

BYLAWS  
OF  
SAINT JAMES' EPISCOPAL CHURCH  
OF MESILLA PARK, INC.  
WITHIN THE  
DIOCESE OF THE RIO GRANDE  
EPISCOPAL CHURCH IN  
THE UNITED STATES OF AMERICA

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**ARTICLE I – PARISH BOUNDS, SEAL, AND CAPITAL STOCK**

**SECTION 1 – PARISH BOUNDS**

The bounds or boundaries of this Parish shall be in accordance with the Canons of the General Convention of the Episcopal Church in the United States of America.

**SECTION 2 – SEAL AND CAPITAL STOCK**

This Parish shall have no seal and no capital stock.

**ARTICLE II – PARISH MEMBERSHIP**

**SECTION 1 – ELIGIBILITY FOR MEMBERSHIP**

All communicants of the Parish in good standing as defined in the Constitution and Canons of the Diocese of the Rio Grande, shown on the register of St. James' Church, who are sixteen years of age or over, and who are regular fiscal contributors of record, shall be qualified voting members of the Parish.

**SECTION 2 – PARISH MEETINGS**

**(a) ANNUAL MEETING:**

- (1) Purpose:** There shall be an annual meeting of the Parish in January of each year for the election of members to the Vestry, who shall also serve on the Board of Directors, for the election of delegates and alternate delegates to the annual Diocesan Convocation, the number of which are determined by Diocesan Canon, for receiving reports, and for the conduct of such other business as may be presented.
- (2) Annual Reports:** At the annual Parish meeting, the following reports shall be presented in writing with additional oral comments as needed:

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- a. The State of the Parish report by the Rector.
- b. The report of the Senior Warden which will include expressed concerns of the membership, responses of members to Parish activities of the previous year, Vestry actions and thinking during the previous year, the Warden's activities during any periods when a Rector is not in charge of the Parish, the Warden's interaction with the Rector and other items of general interest to the membership that fall within the range of duties of the Senior Warden.
- c. The report of the Junior Warden which will describe projects undertaken and planned to enhance the physical plant of the Parish, and any other items which fall within the purview of the duties of the Junior Warden.
- d. Report of the Parish Treasurer which will include a complete accounting of all Parish funds, budgeted and memorial.
- e. Activity and financial reports of all Parish organizations, standing committees, and *ad hoc* committees.

### (b) SPECIAL MEETING/S OF THE PARISH

- (1) When held: Special meetings of the Parish may be called by the Bishop of the Diocese of the Rio Grande, the Rector, one Warden, or any two members of the Vestry with written notice, or on written petition of at least 25% of the qualified votes of the Parish.
- (2) Notice: Written notice of the date, time, place and purpose of any special meeting shall be given by the monthly newsletter, if any, or by announcement on two consecutive Sundays at the regular Sunday service. In addition, if a meeting is called by the Bishop, the Bishop may direct that notice be given by any reasonable method.
- (3) Presiding: The Bishop or Rector shall preside at all meetings of the Parish. In the absence of both, the Senior Warden, or in absence of the Senior Warden, the Junior Warden, shall preside. In the absence of the Bishop, Rector, Senior Warden, and Junior Warden, a member of the Vestry, in order of seniority, shall preside.

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### **SECTION 3 – CONDUCT OF MEETINGS**

- (a) **PRESIDING OFFICIAL:** The Bishop or the Rector shall preside at all Parish meetings. In the absence of the Bishop or Rector, the Senior or Junior Warden, in that order of availability, or a Vestry member, in order of seniority, shall preside.
- (b) **VOTING:** Each qualified voting member of St. James' shall have one vote at any Parish meeting.
- (c) **ABSENTEE AND PROXY VOTING:** No absentee votes and no proxies will be accepted at any Parish meeting.
- (d) **RULES OF PROCEDURE:** ALL Parish meetings shall be conducted in accordance with the current version of Robert's Rules of Order.

## **ARTICLE III – BOARD OF DIRECTORS AND OFFICERS**

### **SECTION 1 – CORPORATE POWERS**

The corporate powers of this Corporation shall be exercised by its Board of Directors or by the Officers thereof as provided in these Bylaws or at the direction of the Board of Directors.

### **SECTION 2 – BOARD OF DIRECTORS**

The Board of Directors of this Corporation shall consist of the Rector of St. James' Episcopal Church of Mesilla Park, Inc., the Senior Warden, and the duly elected Vestry members of the Parish.

### **SECTION 3 – THE VESTRY**

- (a) **COMPOSITION:** The Vestry shall consist of the Rector of the Parish and the following members, each of whom shall be a qualified voting member of the Parish as set forth in Article II, Section 1 of these Bylaws.
  - (1) Nine elected members;
  - (2) The Senior Warden, who may or may not be an elected member as set forth in (1) above;
  - (3) The Clerk, the Parish Administrator, and the Treasurer, any one of whom who may or may not be an elected member as set forth in (1) above. If not elected, they shall serve as *ex officio* members without vote.
  - (4) No two members of one household are eligible to serve as voting members on the Vestry simultaneously.

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- (b) RECTOR: The Rector shall be a member of every Vestry with the right to vote and preside at all meetings thereof.
- (1) When the Rectorship becomes vacant, the Parish shall follow the guidelines of the Diocese of the Rio Grande Protocol for a Search Process in Missions and Parishes.
  - (2) The Rector shall have, unless otherwise contracted with the Vestry, the possession, occupation and free use of all glebe lands, houses, ground rents, books and other property belonging to the Parish, and be entitled to the benefit thereof during the time officiating as Rector.
- (c) WARDENS: There shall be two Wardens: A Senior Warden and a Junior Warden
- (1) The Senior Warden shall be appointed by the Rector from amongst the Vestry and announced at the January Vestry meeting. All **current** Vestry members are qualified to serve as Senior Warden, regardless of their term of expiration. The Senior Warden will then be announced publicly to the Parish at the Annual Meeting. The term of office shall be one year. Reappointment is permissible, but no Senior Warden shall serve more than three consecutive terms and may not thereafter be appointed again until at least one year has elapsed between the end of the third such appointment and being reappointed Senior Warden. The Senior Warden shall be a voting member of the Vestry. Should the Senior Warden resign, or the position becomes vacant during the one year term, the Rector shall appoint a new Senior Warden from the current Vestry to fill the remainder of the term.
  - (2) Junior Warden: The Junior Warden shall be elected each year by the Vestry following the annual Parish meeting from among the Vestry members. The term of office shall be one year. Reelection is permissible, but no Junior Warden shall serve more than three consecutive terms and may not thereafter be reelected until at least one year has elapsed between the end of the third such reelection and being reelected Junior Warden. Should the Junior Warden resign, or the position becomes vacant during the one year term, the Vestry shall elect a new Junior Warden to fill the remainder of the term.
- (c) TREASURER: The Treasurer shall be elected each year by the Vestry following the annual Parish meeting and shall be an *ex officio* member of the Vestry with voice but not vote, unless duly elected as a Vestry member. At its first meeting after the Annual Meeting, the Vestry shall elect a treasurer who need not be a Vestry member. Should the Treasurer resign, or the position becomes vacant during the one year term, the Vestry shall elect a new Treasurer to fill the remainder of the term.

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- (d) CLERK: The Clerk shall be elected each year by the Vestry following the annual Parish meeting and shall be an *ex officio* member of the Vestry with voice but not vote, unless duly elected as a Vestry member. At its first meeting after the Annual Meeting, the Vestry shall elect a clerk who need not be a Vestry member. Should the Clerk resign, or the position becomes vacant during their one year term, the Vestry shall elect a new Clerk to fill the remainder of the term.
- (e) ELECTION: One-third of the total number of elected Vestry members shall be elected at the annual Parish meeting by the membership of the Parish for terms of three years. Vestry members are elected by a majority of votes of those present eligible to vote. Upon certification of the election by the Nominating and Elections Committee, elected members will begin their term immediately after the Annual Meeting of the Parish at which they were elected.
- (f) VACANCIES: Vacancies occurring among the elected Vestry members no less than six months prior to the annual Parish meeting shall be filled by a majority vote of the remaining Vestry members. The unexpired term of any position, filled under the provisions of this subsection, shall be filled by election by the membership at the next annual Parish meeting. In the event the vacancy shall exist for a period of less than six months before the annual Parish meeting, the Vestry shall not be required to fill the position. However, the unexpired portion of the vacant term shall be filled by election by the membership at the next annual Parish meeting.
- (g) SUCCESSION: No elected Vestry member who has served a full term of three years immediately preceding an election at an annual Parish meeting shall be eligible to serve on the Vestry again until at least one year has elapsed between the end of the term and the proposed reelection.
- (h) EFFECT OF BYLAW CHANGES ON TERMS OF OFFICE: If a change in these Bylaws affecting the term of office of any incumbent Vestry member is adopted during the term of the member, the member may continue to serve out the term for which he or she was elected prior to the adopted change.

### SECTION 4 – AUTHORITY AND DUTIES OF THE VESTRY

- (a) AUTHORITY: Except as otherwise provided by the laws of the State of New Mexico, these Bylaws, or the Canons of the Diocese of the Rio Grande, the Vestry shall be the authorized agent and legal representative in the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy and the Diocese of the Rio Grande.
- (b) MEMBERSHIP LIAISON: The members of the Vestry shall serve as liaison to and from the Parish membership, reporting on and considering matters of common concern by individual members and groups of the Parish.

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- (c) **FINANCIAL:** The Vestry shall attend to all business matters of the Parish, including the provision and keeping in good order of the house of worship with all its necessary furnishings and appointments, and of all other Parish properties, the provision of all that is necessary and/or required for carrying out the mission of the Parish, and the payment of all Parish obligations.
- (d) **ALTERATIONS:** Permanent alterations to buildings, grounds or attachments thereto shall require a two-thirds vote of the Vestry.
- (e) **GIFTS:** All gifts to the Parish, other than strictly monetary, shall require a two-thirds vote of the Vestry prior to acceptance.
- (f) **ADVISORY TO CLERGY:** The Vestry shall also be and act as a Board of Advice and Counsel to the Clergy and assist in the corporate ministry of the Parish among the congregation and in the community.
- (g) **PLANNING:** The Vestry and Clergy shall be jointly responsible for preparing and carrying out all planning and goals pertinent to the life and mission of the Parish.
- (h) **CLERICAL VACANCY:** Should the Parish become without a Rector, the Wardens and Vestry shall immediately notify the Bishop of the Diocese of the Rio Grande, or the Standing Committee of the Diocese when acting as the Ecclesiastical Authority. Clerical vacancies shall be declared and filled in accordance with Canons of the Diocese of the Rio Grande.
- (i) **AUXILIARY ORGANIZATIONS & MINISTRIES:** Auxiliary organizations and ministries can be of great assistance to the Rector and to the Parish in carrying out the mission of St. James'. The Vestry, with the concurrence of the Rector, may authorize such organizations and ministries whose activities are consistent with the Mission of St. James', these Bylaws, and Parish policies adopted by the Vestry.

### SECTION 5 – MEETINGS OF THE VESTRY

- (a) **ANNUAL MEETING:** An annual meeting of the Vestry, as the Board of Directors shall be held in February of each year.
- (b) **REGULAR MEETINGS:** Regular meetings of the Vestry shall be held monthly at a time and place to be fixed by the Vestry, or in default thereof, by the Bishop or Rector.
- (c) **SPECIAL MEETINGS OF THE VESTRY:**
  - (1) Special meetings of the Vestry may be called by the Bishop, the Rector, one of the Wardens, or by any two members of the Vestry upon notice to all members thereof.

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- (2) Normally, members of the Vestry shall be given a minimum of three days written notice of any special meeting. Such notice shall include the date, time, location, and purpose of the special meeting.
  - (3) If stipulated notice is not given, any action taken during the meeting shall be void, if two or more members of the Vestry make the request. However, if non-attending member(s) who failed to receive the notice do not object to the lack of notice or by his or her written waiver as provided in Article VIII of these Bylaws, the action(s) taken during the meeting will stand.
  - (4) In case of an emergency or special time constraints, notice of a special meeting of the Vestry may be given by phone or electronic means; in such instances, the normal notice requirements stated above may be waived.
- (d) **QUORUM:** A majority of the voting members of the Vestry shall constitute a quorum for the transaction of business; provided, however, that one of the quorum must be the Rector or a Warden.
  - (e) **PRESIDING OFFICER:** The Rector shall normally preside at all Vestry meetings and shall have all the rights of other members. In the absence of the Rector, the Senior Warden or in the absence of the Senior Warden, the Junior Warden shall preside.
  - (f) **RULES OF PROCEDURE:** The current version of Robert's Rules of Order, where not in conflict with the Canons and these Bylaws, shall be used in conducting all Vestry meetings. Special rules for a specific meeting may be adopted at the beginning of such meeting by two-thirds vote of the Vestry.
  - (g) **UNAUTHORIZED ABSENCES:** Whenever any Vestry member is absent from four regular or special consecutive meetings without good cause recorded in the minutes of the meetings missed, that member shall be dropped from the Vestry and a vacancy declared. The vacant position shall be filled as provided in these Bylaws.

### SECTION 6 – OFFICERS

The Officers of this Corporation, with their equivalent title designations as set forth in the Canons of the Diocese of the Rio Grande, shall be:

<u>OFFICER</u>	<u>DESIGNATION</u>
President	Rector
First Vice President	Senior Warden
Second Vice President	Junior Warden
Secretary	Clerk of the Vestry
Treasurer	Treasurer of the Parish

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### SECTION 7 – DUTIES OF OFFICERS

#### (a) RECTOR

- (1) Meetings: Preside over all meetings of the Vestry and, in the absence of the Bishop, shall preside at all Parish meetings.
- (2) Spiritual Leadership: Be responsible, as provided by Canon, for the spiritual direction of the Parish, to include the conduct of all worship and music, pastoral counseling, teaching, and preaching.
- (3) Reports to Parish: Be responsible for maintaining and reporting statistics concerning communicants, baptized members, families, services and official functions of the Parish.
- (4) Reports to Diocese: Be responsible for the preparation and submission, together with the Senior Warden, of annual Parochial and other reports to the Diocese of the Rio Grande.
- (5) Parish Organizations: Serve as an *ex officio* member of all Parish organizations and have direct charge of all organizations and/or persons aiding at worship.
- (6) Diocesan Convention: Serve as a delegate to the Diocesan Convention.
- (7) Community Affairs: Represent the Parish in community affairs.
- (8) Selection and Training of Lay Assistants: Be responsible for selecting and training Lay Readers, Lay Eucharistic Ministers, Chalice Bearers, and Servers from among the Parish communicants.
- (9) Audit Committee: Be responsible for appointing an Audit Committee to conduct an annual audit of all Parish funds and accounts.

#### (b) SENIOR WARDEN.

- (1) First Vice President: Serve as the First Vice President of the Corporation, and, in the absence of the President, perform the duties of the President.
- (2) Senior Counselor: Serve as senior counselor and confidant to the Rector on all matters affecting the membership of St. James', and report on those **matters** to the membership as may be appropriate.
- (3) Chair Finance Committee: Chair the Finance Committee.

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- (4) Report to Public Regulation Commission: With the other officers of the Corporation, be responsible for the filing of the annual report to the Public Regulation Commission of the State of New Mexico.
  - (5) Bank Accounts: Be a signatory on all checking, savings and/or other financial accounts of the Parish.
  - (6) Report to Parish: Make an annual report to the Parish at the annual Parish meeting.
  - (7) Diocesan Convention: Serve as a delegate to the Diocesan Convention.
- (c) JUNIOR WARDEN.
- (1) Second Vice President: Serve as the Second Vice President of the Corporation and, in the absence of the President and First Vice President, perform the duties of the President.
  - (2) Buildings and Grounds: Exercise oversight responsibility for the monitoring, care and upkeep of all the Parish's buildings, grounds, equipment and systems.
  - (3) Buildings and Grounds Committee: Serve as a liaison between the Vestry and the Buildings and Grounds Committee.
  - (4) Advisor to the Rector and the Vestry: Bring recommendations from the Buildings and Grounds Committee; advise the Rector and the Vestry on all matters relating to the Buildings and Grounds Committee.
  - (5) Report to the Public Regulation Commission of the State of New Mexico: With the other officers of the Corporation, be responsible for the filing of the annual report to the Public Regulation Commission of the State of New Mexico.
  - (6) Bank Accounts: Be a signatory to all checking, savings and/or other financial accounts of the Parish.
  - (7) Report to Parish: Make an annual report of his or her activities to the Parish at the annual Parish meeting.
  - (8) Diocesan Convention: Serve as a delegate to the Diocesan Convention.
- (d) TREASURER.
- (1) Treasurer of the Corporation: Serve as Treasurer of the Corporation.
  - (2) General Duties: Maintain all financial records of the Parish, be responsible

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for all funds of the Parish, and perform all other duties normally associated with and required of the Treasurer of a corporation, including, but not limited to, maintaining all financial accounts, records and reports of the Parish to include operating funds and the separate funds and investments of the Parish.

- (3) Bond: Be bonded in such amount as the Board of Directors shall require; said bond to be with a surety company and the premium therefor to be paid by the Corporation.
- (4) Memorial Fund: Maintain an investment and/or savings account designated as the Memorial Fund. Funds from this account shall be dispensed only in accord with the wishes of the donor and relevant resolutions of the Vestry.
- (5) Annual Financial Statement: Prepare and issue an annual financial statement and report of financial activities to the annual Parish meeting.
- (6) Funds: Receive all monies designated for all special purposes and deposit them into an appropriate fund of the Parish, consistent with investment policies established by the Finance Committee.
- (7) Finance and Stewardship Committees: Serve as an *ex officio* member of the Finance Committee and the Stewardship Committee.
- (8) Bank Accounts: Be a signatory to all checking, savings, and/or other financial accounts of the Parish.
- (9) Audits:
  - a. Parish Organizations: Conduct an unofficial semi-annual audit of funds of all Parish organizations and report the findings of such audits to the Vestry.
  - b. Audit Committee: Cooperate with the Audit Committee in its annual Parish audit.
- (10) Financial Reports: Require from each Parish organization an annual financial report as of the last day of the fiscal year, such reports to be included in the annual financial report to the Parish. The Treasurer shall prescribe the report format and shall require said reports to include, as a minimum: annual income and expenses, sources, and balances as of the fiscal year being reported upon.

(e) CLERK.

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- (1) Secretary of Corporation: Serve as Secretary of the Corporation.
- (2) General Duties: Record the minutes of all annual and special Parish meetings and of the Vestry; perform such other duties as are normally associated with and required of the Secretary of a corporation.
- (3) Maintenance of Records: Compile and maintain all records and minutes of Vestry meetings; compile and maintain, in a form determined in conjunction with the Rector, a record of all standing resolutions, authorizations and other matters of reference to the Vestry; receive and file all minutes of meetings of Parish committees and make them available to the Vestry at its next regular meeting; and maintain all other records of the Parish.
- (4) Notification of Meetings: Notify all members of the Vestry of annual, regular, and special Vestry meetings as provided in these Bylaws. He or she shall also notify the membership of the annual or any special Parish meetings as provided in these Bylaws.
- (5) Vestry Correspondence: Be responsible for preparing and mailing all official letters from the Vestry as a body which are not assigned to a specific member or committee of the Vestry.
- (6) Reports to Diocese: Assist the Rector and Wardens in the preparation and submission of all official reports to the Diocese of the Rio Grande.
- (7) Annual Report: Assist in the preparation of the Annual Report.

## **ARTICLE IV – COMMITTEES**

### **SECTION 1 – GENERAL**

- (a) Standing committees of the Parish shall report directly to the Vestry at least annually; however, the Vestry may set shorter reporting periods or a special time for reports. Each standing committee shall prepare a written report of its activities to be presented at the Annual Meeting of the Parish.
- (b) Committees shall submit minutes of their meetings to the Vestry, including reports of items on which the committee requests Vestry action, as necessary.

### **SECTION 2 – STANDING COMMITTEES**

- (a) EXECUTIVE COMMITTEE:  
The Executive Committee shall be responsible for helping the Rector establish the monthly agenda for the Vestry meeting. It will also serve to look at present and future needs of the parish. The committee shall be composed of: Rector, Senior

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Warden, Junior Warden, Treasurer, and Clerk of the Vestry. The Rector is responsible for convening the meetings of the Executive Committee, although other members may ask for a meeting, as well, if needed. The Executive Committee will meet monthly prior to the Vestry meeting.

(b) BUILDINGS AND GROUNDS COMMITTEE

The Buildings and Grounds Committee shall be responsible for maintenance of the physical plant of St. James' and the planning and proposing of major improvements. The Committee shall be chaired by a member of the Parish appointed by the Rector. The chairperson shall appoint four other members from the Parish membership. The Parish Sexton shall be an *ex officio* member of the Committee. Terms of service shall be for one year and members may serve consecutive terms.

(c) EVANGELISM, OUTREACH AND MISSION COMMITTEE:

The Evangelism, Outreach and Mission Committee (EOM) shall be responsible for the developing and executing a plan for St James's outreach. Initiatives of the committee may include: leading and organizing outreach programs; increasing attendance at St James by increasing local community awareness of St James through appropriate advertising, marketing, and other outreach activities; developing community outreach events; encouraging and training church members in evangelism and marketing the church. The Evangelism, Outreach and Missions Committee may be comprised of up to seven (7) members of the parish. The committee shall be chaired by a member of the Vestry appointed by the Rector consistent with new vestry member elections. The chairperson may serve more than one year, but not more than three consecutive years. Regular members of the committee are selected by the chairperson and the Rector and may serve up to three consecutive years.

(d) FINANCE COMMITTEE:

The Finance Committee shall be a five member committee responsible for maintaining the financial stability of the Parish through continuing budget analysis; making recommendations for budget expenditures; establishing investment policies for Parish funds; and raising funds, other than through Every Member Canvass, when necessary. The Committee shall be chaired by the Senior Warden and shall include the Parish Treasurer among its membership. The five-member committee's additional members shall be selected by the Chair. The Chair shall select **one Vestry member and two non-Vestry members** from the Parish if the Treasurer is a non-voting member of the Vestry or the Chair shall select **three non-Vestry members if the Treasurer is a voting member of the Vestry**. Terms of service shall be for one year and members may serve consecutive terms. The Finance Committee shall also act as a Budget Committee and shall be responsible for preparing a proposed budget for the operation of St. James' during the following calendar year. The Committee shall have access to Parish financial records to complete its mission and shall present the proposed budget to the Vestry at the regular Vestry meeting in January.

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- (e) **STEWARDSHIP COMMITTEE**  
The Stewardship Committee shall be composed of up to seven members of the Parish. Annually by March, the Rector shall appoint the members of the Committee and the chair, with the advice of the Vestry. The Treasurer of the Parish shall be a member of this Committee. The Committee shall be responsible for Stewardship education in the Parish. Also, an Every Member Canvass, or some other stewardship program, shall be conducted annually and shall be the responsibility of the Stewardship Committee to organize and execute.

### SECTION 3 – *AD HOC* COMMITTEES:

- (a) The Rector may appoint such ad hoc committees as he or she may deem necessary to the efficient operation of the Parish. The purpose, term of service, and reporting requirements for any such committee shall be established at the time it is established.
- (b) Other committees may be formed or existing committees merged, with a size, composition, function and duration as may be determined to be appropriate by the Vestry.
- (c) Should members of the Congregation desire the formation of a specific committee, a letter signed by no less than five (5) parishioners should be submitted to the Vestry. The Vestry will vote on the committee formation, and the committee will remain in effect until the end of that Vestry year. Each new Vestry will need to vote to continue the existing committees at the beginning of the year.

### SECTION 4 – Special *AD HOC* COMMITTEES:

- (a) **AUDIT COMMITTEE**
  - (1) **Nominations:** An Audit Committee shall be used if an independent Certified Public Accountant or independent Licenses Public Accountant is not commissioned to do the annual audit. The ad-hoc committee will be approved by the Vestry before March 20 after the year being audited. The committee should be independent of the decision making and financial record keeping functions of the audited year. This means that persons who served on the Vestry for the year being audited are not eligible for membership on this committee.
  - (2) **Membership:** The Audit Committee shall consist of three persons appointed by the Rector in February of each year with the advice of the Wardens. The members of the audit committee should have sufficient financial skills and experience to conduct a competent audit.
  - (3) **Duties:** The Audit Committee shall follow procedures specified by the Diocese of the Rio Grande including the date on which the report is due.

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- (b) **NOMINATING AND ELECTIONS COMMITTEE:**
- (1) **Nominations:** The Rector shall annually appoint a Nominating and Elections Committee for recommending candidates to fill vacancies occurring on the Vestry. The Committee shall consist of one member of the Vestry, who shall serve as chair, and two non-Vestry members. In the event a vacancy on the Vestry as described in Article III, Section 3 (f) of these Bylaws should occur, the Committee shall recommend, in addition to the foregoing candidates, at least one candidate for each vacant position.
  - (2) **Elections:** The Committee shall prepare and present to the Vestry for its approval, procedures for conducting the election of Vestry members and Delegates to the Diocesan Convention at the annual Parish meeting. The Committee shall prepare and count ballots and submit written results, signed by the members, to the Presiding Officer.
- (c) **PERSONNEL COMMITTEE**
- (1) **Membership:** The Vestry shall annually appoint a 5-member Personnel Committee, composed of the Senior Warden, one other member of the Vestry, and 3 non-Vestry members. The committee shall be chaired by the Senior Warden. The committee will not meet unless a specific task is assigned to them by the Rector or Vestry regarding employment at St James' Episcopal Church.
  - (2) **Duties:** The Personnel Committee is authorized to represent the Vestry in all employment-related matters with those persons employed by the Parish. The Committee shall make recommendations to the Vestry for the hiring of employees. A quorum must be obtained to make said recommendation(s).
  - (3) **Agreements:** Any tentative agreements reached with non-temporary employees regarding compensation and benefits shall be submitted to the Vestry for its consideration and approval or disapproval.
  - (4) **Rector Vacancy:** For the election of a Rector, the Parish shall follow the guidelines of the Diocese of the Rio Grande Protocol for a Search Process in Missions and Parishes.

## ARTICLE V – CONSTITUTIONS AND CANONS OF HIGHER AUTHORITY

St. James' Episcopal Church of Mesilla Park, Inc., is a part of the Episcopal Diocese of the Rio Grande which is part of that branch of the Holy Catholic Church known as the Episcopal Church in the United States of America and recognizes and accedes to the authority of the General Convention and of the Diocesan Convention.

## **BYLAWS OF ST. JAMES' EPISCOPAL CHURCH**

### **ARTICLE VI – USE OF CHURCH AND PARISH FACILITIES**

Use of the Church and other Parish facilities shall be in accordance with current policy established by the Vestry.

### **ARTICLE VII – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the New Mexico Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The requirement of notice may also be waived by an individual member who failed to receive notice of any meeting by that individual's actual attendance at any such meeting for which notice was not received, unless the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened or called.

### **ARTICLE VIII – CONTRACTS, CHECKS, AND DRAFTS**

#### **SECTION 1 – CONTRACTS**

The Vestry may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Parish, and such authority may be general or confined to specific instances.

#### **SECTION 2 – CHECKS, DRAFTS, ETC.**

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Parish shall be signed by such officer or officers, agent or agents of the Parish and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Rector and countersigned by one of the Wardens of the Vestry.

#### **SECTION 3 – DEPOSITS**

All funds of the Parish shall be deposited from time to time to the credit of the Parish in such banks, trust companies or other depositories as the Board of Directors may select.

### **ARTICLE IX – FISCAL YEAR**

The fiscal year of the Parish shall begin on the first day of January and end on the last day of December of the same calendar year.

**ARTICLE X – BOARD OF DIRECTOR (VESTRY) INDEMNITY**

**SECTION 1 – ACTIONS INDEMNIFIED**

The Parish shall indemnify any Director, or former Director of the Parish against reasonable expenses, costs and attorneys' fees actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The director or officer shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

**SECTION 2 – ADVANCE INDEMNITY**

(a) ALLOWANCE

Advance indemnification may be allowed of a director or officer for reasonable expenses to be incurred in connection with the defense of the action, suit, or proceeding, provided that the director or officer must reimburse the Parish if it is subsequently determined that the director or officer was not entitled to indemnification.

(b) HOW ALLOWED:

Any vote by the Board of Directors to any such advance indemnification shall be decided by:

- (1) A majority vote of a quorum consisting of Directors who are not parties to such action, suit, or proceeding;
- (2) If such a quorum is not obtainable, or if obtainable, and a quorum of disinterested Directors so directs, then by independent legal counsel in a written opinion;
- (3) Otherwise, by a majority vote of a quorum of voting Directors.

**ARTICLE XI – AMENDMENTS**

**SECTION 1 – PROCEDURES FOR AMENDMENT**

Amendment of these Bylaws shall be initiated by a duly made, seconded, and approved resolution of the Vestry. Such resolution, containing the proposed changes, shall be submitted to the Board of Directors at least seven days before the Board of Directors acts on the proposed amendment. Any changes in these Bylaws shall be consistent with the Constitution and Canons of the General Convention or of the Diocese of the Rio Grande and shall require a two-thirds vote of the Board of Directors.

## **BYLAWS OF ST. JAMES' EPISCOPAL CHURCH**

### **SECTION 2 – FILING OF AMENDMENTS**

Any duly approved amendment of these Bylaws shall be filed with the Bishop of The Diocese of the Rio Grande.

### **SECTION 3 – BYLAWS AVAILABILITY**

The Bylaws for St James Episcopal Church shall be maintained at the office of St James Episcopal Church and shall be subject to inspection and copying to the public. If the most recently adopted bylaws are so maintained, they shall not be void, notwithstanding any requires of prior law.

Adopted: September 12, 1995

Amended: May 25, 1999, July 14, 2015, September 11, 2018