

**BY LAWS
OF
ST. JAMES CHURCH
Batavia, N.Y.**

ARTICLE I

Annual Meeting, Annual Elections, and Special Meetings

1. The Annual Meeting of St. James Church for the purposes of the election of Vestry Members, Wardens and the presentation of various reports shall be held on the fourth Sunday in January, following the late service, Religious Corporation Law #43(2)- (hereinafter referred to as R.C.L.)
2. Secular meetings may be held on any secular day fixed by the Vestry. R.C.L. #43(3).
3. Notice of such Annual Meeting, or Special Meeting, shall be read by the Priest in Charge of the Parish, or if there be no Priest in Charge, or he/she be absent, by the officiating Minister or Warden thereof, on each of the two Sundays next preceding such election, or special meeting, in the time of divine service, or if, for any reason, the usual place of worship of the Parish is not open for divine service, the notice shall be posted conspicuously on the outer door of the place of worship for two weeks next preceding the election or special meeting. Such notice shall specify the place, day, and the hour of holding the election or special meeting. The notice of the Annual Election shall also specify the name and term of office of each Warden and Member of the Vestry whose term of office shall then be vacant for any cause, and the offices to be filled at the election. The notice of a special meeting shall specify the matter or question to be brought before such meeting, and no matter or question not specified in such notice shall be acted on at such meeting. R.C.L. #43(4).
4. The presiding officer of such Annual Meeting or Special Meeting shall be the Priest in Charge of the Parish, if there be one, or if there be none, or he/she be absent, one of the Wardens elected for the purpose by a majority of the duly qualified voters present at the opening of such Annual Election or Special Meeting, or if no Warden be present, a Member of the Vestry duly elected in like manner. Such presiding officer shall be the judge of the qualifications of the voters; shall receive the votes cast; and shall declare the result of the votes cast. The presiding officer of such Annual or Special Meeting shall enter the proceedings of the Meeting in the book of the minutes of the Vestry, sign his name there-to, and offer the same to as many qualified voters present as he shall think fit, to be also signed by them. R.C.L. #43(5).
5. The action of an Annual or Special Meeting upon any matter or question shall be decided by a majority of the qualified voters voting thereon. The polls of an election shall continue open for one hour and longer, at the discretion of the presiding officer, or if required by a vote of a majority of the qualified voters present and voting. The church wardens and Members of the Vestry shall be elected by ballot from persons qualified to vote at such election, and no person shall be eligible for election as church warden, unless he or she is also a communicant in the Protestant Episcopal Church,

nor be eligible for election as a Member of the Vestry, unless he or she shall have been baptized. R.C.L. #43(7).

ARTICLE II

Qualifications of Voters

All persons of 18 years or more age belonging to the parish, who have been baptized and are regular attendants at its worship and contributors to its support for at least twelve months prior to an annual election or special meeting shall be qualified voters at such annual election or special meeting. R.C.L. #43(6).

ARTICLE III

Qualifications and Terms of Office of Wardens and Members of the Vestry

1. Wardens and Members of the Vestry shall be elected at the Annual Meeting by ballot from persons qualified to vote, but no person of less than eighteen years of age or not a confirmed adult communicant shall be eligible for election as warden and no person, except one that is baptized, and not less than eighteen years of age shall be eligible for election as a Member of the Vestry."

2. Nominations Process: Approximately eight weeks before the Annual Meeting, the Nominations Committee is comprised of the warden and the Vestry members are in the last year of their terms. The committee will identify candidates that provide a slate of women and men who are qualified, but whose backgrounds, involvement at St. James Episcopal Church, length of membership, ages, and other attributes will provide a helpful balance on the vestry, including the men and women who will continue to serve. The parish plays the vital role of providing suggestions of names for the Nominating Committee to consider. (See further details in the Vestry Nominations Process document approved by the Vestry.)

3. There shall be a Senior Warden, and a Junior Warden, and seven Members of the Vestry. The Term of Office of the Wardens shall be two years, and one shall be elected each year at the Annual Election. The Term of Office of the Members of the Vestry shall be three years, and two-three shall be elected each year at the Annual Election.

4. No person who shall have served two consecutive terms of three years each as a Member of the Vestry shall be eligible for re-election to the office until the next Annual Election following the expiration of his term as a Member of the Vestry. Full-filling unexpired terms of office prior to two consecutive full terms shall not be counted as part of the six year, full term limit, but in no case shall a person serve more than eight consecutive years.

ARTICLE IV

Meetings of the Vestry

1. No meetings of the Vestry shall be held unless either all Members thereof are present, or three days' notice thereof be given by the Priest in Charge in writing either personally or by mail, or, if there be no Priest in Charge or he/she be incapable of acting, by one of the Wardens. The Priest in Charge and Wardens may delegate to the Clerk of the Vestry the sending of the required notices of Meetings. Twenty-four hours' notice of the first Meeting of the Vestry after an Annual Election shall be sufficient provided such meeting be held within three days after the election. R.C.L. #42.

2. Regular meetings of the Vestry shall be held once each month except July and August, in the Parish House.

3. Upon the written request of two-thirds of the Wardens and Members of the Vestry of the Parish, the Priest in Charge shall call a meeting of the Vestry, upon at least fifteen days' notice to each Member, delivered personally or by mail, if personal service cannot be had, and in the event of the failure of the Priest in Charge to call such meetings, within ten days of the receipt of the request, the Clerk of Vestry shall call the meeting upon the same notice above set forth. R.C.L. #42.

a.) To constitute a quorum of the Vestry there must be present either: The Priest in Charge and a simple majority plus one of the Wardens and Members of the Vestry, or

b.) One Warden and a simple majority plus one of the Members of the Vestry, or both Wardens and a simple majority of the Members of the Vestry, or

c.) If the Priest in Charge be absent from the Diocese and shall have been so absent for over four calendar months, or if the meeting be called by the Priest in Charge and he/she be absent therefrom or be incapable of acting, one Warden and simple majority plus one of the Members of the Vestry or both Wardens and a simple majority of the Members of the Vestry. R.C.L. #42.

4. The Priest in Charge shall be the presiding officer of the Vestry, or if there be no Priest in Charge or if the Priest in Charge be absent, the Senior Warden, or in the absence of the Senior Warden, the Junior Warden shall preside. R.C.L. #42.

5. Digital Ballots

a.) The Vestry may use digital ballots on selected votes or elections, if and only if, the motion or slate in its entirety to be voted on is available to all members at least 48 hours prior to discussion and voting. Digital ballots may be discussed and voted on by teleconference, email, or text. The Presiding Officer will ensure that all voting members are heard before declaring the vote final. Neither absentee nor proxy voting is used by the Vestry.

ARTICLE V

Powers and Duties of Vestry

1. The Priest in Charge, if there be one, and the Wardens and Members of the Vestry comprise the Vestry and act in the capacity of trustees and have custody and control of all the property of the Parish both real and personal, and of the revenues of the Parish. 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.

2. The Vestry shall have the power to fill a vacancy occurring in the office of Warden or Member of the Vestry by death, resignation, or otherwise than by expiration of term, or in event of a Warden or Member of the Vestry becomes incapacitated and unable to act. Such appointment being until the next Annual Election. Any Member of the Vestry who is absent for three consecutive regular meetings with no excuse shall be presumed to have tendered his/her resignation.

3. The Vestry may, subject to the canons of the Protestant Episcopal Church and of the Diocese of Western New York, by a majority vote elect a Priest in Charge to fill a vacancy occurring in the Priest in Charge of the Parish, and may fix the salary or compensation of the Priest in Charge.

ARTICLE VI

Office of the Vestry

The principal place of business and office of the Vestry shall be at St. James' Parish House, 405 East Main Street, Batavia, New York.

ARTICLE VII

Execution of Contracts

All contracts or other instruments authorized by the Vestry and requiring the signature of a representative of the Parish shall be signed by the Priest in Charge in the name of St. James' Church in Batavia, or if there be no Priest in Charge, if he/she be absent, shall be so signed by the Senior Warden, or there be no Senior Warden or if he/she be absent, shall be signed by the Junior Warden.

ARTICLE VIII

Treasurer & Clerk

1. The Vestry shall elect by a majority vote of the Members thereof at the January Meeting in each year a Treasurer(s), and a Clerk. The term of office of these officers shall be one year and they need not be Members of the Vestry.
2. The Treasurer(s) shall be the custodian of the Parish funds and shall cause the same to be deposited in such bank or banks as may be designated from time to time by the Vestry. Such checks, drafts, assignments or transfers as may be necessary for the conduct of the affairs of the Parish shall be signed by the Treasurer(s) and/or an authorized representative, and, if the Vestry so directs, shall be countersigned by such other representative as may be specified by the Vestry, as set forth in a resolution to be filed with such bank or banks.
3. The Treasurer(s) shall prepare and submit to the Vestry an annual report and such other fiscal reports as may be requested from time to time by the Vestry and shall maintain the financial records of the Parish.
4. The Clerk of the Vestry shall also be the Clerk of the Parish and shall keep a correct record of all meetings of the Parish and the Vestry and shall act as the corresponding secretary. He/she shall also have such other duties as may from time to time be prescribed by the Vestry.

ARTICLE IX

Committees and Commissions

The Priest in Charge shall annually appoint, with the consent of the Vestry, Finance, Property, Education, and Music Committees and such other Committees and Commissions with such membership and such duties as he/she, with the consent of the Vestry, shall determine.

ARTICLE X

Amendments

These By-Laws may be amended by a two-thirds vote of the qualified voters present and voting at any Annual Meeting or Special Meeting, after written notice of the proposed amendments shall have been given in accordance with Article IV (1) hereof.

- Adopted January XX, 2023