



# *St. Michael and All Angels* **By-Laws**

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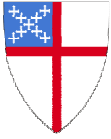
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# St. Michael and All Angels By-Laws

## **Article I - Name of Diocesan Mission, Canon Law and Congregation Bylaws**

St. Michael and All Angels is a Diocesan Parish church, which is part of the Episcopal Diocese of Michigan. St. Michael and All Angels recognize and accede to the Constitution and Canons of the Diocese of Michigan and of the Episcopal Church of the United States of America (ECUSA). To the extent there is any conflict between the text of these by-laws and the Constitution and Canons of this Diocese and the Constitution and Canons of the General Convention, the latter shall govern.

**Section 1.** By-laws: Purpose and Annual Review. These by-laws define the purpose by which this mission is governed. The Vestry and the Covenant Group/Ministry Support Team will review these by-laws annually. A copy of these by-laws will be available for review.

## **Article II - Membership**

Categories of Membership for this congregation in the Episcopal Diocese of Michigan are defined in the Canons of the Diocese of Michigan.

## **Article III – Covenant Group/Ministry Support Team**

The functions normally performed by the member of the clergy in charge and/or assistant clergy are distributed among the members of the Covenant Group/Ministry Support Team composed of clergy and laypersons, all of whom serve under the pastoral oversight of the Bishop.

## **Article IV – Annual and Special Meetings**

**Section 1 – Annual Meeting.** There shall be an annual meeting at which the usual business of St. Michael and All Angels shall be conducted. This meeting shall be held the third Sunday in January after the 10:00 a.m. Service each year. Elections called for in these By-laws shall be conducted as well as the submission of Treasurer's reports for the past calendar year along with the budget for that year, and a budget for the current year. The Sr. Warden/designee shall submit a report on the over-all state of the Parish. The minutes and reports of the stated annual meeting shall be published and made available within thirty days of the Annual Meeting.



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**Section 2 – Special Meetings.** Special meetings of a congregation may be called by the Vestry, the wardens, Covenant Group/Ministry Support Team or upon written petition signed by ten percent (10%) of the voting communicants in good standing of this congregation presented to the secretary of the Vestry, who shall call for the meeting. A special meeting shall be convened within thirty (30) days after the call for the meeting.

**Section 3. Notice of Annual or Special Meetings.** Public notice for the call of, and the time and place for, the annual meeting and any special meeting of this congregation shall be published by the Vestry at all services on not less than two (2) Sundays immediately preceding the meeting, and shall be given personally or sent by mail or electronic communication to all members of this congregation, all members of the Vestry, Covenant Group/Ministry Support Team; and posted in a publication of this congregation issued in advance of the meeting, and posted in a prominent place in the church building or other place of worship. Notice of a special meeting shall include the object or purpose of the meeting. The Order of Business for all meetings of a congregation shall be published and made available with the notice of the meeting.

**Section 4. Presider.** The Sr. Warden or Jr. Warden shall preside at any meeting. If a Warden is not available then a member of the Covenant Group/Ministry Support Team shall preside. The presider may require that any motion be presented in writing.

**Section 5. Membership Roll and Quorum.** Not less than sixty (60) days prior to any annual or special meeting, the Vestry shall cause to be prepared and made available a list of adult communicants in good standing eligible to vote. A minimum of ten per cent (10%) of the number of adult communicants in good standing as reported in the Parochial Report for the year prior to the date of the meeting shall constitute a quorum.

**Section 6. Voting.** An adult communicant who has been a communicant in good standing of this congregation for not less than six (6) months shall be eligible to vote at annual or special meetings of this congregation. An adult communicant in good standing who has been a member of this congregation for not less than six (6) months shall be eligible for election or appointment to any office in this congregation or in the Diocese, to the extent permitted by the laws of the State of Michigan. A majority of those present shall be needed to take any action or to elect, unless a greater number is required in these bylaws.

**Section 7. Records and Minutes.** A full record and minutes of the meeting shall be kept by the Secretary of the Vestry, or such other person as may be designated by the Presider, and shall be kept in the records of this congregation.



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## Article V – Vestry

**Section 1.** Election of the Vestry. To be eligible for election or appointment to the Vestry of St. Michael and All Angels, a candidate must be an adult communicant in good standing in this congregation and eligible to vote and subject to the approval of the Bishop of the Episcopal Diocese of Michigan. No employee of this congregation, and no member of the clergy without a written exemption from the Bishop, given with the advice and consent of the Standing Committee, may serve as an elected or appointed member of the Vestry.

A number of members sufficient to fill all vacancies on the Vestry of St. Michael and All Angels shall be elected by the adult communicants in good standing of St. Michael and All Angels congregation at the annual meeting or at a special meeting called for that purpose, as provided by these bylaws. Election shall be by a vote of the majority of those qualified members present and voting. Members elected to the Vestry serve until the election of their successors. At any meeting at which members of the Vestry are elected, the wardens, when present, shall be judges of the election, shall present the slate of qualified candidates, shall not permit any unqualified person to vote, shall canvass the vote and shall declare the results. The wardens may appoint other qualified members to assist as judges of the election.

The Vestry may establish and maintain a list of policies concerning the work of the Church and the methods in which it is carried out. The Vestry may change any policy, at a Vestry meeting where a quorum has been established, by a vote of the majority members present.

**Section 2.** Organization of the Vestry. Vacancies, limitation on term of office, organization of the Vestry, officers, Wardens, selection or appointment of the Vestry are detailed in the Constitution and Canons of the Diocese of Michigan and are and subject to the approval of the Bishop of the Episcopal Diocese of Michigan.

**Section 3.** Secretary. The secretary, or a clerk, shall provide for the keeping of minutes of all proceedings of the Vestry and meetings of this congregation; for the maintenance and availability of an accurate roll of the membership of this congregation; for the preservation of all records, documents and papers of this congregation not required to be maintained by any other person or officer; and shall deliver such records to any successor in office. The secretary serves as the secretary of this congregation. Unless another member of the Vestry is otherwise authorized by resolution of the Vestry, the secretary, or clerk, shall sign all reports and corporate documents, and shall attest to all public acts of the Vestry as may be required by law or Canon. The secretary shall perform such other duties as may be provided in the bylaws or assigned by the Vestry. The Vestry may appoint a recording secretary or clerk for purposes of taking and keeping minutes of all proceedings of the Vestry, who does not need to be a member of the Vestry and who may not exercise or perform the legal duties of the secretary.



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**Section 4. Treasurer.** The treasurer shall account for the receipt of all monies collected by or on behalf of this congregation, and shall make all disbursements as approved by the Vestry, and maintain accurate records of all receipts and disbursements. The treasurer shall perform all duties of office and be bonded in accordance with the business methods in church affairs as established from time to time by the Canons of the General Convention and the Diocese. The treasurer of this congregation shall present a monthly written financial accounting of the affairs of this congregation to the Bishop's Committee; shall present an annual written report to the annual meeting of this congregation; and timely provide the necessary information and assist in the preparation of the Parochial Report, or any similar report required by the Canons of the General Convention. The Treasurer will serve as an ex officio member of the Vestry with voice but without vote. The treasurer shall perform such other duties as may be provided in the bylaws or assigned by the Vestry.

**Section 5. Meetings of the Vestry (Notice, Presider, Quorum and Records).** Regular meetings of the Vestry shall be held not fewer than six (6) times throughout the year between annual meetings. Meetings of the Vestry may be scheduled or called by the wardens, or by written request of one-third (1/3) of the Vestry. The Notice, Presider, Quorum and Records for the Vestry shall be carried out in accord with the Canons of the Diocese of Michigan as outlined in the section titled Meetings of the Governing Body.

**Section 6. Duties of the Vestry.** The Vestry of this congregation shall be responsible for the care and management of all of the temporal affairs of this congregation and to cooperate with, assist and support the Covenant Group/Ministry Support Team with the worship and spiritual life of this congregation, as required by these bylaws, the Canons of the Diocese of Michigan, the Canons of the General Convention of the Episcopal Church and applicable state, local or federal law. At the Annual Meeting, the Vestry shall select lay delegates and alternates to Conventions of the Diocese if this congregation does not elect lay delegates.

### Article VI – Records

**Section 1. Records.** The Vestry shall be responsible for the maintenance and filing of all required and appropriate records as may be required by law or Canon.

**Section 2. Annual Parochial Report.** The Vestry shall approve and timely file the Annual Parochial Report as required by the Canons of the General Convention of ECUSA and the Diocese of Michigan. The Vestry is to assure the accurate maintenance of the appropriate records required for such report, and shall assist in the maintenance of an accurate list of membership of this congregation.



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**Section 3.** Annual Corporate Report. The Vestry shall prepare and timely file such annual corporate reports and records as may be required by the State of Michigan, and such reports shall be signed by one of the Wardens and the Secretary.

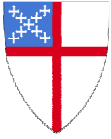
**Section 4.** Minutes and Other Records. The Vestry shall make provision for the maintenance of the corporate minutes and records of other proceedings by the Secretary, or Clerk, and for such other property and business records as may be required by law or canon, including but not limited to employee records, tax records, property records, memorial and trust documents, municipal and governmental permits, and historical records. Records shall be available for inspection.

**Section 5.** Parish Records. The Vestry shall make provision for the maintenance of all necessary parish records, including but not limited to a current copy of the bylaws of this congregation, parish reports, parish minute book, and membership lists.

**Section 6.** Insurance Policies and Records. The Vestry shall make provision for the maintenance of all records required by any insurance carrier or provider, and shall maintain an accurate inventory of all corporate property and its condition on an annual basis.

### **Article VII – Finance and Fiscal Year**

**Section 1.** This congregation shall observe standard business methods as required by Canons of the General Convention of ECUSA, and, as applicable, procedures and controls recommended in the current edition of *The Manual of Business Methods in Church Affairs* (the then-current edition, as it may be amended from time to time) or other resources recommended by the Canons of the General Convention and the Diocese of Michigan from time to time. The fiscal year of the Church of Saint Michael and All Angels shall begin on the first day of January and end on the last day of December in each year.



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## **Article VIII – Layperson Employees and Volunteers**

**Section 1.** Layperson Employees. The relationship between the Vestry and a layperson hired on behalf of this congregation is that of employer and employee or independent contractor. The employer of all laypersons hired on behalf of this congregation shall be the Vestry, which alone shall have authority to determine compensation and benefits. The Vestry will provide compensation and benefits to all employees in accordance with the compensation and benefit policies adopted, and from time to time amended, by the Episcopal Diocese of Michigan and required by applicable law. All staff of this congregation are under the general supervision of the Sr. Warden/designee

**Section 2.** Volunteers. All persons who serve as volunteers in support of the ministry of this congregation, with the exception of the Covenant Group/Ministry Support Team, shall be under the supervision of Sr. Warden/designee in the same manner as is provided in these bylaws regarding employees.

**Section 3.** Volunteer Youth Workers. No person shall be permitted to have any role as a volunteer in Christian Education for persons 17 years of age or younger, or to supervise any youth group or youth activity sponsored by this congregation, until that person has established a pattern of regular attendance at worship, and regular participation in adult activities, for a period of not less than six (6) months. All persons shall receive exploitation and sexual abuse prevention training approved by the Diocesan Council, and sign the commitment to adhere to the policies of these programs as a condition for employment or engagement.

**Section 4.** Layperson Employee, Volunteers and the Vestry. A layperson employee or volunteer of this congregation may not serve as an elected or appointed member of the Vestry. If a member of the Vestry is also a member of the immediate family (defined as parent, child, sibling, spouse or domestic partner) of a layperson employee or volunteer, then that member of the Vestry may not participate in any decision regarding hiring, termination, compensation, or other matters pertaining to the layperson employee's relationship with this congregation. A person may not serve, as senior or junior warden while a member of the immediate family is a layperson employee.





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## **Article IX - Policies Concerning Abuse and Harassment**

**Section 1.** The Vestry shall be governed by, and shall comply with, the Sexual Conduct Policy of the Episcopal Diocese of Michigan for prevention of child abuse and sexual harassment. All persons, whether Clergy, Covenant Group/Ministry Support Team, Layperson, employees, independent contractors or volunteers, whose work will involve regular contact with, or supervision of, persons aged 17 years, or younger, shall receive exploitation and sexual abuse prevention training approved by the Diocesan Council, and sign the commitment to adhere to the policies of these programs as a condition for employment or engagement.

## **Article X – Amendment of Bylaws**

**Section 1.** At any annual meeting, or at a special meeting called for that purpose, this congregation may amend the bylaws of this congregation as may be deemed necessary for the management of the temporal matters of this congregation, by a vote of two-thirds majority of those present and voting. Written notice of any action that adopts or amends these bylaws shall be given in the manner provided in these bylaws not less than thirty (30) days prior to any annual or special meeting at which that action will be considered. This notice shall be in addition to public notice given at all regular services on not less than two (2) Sundays as provided in these bylaws. Notice may also be provided by mail or electronic communication.

*Adopted by the Congregation of  
St. Michael and All Angel's  
January 18, 2009*