

# Proposed Changes to the Parish Bylaws

The following changes have been reviewed by the Vestry which recommends adoption.

All proposed additions are in *red italics* or ~~red struck through~~ in the case of proposed deletions.

## Article III – Of the Parish

### Section F—Conduct of Meetings

1. **Chair.** The Rector shall be the chair of all annual, *regular*, and special meetings of the Parish. In the Rector's absence, the Senior Warden, or in his or her absence any Vestry member who shall be selected by a majority vote of the Vestry members present, shall chair the meeting.

## Article VI – Of the vestry

### Section A—Membership

The Vestry of St James Episcopal Church shall consist of no less than six (6) or more than fifteen (15) qualified voting members of the parish elected by ballot at the Annual Parish Meeting.<sup>1</sup> The Vestry shall set and may change the number of members from time to time at its discretion. If the vestry elects to increase the number of qualified voting members between annual meetings, the new seat created shall not be deemed a vacancy that the Vestry may fill. If the Vestry elects to decrease the number of qualified voting members, all sitting qualified members shall complete the terms for which they were elected. The Vestry may include one (1) or more members who are 16 or 17 years of age as long as that number does not exceed one-half (1/2) the total number of vestry members.<sup>2</sup> No one who is a member of the paid staff of the parish shall be eligible to serve on the Vestry during the term of such ~~service~~ *employment*. No person who is the parent, spouse, domestic partner, child, or sibling *in the same household* of a vestry member may serve on the vestry at the same time as the member to whom they are related.

## Article XII—General Provisions Section

### Section A—Resident Agent

The Vestry shall appoint a Resident Agent as required by the laws of the State of Michigan. The resident agent must be an individual in this state whose business office may be identical to the corporation's registered office.

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<sup>1</sup> Canon 21, Sec. 3(a) of the Diocese of Eastern Michigan provides that a vestry may be constituted by not fewer than six (6) or more than fifteen (15) members. See also the Michigan statute in Public Act 40 of 1899—Protestant Episcopal Churches.

<sup>2</sup> Michigan Nonprofit Corporation Act. Public Act 162 of 1982, Sec 501(a).

## Article XII—General Provisions Section

### Section B—Telephonic Meetings and *Email* Polling

1. **Telephonic Meetings.** The members of the Parish at an annual or special meeting or members of the Vestry or any committee designated by the Vestry may participate in a meeting by means of conference telephone, internet videoconference, or similar communications equipment by which all persons participating in the meeting may hear each other; if all the participants are advised of the communication equipment; and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.<sup>3</sup>
  
2. **Telephonic Polling.** The Vestry may take any action requiring Vestry approval when a majority of the Vestry has given such approval by telephonic polling *or email polling*. To poll by telephone or other internet method, *including polling by email*, the following procedures must be followed:
  - a. *The Rector, the* Senior Warden or, in his or her absence, the Junior Warden, or a person appointed by the Senior Warden shall be the only persons allowed under these bylaws to poll the members of the Vestry by means of a telephonic device *or by email*.
  - b. The motion upon which the Vestry is voting by telephone *or email* must be *in writing*. *If polling is done by telephone, the motion must be* ~~written and the same~~ read to each person eligible to vote.
  - c. The telephone number or email address used to reach the vestry member, the time and date of the call *or of the email response*, and the result of the vote, either for or against must be recorded in writing *or captured by the polling method being used*.
  - d. Approval of a motion shall be ratified at the next regular meeting of the Board.

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<sup>3</sup> This section B.1 was amended at the Annual Meeting held in 2021. The original section only provided that the members of the Vestry were permitted to participate telephonically. As a result of the COVID-19 pandemic and the possibility that the annual meeting may not be held in-person this change was recommended by the Episcopal Diocese of Eastern Michigan.