

**BYLAWS  
OF  
SAINT ANDREW'S EPISCOPAL CHURCH – DENVER**

ARTICLE 1. OFFICES ..... 2

ARTICLE 2. AUTHORITY..... 2

ARTICLE 3. MEMBERS..... 3

ARTICLE 4. OPERATIONS OF THE PARISH ..... 4

ARTICLE 5. BOARD OF DIRECTORS / VESTRY ..... 5

ARTICLE 6. ADMINISTRATION..... 9

ARTICLE 7. RECTOR..... 10

ARTICLE 8. OFFICERS OF THE PARISH ..... 12

ARTICLE 9. POWER TO CONTRACT ..... 15

ARTICLE 10. ENDOWMENT COMMITTEE ..... 15

ARTICLE 11. EMERGENCY BYLAWS..... 18

ARTICLE 12. MISCELLANEOUS ..... 19

# BYLAWS OF SAINT ANDREW'S EPISCOPAL CHURCH – DENVER

This set of bylaws is intended to cover all aspects of corporation governance. Canonically, this parish is subject to the Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Episcopal Diocese of Colorado. Moreover, the applicable civil statutes have been incorporated into the bylaws, so that the directors and members need not look elsewhere. Cross-references to the statutes are included so that an interested person may verify whether a change would comply with law. As a civil matter, the corporation is generally subject to the "*Colorado Corporations and Associations Act*" CRS 7-90-101, *et seq.*, except where provisions of that act are specifically modified by the "*Colorado Revised Nonprofit Corporation Act*," CRS 7-121-101 *et seq.*

## Article 1. OFFICES

**Section. 1 Business Offices.** The principal office of the corporation in the State of Colorado is located at 2015 Glenarm Place, Denver, CO 80205.

**Section. 2 Registered Office.** The registered office of the corporation is as set forth in the Articles of Incorporation, or as otherwise determined by the Vestry.

## Article 2. AUTHORITY

**Section. 1 Accession.** The corporation does hereby expressly accede to all the provisions of the Constitution and Canons of the Episcopal Church of the United States of America (ECUSA) and to the Constitution and Canons of the Episcopal Diocese of Colorado (DOC) (collectively Canons). The corporation shall conform to their Doctrine, Discipline, and Worship. DOC Canon III.14.1

**Section. 2 Local Affairs.** The Parish is to have charge of its own local affairs, but its ability to alienate or encumber property is limited by the Articles of Incorporation, Article II. DOC Canon III.14.2 & 14.4

## Article 3. MEMBERS

**Section. 1 Members.** All communicants in good standing (as defined herein) listed in the Parish Register are members of the Parish.<sup>1</sup> CRS 7-126-201; DOC Canon III.14.3.

- a. All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in ECUSA or in another Christian Church, and whose Baptism has been duly recorded in ECUSA, are members of ECUSA. ECUSA I.17.1(a).
- b. Members sixteen (16) years of age and over are considered adult members. ECUSA I.17.1(b), I.17.2(b).
- c. All members of ECUSA who have received Holy Communion in an ECUSA Church at least three (3) times during the preceding year are to be considered communicants of the ECUSA. ECUSA I.17.2(a).
- d. All communicants of ECUSA 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. ECUSA I.17.3.

**Section. 2 Electors.** All adult communicants in good standing and who are listed in the Parish Register will be electors, entitled to vote. All electors must exercise their single vote in an individual capacity and voting by proxy is not permitted. CRS 7-126-201, 203; - 7-127-201, - 202, -203.

**Section. 3 Parish Meetings.**

- a. Meetings of the Parish are open to all members.
- b. Annual meetings of the members will be held for the purpose of electing directors and conducting such other business as may be necessary. The annual meeting will be held pursuant to notice at such date during the month of January, and at such time, as may be set by the Rector. The meeting will be held on the Parish property, unless good cause requires otherwise. DOC III.16 .4. CRS 7-127-101.
- c. Special meetings of the members may be called by:
  - i. The Ecclesiastical Authority,
  - ii. The Rector, or
  - iii. The Senior Warden;
  - iv. In addition, a special meeting must be called by the Rector or the Senior Warden or the Secretary on the written request of:
    - 1) The lesser of ten per cent. (10%) of the members or thirty (30) electors, or
    - 2) A majority of the Vestry; and

---

<sup>1</sup>These definitions come directly from the Canons. It is better to copy the Canons than to try to restate the meaning thereof. Since these are in the Bylaws, rather than in the Articles, they can be more easily amended when, as, and if the Canons are amended.

- 3) If such a request for a special meeting is made and Rector, Senior Warden and/or Secretary fail or refuse to call the special meeting, then those requesting the meeting are authorized to issue notice and to conduct the special meeting under the regular procedures outlined in these Bylaws. CRS 7-127-102.

**Section. 4 Notice.** Notice of a meeting of the members must be given at all scheduled Sunday services held during the twenty-eight (28) days next preceding the date appointed for the meeting. The burden of proof of improper notice will be on the persons claiming invalidity. The purpose of a meeting must be stated in the notice thereof. CRS 7-127-104.

**Section. 5 Quorum.** A quorum consists of twenty per cent (20%) of the electors. CRS 7-127-205, -207.

**Section. 6 Confidentiality.** The Parish shall maintain a record of its members who are communicants in good standing in a form that permits preparation of a list of the name and mailing address of all members entitled to vote.

- a. Members may request that identifying data be withheld from publication except as necessary to identify them for voting purposes.
- b. Membership identifying information may not be disclosed for commercial purposes.
- c. Without the consent of the Vestry, the membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. CRS 7-136-101.

## **Article 4. OPERATIONS OF THE PARISH**

**Section. 1 Business Methods.** The Parish must observe Title I, Canon 7, Of Business Methods in Church Affairs as found in the national Canons of the ECUSA. ECUSA Canon I.7; DOC Canon III.14.2.

**Section. 2 Budget.** The Treasurer is to provide, on such frequency as the Vestry may require, a budget for the expenditure of the funds of the Parish. Such budget will distinguish between the unrestricted and the restricted funds accounts. Such budget is to be in accordance with such guidelines as the Vestry may provide for the expenditure of funds. The budget is to be effective upon presentation, subject to amendment by the Vestry in its discretion.

**Section. 3 Signature Authority.** All checks must be drawn in conformity with the budget. All checks must be signed by the Senior Warden, Junior Warden, Treasurer, or an Assistant Treasurer. Checks drawn on the restricted funds account and all checks over Five Thousand Dollars require two (2) signatures, one of which must be either the Senior Warden or Junior Warden and one of which must be the Treasurer or Secretary or Assistant Treasurer or Assistant Secretary. ECUSA Canon I.7.1(b).

**Section. 4 Books and Records.** The books and records of account and the minutes of proceedings and the record of members of the Parish are to be available for inspection for

reasonable purposes by any member during regular business hours and upon written request providing at least five (5) business days' notice. CRS 7-136-102(1); DOC Canon III.16 .4.

**Section. 5 Rector's Discretionary Account<sup>2</sup>.** Notwithstanding anything to the contrary about the handling of corporate funds, the Rector is to have control and discretion over the use of the Rector's Discretionary Fund, to be used for charitable purposes as deemed appropriate by the Clergy. Notwithstanding the provisions of Section 4.4, above, the books and records of the Rector's Discretionary Account are private records of the Rector (not of the Parish) and are not open to review by the members. The fund will be established according to the Diocesan Clergy Discretionary Fund Guidelines as they may be amended from time to time.

- a. For purposes of the reporting of federal income tax information, the fund will be set up in one of the following ways:
  - i. As one fund among many within congregational accounts, so that the Treasurer or other appointed lay person is the signatory (Appropriate procedures shall be established to assure confidentiality.), or
  - ii. As a separate fund with the clergy person(s) as signatory. In this instance, the account is set up under the congregation's tax identification number<sup>3</sup>.

**Section. 6 Use of Worship Buildings.** Church buildings, Chapels, or houses of worship belonging to the Parish may be opened at such times as the Rector may deem proper for all purposes authorized or sanctioned by ECUSA or the Ecclesiastical Authority and for no other purposes.

**Section. 7 Personnel.** The Rector, with the advice and consent of the Vestry, is responsible for hiring and dismissing paid and/or volunteer staff. The Rector is responsible for supervision of the staff and is accountable to the Vestry for the performance of the staff.

## **Article 5. BOARD OF DIRECTORS / VESTRY**

**Section. 1 General Powers.** The business and affairs of the Parish will be managed by a board of directors known as the Vestry which is to exercise all of the powers of the Parish concerning its corporate property and relations to the Parish and to the Clergy, subject to the provisions of these Bylaws. The terms "Director" and "Vestry Member" are equivalent and are used interchangeably in these Bylaws. CRS 7-128-101. ECUSA Canon III.14 .2.

**Section. 2 Number, Election, and Qualifications of Directors.**

- a. The number of Vestry members is to be fixed from time to time by resolution of the Vestry but not less than three (3) nor more than fifteen (15) in addition to those serving

---

<sup>2</sup>There are no Canons or laws dealing with the Rector's Discretionary account, except the federal and state income tax laws. This section tracks guidelines established by the Diocese.

<sup>3</sup>Accounts set up under the individual's social security number are viewed by the IRS as income and must be declared as such; moreover, gifts to such an account are not tax deductible to donors. Discretionary accounts are subject to audit by the IRS.

*ex-officiis*. The Rector, Senior Warden, and Junior Warden will be members *ex-officiis* of the Vestry with seat and vote in the deliberations thereof. DOC Canon III.14.3.

- b. Those Vestry members elected from among the Parish members are in addition to the *ex-officiis* members<sup>4</sup> already listed and are referred to in these Bylaws as the “Elected Vestry members.” DOC Canon III.14.3. Elected Vestry members are elected for three (3) year terms, unless specifically elected to fill an unexpired term or elected to fill a vacancy for a lesser initial term created by the enlargement of the Vestry. ECUSA Canon 1.14.1. DOC Canon III.14.3. Each elected Vestry member will hold office for the term for which such Vestry member was elected and until a successor is elected and qualified. CRS 7-128-101, et seq.
- c. Elected Vestry members are to be elected from the class of members who are:
  - i. Electors of *at least* eighteen (18) years of age<sup>5</sup>,
  - ii. Canonically resident of the Parish for at least six (6) months, and
  - iii. Have not within the year prior to election served as a Warden.
- d. No person is eligible for re-election as an elected Vestry member until after the expiration of one (1) year from the date of termination of such Vestry member’s previous service, except that persons who were elected for one (1) and two (2) year terms after an expansion of the Vestry or persons who were elected by the Parish to fill an unexpired vestry term of two (2) years or less are automatically eligible. Service by a person appointed by the Vestry to serve temporarily until the next Annual Meeting of the Parish is not to be counted for the purposes of the foregoing sentence. CRS 7-12 8-102, CRS 7-128-102, DOC Canon III.14.3.

### **Section. 3 Vestry Meetings.**

- a. Regular meetings of the Vestry may be held without notice at such time and place within or without this state and the United States of America as may be determined by resolution of the Vestry. CRS 7-128-201.
- b. Special meetings of the Vestry may be called by the Rector on notice of at least three (3) days (written or oral) to each Vestry member, and must be called by the Rector or Secretary in like manner and on like notice on the written request of any two Vestry members; and, if the said officers fail or refuse, then the said Vestry members may call the meeting on like notice. The date, time, place, and purpose of a special meeting of the Vestry must be stated in the notice thereof.
- c. Any regular meeting of the Vestry may be postponed by the Executive Committee; any special meeting of the Vestry may be postponed by the person(s) calling it, provided that notice of such postponement (stating the date, time, and place to which it is postponed) must be delivered personally or by e-mail to the Vestry members at least one (1) day prior to the postponed meeting or mailed at least four (4) days prior to the postponed meeting.

---

<sup>4</sup> *Ex-officio* does not mean non-voting. According to Roberts, an *ex-officio* member is voting unless otherwise specifically stated. As noted, the *ex-officiis* members of this Vestry have both voice and vote.

<sup>5</sup> State law requires members of the board to at least 18 years of age or older.

**Section. 4 Quorum.**

- a. A majority of the number of Vestry members fixed by resolution pursuant to paragraph 5.2.a. (or a majority of the incumbent directors, if greater) constitutes a quorum at all meetings of the Vestry. CRS 7-128-205 (1), (2).
- b. The act of a majority of the Vestry members present at a meeting at which a quorum is present will be the act of the Vestry. An abstention is to be counted as a negative vote. CRS 7-128-205(3).
- c. In the absence of a quorum at any such meeting, a majority of the Vestry members present may adjourn the meeting without further notice until a quorum be present.

**Section. 5 Removal of Directors.**

- a. No decrease in the number of Vestry members is to have the effect of shortening the term of any incumbent Vestry member. CRS 7-128-105(3).
- b. The members may remove an Elected Director in accordance with the provisions of the Colorado Revised Statutes. CRS 7-128-108.

**Section. 6 Resignation.**

- a. Any Vestry member may resign at any time by giving written notice to the Rector, Senior Warden, or Clerk. The resignation of any Vestry member is to take effect upon receipt of notice thereof or at such later time as may be specified in such notice. Unless the written notice otherwise specifies, no acceptance of such resignation is necessary to make it effective.
- b. A Vestry member who:
  - i. Fails to maintain the qualifications necessary for the office,
  - ii. Is declared incompetent or has otherwise been placed under the protection of a guardian,
  - iii. Is declared bankrupt under the Bankruptcy Code, 11 USC *et seq.*,
  - iv. Is incapacitated by illness or other infirmity, or is otherwise unable to perform the duties of the office for a period of six months or longer, or
  - v. Fails to attend three (3) consecutive meetings or a total of five (5) meetings within a nine (9) month period without obtaining a prior written excuse from the Executive Committee,

may be deemed to have resigned and consequently may be removed upon the affirmative vote of the Vestry members confirming the violation of the said specified obligations of the Vestry members. CRS 7-128-107.

**Section. 7 Vacancies.** CRS 7-128-110.

- a. Any vacancy occurring in the Vestry may be filled by the affirmative vote of a majority of the remaining Vestry members though less than a quorum of the Vestry. When one or more Vestry members resign from the Vestry effective at a future date, a majority of the Vestry members then in office, including those who have so resigned, may fill such vacancy or vacancies, the vote thereof to take effect when such resignation or resignations shall become effective. A Vestry member elected to fill a vacancy is

elected until the next annual meeting of the members and until his/her successor be elected and qualify.

- b. A person elected by the members to fill a vacancy occurring other than by an increase in the number of Vestry members is elected for the unexpired term of the resigned predecessor in office. For elections to fill vacancies occurring because of an increase in the number of Vestry members, the terms will be staggered as necessary to provide as nearly as possible for an even number of directors to be elected each year.

**Section. 8 Compensation of Vestry Members.** Vestry members are not entitled to any compensation. Nothing herein contained may be construed to preclude any Vestry member from serving the Parish in any other capacity and receiving compensation therefor.

**Section. 9 Committees.** CRS 7-128-206. The Vestry may establish committees as set forth herein:

- a. The Executive Committee shall consist of the Rector and the two Wardens, and also shall include the Clerk of the Vestry and the Treasurer (if those holding the two positions also are members of the Vestry). The Executive Committee shall have the authority to act for the Vestry between meetings of the Vestry; provided, however, that such committee may not act to the exclusion of the Vestry whether in session or not.
- b. The Vestry annually shall establish a Nominating Committee composed of no fewer than two (2) retiring Elected Vestry members and any retiring Wardens. The committee shall be established not later than October of each year. The committee shall nominate one or more persons for the position of Junior Warden and one or more persons for each vacancy occurring in the Vestry. The committee must nominate the nominee(s) proposed by the Rector for the office of Senior Warden; should the Rector not nominate a Senior Warden, however, then the committee will nominate one or more persons to that office. Should the committee receive in writing from an adult member of the Parish, at least three days prior to the meeting, a proposed nomination of any qualified person for any office or vacancy, then the committee shall place that person's name in nomination.
- c. As determined by the Vestry, other *ad hoc* or standing committees may be established, and shall be comprised of two (2) or more persons (who may or may not be Vestry members), which committees, to the extent provided in the enabling resolution, will have and may exercise all of authority of the Vestry to the extent necessary to compile such reports as may be required of them; for such committees, the Vestry may delegate authority to a member of the Vestry to appoint members.
- d. No committee shall have authority:
  - i. To remove members or to fill vacancies on the Vestry or any committee thereof;
  - ii. To amend the Articles of Incorporation or Bylaws;
  - iii. To remove or elect any officer or Vestry member;
  - iv. To approve any action requiring the approval of the Ecclesiastical Authority; or
  - v. To amend, alter, or repeal any resolution of the Vestry which by its terms is not subject to amendment, alteration, or repeal by the committee.



- e. Each individual Vestry and non-vestry member of committees, as well as all other Vestry members (not members of the specific committees appointed under this authority) have an obligation and responsibility to act in good faith and in such a manner as such individual reasonably believes to be in the best interests of the Parish and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- f. Any member of a standing committee is to remain as such until the next annual meeting of the Vestry and until a successor as a member of the committee is designated and qualified, unless the enabling resolution by which the member was designated established a greater or lesser term. Any member of an ad hoc committee is to remain as such until the report of the committee is accepted, and the committee is discharged, or until such member is removed and replaced by act of the Vestry. A member of a committee not reelected to the Vestry at the annual meeting of the Vestry is nevertheless to remain on the committee until the term of such member expires as above.
- g. In the event that a vacancy occurs on any committee, such vacancy must be filled by the Vestry unless an alternate has been previously named, or unless authority to appoint has been delegated to the committee. The Chair may, if there is no alternate and no delegation of authority, designate a Vestry member to serve on the committee pending action of the Vestry.

**Section. 10 Presumption of Assent.** A Vestry member who is present at a meeting of the Vestry or a committee thereof at which action on any matter is taken conclusively is presumed to have assented to the action taken unless:

- a. The Vestry member objects at the beginning of such meeting to the holding of the meeting or to transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting,
- b. The Vestry member contemporaneously requests that such member's dissent or abstention be entered in the minutes of the meeting, or
- c. The Vestry Member gives written notice of dissent or abstention to the presiding officer of the meeting before the adjournment thereof or to the secretary immediately after the adjournment of the meeting.
- d. Such right to dissent shall not apply to a Vestry member who voted in favor of such action. CRS 7-128-205(5), (6).

## **Article 6. ADMINISTRATION**

**Section. 1 Notices.** CRS 7-127-104, 7-128-203:

- a. Whenever under the provisions of a statute or these Bylaws legal notice is required to be given to any person, it may be given personally or by mail, e-mail, telefax, or telephone; or it may be given in the manner prescribed in Section 3.4. Any legal notice sent by mail is proper if sent to the address of such person, as noted on the records

of the Parish and if it is sent first-class, postage prepaid. Any notice sent by telefax is proper if sent to the telephone number of the recipient's facsimile receiver as noted on the records of the Parish. Any notice sent by e-mail is proper if sent to the e-mail address of the recipient as noted on the records of the Parish. Written certification of any notice given by telephone must be provided by the person giving such notice, and such certification must be included in the Minutes. (In addition, for clarity, mailings that are not intended to constitute legal notice to members – such as newsletters - need not be sent first class postage prepaid).

- b. Any notice sent by mail is effective on the day that it is deposited in the United States mail. Any notice sent by telefax is effective on the day it is telefaxed to the recipient (if the proper telefax number of recipients is provided). Any notice sent by e-mail is effective on the day it is delivered to the recipient's e-mail box (if the proper e-mail address of recipient is provided). Notwithstanding the foregoing, any notice where actual receipt is established conclusively to have occurred prior to the foregoing presumed notice, effective dates will be effective on the date of actual receipt. Any notice given by telephone is effective on the day that it is given or dictated to a recorder/telephone answering device.
- c. If three (3) successive letters mailed to any person at his/her last known address are returned as undeliverable, no further notices to such person will be necessary until another address for such person is made known to the Parish.

**Section. 2 Waiver of Notice.** Whenever any notice is required to be given under the provisions of a statute, the Articles of Incorporation, or these Bylaws, such notice may be waived by a written waiver executed before, at, or after the time stated therein; notice will be deemed to be waived by the appearance of such person or persons at the time stated therein, unless such appearance is only and expressly for the purpose of objecting to such notice, and such objection is clearly made at the beginning of the meeting or as soon as an improper matter is placed on the floor. CRS 7-127-105, 7-128-204.

**Section. 3 Action Without a Meeting.** Any action required to be taken, or which may be taken, at a meeting of the Parish may be taken by written ballot (including e-mail ballot) in accordance with the statute. CRS 7-127-109, 7-128-202.

**Section. 4 Participation by Electronic Means.** Anyone entitled to vote at a meeting may participate therein by means of conference, telephone, or similar communications equipment by which all persons participating in the meeting hear each other at the same time. Such participation will constitute presence in person at the meeting. CRS 7-127-108, 7-128-201.

## **Article 7. RECTOR**

**Section. 1 Spiritual Jurisdiction.** The authority of and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish are vested in the Rector, subject to the Rubrics of the Book of Common Prayer as most recently adopted by the General Convention

of the Episcopal Church, the Constitution, the Canons of this Church, and the pastoral direction of the Bishop/Ecclesiastical Authority. ECUSA Canon III.9.6(a)(1).

**Section. 2 Other Clergy.**

- a. All assistant Clergy by whatever title they may be designated, will be selected by the Rector, subject to the approval of the Vestry as to the financial arrangements. Such assistant will serve under the authority and direction of the Rector.
- b. Before the selection of an assistant the name of the Priest proposed for selection must be made known to the Bishop at a time, not exceeding sixty days, given for the Bishop to communicate with the Rector and the Vestry on the proposed selection. Upon resignation by the Rector, death of the Rector, or in the event of the dissolution of a pastoral relationship between the Rector and the Vestry, an assistant may continue in the service of the Parish if requested to do so by unanimous consent of the Vestry under such conditions as the Bishop and Vestry may determine. An assistant may continue to serve at the request of a new Rector. Assistants may have a letter of agreement with the Rector and the Vestry setting forth mutual responsibilities and containing a clearly articulated dissolution clause, subject to the Bishop's approval. ECUSA Canon III.9.3(c).
- c. Any assistant Member of the Clergy will possess the powers and perform the duties lawfully delegated to the assistant Clergy Member by the Rector. An assistant priest will, in addition to the foregoing, generally perform the spiritual duties of the Rector in the event of the absence or incapacity of the Rector; should there be more than one assistant priest, the senior in authority as designated by the Rector (or, upon failure to do so, by the Vestry) is to act.

**Section. 3 Control of Buildings.** For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector is, at all times, to be entitled to the use and control of the Church and Parish buildings with the appurtenances and furniture thereof. ECUSA Canon III 9.6(a)(2).

**Section. 4 Use of Buildings by Non-Members.** The Rector, with the approval of the Vestry, will have the right to grant the use of the buildings and real property to individuals and groups from outside the Parish. Neither the Rector nor the Vestry will permit the use of buildings to groups from outside the Parish without prior clarification of potential tax liabilities. Rental contracts must be reviewed by the Chancellor or the Chancellor's designee and approval as to form must be evidenced on the document.

**Section. 5 Of the Music.** The Rector shall ensure that music is used as an offering to the glory of God and as a help to the people in their worship in accordance with the Book of Common Prayer and as authorized by the rubrics or by the General Convention of this Church. The Rector shall have final authority in the administration of matters pertaining to music. In fulfilling this responsibility, the Rector will seek assistance from persons skilled in music. ECUSA Canon II.5.

**Section. 6 Of the Parish Register.** The Rector is the person responsible for recording in the Parish Register all such information as is required by the applicable Canons. ECUSA Canon III. 9.6(c).

**Section. 7 Of Annual Reports.** The Rector has the joint responsibility with the Vestry for producing the Annual Report required by the Canons. ECUSA Canon I.6.1.

## **Article 8. OFFICERS OF THE PARISH**

**Section. 1 Officers – Election, Tenure, Duties and Powers.** This Corporation's president shall be the Rector. The other officers of this corporation shall be the Senior Warden, the Junior Warden, the Clerk of the Vestry (who shall be the Corporation's secretary) and the Treasurer. The selection, tenure, duties and powers of each officer are set forth in this Article 8. CRS 7-128-301.

### **a. Rector.**

- i. The Canons govern the selection and election of a new Rector, as well as the temporary filling of the vacancy. ECUSA Canon III.9.3(a); DOC III.14.9. The Canons also govern the resignation by or removal of a Rector. ECUSA Canon III.9.15; DOC Canon III.9.3.
- ii. No person serving as an assistant to a Rector at the time a vacancy occurs or as Vicar or *Locum Tenens* during the interim between Rectors may be selected as Rector except by unanimous consent of the Search committee and unanimous consent of the Vestry and unanimous consent of the members.
- iii. The Rector is an Executive Officer of this Parish, and shall:
  - 1) Preside at all meetings of the Parish and Vestry;
  - 2) Have general charge of the business, affairs, and property of the Parish as well as the general and active management of the Parish;
  - 3) Have control over its officers, agents, and employees;
  - 4) Have responsibility for ensuring that all orders and resolutions of the Vestry are carried into effect; and
  - 5) The Rector may delegate any responsibilities to other officers or Vestry members as necessary, including naming someone else to preside at vestry meetings. ECUSA Canon I.14.3; DOC Canon III.14.3.

### **b. Senior Warden.**

- i. The Senior Warden<sup>6</sup> is elected annually by the electors at the Annual Parish Meeting for a one-year term. A person may hold the office of Senior Warden for no more than three (3) consecutive one (1) year terms.<sup>7</sup> The Senior Warden shall be over the age of eighteen (18) years and Canonically resident in the Parish for at least one (1) year prior to the election. The Senior Warden is an Executive Officer of this Parish.

---

<sup>6</sup> The Canons speak of "*Two Wardens*" – by tradition and by the practice of this Parish, the duties of the Senior Warden are outlined here.

<sup>7</sup> Not a canonical requirement.

ii. The Senior Warden is *ex-officio* a member of the Vestry and shall:

- 1) In the absence of the Rector, preside at all meetings of the Parish and the Vestry;
- 2) Perform such tasks as may be delegated to the Senior Warden by the Vestry or the Rector;
- 3) Delegate, as necessary, any duties and responsibilities to another officer or Vestry member subject to the objection of the Vestry or the Rector. DOC Canon III.14.3

**c. Junior Warden.**

i. The Junior Warden<sup>8</sup> is elected annually by the electors at the Annual Parish Meeting for a one-year term. A person may hold office as a Junior Warden for no more than three (3) consecutive one (1) year terms<sup>9</sup>. The Junior Warden is an Executive Officer of this Parish.

ii. The Junior Warden shall be over the age of eighteen (18) years of age and Canonically resident in the Parish for at least one (1) year prior to the election.

iii. The Junior Warden is *ex-officio* a member of the Vestry and shall:

- 1) Perform such tasks as may be delegated to them by the Vestry or the Rector;
- 2) Delegate, as necessary, any duties and responsibilities to another officer or Vestry member, subject to the objection of the Vestry, the Rector, or the Senior Warden;
- 3) In the absence of the Rector and Senior Warden, preside at meetings of the Parish and the Vestry. DOC Canon III.14.3

**d. Treasurer.**

i. Annually the Vestry shall elect a Treasurer, who is an Officer of this Parish.

ii. The Treasurer shall:

- 1) Unless specifically waived by the Vestry, give a fiduciary bond for the faithful discharge of the Treasurer's duties if, and in such sum, and with sureties as the Vestry may require. The Parish will pay the cost of the bond.
- 2) Have charge and custody of and be responsible for all funds and securities of the Parish and must deposit all such funds in the name of the Parish in such banks or other depositories as may be selected by the Vestry.
- 3) Collect, receive, and give receipts for all moneys or securities belonging to the Parish.
- 4) Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Vestry or by the Rector.

---

<sup>8</sup> The Canons speak of "*Two Wardens*" – by tradition and by the practice of this Parish, the duties of the Junior Warden are outlined here.

<sup>9</sup> Not a canonical requirement.

- 5) Prepare the budget as called for in Section IV.2.
- 6) Keep an accurate book of accounts and make such reports as may be required by the Vestry or the Ecclesiastical Authority.

**e. Clerk of the Vestry.**

i. Annually the Vestry shall elect a Clerk of the Vestry, who is an Officer of this Parish.

ii. The Clerk of the Vestry shall:

- 1) Give notice of all meetings of the Parish, attend all such meetings, and keep record of their proceedings;
- 2) Keep the minutes of the proceedings of all meetings in one or more books provided for that purpose;
- 3) Keep a register of the mailing addresses, telephone numbers, and other appropriate contact information of each Vestry member which have been furnished to the Clerk of the Vestry by such person, and is custodian of all corporate records of the Parish;
- 4) Perform all duties incident to the office of the Clerk of the Vestry and such other duties as from time to time may be assigned to the Clerk of the Vestry by the Vestry or by the Rector.

**f. Multiple Offices – Permissible and Forbidden.** Any two or more offices may be held by the same person, except that the Rector shall not also hold the office of either Treasurer or Clerk of the Vestry; these Offices must always be held by individuals other than the Rector. No person holding more than one office may sign, in more than one capacity, any instrument required to be signed by two officers.

**g. Minimum Requirements to Hold an Office.** The officers elected by the Vestry must be electors over the age of eighteen (18) years. They need not be members of the Vestry.

**h. Other Officers or Agents.** Such other agents or officers as may be necessary for the business of the Parish may be elected or appointed by the Vestry.

**i. Serve a Complete Term.** Each elected or appointed officer will continue in office until a successor be elected or appointed and qualify, or until resignation, removal, death, or other disqualification.

**j. No Contract Rights.** The election of an individual to an office does not, in and of itself, create any contract rights.

**Section. 2 Resignation, Removal, and Vacancies.**

**a.** Any officer may resign at any time by giving written notice thereof to the Vestry or to the Chair. Such resignation will take effect on the date specified therein, and no acceptance of the resignation is necessary to render it effective.

**b.** Any officer elected or appointed may be removed from office by the persons authorized to elect or appoint such officer when in their judgment the removal will serve the best interests of the Parish. Removal is to be without prejudice to any

contract rights of the individual so removed. CRS 7-128-303. An officer elected to fill a vacancy will hold office for the unexpired term of the resigned predecessor in office.

**Section. 3 Salaries.** Officers of the Parish may be paid such salaries, emoluments, compensation, or reimbursement as may be fixed or allowed by the Vestry.

## **Article 9. POWER TO CONTRACT**

**Section. 1 Loans.** It shall require an authorizing resolution of the Vestry for any loans to be contracted on behalf of the Parish and any evidence of indebtedness to be issued in its name; any such purported loans or indebtedness contracted without such an authorizing resolution of the Vestry is hereby declared null and void. A Vestry resolution authorizing such actions may be general or may be confined to specific instances. This provision is in addition to indebtedness limitations of the Canons, which require written consent of the Ecclesiastical Authority and the Diocesan Standing Committee to encumber real property of the Parish. DOC Canon III.14.4

**Section. 2 Contract.** Except for matters in the ordinary course of day-to-day business, no obligation on behalf of the Parish and no evidence of such obligation is to be issued in its name unless authorized by resolution of the Vestry. Such authority may be general or confined to specific instances.

**Section. 3 Execution of Instruments.** Subject to the foregoing limitations, any Executive Officer (Rector, Senior Warden, Junior Warden) has the power to execute on behalf and in the name of the Parish any deed, contract, bond, debenture, note, or other obligation or evidence of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Parish, except where the signing and execution thereof be expressly delegated by the Vestry to some other officer or agent of the Parish. Unless so authorized, no officer, agent, or employee may have any power or authority to bind the Parish in any way, to pledge its credit, or to render the Parish liable pecuniarily for any purpose or any amount.

**Section. 4 Checks and Endorsements.** All checks and drafts upon the funds or the credit of the Parish in any of its depositories must be signed by such of its officers or agents as specified in Section 4.3, which may provide for the use of facsimile signature under specified conditions; and all notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Parish will, for the purpose of deposit, discount, or collection, be indorsed by such officers or agents of the Parish or in such manner as from time to time may be determined by resolution of the Vestry.

## **Article 10. ENDOWMENT COMMITTEE**

**Section. 1 Authority.** The SAINT ANDREW'S EPISCOPAL CHURCH ENDOWMENT TRUST FUND will be managed by the Endowment Committee, which is to exercise all of the powers of the trustees over the Endowment Trust Fund, subject to the provisions of these

Bylaws. The Committee will also be charged with the responsibility for raising funds for contribution to the Endowment Trust Fund within the parish.

**Section. 2 Definition of 'Income'.** Under Article 7.8 of the Articles of Incorporation, "Income" is defined as a percentage of the assets in the Endowment Trust Fund as set by the Vestry. 'Principal' is defined as the remaining assets in the Trust Fund. Income is defined generally herein as 5 percent of the principal as of December 31 of the prior year. The Vestry is authorized to change the percentage in any given year. To be valid, any change for one year under this provision must receive at least a 2/3 concurrence of all Vestry members serving at the time the change in percentage is adopted.

**Section. 3 Number and Terms of Trustees.** The number of trustees on the Endowment Committee shall be fixed from time to time by resolution of the Vestry but not less than three (3). Each trustee will hold office for the term for which the trustee was appointed and until the trustee's successor is appointed and qualified. Trustees are appointed for a term of three (3) years, unless specifically appointed to fill an unexpired term or appointed to fill a vacancy for a lesser initial term created by the enlargement of the Endowment Committee. The Vestry may reappoint each trustee to a second term immediately following the trustee's initial three-year term, but any further appointment of the trustee is subject to the one-year limitation found in Section 4.d. below. The terms shall be staggered.

**Section. 4 Appointment.** Trustees are appointed by the Vestry from the class of members of the corporation who:

- a. Are electors of at least the age of eighteen (18) years;
- b. Canonically resident of the Parish for at least twelve (12) months and are not Vestry members; and
- c. Have not previously served more than eight years as a trustee (except for persons who were appointed for one (1) and two (2) year terms at an enlargement of the Committee or for persons who were appointed to fill an unexpired term of two (2) years or less).
- d. No person is eligible for re-appointment as a trustee until after the expiration of one (1) year from the date of termination of the trustee's previous two successive terms of service.

**Section. 5 Fiduciary Bonds.** Trustees may be bonded in an amount determined by the Vestry, and the cost of said fiduciary bond shall be paid by the Parish.

**Section. 6 Rules of Order.** Calling of meetings of the Committee and other rules of order will be pursuant to such rules as may be adopted by the Committee. In the absence thereof, the provisions relating to the Vestry in these bylaws are to govern *mutatis mutandis*.

**Section. 7 Removal, Resignation, and Replacement.**

- a. No decrease in the number of trustees is to have the effect of shortening the term of any incumbent member.
- b. The Vestry must declare vacant the office of a trustee should such trustee cease at any time to have the qualifications required by the Articles of Incorporation or Bylaws.



- c. The Vestry may remove any trustee with or without cause by unanimous vote of the Vestry.
- d. The Vestry may, by a simple majority vote, declare vacant the office of a trustee should such trustee:
  - i. Be declared incompetent or have otherwise been placed under the protection of a guardian;
  - ii. Remain declared bankrupt under the Bankruptcy Code, 11 USC, et seq.;
  - iii. Become incapacitated by illness or other infirmity, or otherwise become unable to perform the duties of a trustee, for a period of six months or longer; or
  - iv. Fail to attend three (3) consecutive meetings or a total of five (5) meetings within a twelve (12) month period without obtaining a prior written excusal from the Chair of the Endowment Committee.
- e. Any trustee may resign at any time by giving written notice to the Chair or the Secretary or the Committee Chair. The resignation of any trustee is to take effect upon receipt of the notice or at such later time as may be specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation is not to be necessary to make it effective.
- f. Any vacancy occurring in the Committee may be filled by the affirmative vote of a majority of the Vestry. A trustee appointed to fill a vacancy is appointed for the unexpired term of his/her predecessor in office. Should all of the seats on the Committee be vacant simultaneously, the Vestry is to act as the Committee until new members be appointed. The Vestry must fill a vacancy within ninety (90) days of the position's becoming vacant.

## **Section. 8 Operations.**

- a. The Committee must meet and prepare an annual report to present to the Parish at the annual meeting.
- b. All transactions require the signature of two trustees. ECUSA Canon I.7.1(1).
- c. Official actions of the Committee shall be documented in minutes to be provided to the Clerk of the Vestry for inclusion in the Vestry minutes.
- d. The provisions of section 4.1 govern this Committee.
- e. The Colorado Uniform Principal and Income Act, CRS 15-1-401, et seq. is incorporated herein by reference, as a guide to the Committee, which has discretion to vary from the requirements of those statutes in the interest of simplicity; the Committee is specifically authorized in its discretion to retain unproductive property, with the approval of two-thirds (2/3) the Vestry.
- f. The Colorado Uniform Fiduciaries' Powers Act, CRS 15-1-801, et seq., the Colorado Prudent Investor Act, CRS 15-1.1-101, et seq., and the Colorado restrictions on exercise of certain fiduciary powers, CRS 15-1-1401, et seq., are incorporated herein by reference; provided that the trustees may undertake anything, whether or not permitted under the said acts, if the specific undertaking is approved by two-thirds (2/3) of the Vestry.
- g. A trustee is not liable or responsible in any manner by reason of any loss, injury, or destruction that may happen to or be done to the property in the trust or any part of

such property by or through the action or neglect of the trustee, absent a breach of fiduciary trust; nor shall a trustee be answerable, liable, or responsible for any act or thing whatsoever except the trustee's own willful fault or gross negligence and then only to the extent that such fault or negligence arises out of or constitutes a breach of fiduciary trust. Should a trustee act upon the written advice of competent attorneys, then such trustee is relieved from all liability except liability for willful fault.

- h. No trustee or successor trustee is to be under any duty to examine the accounts, records, or acts of any previous fiduciary or of any other fiduciary; and no trustee is to be liable for failure to seek redress for any act or omission to act on the part of any previous fiduciary.

**Section. 9 Distributions and Usage.**

- a. Distributions of principal may be made to the Parish only pursuant to the provisions of Article 7 of the Articles of Incorporation.
- b. Distributions of income are to be made as provided in the Articles of Incorporation. The income distributed to the Parish may only be used as provided in the Articles of Incorporation.

## **Article 11. EMERGENCY BYLAWS**

**Section. 1 Operative Event.** These emergency Bylaws are to be operative if a quorum of Vestry members cannot readily be obtained because of some catastrophic event. These emergency Bylaws supersede any different provisions elsewhere in the Colorado Nonprofit Corporations Act, the Articles of Incorporation, or Bylaws. CRS 7-122-107(4)

**Section. 2 Emergency Meetings.**

- a. A meeting of the Vestry may be called by any officer or Vestry member upon such notice as may be reasonable under the circumstances, which notice need only be given to such Vestry members and officers as it may be feasible to reach at the time and by such means as may be feasible at the time.
- b. The Vestry members and officers in attendance at the meeting are to constitute a quorum, provided that at least three persons are present.
- c. To the extent required to constitute a quorum at any meeting of the Vestry, the officers of the Parish who are present are in order of rank, and within the same rank in the order of seniority, to be deemed directors for that meeting.

**Section. 3 Emergency Powers.** The Vestry may provide and, from time to time, modify lines of succession in the event that any or all of the officers or agents of the Parish are for any reason rendered incapable of discharging their duties.

## **Article 12. MISCELLANEOUS**

**Section. 1 Fiscal Year.** The fiscal year of the Parish will be such year as may be adopted by resolution of the Vestry.

**Section. 2 Amendments.**

- a. As provided in CRS 7-130-201(1), the Vestry may propose to alter, amend, or repeal the bylaws in force from time to time and propose to adopt new bylaws, provided that notice of such proposed amendments be posted in the Parish Hall within a reasonable time prior to the Vestry meeting at which the issue will be considered; further provided that the proposed amendment as adopted must be posted in the Parish Hall promptly after adoption. Amendments to the specific language which fall within the general tenor of the actual notice may also be considered.
- b. As provided in CRS 7-130-201(2) the electors may by a vote of two-thirds of electors present at a Parish meeting called for that purpose adopt the Vestry's proposed bylaws consistent with the Canons and with the bylaws, which bylaws may not be altered or repealed except by electors. Notice of the proposed language of an amendment to the bylaws must be submitted not less than sixty (60) days in advance of the parish meeting at which such amendment is to be considered; amendments to the specific language which fall within the general tenor of the actual notice may also be considered.

**Section. 3 Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order - Newly Revised will govern in all cases to which they are applicable and in which they are not inconsistent with statute, the Articles of Incorporation, the Canons, these Bylaws; or any special rules of order that may be adopted.

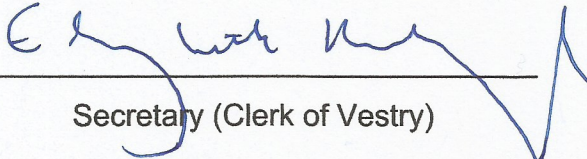
**Section. 4 Conflict Resolution.** Any conflict between any officer and the Vestry or any employee and the Parish or any member and any other member concerning the Parish which cannot be resolved amicably shall be submitted to mediation, with the submission being to a person appointed by the person indicated as follows:

- a. If the issue involves neither the Rector nor legal issues, the appointment of the mediator will be by the Rector;
- b. If the issue involves the Rector but does not involve a legal issue, appointment will be by the Bishop;
- c. If the issue involves a legal interpretation or issue, appointment will be by the Chancellor of the Diocese.
- d. After appointment, if the mediator determines the issue requires it, the mediator may refer the matter to someone with less affiliation to the issue. The rules of mediation, to the extent that formal rules are required, will be adopted by the mediator.

**CERTIFICATE**

The undersigned hereby certifies that (s)he is the duly elected qualified, acting, and hereunto authorized Secretary of the aforesaid Parish, and that the foregoing and annexed Bylaws constitute a true and complete copy of the Bylaws of said Parish, as adopted by resolution of the Vestry on December 8, 2020, and presently in full force and effect.

IN WITNESS WHEREOF the undersigned has signed this Certificate, on this 7<sup>th</sup> day of July, 2021.

  
\_\_\_\_\_  
Secretary (Clerk of Vestry)