

The Minister, Church Wardens, Vestry and Congregation of
St. Paul's Church in North Kingstown

BY-LAWS

ARTICLE I

General

1.1 Charter. At a February Session in 1794, the General Assembly of the State of Rhode Island, granted a Charter for a corporation under the name of The Minister, Church Wardens, Vestry and Congregation of St. Paul's Church in North Kingstown ("St. Paul's Parish")

1.2 Purposes. St. Paul's Parish shall witness and maintain the worship of Almighty God according to the faith and usage of the Protestant Episcopal Church in the United States of America otherwise known as The Episcopal Church ("TEC").

1.3 Authority Acknowledged. St. Paul's Parish is a parish in union with The Diocese of Rhode Island (the "Diocese") and accedes to and acknowledges the authority of the doctrine, discipline and worship of TEC and the Constitution and Canons of TEC and the Diocese.

1.4 Principal Office. St. Paul's Parish shall have its principal office in North Kingstown, Rhode Island.

ARTICLE II

Statement of Mission and Ministry

St. Paul's Parish is a loving community of Christians seeking to be faithful to God and renewed through the Gospel.

The mission and ministry of St. Paul's is to love God through:

- +The sharing of the sacraments, worship and prayer,
- +Ministering to people and spreading God's word,
- +Seeking to become better stewards of God's gifts,
- +Working toward the Kingdom of God within us and in the world.

ARTICLE III

Members and Membership

3.1 Membership. The members shall be all persons who have received the Sacrament of Holy Baptism and who are registered as a member of St. Paul's Parish. The voting members shall be adult communicants in good standing (as defined in Title I, Canon 17, sec 3 of The Canons of the Episcopal Church-National) who contribute regularly to the support of St. Paul's Parish, who are at least eighteen years of age, and who are registered with St. Paul's Parish.

3.2 Meetings. The annual meeting shall be held on the last Sunday of January of each year at a time and place designated by the Vestry, or at such other date, time and place as designated by the Vestry, for the purpose of electing officers and members of the Vestry of St. Paul's Parish and for the transacting of other such business as may legally come before such meeting. Special meetings may be called by the Clerk at the request of the rector, wardens, a majority of the Vestry, or upon the written request of at least twenty (20) voting members upon seven days written notice which shall state the purpose of the meeting.

3.3 Quorum. A Warden and at least twenty-five voting members St. Paul's Parish shall constitute a quorum. When a quorum is present at any meeting, the vote of the holders of a majority of the votes entitled to be cast shall decide any question brought before such meeting, unless a number of a greater number is required by law or these By-Laws.

3.4 Presiding Officer. The Rector, or in the absence of the Rector, one of the Wardens, shall preside.

3.5 Parliamentary Procedure. Parliamentary procedure shall be according to the latest edition of Robert's Rules of Order.

ARTICLE IV

Vestry

4.1 Powers. The vestry shall manage the temporal activities and affairs of St. Paul's Parish.

4.2 Number and Qualification. The members of the Vestry shall include twelve elected members of St. Paul's Parish and the Rector, two Wardens, a Clerk and a Treasurer, who shall serve ex-officio. The members of the Vestry shall be voting members of St. Paul's Parish celebrating and keeping the Lord's Day by regular participation in the public worship of the Church, by hearing the Word of God read and taught, and by other acts of devotion and works of charity, using all godly and sober conversation.

4.3 Election and Term. The members of the Vestry shall be elected at the Annual Meeting for staggered terms of up to three (3) years each, or until a successor shall have been duly elected and qualified or until the earlier of death, resignation or removal. Members of the Vestry who have completed a full term shall not be eligible for a new term, except as an officer, until the annual meeting following the completion of such term. No elected member of Vestry may serve contemporaneously as an officer. If an elected member of Vestry is elected an officer, such member shall cease to serve as an elected member upon such election.

4.4 Regular and Special Meetings. The Vestry may hold regular or special meetings, either in or outside of the State of Rhode Island. Regular meetings of the Vestry shall be held monthly at such times and at such places as may be determined by the Vestry. Special meetings may be called at any time by the Rector, or a Warden, and shall be called by the Clerk upon written request of three (3) or more members of the Vestry upon notice of at least two (2) days to each member of the Vestry.

4.5 Quorum. A majority of the members of the Vestry then in office shall constitute a quorum for the transaction of business at any meeting of the Vestry.

4.6 Voting. The vote of a majority of the members of the Vestry who are entitled to vote, at a meeting at which a quorum is present, shall be the act of the Vestry, unless the act of a greater number of members of the Vestry is required by the Nonprofit Corporation Act, the Charter or these By-Laws.

4.7 Vacancies. The Vestry may fill any vacancy occurring on the Vestry. A member of the Vestry elected to fill a vacancy shall serve until the next Annual Meeting.

4.8 Resignations. Any member of the Vestry, other than the Rector, may resign at any time by giving written notice to the Vestry or to the Rector or Clerk. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, acceptance shall not be necessary to make it effective.

4.9 Committees. Upon the recommendation of the Rector and the Wardens, the Vestry may appoint one or more committees as may from time to time be deemed suitable, necessary or convenient to aid in accomplishing the purposes of St. Paul's Parish. The duties and powers of any such committee and the term of office of members shall be as determined by the Vestry from time to time.

ARTICLE V

Ordained Clergy

5.1 Rector. The Rector shall be elected by no less than an affirmative vote of two-thirds of all the lay members of the Vestry in accordance with the procedures and requirements of Canons of TEC and the Diocese.

5.2 Assistant Minister. In the selection of an Assistant Minister, the Rector shall consult with the Bishop and obtain approval of the Vestry in accordance with the Canons of Canons of TEC and the Diocese.

5.3 Vacancies. In the event the position of rector shall be vacant, the Wardens shall promptly notify and consult with the Bishop of the Diocese in accordance with the requirements of the Canons of TEC and the Diocese and the procedures of the Diocese.

ARTICLE VI

Officers

6.1 Number. The officers shall consist of the Rector as President, two Wardens, a Clerk and a Treasurer all of whom shall be members of the Vestry. The Vestry may from time to time elect or appoint such other officers, including one or more assistant officers, as it may deem necessary or appropriate.

6.2 Election and Tenure. Except for the Rector, the principal officers shall be elected by the Annual Meeting to serve a term of three years each, or until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal, as hereinafter provided. Wardens who have completed a full three term shall not be eligible to a new term until the annual meeting following the completion of such term; however, the Junior Warden shall be eligible for election for a three year term as Senior Warden. The Clerk and Treasurer shall be eligible for reelection.

6.3 Resignations. Any officer, other than the Rector, may resign at any time by giving written notice to the Vestry or to Wardens or the Clerk. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, acceptance shall not be necessary to make it effective.

6.4 Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the Vestry until the next Annual Meeting for the unexpired portion of the term thereof.

6.5 Rector. The Rector shall preside at all meetings of St. Paul's Parish and the Vestry at which he or she is present. The Rector in accordance with the Constitution and Canons of TEC and the Diocese shall have general supervision of the mission and spiritual affairs of St. Paul's Parish and shall have general supervision of all agents and employees of St. Paul's Parish. The Rector shall be an ex-officio member of all committees.

6.6 Wardens. The Senior Warden shall preside at all meetings of St. Paul's Parish and the Vestry in the absence of the Rector. The Junior Ward shall preside at all meetings of St. Paul's Parish and the Vestry in the absence of the Rector and the Senior Warden. The Wardens shall perform such other duties as authorized by the Constitution and Canons of TEC and the Diocese. The Wardens shall be ex-officio member of all committees.

6.7 Clerk. The Clerk shall keep and preserve accurate records of all meetings and shall prepare such records or reports as may be required.

6.8 Treasurer. The Treasurer shall receive and disburse all monies collected in the name of St. Paul's Parish under the direction of the Vestry, shall keep a true record of receipts and disbursements, and shall submit monthly reports of the financial condition of St. Paul's Parish; shall submit the books for audit annually, as directed by the Vestry, shall prepare such reports for submission to TEC and to the Diocese as may be required, and shall present a full statement of these and of the financial condition of St. Paul's Parish at Annual Meetings and at other times required by the Vestry. The Treasurer shall also maintain the records of all trusts and permanent funds belonging to St. Paul's 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.

Article VII

Delegates to Diocesan Convention

St. Paul's Parish shall elect delegates and alternates to Diocesan Convention in accordance with the Canons of the Diocese. The delegates and alternates shall be voting members of St. Paul's Parish. Any vacancy may be filled by election by the Vestry.

ARTICLE VIII

Nominations and Elections

8.1 Nominations. There shall be a Nominating Committee consisting of not less than five (5) voting members of St. Paul's Parish appointed by the Vestry each year at the October meeting. The Nominating Committee shall request nominations from St. Paul's Parish and the Nominating Committee shall develop and submit to St. Paul's Parish a list of individuals for election as members of the Vestry, Officers and delegates and alternates to the Diocesan Convention. The list shall be published at least two (2) weeks prior to an annual meeting. Additional nominations of qualified individuals may be made at the annual meeting.

8.2 Elections. Voting may be voice, except where there are two or more nominees for one office, in which case written ballot shall be used and a plurality vote shall elect. There shall be no group elections except by unanimous consent of those present. No member shall have a vote unless present in person.

ARTICLE IX

Notices

9.1 How Delivered. Whenever under the provisions of the Nonprofit Corporation Act or of the Charter of St. Paul's Parish or of these By-Laws written notice is required to be given to any person or group, such notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person or group at his, her or its address as it appears in the records of St. Paul's Parish, with postage or delivery charges thereon prepaid, and such notice shall be deemed to be delivered at the time when the same shall be deposited in the United States mail or be delivered to the delivery service. Notice also may be given to any member of the Vestry either personally, by telephone, by facsimile transmission, or by electronic transmission to his or her residence, office, voice mail or e-mail address either directly or by leaving a message thereat.

9.2 Waivers of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act or the Charter or St. Paul's Parish or these By-Laws a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends such meeting for the express purpose of objecting to the transaction of any business because of the failure to lawfully call or convene such meeting.

ARTICLE X

Fiscal Year

The fiscal year of St. Paul's Parish shall end on December 31.

ARTICLE XI

Indemnification

St. Paul's Parish shall indemnify to the fullest extent permitted under Rhode Island General Laws Section 7-6-6, as amended from time to time, or any other applicable law related or succeeding thereto, then in effect, every member of the Vestry, officers and members of a committee or of St. Paul's Parish made a party to a proceeding by reason of such person being or having been a member of the Vestry, officer, or member of a committee of St. Paul's Parish against judgments, penalties, fines, settlements and reasonable expenses actually incurred, including those expenses actually incurred prior to the final disposition of such proceeding, subject to limitations, if any, contained in Rhode Island General Laws Section 7-6-6, as amended from time to time, or in any other applicable law relating or succeeding thereto then in effect. St. Paul's Parish may purchase appropriate insurance including coverage for members of the Vestry and officers.

ARTICLE XII

Amendments

These by-laws may be altered, amended or repealed at any regular meeting of the Vestry by a vote of the majority of those serving on the Vestry. The revised bylaws are subject to a vote of two-thirds of those qualified members of the corporation of St. Paul's Parish present at a properly called meeting of the corporation. The revised and approved bylaws are subject to the consent of the Bishop and the Standing Committee of the Diocese of Rhode Island.

Approved by the Vestry on 1/18/11

Communicants in good standing:

All communicants of this Church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing. (Title I Canon 17 Sec. 3)

Regulations respecting the laity:

It is expected that all adult members of this Church, after appropriate instruction, will have made a mature public affirmation of their faith and commitment to the responsibilities of **their Baptism** and will have been confirmed or received by the laying on of hands by a Bishop of this Church or by a Bishop of a Church in communion with this Church. (Title I, Canon 17, Sec. 1 (c))

Note: The basic requirement for membership and voting at Annual meetings. (Title I, Canon 17, sec. 2. sets sixteen as the minimum age for defining eligibility) and Communicant in good standing as the standard for voting.

Baptism is assumed and required, it is expected that persons are Baptized, Confirmed or Received by a Bishop (see Canon 17, sec. 1, (d)).