

**By-laws of Christ Episcopal Church, Cody Wyoming**  
**(Revised January 31, 2010)**

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# **By-laws of Christ Episcopal Church, Cody Wyoming**

## PREAMBLE

The Christ Episcopal Church in Cody, Wyoming, having associated as a Parish for the purpose of maintaining the worship of Almighty God according to the faith and usages of The Episcopal Church, otherwise known as and hereafter referred to as The Episcopal Church, has adopted the Articles attached hereto as its By-laws.

## Article I

### AUTHORITY ACKNOWLEDGED

The Parish accedes to the doctrine, discipline and worship and the Constitution and Canons of The Episcopal Church, and to the Canons of The Episcopal Diocese of Wyoming (hereafter referred to as “the Diocese”), and acknowledges their authority.

## Article II

### MEMBERSHIP

Any baptized person of the age of 16 years or more, who acknowledges the authority of the By-laws of the Parish, and by declaring his or her intention to support the Parish by regular attendance at public worship and by financial aid, shall be considered a member of the Parish and entitled to vote in its affairs. Any member who, for one year, shall have refrained from

regular worship, and from contributing toward the support of the Parish, may, by a vote of the Vestry be removed from the list of members of the Parish.

### Article III

#### DELEGATES AND ELECTIONS

Sec. 1. Officers. The officers of the Parish, all of whom shall be members of the Parish, shall include the Rector, Senior Warden, a Junior Warden, a Treasurer, and a Clerk, all of whom shall be at least 16 years of age. The congregation may also elect such youth delegates to the Vestry as it deems appropriate. The Wardens, together with the Rector and 9 Vestrypersons, shall constitute the Vestry of the Parish.

Sec. 2. Delegates. The Parish shall also have such Delegates to the Diocesan Convention as it may be entitled to under the relevant canons and rules. Delegates may also be members of the Vestry.

Sec. 3. Elections. The Wardens and 3 Vestrypersons shall be elected at each Annual Meeting of the Parish. The Wardens shall hold office until the next Annual Meeting following their election and the Vestrypersons until the third Annual Meeting following their election, and all shall hold office until their successors are elected and qualify; provided, however, consistent with the previous by-laws, the present Vestrypersons elected prior to the effective date of this Article, will serve out their terms. One-third of the Vestrypersons shall be elected each year to a three-year term. Any Vestryperson whose three-year term, and any Warden whose third successive one-year term, expires at any Annual Meeting shall be ineligible, until the next succeeding Annual Meeting, for re-election to the same office. The Treasurer's and Clerk's term is indefinite

and determined by the Vestry and Rector. Vacancies may be filled at any meeting of the Parish. Unless so filled, they may be filled by the Vestry until the next Annual Meeting of the Parish.

#### ARTICLE IV

#### NOMINATIONS

Sec. 1. Nominating Committee. There shall be a Nominating Committee consisting of the Rector, the Wardens and three members of the Parish appointed by the Vestry. Every effort shall be made to include parish members who are not on the Vestry. Members of the Nominating Committee shall serve one year terms and any appointed member whose third successive term has expired shall be ineligible to serve for one year. The Nominating Committee shall present at each Annual Meeting one or more candidates recommended for each position to be filled by vote at such meeting. The list of nominees so designated shall be posted with the notice of the Annual Meeting. Nominations for any office to be filled at an Annual Meeting may also be made at such meeting by any member of the Parish authorized to vote.

The Senior Warden is selected by the Rector, with that decision being ratified by the congregation at the Annual Meeting. The Junior Warden is selected by the Vestry, with that decision being ratified by the congregation at the Annual Meeting.

#### ARTICLE V

#### MEETINGS OF THE PARISH

Sec. 1. Annual and Special Meetings. The Annual Meeting shall be held at such date, hour and place as the Rector or the Vestry shall determine. Special meetings may be called at any time by

the Wardens, Rector or three members of the Vestry. Special meetings shall be called by the Wardens whenever so requested in writing by the Rector or by ten members of the Parish.

Sec. 2. Notice of Meetings. The Clerk of the Vestry shall cause a notice of meetings to be announced by mail, e-mail, Church Bulletin, or Monthly Newsletter, to each member entitled to vote at such a meeting. The purpose of the meeting should be stated in the notice.

Sec. 3. Presiding Officer. The Rector, or a Warden or Vestryperson, designated in the Rector, shall preside; in the absence of all three a moderator shall be chosen by those meeting.

Sec. 4. Proxy Votes and Absentee Ballots. Proxy votes and absentee ballots will not be allowed.

## Article VI

### THE RECTOR

Sec. 1. Election. The Rector shall be elected in accordance with the Diocesan and National Canons and elected by the Parish at a meeting duly called for that purpose by the Vestry, provided that the Rector may be elected by the Vestry if a Parish meeting has so authorized. Such election shall not take place, however, until after all the steps required in Section 1 of Diocesan Canon 15 have been taken. No person shall be eligible for the office of Rector unless that person is a qualified ordained minister of The Episcopal Church and has been certified by the Bishop to be in good standing. The Rector shall have jurisdiction over the spiritual affairs of the Parish and supervise and direct the Parish staff.

Sec. 2. Vacancy. If the office of Rector becomes vacant or the Rector is incapacitated, the Vestry may appoint an Interim after consultation with the Bishop, until such time as a new

Rector is elected as provided under this Article in case of a vacancy, or the Rector can resume his or her duties in case of incapacity.

#### Article VII

#### WARDENS

It shall be the duty of the Wardens, when the Parish has no Rector, or in the Rector's absence, to provide for the temporary performance of the Rector's duties. In the absence or incapacity of either Warden, or of a vacancy, the powers and duties of the Wardens shall devolve upon the remaining Warden. In the absence of a Warden to perform the functions described here, the Vestry shall have the ability to act, as such, until the congregation meets.

#### Article VIII

#### TREASURER

Sec. 1. Duties. It shall be the duty of the Treasurer to receive and disburse all monies collected under the authority of the Vestry, to keep a true record of receipts and disbursements, and to present a full statement of these and of the financial condition of the 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 the 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.

Sec. 2. Voting of Securities. Except as the Vestry may otherwise designate, the Treasurer may act or appoint any member of the Vestry (with or without power of substitution) to act as proxy

or attorney in fact for the Parish at any meeting of stockholders of any corporation, the securities of which may be held by the Parish.

Sec. 3. Assistant Treasurer. The Vestry may appoint an Assistant Treasurer whose term shall be coterminous with that of the Treasurer, who shall have a seat and voice on the Vestry and whose duties shall be such as may be assigned to him or her by the Vestry or the Treasurer.

#### Article IX

#### CLERK

It shall be the duty of the Clerk to keep the records of the Parish and of the Vestry and to keep a roll of the members entitled to vote in its affairs. The Clerk shall make available the names of persons on the membership list for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish.

#### Article X

#### VESTRY

Sec. 1. Authority and Duties. The Vestry accedes to Article 1 of the By-laws. They will also conduct business in compliance with the statutes of the State of Wyoming.

It shall be the duty of the Vestry to manage the prudential affairs and care for the property of the Parish, to include but not limited to: furniture, books, vestments and all things necessary for for the celebration of public worship. Insure that all buildings and personal property are insured for replacement value. To authorize and direct the Treasurer to make such

purchases and sales as deemed necessary and prudent for the operation of the Parish. The Vestry shall supervise the investment of funds of the Parish. All contracts, leases, deeds, bonds and notes are the responsibility of the Vestry. They shall supervise and direct the officers in the discharge of their duties. All committees shall be accountable to the Vestry. The Vestry in consultation with the Rector shall be responsible for authorizing as needed, staff positions and the terms of employment.

Sec. 2. Annual Audit. The Vestry will insure an annual audit of the accounts of the Parish and other funds of which the Parish is custodian. The audit shall be made by a certified or independent public accountant or any persons permitted by the Diocesan Canon.

Sec. 3. Restrictions on Alienation or Encumbrance of Real Estate. No consecrated church or chapel, nor any land incidental to or regularly used in connection with any of the foregoing shall be alienated without the previous written consent of the Bishop, acting with the advice of the Council or Standing Committee.

Sec. 4. Meetings. The Vestry shall schedule regular meetings and may determine the manner in which members are notified. In certain circumstances, a Special Meeting may be called by the Rector, Wardens or any three (3) Vestry members. Notification of a Special Meeting will be made by the person(s) calling the meeting three (3) working days in advance of the meeting date by U.S. Mail, E-mail, telephone or personal contact. The date, time and place shall be conveyed along with the subject of the meeting. The Rector, Wardens, or other such members of the Vestry designated by the Rector shall preside. A majority of the members shall constitute a

quorum and a majority vote of those present shall determine any matter presented. Minutes of all meetings will be taken by the Clerk. Those minutes shall be open to members of the Parish. The records of the Vestry shall be open to the members of the Parish, except insofar as said records relate to personnel or confidential matters, in which case the Vestry shall meet in executive session and the executive session minutes shall be made available to members of the Vestry and Bishop. Meetings conducted by E-mail shall be conducted according policy set by the Vestry.

#### Article XI

#### ORGANIZATIONS

All formal organizations connected with the Parish shall be responsible to the Rector. Each organization shall present at the Annual Meeting of the Parish a report containing a summary of its activities and finances and a list of its officers. The funds of any organization which has not met for three years shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

#### Article XII

#### GIFTS AND MEMORIALS

No object intended as a permanent addition to the Church or Parish property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry. All objects so accepted may be removed when deemed necessary by the

Vestry. The names of donors of such gifts and memorials, any terms and conditions, and the dates of acceptance shall be recorded in the permanent records of the Parish.

### Article XIII

#### AMENDMENTS

This Constitution/By-laws may be amended in the following manner: first, the proposed change shall be approved by vote of two-thirds of the members of the Parish present at a properly called meeting; next, the proposed change shall be submitted to the Bishop and Standing Committee and if approved by them without substantial revision, the change as so approved shall become immediately effective upon receipt by the Parish. If the Bishop and Standing Committee shall approve subject to a substantial revision affecting the intent or meaning of the proposed change, the matter shall be resubmitted to a properly called meeting of the members of the Parish and shall become immediately effective upon approval by vote of two thirds of the Members of the Parish present.

### ARTICLE XIV

#### INDEMNIFICATION OF PARISH OFFICERS

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Warden, Treasurer, Clerk, the Rector in his or her capacity as a member of the Vestry, the 9 Vestrypersons, or other officer of the Parish, as well (collectively “Indemnified Officers”), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or

completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry). However, no indemnification shall be provided for any such person with respect to any matter in which he or she has not acted in good faith on behalf of the Parish; and further provided that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Vestry, include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this Article; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.

Any payment shall be conclusively deemed authorized by the Parish under this Article, and each officer of the Parish approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of either
  - (a) the members of the Parish who are not at that time parties to the proceeding or (b) the members of the Vestry who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Vestry members who are not at that time parties to the proceeding and are selected for this purpose by the full Vestry (in which selection Vestry members who are parties may participate); or

- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Parish) appointed for the purpose by vote of the Vestry in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Vestry then in office; or
- (iii) the Vestry members have otherwise acted in accordance with the standard of conduct applied to directors under any pertinent Wyoming law.
- (iv) a court having jurisdiction shall have approved the payment.

This indemnification shall inure to the benefit of the heirs, executors and administrators of Indemnified Officers entitled to indemnification.

The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Parish employees, agents, Vestry members and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Parish and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

We, the undersigned, being a majority of the members of the Vestry, do hereby certify that the foregoing By-Laws were adopted at the annual meeting of the members of the corporation on

January 21, 2010, and have been approved by the Bishop and Standing Committee of the Episcopal Church in the Diocese of Wyoming; in witness whereof we have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, A.D. 2010

\_\_\_\_\_  
Mary A. Caucutt, Rector

\_\_\_\_\_  
Stephanie Rose, Senior Warden

Attested by: \_\_\_\_\_  
Matt Jackson, Clerk of Vestry