election at the same or subsequent Parish Meeting.

- D. The Vestry is responsible for and to, and representative of, the whole of Saint Ann's Parish and each and every part thereof. No member of the Vestry shall, as such, be deemed to be a special representative of any particular part of the Parish.

#### **Section 5: DUTIES AND EXPECTATIONS OF PARISH OFFICERS**

- A. Parish Officers are Christian Leaders with broad responsibilities having to do with the Temporal and Spiritual matters of the Parish.
- B. All officers of the Parish are expected to be faithful leaders of the Church and its ministry, regular in their attendance at worship and pledging members of the congregation.
- C. The property and all business affairs of the Parish shall be subject to the direction, management, and control of the Vestry; the disposition of the real estate of the Parish and the borrowing or lending of money shall not be within the control of the Vestry, unless by special vote of the Parish.
- D. The Vestry supports and works in conjunction with the Rector in the general oversight of Parish life and ministry, and in the development of long term plans. This also means establishing, developing, implementing and reviewing goals consistent with its understanding of its mission. The execution of these goals, however, is the responsibility of the entire congregation, rather than being the sole responsibility of the Vestry.

#### **Section 6: WARDENS**

- A. Wardens' terms of office shall be until the adjournment of the next regularly scheduled Annual Parish Meeting, except as hereinafter provided, and until others are chosen and qualify. A Warden's term begins immediately after the adjournment of the meeting at which that Warden is elected.
- B. No person shall serve more than four consecutive terms as Warden.
- C. Any vacancy occurring during the course of the year in either office of Warden may be filled at the next regularly scheduled Annual Parish Meeting, or at a special Parish Meeting duly called for that purpose. Until such election, the remaining Warden shall assume the duties and responsibilities of the vacant office on an interim basis.
- D. The Wardens shall review the goals and performance of the Parish and Rector annually, documenting such review as appropriate for reporting to the Vestry and for the Rector's personnel file, and recommend the Rector's stipend for Vestry approval.

## **Section 7: PARISH CLERK**

- A. The Parish Clerk's term of office shall be until the adjournment of the next regularly scheduled Annual Parish Meeting, except as hereinafter provided, and until another is chosen and qualified. The Parish Clerk's term begins immediately after the adjournment of the meeting at which the Parish Clerk is elected.
- B. A vacancy occurring during the course of the year may be filled until the next Annual Parish Meeting by majority vote of all Vestry members.
- C. The Parish Clerk shall be sworn to the faithful discharge of the following duties:
  - (1) Serve as Secretary of the Vestry;
  - (2) attend all Annual or Special Parish Meetings and all meetings of the Vestry, or shall make suitable arrangements to the end that full and proper records of the proceedings are made and preserved;
  - (3) see that an accurate roll of the voting members of the Parish is maintained and that such roll is available to the Vestry;
  - (4) be official custodian of the files, records and archives of the Parish;
  - (5) immediately transmit the names of newly elected lay delegates and substitute delegates to the Diocesan Convention and to the Deanery, to the appropriate persons, in the appropriate format.

## **Section 8: TREASURER**

- A. The Treasurer's term of office shall be until the adjournment of the next regularly scheduled Annual Parish Meeting, except as hereinafter provided, and until another is chosen and qualified. The Treasurer's term begins immediately after the adjournment of the meeting at which that treasurer is elected.
- B. A vacancy occurring during the course of the year may be filled until the next Annual Parish Meeting by majority vote of all Vestry members.
- C. The Treasurer of the Parish shall be sworn to the faithful discharge of the following duties:
  - (1) collect, receive, hold custody and disburse all monies belonging to the Parish.
  - (2) make records of such collections, receipts and disbursements in such a form and manner as will provide the basis for satisfactory accounting of the same;
  - (3) keep records of all trust and permanent funds showing at least the source and date, terms governing the use of principal and income, to whom and how often reports of conditions are to be made, and how the funds are invested;
  - (4) attend the meetings of the Vestry and furnish the Vestry with a financial report for the month recently ended;
  - (5) provide any and all such information as may be required for the timely preparation of the Parish Parochial Report, and
  - (6) oversee the preparation of an annual budget.

## **Section 9: VESTRY MEMBERS-AT-LARGE**

- A. There shall be seven Vestry members-at-large, whose normal term of office shall be three years. The terms of at least two Vestry members-at-large shall expire every year.
- B. A retiring full term Vestry member-at-large shall not be eligible for re-election to the Vestry until the next regularly scheduled Annual Meeting. A retiring Vestry member-at-large shall be eligible for election as Warden, Parish Clerk, Treasurer, or Delegate.
- C. A vacancy occurring during the course of the year may be filled until the next Annual Parish Meeting by majority vote of all Vestry members. A Vestry member-at-large elected or appointed for a term shorter than three years to fill a vacancy created shall be eligible for immediate election to a full three-year term.
- D. No member of the Parish staff shall be eligible for election to the Vestry.
- E. Vestry members are expected to take liaison responsibilities for oversight of Parish Committees and activities, including meeting monthly with those holding spending responsibility to provide Vestry input in planning and to enable timely reporting of activities of the Vestry.

## **Section 10: DELEGATES TO DIOCESAN CONVENTION AND DEANERY ALTERNATES TO DIOCESAN CONVENTION AND DELEGATES TO DEANERY**

- A. There shall be two Delegates to the Diocesan Convention and to the Deanery. And, there shall be two alternate delegates to the Diocesan Convention who shall also serve as Delegates to the Deanery. Such delegates and alternates shall be elected at the Annual Parish Meeting and serve a term of three years, and may have a second three-year term.
- B. A retiring two-term delegate or alternate delegate shall not be eligible for re-election until the next regularly scheduled Annual Parish Meeting.
- C. In the event of a vacancy during the course of the year, the Vestry may call a Special Parish Meeting to fill the vacancy, or it may be filled until the next Annual Parish Meeting by majority vote of all Vestry members. At that time, the position will be filled for the unexpired balance of the original term.

## **Section 11: STAFF**

- A. The Rector shall appoint, after consultation with the Wardens, each member of the Parish administrative or program staff and shall provide the Vestry with a description of their authority, duties and responsibilities. The Vestry shall adopt, upon recommendation of the

Rector, detailed personnel policies covering terms of employment, benefits and provisions for periodic review and appraisal.

## **Section 12: VESTRY MEETINGS**

- A. Vestry meetings shall be held monthly, on a regular basis to be determined by the Vestry as soon after the Annual Parish Meeting as is practical. Specific meeting dates may be changed from time to time by the Rector and Wardens.
- B. Special meetings of the Vestry may be called by the Rector and Wardens, or by any three members of the Vestry.
- C. Notice of any special or rescheduled Vestry meeting shall be by written or verbal notice to all Vestry members at least one week prior to the date of such meeting.
- D. A quorum shall consist of seven of the elected members of the Vestry. A lesser number may adjourn the meeting.
- E. Vestry decisions shall be by majority vote, except as these By Laws may provide, and in all cases a minimum of five (5) affirmative votes shall be required for a motion to carry. No person may vote by proxy.
- F. All regular meetings of the Vestry shall be open to all members of the Parish.

## **Section 13: BUSINESS AFFAIRS**

- A. The Parish Fiscal Year is from January 1 to December 31.
- B. The financial statements of the Parish shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP). Absent donor restriction, net appreciation on endowment funds will be governed by the Uniform Management of Institutional Funds Act (UMIFA). Trust and permanent funds and all securities shall be deposited with an agency approved in writing by the Bishop and Finance Committee of the Diocese. Two signatures shall be required for any order of withdrawal.
- C. The Treasurer, in collaboration with Vestry members with liaison responsibilities and Committee leaders, shall submit to the Vestry each year a budget setting forth an estimate of the expense for carrying on the work of the Parish and each of its parts for the ensuing year. The Vestry shall adopt a budget for the forthcoming year.
- D. Any expenditure or authorization of expenditure is presumed to be provided for in the current annual budget of the Parish and, except for standard periodic payments, must be approved by signature or initials of the Vestry member with liaison responsibility for that budget provision.

- E. The accounts of the Parish shall be reviewed annually by independent public accountants selected by the Vestry.

#### **Section 14: SPECIAL COMMITTEES**

- A. Special Committees shall be formed by action of the Rector, Executive Committee, Vestry, or Parish for specific purposes. The appointing person or body shall determine the duration of the work of the committee and the rules governing the committee.

#### **Section 15: COMMITTEES AND OTHER PARISH ORGANIZATIONS**

- A. Executive Committee: There shall be an Executive Committee, consisting of the Rector and the two Wardens, to initiate strategy with respect to any Parish matter for consideration by the Vestry, to deal with matters not requiring the full attention of the Vestry, and to act in emergency. The Executive Committee shall report its actions to the Vestry at every meeting.
- B. The Nearly New Shop: By-Laws of the Nearly New Shop dated November 12, 1993 govern the activities and relationships with the Parish and Vestry of this mission function of Saint Ann's.
- C. The WSA (ECW): By-Laws of the ECW prepared in 1995 govern the activities and relationships with the Parish and Vestry of this Parish activity.
- D. The Altar Guild: By-Laws of the Altar Guild prepared in 1997 govern the activities and relationships with the Parish and Vestry of this Parish activity.
- E. The Memorial Garden: By-Laws of the Memorial Garden prepared in 1997 govern the relationships with the Parish and Vestry of this Parish activity.
- F. Standing Committees: The Rector and Vestry may designate and/or abolish Committees to plan, coordinate and implement Parish activities and appoint Committee members and Vestry members with liaison and oversight responsibilities. Committees include:
  - Finance: The Statement of Purpose and Guidelines of the Finance Committee dated August 1997 govern responsibilities, activities and relationships with the Parish and Vestry.
  - Outreach
  - Worship
  - Education
  - Family Programs
  - Nurture: Communications and Fellowship
  - Stewardship
  - Property Administration

- G. The Rector is a member ex officio of all committees.
- H. All standing committee meetings shall be open, posted and as well publicized as possible, to encourage attendance and participation by parishioners. Membership and participation by all members of this parish is encouraged.

**Section 16: AMENDMENT OF BY-LAWS**

- A. These By-Laws may be amended or repealed as follows:
- B. By a two-thirds vote of those voting members who shall attend the Annual Parish Meeting or any Special Parish Meeting called for that purpose; provided, however, that any such amendment or repeal shall first have been approved and recommended to the voting members for favorable action, by a majority of the Vestry; or
- C. Without the concurrence of the Vestry if such amendment or repeal shall have been first approved by a majority vote of the voting members attending any Annual or Special Parish Meeting called for that purpose and re-approved by a two-thirds vote of the voting member attending the next Annual parish Meeting or a Special Parish Meeting called for the purpose.
- D. Any amendment or repeal of these By-Laws shall, unless otherwise specified, take effect immediately upon its adoption.

*Certified as the By-laws of Saint Ann's Episcopal Church as revised at a duly called Meeting of Saint Ann's Parish, Old Lyme, Connecticut.*

on: March 4, 2011

Signed: Maryann B. Clancy  
(Parish Clerk)