

Background Information Regarding Recommended Amendments to the By-Laws of St. John's Episcopal Church, Charlotte, North Carolina

December 20, 2016

Background: The By-Laws of St. John's Episcopal Church were last amended on January 25, 2012. The By-Laws describe the responsibilities of the Rector, Vestry and other parish organizations which pertain to St. John's, and provide regulations for the conduct of meetings pertaining to parish business. They are supplementary to the governing documents of the Diocese of North Carolina and the Episcopal Church.

Recommended Amendments: The proposed amendments principally fall into two areas: first, expansion of the Vestry election process; and second, inclusion of electronic means for conducting Vestry business. The other amendments address timeframes for two specific Vestry actions. These amendments have been developed by a subcommittee of the Vestry (Kathy Petrie, Chip Carter, and Cathy Harrison). All proposed amendments are consistent with the Diocesan Canons.

1. **Vestry Election process:** Over the past five years, the growth in St. John's membership has resulted in the addition of worship services. The regulations for the Vestry Election Meeting in the By-Laws presently impose a burden on members who choose to attend the 5:00pm worship service on Saturday, as well as the Sunday 7:30 am worship services. Occasionally, other commitments or events can conflict with the Vestry Election Meeting weekend, depressing participation.
 - a. *Current Process:* (Article II, Section 8.) Members must physically attend the Vestry Election Meeting in order to vote. The meeting is usually scheduled during the 10:00 am Education Hour on Sunday, requiring those who attend Saturday or early Sunday worship to return for the meeting; members who would not be able to attend due to other commitments are disenfranchised.
 - b. *Amended Process:* Qualified members will be able to vote in person using absentee ballots under controlled conditions during a period of approximately 10 days prior to the Vestry Election Meeting. The Election Committee and Staff Liaison, in conjunction with the Head Teller, will devise the schedule, means, and location for absentee voting, and communicate this to the parish. Cast absentee ballots will be sealed and secured, uncounted, until the counting of ballots commences during the Vestry Election Meeting. At that time, the ballots will be unsealed and included in the count. This conforms to Diocesan Canon 22 Section 2(g) (4).
2. **Vestry meeting attendance:** The definition of *attendance* is expanded to include Vestry members who may be unable to attend a meeting in person, but would be able to participate by using a technological means.
 - a. *Current process:* (Article III, Sections 5 and 6) The By-Laws specify that the Vestry will meet monthly, and that special meetings may be called in addition, but the implication is that physical presence is required to make up a quorum.
 - b. *Amended process:* add wording that attendance may be by teleconference, videoconference or any other technology that allows all persons to participate in the

discussion. Such attendance will count towards a quorum. This is in accord with Diocesan Canon 33 Section 1.

3. Vestry decisions and actions: The revision includes options that allow the Vestry to make decisions outside of a physical meeting by using electronic means that can be authenticated and documented. The intent is to use technology appropriately to take action in a timely manner.
 - a. *Current process*: (Article III, Section 8) A physical meeting with a quorum of Vestry members is the only setting for voting on approving an action.
 - b. *Amended process*: Add a statement that actions may be taken if all members of the Vestry agree to the action in writing or by authenticated electronic transmission (for example, e-mail or fax), and these transmissions are filed with the minutes of the proceeding. This wording echoes that of Diocesan Canon 33 Section 2.
4. Annual Operating Budget action in a timely manner: This addition is simply to state that it is desirable to present the budget for the coming year by the December meeting of the Vestry, and to have it adopted no later than the end of March.
 - a. *Current process*: (Article VII, Section 1B) The wording states that the upcoming annual budget shall be presented for action at a Vestry meeting.
 - b. *Amended process*: include a phrase that best efforts will be used to bring the budget for the coming year to the Vestry by the December meeting, and for it to be adopted no later than March 31 of that year.
5. Link the date of electing Diocesan Convention delegates to the date designated for the Convention. Originally, the Convention occurred in January, so that election of delegates in September gave 4 months for delegates' preparation and time commitment planning. The proposed amendment restores the 4-month window. It also builds in flexibility should the Diocesan Convention's dates be moved in future years.
 - a. *Current process*: (Article IX) The Vestry elects the delegates and alternates at its September meeting.
 - b. *Amended process*: The Vestry will elect the delegates and alternates at the Vestry meeting which occurs 4 months prior to the date of the Convention.