



**ST. PATRICK'S EPISCOPAL CHURCH
WASHINGTON, D.C.**

**BYLAWS
MARCH 2023**

Preamble

St. Patrick's Parish is a unit of the Episcopal Church in the Diocese of Washington and is located within the District of Columbia. It is governed by:

- (1) the Constitution and Canons for the Government of the Episcopal Church, adopted in General Convention A.D. 1789, as amended;
- (2) the Constitution and Canons of the Diocese of Washington; and
- (3) the sections of the Maryland Vestry Act of 1798 that were continued in force pursuant to an Act of Congress, Private Law 9 1-220, enacted December 24, 1970, with respect to parishes located in the District of Columbia.

These Bylaws are subject to and supplement all those governing provisions.

TABLE OF CONTENTS

<u>PREAMBLE.....</u>	<u>1</u>
<u>ARTICLE I – MEMBERSHIP</u>	<u>3</u>
<u>ARTICLE II – THE VESTRY</u>	<u>3</u>
<u>ARTICLE III – ELIGIBILITY AND DUTIES</u>	<u>3</u>
<u>ARTICLE IV – THE RECTOR</u>	<u>5</u>
<u>ARTICLE V – PARISH MEETINGS.....</u>	<u>6</u>
<u>ARTICLE VI – DIOSCESAN DELEGATES.....</u>	<u>7</u>
<u>ARTICLE VII – ELECTIONS, VACANCIES AND REMOVALS.....</u>	<u>7</u>
<u>ARTICLE VIII – THE ENDOWMENT FUND OF ST. PATRICK’S EPISCOPAL CHURCH.....</u>	<u>7</u>
<u>ARTICLE IX – PARISH DAY SCHOOL.....</u>	<u>8</u>
<u>ARTICLE X – COORDINATING COMMITTEE</u>	<u>9</u>
<u>ARTICLE XI – BYLAW REVIEW AND AMENDMENTS</u>	<u>10</u>

ARTICLE I – Membership

1. **Definition:** Any person shall be considered a Member of the Parish who is baptized, age 16 or above, acknowledges the authority of the Bylaws of the Parish, and declares an intention to support the Parish by their regular worship and their time, talent and treasure.
2. **Voting:** Members are entitled to vote in Parish affairs.

ARTICLE II – The Vestry

Vestry: The affairs of the Parish shall be managed by a Board of Directors called the Vestry, which shall consist of Officers, Vestrypersons, and the Rector.

1. **Officers:** The Officers of the Parish shall consist of:
 - a. Wardens: the Senior Warden, Junior Warden for the Church, and Junior Warden for the Day School
 - b. Treasurer
 - c. Clerk
2. **Vestrypersons:** In addition to the Officers and Rector, there shall be no fewer than four and no more than six duly elected Vestrypersons. The Vestry may change the number of Vestrypersons with Vestry votes at two (2) consecutive meetings. Votes may not be held on the same day. Two or more members of the same household or family shall not serve concurrently on the Vestry.
3. **Youth Representative:** In addition to the Vestrypersons described above, the Vestry may choose to select up to two Members of the Parish under the age of 25 to serve as Youth Representatives to the Vestry. This Youth Member will have full voting rights, and will serve for up to two, one-year terms.

ARTICLE III – Eligibility and Duties

SECTION 1: WARDENS

1. **Eligibility.** Wardens shall be Members of the Parish, confirmed communicants of The Episcopal Church, of eighteen or more years of age. The term of a Warden shall be one year, and a Warden may not serve more than six consecutive full terms. Any Warden whose sixth successive one-year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office.
2. **Duties.** It shall be the duty of the Wardens to provide for the temporary performance of the Rector's duties, when the Parish has no Rector or in the Rector's absence.
 - a. **Senior Warden (a.k.a. the 'Rector's Warden')**: The Senior Warden is the primary elected lay leader of the congregation and serves as a principal liaison between the Parish and the Rector, often serving as a sounding board, advocate, and occasionally teller of truth told in love (and in private) to the Rector.
 - b. **Junior Warden for the Parish (a.k.a. the 'People's Warden')**: Assists the Rector and Senior Warden in helping the Vestry identify the congregation's mission and goals. The Junior Warden for the Parish presides at Vestry meetings if both the Rector and Senior Warden are absent.

- c. **Junior Warden for the Day School:** Serves as a liaison between the School and the Parish, is expected to attend Day School Board meetings and Vestry meetings, and serves on the Coordinating Committee.

SECTION 2: TREASURER

1. **Eligibility:** The Treasurer shall be a Member of the Parish, and of eighteen or more years of age. The term of the Treasurer shall be one year. Any Treasurer whose sixth successive one-year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for reappointment to the same office.

In the event that no Member of the Parish is qualified to perform the duties in Subsection 2 and willing to serve, the Vestry may select a person to serve in this role who is not a Member of the Parish as defined above.

2. **Duties:** It shall be the duty of the Treasurer to:
 - a. receive and disburse all monies collected under the authority of the Vestry,
 - b. keep a true record of receipts and disbursements,
 - c. present a full statement of these and of the financial condition of the Parish at Annual Meetings and at other times required by the Vestry, and
 - d. maintain the records of all trusts and permanent funds belonging to the Parish, listing the source and date of such trusts and funds, the terms governing the use of principal and income, to whom and how often accounts are to be made, and how the trusts and funds are invested.
3. **Voting of Securities:** Except as the Vestry may otherwise designate, the Treasurer may act or appoint any Vestryperson (with or without power of substitution) to act as proxy or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.
4. **Bonds:** The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such blanket bond is at any time not available, the Parish shall procure adequate bonds and each bond shall be placed in the custody of some officer other than the person who is bonded.

SECTION 3: CLERK

1. **Eligibility.** The Clerk shall be a Member of the Parish, and of eighteen or more years of age. The term of the Clerk shall be one year. Any Clerk whose sixth successive one-year term expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for reappointment to the same office.
2. **Duties.** It shall be the duty of the Clerk to:
 - a. keep the records of the Parish and of the Vestry, and
 - b. keep a list of the Members entitled to vote in its affairs.

The Clerk shall make available the names of persons on the list of Members for any Member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

SECTION 4: VESTRYPERSONS

1. **Eligibility.** A Vestryperson shall be a Member of the Parish, and of eighteen or more years of age. Vestrypersons shall hold office until the second Annual Meeting following their election and all shall hold office until their successors are elected and qualify.
2. **Duties.** The Vestry shall exercise all its powers in accordance with the usage and discipline of The Episcopal Church, in compliance with the statutes of the Constitution and Canons of the Diocese of Washington, and the provisions of these Bylaws. It shall be the duty of the Vestry to:
 - a. oversee the financial and legal affairs of the Parish,
 - b. care for the property of the Parish,
 - c. support the Rector in the spiritual care of the Parish,
 - d. supervise and direct the Officers in the discharge of their duties, and
 - e. authorize staff positions in consultation with the Rector.
3. **Appointment of Committees.** The Vestry may appoint or authorize, in consultation with the Rector, any committee that it deems desirable. All such committees shall be accountable to the Vestry.
4. **Ensuring Good Practices.** The Vestry shall follow the good practices set forth in the [Manual of Business Methods](https://www.episcopalchurch.org/finance-office/manual-of-business-methods/) (available at <https://www.episcopalchurch.org/finance-office/manual-of-business-methods/>) , insofar as practicable.
5. **Meetings.** Meetings of the Vestry may be called by the Rector, Wardens, or any two Vestrypersons. The Vestry may schedule regular meetings and determine the manner of notifying its members. The Rector, or in the Rector's absence, one of the Wardens (Senior Warden, then Junior Warden for the Church, then Junior Warden for the Day School) shall preside; in the absence of all four, a moderator shall be chosen by the Vestry. A majority of the members shall constitute a quorum, and a majority vote of those present shall determine any matter presented. The records of the Vestry shall be open to the Members of the Parish at its meetings.
6. **Annual Audit.** The Vestry shall cause to be made an annual audit of the accounts of the Treasurer and other custodians of funds of the Parish. The audit shall be made by a certified or independent public accountant or by any alternative permitted by the Office of the Treasurer of the Diocese. The Vestry shall appoint such auditor at least thirty days before the end of the fiscal year.
7. **Gifts and Memorials.** No object intended as a permanent addition to the Church or Parish property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Officers. All objects so accepted may be removed when deemed appropriate by the Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

ARTICLE IV – The Rector

1. **Eligibility.** To be eligible for the office of Rector, a person must be a qualified ordained minister of The Episcopal Church (or any other denomination in full communion with The Episcopal Church) who has been certified by the Bishop to be in good standing.
2. **Election:** When the Rector's position becomes vacant, the Vestry shall, by a majority vote of the whole Vestry, elect a new Rector from among the priests of the Episcopal Church or other clergy

authorized by the Canons of the General Convention to officiate in the Episcopal Church. The election shall follow consultation with the Bishop in conformity with the Canons of the General Convention.

3. **Assistant Clergy:** The Vestry shall, by majority vote of the whole Vestry, elect Assistant Clergy from among the clergy of the Episcopal Church or other clergy authorized by the Canons of the General Convention to officiate in the Episcopal Church. This election shall be at the nomination of the Rector and after consultation with the Bishop in conformity with the Canons of the General Convention.
4. **Call:** The call of a new Rector or Assistant Clergy shall be made to, and accepted by, the member of the clergy in writing. The call shall contain provisions consistent with the prevailing practices in the Diocese of Washington and Appendix B to the Canons of the Diocese of Washington, entitled *Guidelines for Clergy Contracts*. All matters agreed to by the Vestry and the Clergy on any of the subjects specified in Appendix B shall be included in the written call, along with any other items requested by the Vestry and/or Clergy.
5. **Powers and Duties:** The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff. For the purposes of the office, its functions and duties, the Rector is entitled to the use and control of the Church and Parish buildings, equipment, and furniture, and to access all records and registers maintained by the Parish.
6. **Vacancy or Incapacity:** If the office of Rector becomes vacant, the Vestry shall consult with the Bishop and with the consent of the Bishop, appoint an Interim or Priest-in-Charge, or authorize a search-in-place (the Rector remains until the replacement is called). In case of incapacity, the Vestry shall consult with the Bishop and with the consent of the Bishop, appoint an Interim or priest-in-charge. When an Interim/Priest-in-Charge is appointed for a vacancy, the Interim/Priest-in-Charge serves until the new Rector is called. In the case of incapacity, the Interim/Priest-in-Charge shall serve until the Rector can resume duty.
7. **Removal:** Removal of a Rector from said position shall be strictly in accordance with the Constitution and Canons of the General Convention and of the Diocese of Washington.

ARTICLE V – Parish Meetings

1. **Annual and Special Meetings:** The Annual Meeting shall be held at such date, hour and place as the Vestry shall determine. Special meetings may be called at any time by the Wardens or Vestry. Special meetings shall be called by the Wardens whenever so requested in writing by the Rector or by 20% of the Members of the Parish.
2. **Announcements of Parish Meetings:** All meetings of the Parish shall be announced by posting an announcement in a visible and public place within the church building and appropriately distributed to all Members of the Parish by other available means. The announcement shall be posted at least fourteen days before the date fixed for an Annual Meeting and at least seven days before a Special meeting. No action shall be taken at any meeting of the Parish other than that set forth in the announcement for such meeting.
3. **Presiding Officer:** The Rector, or in the Rector's absence, one of the Wardens (Senior Warden, then Junior Warden for the Church, then Junior Warden for the Day School) shall preside; in the absence of all four, a moderator shall be chosen by the meeting.
4. **Quorum:** Members of the Parish, numbering at least 20% of the average Sunday attendance as reported in the previous year's Parochial Report, and/or not less than twice the number of

Vestrypersons, present in-person or through video conferencing at an Annual or Special Parish Meeting shall constitute a quorum. A majority vote of those present determine any matter presented except as provided in Article XI respecting the amendment of the Parish Bylaws.

5. All meetings of the Parish shall be governed by *Robert's Rules of Order* (Newly Revised).

ARTICLE VI – Diocesan Delegates

At the Annual Meeting, the Parish shall elect parishioner(s) who meet the requirements for membership in Article I as a delegate or delegates to the Diocesan Convention, and one or more alternative delegates as shall be allocated by the Diocesan Canons for a term of one year. They shall continue in office until their respective successors shall be elected and shall qualify.

ARTICLE VII – Elections, Vacancies and Removals

1. **Nominating Committee:** In the event of a vacancy on the Vestry, the Rector shall convene a Nominating Committee consisting of a Warden, the Chair or Vice-Chair of the Day School Board of Trustees (whichever shall be serving as the Board representative to the Vestry), a retiring Vestryperson, and two Members of the Parish appointed by the Vestry. The Nominating Committee shall be chaired by the Warden and will operate as a task force, disbanding when elections are completed and the vacancies are filled.
2. **Nomination Process:** The Nominating Committee shall present at each Annual Meeting one or more candidates recommended for each position to be filled by vote at the Annual Meeting. The list of nominees so designated shall be posted with the notice of the Annual Meeting. Nominations may also be made at the Annual Meeting by any Member of the Parish.
3. **Elections:** The Wardens, Vestrypersons, and Delegates shall be elected by Parish Members and the Treasurer and Clerk shall be elected by the Vestry at the Annual Meeting, following which all will be sworn in. There shall be no campaigning. Vestry terms are generally staggered so that one half of the Vestrypersons rotates off at any Annual Meeting.
4. **Vacancies:** The Vestry may fill vacancies by appointment. The appointment shall be provisional, with a term lasting until the next Annual Meeting of the Parish. In the absence or incapacity of a Warden, the powers and duties of the Warden shall devolve upon the remaining Wardens (Senior Warden, then Junior Warden for the Church, then Junior Warden for the Day School) until the next Annual Meeting or until a new Warden is elected by the Vestry. In the absence of other Officers, their powers and duties shall devolve upon the Senior Warden.
5. **Removals:** Any person who has been elected or appointed to a position by the Vestry may be removed by a two-thirds (2/3) vote of the entire Vestry; provided, that Article IV shall control with respect to the position of the Rector.

ARTICLE VIII – The Endowment Fund of St. Patrick's Episcopal Church

1. **Endowment Fund Establishment:** The Endowment Fund of St. Patrick's Episcopal Church (hereafter referred to as The Fund) shall be established consisting of Parish funds and

contributions designated for the use and benefit of the Parish. Existing Parish funds may be transferred to The Fund by resolution of the Vestry. The Fund shall be authorized to receive direct contributions of cash, securities or other instruments, and real or personal property.

2. **Fund Administration:** The Fund shall be administered by the Vestry or a designated committee thereof. The Fund shall be authorized to invest in real or personal property of any kind, amount or proportion and shall be authorized to accumulate income from invested assets or to distribute income and principal for the use and benefit of the Parish. Each gift to The Fund that has been made for a specific or restricted purpose shall be accounted for separately and appropriately recognized, and disbursements shall be made in accordance with any limitations on the use of such funds.
3. **Fund Withdrawals or Deposits:** The Vestry may direct the withdrawal of Parish funds from The Fund, but only upon a resolution adopted by an affirmative vote of not less than two-thirds (2/3) of the entire membership of the Vestry (consisting of the Rector, Officers, and Vestry). The resolution shall indicate the judgment of the Vestry that: (a) the funds proposed to be withdrawn are necessary to meet unforeseen circumstances; (b) additional borrowing for the specified purpose is not available or would not be reasonably prudent; and (c) the specified use of the funds will benefit the entire Parish.

ARTICLE IX – Parish Day School

1. **Curriculum of the Day School:** The Parish operates St. Patrick's Episcopal Day School (Day School) in order to provide a quality education in the Christian tradition. The curriculum of the Day School shall include worship and Christian education, under the direction of a Day School Chaplain and the Rector.
2. **Day School Board of Trustees:**
 - a. The day-to-day business and operations of the Day School shall be supervised by a Board of Trustees, which is a standing committee of the Vestry.
 - b. Subject to the remaining provisions of this section, the Board of Trustees shall elect its members in accordance with its rules of organization.
 - c. Any changes in the rules of organization shall be ratified by the Vestry, and in all cases the rules of organization shall be consistent with the Bylaws of the Parish.
 - d. The Rector shall be a voting member of the Board of Trustees.
 - e. The Junior Warden for the Day School shall be an *ex officio*, voting member of the Board of Trustees.
 - f. The Chair of the Board of Trustees shall preferably be a Member of the Parish; if the Chair is not a Member of the Parish, a Vice-Chair shall be a Member of the Parish. The Board shall designate either the Chair or a Vice-Chair to serve as a Member of the Vestry, provided that the person so designated shall be a Member of the Parish. The Board of Trustees shall elect the Chair, subject to ratification by the Vestry.
 - g. Annually, following the Vestry election, the Rector shall appoint, in consultation with the Chair and subject to ratification by the Vestry, at least one Member of the Parish to serve as a voting member of the Board of Trustees for a one-year, renewable term of office.
 - h. A minimum of 20 percent of the total membership of the Board of Trustees shall be Members of the Parish.

3. **Resolution of Disputes Between Vestry and Board of Trustees:** Where an issue in disagreement between the Vestry and Board of Trustees, as stated by the Rector, cannot be resolved pursuant to procedures adopted by the Vestry and Board of Trustees, the final decision on the issue shall be determined by an affirmative vote of not less than two-thirds (2/3) of the entire membership of the Vestry (consisting of the Rector, Officers and Vestry).
4. **Day School Endowment Fund:** A Day School Endowment Fund shall be established consisting of Parish funds designated for the use and benefit of the Day School. Existing Parish funds may be transferred to the Day School Endowment Fund by resolution of the Vestry. The Day School Endowment Fund shall be authorized to receive direct contributions of cash, securities or other instruments, and real or personal property.

The Day School Endowment Fund shall be administered by the Board of Trustees or a designated committee thereof. The Day School Endowment Fund shall be authorized to invest in real or personal property of any kind, amount or proportion and shall be authorized to accumulate income from invested assets or to distribute income and principal for the use and benefit of the Day School. Each gift to the Day School Endowment Fund that has been made for a specific or restricted purpose shall be accounted for separately and appropriately recognized, and disbursements shall be made in accordance with any limitations on the use of such funds.

The Vestry may direct the withdrawal of Parish funds from the Day School Endowment Fund, but only upon a resolution adopted by an affirmative vote of not less than two-thirds (2/3) of the entire membership of the Vestry. Such resolution, which shall specify the purpose for which such funds shall be used, shall be presented to the Board of Trustees for consultation and advice at a duly called meeting. The resolution shall indicate the judgment of the Vestry that: (a) the funds proposed to be withdrawn are necessary to meet unforeseen circumstances; (b) additional borrowing for the specified purpose is not available or would not be reasonably prudent; and (c) the specified use of the funds will benefit the entire Parish, including the Day School.

ARTICLE X – Coordinating Committee

1. **Establishment of Coordinating Committee:** There shall be a standing committee of the Vestry known as the Coordinating Committee, which shall advise and assist the Rector with respect to the coordination of the operations and activities of the Church and Day School.
2. **Members of Coordinating Committee:** Members of the Coordinating Committee shall include the Rector, Head of the Day School, Senior Warden, Junior Warden for the Day School, and the Chair and Vice-Chair of the Day School Board of Trustees, together with such other persons as they may mutually designate, either as continuing members or on an *ad hoc* basis depending on the subject to be addressed. Membership on the Coordinating Committee will coincide with employment and/or term of office.
3. **Meetings:** Meetings of the Coordinating Committee shall be convened by the Rector.

ARTICLE XI – Bylaw Review and Amendments

1. **Regular Bylaw Review:** The Vestry shall review the Parish Bylaws and amend them as necessary on a regular basis and at least every five years. In the interim, the existing Bylaws remain in effect.
2. **Amendment/Repeal:** These Bylaws may be amended or repealed at any Annual Meeting or Special Parish meeting upon a two-thirds (2/3) vote of Members present and voting. Notice shall be sent to the Members of the Parish at such meeting at least 30 days prior thereto. The notice shall include the proposed change to the Bylaws to be presented for action at the meeting and an explanation of the proposed change.

February 1985

Amended: 1991, 1992, 1993, 1994, 1995, 1999, 2002, 2004, 2011, 2021