

BY-LAWS OF CHRIST CHURCH, WHITEFISH BAY
(as amended 25 January 2017)

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**ARTICLE I
Location**

The location of Christ Church's office shall be 5655 North Lake Drive, Whitefish Bay, Wisconsin, 53217, or such other location as may be determined by the Vestry.

**ARTICLE II
Membership**

Section I. Definition of a Member

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 this Church or in another Christian Church, and whose Baptisms have been duly recorded at Christ Church, are members thereof.

Section 2. Qualified Voters of the Parish

The Qualified Voters of the Parish shall be those Members who are sixteen years of age or older and are communicants in good standing in the Parish, i.e. those who have been faithful in the past year in corporate worship and in working, praying and giving for the spread of the Kingdom of God.

Section 3. Voting Rights

Each Qualified Voter shall be entitled to one vote on each matter submitted to a vote of Qualified Voters.

Section 4. List of Qualified Voters

A list of all Qualified Voters shall be kept by the Clerk, under the direction of the Rector, or if there is no Rector, of the Senior Warden. The list shall be closed against further entries at least two weeks before any election. This list will be kept on file in the Church office and shall be subject to inspection by any Member at any time during usual business hours for a period of ten days prior to each annual or special Parish Meeting.

Section 5. Questions

Questions regarding Qualified Voters shall be decided by the Vestry in consultation with the Rector.

**ARTICLE III
Parish Meetings**

Section 1. Annual Parish Meeting

Upon proper notice, the annual meeting of the Parish shall be held at the Church property at 5655 North Lake Drive, Whitefish Bay, Wisconsin, on a Sunday in January or February as determined by the Vestry.

Section 2. Special Parish Meetings

Upon proper notice, special meetings of the Parish may be called at any time by resolution of the Vestry or upon written request of not fewer than thirty Qualified Voters of the Parish. Any such resolution or request shall state the business to be conducted at the meeting, and no matter of business may validly be considered at such meeting if it is not stated in such request or resolution.

Section 3. Notice of Parish Meetings

Notice of the annual Parish meeting shall be published in the Church bulletin on the two Sundays preceding the date of said meeting and shall be announced at each regular service on said Sundays.

Notice of special Parish meetings shall be published in the Church bulletin on the two Sundays preceding the date of said meeting and shall be announced at each regular service on said Sundays. The published notice shall specify the business to be considered at such special Parish meeting and by whose resolution or request the meeting is called.

Section 4. Quorum

A quorum for any Parish meeting shall consist of at least fifty Qualified Voters of the Parish; provided that any Parish meeting may be adjourned from time to time by a majority of those in attendance, although a quorum is not present.

Section 5. Voting Eligibility

Each Qualified Voter shall be eligible to submit one ballot for the election of officers either before or during the Annual Meeting, in the form and manner as may be prescribed by resolution of the Vestry.

Section 6. Conduct of Parish Meetings

The Rector, or in the Rector's absence the Senior or Junior Warden, shall preside at all meetings of the Parish. The clerk of the Vestry shall act as secretary of the meetings, and in the clerk's absence or incapacity, the presiding officer shall designate who shall act as secretary.

The business to be conducted at the annual Parish meeting shall include election of Parish officers and members of the Vestry, presentation of annual reports, consideration of the proposed budget for the ensuing fiscal year, and such other matters as may be determined by the Rector and the Vestry.

At each annual meeting, a proposed budget for the next ensuing fiscal year shall be presented by the Senior Warden for approval and a majority of Qualified Voters must approve such budget which shall then be considered a guideline for use by the Vestry in the next fiscal year. The proposed budget shall be made available to members of the Parish at least one week prior to the annual meeting.

ARTICLE IV Vestry

Section 1. General Powers

Except as provided by the law of the state or of the diocese, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its Clergy. It shall be the duty of the Vestry to take charge of the property of the Parish and its endowments; to regulate all its temporal concerns; to elect and call a Rector and to provide for his or her support; to provide for paying all canonical assessments on the Parish; and, in general, to act as helpers to the Rector in whatever is appropriate to lay persons for the furtherance of the Gospel.

Section 2. Number and Qualification

The Vestry shall consist of the Rector, the Wardens, and twelve additional members of the Vestry, all entitled to vote. All members of the Vestry must be Qualified Voters of the Parish, and the majority must be confirmed or received in the Episcopal Church.

Section 3. Election and Term of Wardens

Nominations for Senior Warden and Junior Warden shall be made by the Nominating Committee and announced to the Parish at least one week prior to the annual Parish Meeting. The presiding officer of the annual Parish Meeting shall accept further nominations of qualified candidates from the floor. All candidates must be confirmed or received Qualified Voters. The candidate for each office receiving the greatest number of votes of Qualified Voters of the Parish shall be elected. The Senior Warden and Junior Warden shall be elected for terms of one year and shall hold office until their death, resignation or removal or until their successors are elected and qualify, whichever occurs sooner.

No member of the Parish is eligible to hold the office of Senior or Junior Warden if she or he has held that office within the preceding three years. This does not prevent such an individual from election to another office within the Parish.

Section 4. Election and Term of Vestry Members

Nominations for the Vestry shall be made by the Nominating Committee and announced to the Parish at least one week prior to the annual Parish Meeting. The Nominating Committee shall select at least four nominees for the office of Vestry Member, the majority of whom shall be confirmed or received and all of whom shall be Qualified Voters. The presiding officer of the annual Parish Meeting shall accept further nominations of qualified candidates from the floor, provided that no more than one nominee is not confirmed or received in the Church. The four candidates receiving the greatest numbers of votes of Qualified Voters of the Parish shall be elected. The term of office of members of the Vestry shall be three years, and four members of the Vestry shall be elected at each annual meeting of the Parish for such term.

Any additional members of the Vestry elected at an annual meeting to fill an unexpired term shall hold office until the expiration of the term for which they are elected. All

members of the Vestry shall hold office until their successors are elected or until their death, resignation, or removal.

No member of the Vestry who has served a full three-year term shall again be elected as a member of the Vestry until at least one year has elapsed between the expiration of his or her prior term and the commencement of the term for which he or she is elected to serve; provided, however, this limitation shall not prevent a member of the Vestry who has served a full three-year term from succeeding to the office of Senior or Junior Warden.

Section 5. Vacancies

Any vacancy in the number of Wardens or members of the Vestry, caused by death, resignation or removal, may be filled by appointment by a majority of the remaining members of the Vestry, though less than a quorum, at a regular or special meeting of the Vestry, or may be referred to election at the annual meeting at the discretion of the Vestry.

Section 6. Removal.

A person may be removed from the Vestry for cause only by a two-thirds vote of the entire Vestry. No member of the Vestry may be removed without at least ten days notice and an opportunity for a hearing before the Vestry.

Section 7. Regular Meetings of the Vestry

Regular meetings of the Vestry shall be held at least quarterly at such time and place as the Vestry shall determine by resolution. No legal business can be transacted without the Rector or, in the Rector's absence, one of the Wardens and a quorum consisting of a majority of the Vestry. All meetings of the Vestry, except executive sessions, are open to interested members of the Parish. Regular meetings of the Vestry may be held without notice.

Section 8. Special Meetings of the Vestry

Special meetings of the Vestry may be held at any time at the request of the Rector or of any two of the members of the Vestry. Notice of such a meeting shall be sent by the Clerk to the Rector, the Wardens, and the Members of the Vestry. Notice must be given not later than the day prior to the meeting. Such notice may be given in any reasonable manner, including but not limited to telephone, facsimile, electronic mail (email) or other reasonable means of providing actual notice. The notice shall specify the business to be considered, and no other business shall come before the meeting.

Attendance by a member of the Vestry at a meeting shall constitute a waiver of notice of such meeting, except where a member of the Vestry attends a special Vestry meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 9. **Executive Sessions**

The Vestry may, at its discretion, meet in executive session. Attendance at executive sessions is limited to members of the Vestry and invited guests.

Section 10. **Quorum**

A majority of the Vestry as fixed by these By-laws shall constitute a quorum for the transaction of business at any meeting of the Vestry.

Section 11. **Manner of Acting**

Except as otherwise provided in this Article, acts of the majority of the members of the Vestry present at a meeting at which a quorum is present shall be the acts of the Vestry. Proxy voting by those not in attendance is not allowed.

Section 12. **Action without a Meeting**

Any action required or permitted to be taken by the Vestry under any provision of these By-laws or any provision of law may be taken without a meeting if two-thirds of the members consent in writing to such action. Such written consent (including submission via electronic mail) shall be filed with the minutes of the proceedings of the Vestry. Any consent so taken shall state the action which was taken.

Section 13. **Electronic Meetings**

Except as herein provided and notwithstanding any place set forth in the notice of the meeting or these By-laws, members of the Vestry (and any committee thereof created pursuant to Article VII hereof) may participate in regular or special meetings by, or through the use of, any means of communication, provided (1) all participants may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participant, and each participant is able to immediately send messages to all other participants. Before the commencement of any business at a meeting at which any members do not participate in person, all participating members shall be informed that a meeting is taking place at which official business may be transacted. A member participating in a meeting by any means authorized in this section shall be deemed to be present in person at the meeting.

Section 14. **Conduct of Meetings**

Unless it conflicts with the law of the State or of the Diocese, the Rector, or such other member of the Vestry designated by the Rector, shall preside in all the meetings of the Vestry. In the event that no designation has been made, the Senior Warden, or, in the absence or incapacity of the Senior Warden, the Junior Warden, shall preside.

The Clerk of the Vestry shall act as Secretary at the meetings and, in the event of the clerk's absence or incapacity, the presiding officer shall appoint a member of the Vestry to act as secretary.

Section 15. **Order of Business**

The business to be conducted at regular and special meetings of the Vestry shall be as determined by the Vestry and shall include approval of the minutes from prior meetings, receiving financial reports and reports of committees and other groups and such other business as may be considered appropriate.

ARTICLE V **Officers**

Section 1. **Number and Qualification**

The officers of the Parish shall be the members of the Vestry and such other persons as shall be prescribed by these By-laws, by the Constitution and Canons of the Church and of the Diocese or as authorized by the Vestry. All officers of the Parish shall be Qualified Voters of the Parish. The Wardens shall have been confirmed or received in the Episcopal Church and shall be Qualified Voters of the Parish.

Section 2. **Rector**

The spiritual concerns of the Church and the programs that relate to these spiritual concerns are under the exclusive direction of the Rector, subject to the Ecclesiastical Authority and Canons of the Episcopal Diocese. The Rector shall maintain a record of all baptized, confirmed, married and buried at Christ Church. The Rector shall also maintain a record of all persons who are communicants at Christ Church. The Wardens and Vestry shall enter into a Covenant Agreement with the Rector, in consultation with the Bishop. The Covenant Agreement shall cover all major areas of Parish life and the manner in which the Rector and parishioners will share the responsibilities for the major areas of Parish life. The Wardens and Vestry shall review implementation of the Covenant Agreement annually with the Rector, including remuneration and benefits.

Section 3. **Wardens**

The Wardens shall have the primary responsibility to assure that the financial obligations of the Parish are met and that the buildings and grounds of the Parish are kept in good repair and are adequately insured. They shall have such duties, powers and authorities as are provided and directed by the Constitution and Canons of the Church and of the Diocese, and in the Doctrine, Discipline and Worship as appear in the Book of Common Prayer.

Section 4. **Clerk**

The Vestry shall, at its first regular meeting following each annual Parish Meeting, elect a Clerk from the Parish membership who shall hold office for a term of one year and until his or her successor is elected. The Clerk shall be removable at the pleasure of the Vestry. The Clerk shall preserve an orderly record of all Vestry transactions, including supporting documents, and shall give any notice prescribed by the Canons, by these By-laws or by order of the Vestry. The Clerk shall have the duty of keeping and

reporting the proceedings of the Vestry and Parish Meetings. The Clerk shall also maintain a list of Qualified Voters in the Parish.

Section 5. Treasurer

The Vestry shall, at its first regular meeting following each annual Parish Meeting, elect a Treasurer, who may or may not be from the Parish, who shall hold office for a term of one year and until his or her successor is duly elected and shall be removable at the pleasure of the Vestry. The Treasurer, under the authority of the Vestry, shall collect, receive and disburse funds of the Parish. The Treasurer shall keep an accurate report of receipts and expenditures and pay the current expenses and such other obligations of the Parish as may be authorized by the Vestry and such assessments as may be authorized by the annual convention of the Diocese and accepted by the Vestry. The Treasurer shall provide monthly financial reports to the Finance Committee. The Treasurer shall furnish the financial statistics for the annual Parish Report to the Diocese. The books and accounts of the Treasurer shall be audited at least annually by an independent certified public accountant or reviewed by The Diocese of Milwaukee. The Treasurer shall give bond or security in such amount as may be required by the Vestry, with the expenses thereof to be paid by the Parish.

Section 6. Other Officers

The Vestry may create and define such other offices and duties as it may deem expedient for the good of the Parish and may assign to the several officers other than the Rector such additional duties, consistent with these By-laws, and the Constitution and Canons of the Church and of the Diocese, as it shall consider expedient.

ARTICLE VI Deputies to Diocesan Convention

ARTICLE VI Deputies to Diocesan Convention

Section 1. Number, Qualification, Term and Election

The Parish shall maintain a pool of four Lay Deputies and two Lay Alternates to annual and special Diocesan Conventions. The Lay Deputies shall include the Senior Warden and Junior Warden who shall each serve during their year(s) of office and two additional Deputies and two Alternates who shall each serve two years. At each Annual Parish Meeting, the Nominating Committee shall nominate one new Lay Deputy and one new Alternate who shall serve two years; therefore, the new Deputy's and the new Alternate's terms do not run concurrently with those of the Deputy and Alternate who were selected the previous year. Further nominations of candidates may be made from the floor. All candidates must be Qualified Voters of the Parish. The candidate receiving the greatest number of votes shall be elected and shall serve a two-year term. All Deputies and Alternates shall serve until their successors are duly elected or until their death, resignation, or removal. Lay Deputies, other than the Wardens, may not serve two consecutive terms, but a lay Alternate may be elected Deputy after serving their term as an Alternate.

Section 2. **Duties**

The Deputies and Alternates shall have such duties, powers and authorities as are provided by the Constitution and Canons of the Church and of the Diocese and in the Doctrine, Discipline and Worship of the Church as expressed in the Book of Common Prayer and such further duties as may be recommended by the Vestry. Parish Deputies and Alternates are expected to prepare adequately so as to make informed decisions at Diocesan Conventions. Parish Deputies are expected to attend all conventions; however, if a Deputy is unable to attend, he or she may select an Alternate from the pool of two Alternates; and, in the case of no such selection, the Rector, or the Wardens if there is no Rector, shall designate who shall serve. Alternates are encouraged to attend conventions when permitted to do so by the Diocese.

Section 3. **Notice**

The election of the Deputies and Alternates pursuant to this Article VI shall be certified to the appropriate officer of the Diocesan Council by the Clerk of the Vestry or other Parish officer.

Section 4. **Vacancies**

Any vacancy in the number of Deputies or Alternates caused by their death, resignation or removal, may be filled by appointment by a majority of the Vestry, though less than a quorum, at a regular or special meeting of the Vestry, or may be referred to election at the annual meeting at the discretion of the Vestry.

ARTICLE VII Committees

Section 1. **Standing Committees**

The Standing Committees of the Parish and the Vestry shall include Adult Education, Building and Grounds, Sunday School, Communications, Endowment, Finance, Liturgy, Newcomers, Nominating, Outreach, Personnel, Stewardship, and Youth Ministry. In addition, the Vestry may add or delete Standing Committees and constitute special committees or task forces as the need arises.

Section 2. **Nominating Committee**

The Nominating Committee shall have the duties and responsibilities to recommend and nominate at the annual Parish Meeting a qualified candidate or candidates to each of the offices to be filled at such meeting. The Nominating Committee shall consult with and obtain the recommendations of the Rector prior to selecting nominees. In addition, the Nominating Committee, in consultation with the Clergy and the chairpersons of the Standing Committees, may recommend candidates for appointment to the Standing

Committees of the Vestry. These appointments shall be confirmed by the Vestry after the annual Parish Meeting and announced to the Parish in a timely manner.

The Nominating Committee shall be comprised of seven members: Three Qualified Voters of the Parish elected at the Annual Meeting, the Senior Warden, the Junior Warden, one additional member of the Vestry and one at-large member of the Parish appointed by the Vestry. The term of the Nominating Committee shall be one year. With the exception of the Wardens, no person shall serve more than one term without at least one year intervening between terms.

Section 3. Finance Committee

The duties of the Finance Committee shall be to advise the Vestry on the financial implications of proposed Parish expenditures, monitor the current budget and propose the future budget.

The Finance Committee shall be comprised of at least seven members: The Senior Warden, the Junior Warden or other member of the Vestry, the Senior Warden from the prior year, the Treasurer, a member of the Endowment Committee, and a minimum of two additional Qualified Voters of the Parish. With the exception of the Senior and/or Junior Warden and the Treasurer, no individual may serve as a member of the Finance Committee for more than three consecutive years. The Senior Warden from the prior year generally serves as the chairperson of the Finance Committee. It is recommended that the Parish Administrator attend Finance Committee meetings in an ex-officio capacity.

Section 4. Composition

With the exception of the Nominating and Finance Committees, the composition and duties of each Standing Committee shall be left to the discretion of the Vestry. The chairpersons of Standing Committees shall be chosen by the Junior and Senior Warden with the consent and approval of the Rector. In addition, the chair of each Standing Committee may appoint members to his or her committee. Terms of service on each committee shall be finite and shall be staggered so that new individuals are added each year.

Section 5. Other Committees

In addition to the Standing Committees of the Vestry, the Parish is blessed with a rich array of guilds, groups and activities. These various groups are a valuable resource in the Parish and may be formed at any time by Members of the Parish, in consultation with the Rector.

ARTICLE VIII Indemnification

Section 1. Mandatory Indemnification

The Parish shall, to the fullest extent permitted or required by Wisconsin Statutes, indemnify each Officer against any and all liabilities, and advance any and all

reasonable expenses as incurred by an Officer, arising out of or in connection with any proceeding to which such Officer is a party because she or he is an Officer of the Parish. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, Vestry resolution, vote of Members, the Wisconsin State Statutes or otherwise. The Parish may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Parish would be obligated to indemnify such person under this Section 1.

Section 2. Private Foundation Limitations

Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.032 of the Wisconsin Statutes or any similar successor provision thereto.

Section 3. Limited Liability of Volunteers

Each individual (other than an employee of the Parish) who provides services to or on behalf of the Parish without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by the Wisconsin Statutes. For purposes of the section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Parish in writing.

ARTICLE IX General Provisions

Section 1. Conformity

The Rector, Wardens, and members of the Vestry expressly recognize, accede to and adopt as authoritative the Constitutions and Canons of the Church and of the Diocese; and also the Doctrine, Discipline and Worship of the Church as expressed in the Book of Common Prayer. Should there be any conflicts between these By-laws and the Constitution and Canons of the Church or of the Diocese, or the Doctrine, Discipline and Worship of the Church as expressed in the Book of Common Prayer, then the Constitution and Canons of the Church or of the Diocese, or the Doctrine, Discipline and Worship of the Church as expressed in the Book of Common Prayer shall control.

Section 2. Fiscal Year

The Parish shall be on a January 1/December 31 fiscal year.

Section 3. Rules of Order

The conduct of all meetings of the Parish and of the Vestry and of all committees or guilds of the Parish shall be governed by parliamentary law based on the rules and practices of Congress as set forth in Robert's Rules of Order, subject, however to such modifications as may be approved by the several bodies.

Section 4. Conflict of Interest

No contract or other transaction between Christ Church and one or more of its Officers or any other corporation, firm, association, or entity in which one or more of its Officers are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Officer or Officers are present at the meeting of the Vestry or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Vestry or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Officers; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; and (3) the contract or transaction is fair and reasonable to the Church. Common or interested Officers may be counted in determining the presence of a quorum at a meeting of the Vestry or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X Amendments

These By-laws may be amended by a two-thirds vote of the qualified voters of the Parish in attendance at a duly convened annual Parish meeting or special Parish meeting called for that purpose.

