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RESTATED BYLAWS OF
ST. COLUMB’S EPISCOPAL CHURCH
RIDGELAND, MISSISSIPPI

The following represents the restated Bylaws of St. Columb’s Episcopal Church, 550 Sunnybrook Road, Ridgeland, Mississippi 39159. Said Bylaws have been codified and approved by the Wardens and Vestry of St. Columb’s Episcopal Church for the purposes stated herein. These Bylaws are an amendment to, restatement of, and a further amplification of those certain Bylaws known as “By-laws [sic] of St. Columb’s Church, Jackson, Miss. [sic]” as approved by the Vestry of St. Columb’s Church on or about December 15, 1947.

This document is based on the above referenced original instrument, the Canons of the Diocese of Mississippi, and the Canons of the Episcopal Church of the United States. Any references to a specific Canon, paragraph or subsection thereof, is understood to be a reference to those same cited references as existed at the time of the execution of this amended document. Any subsequent changes to the Canons, their subdivisions, or other citations thereof, is understood to apply to this document as well.

Article I – Definitions and Exceptions

This document contains, in its various Articles, paragraphs, and subsections, references to certain terms and positions inherent to the Parish of St. Columb’s, the Diocese of Mississippi, etc. The following is a listing and definition of these terms, along with other certain exceptions found in these Bylaws, to wit:

1.1 Definitions

- a) Bylaws – It is understood that any reference to “The Bylaws” herein specifically refer to the amended and restated Bylaws of St. Columb’s Episcopal Church, unless otherwise specifically noted.
- b) The Church – St. Columb’s Episcopal Church is hereinafter referred to as “St. Columb’s”, or “The Church”. It is understood that either or both of these references specifically mean St. Columb’s Episcopal Church, unless otherwise specifically noted.
- c) The Diocese – St. Columb’s Episcopal Church is a self sustaining Parish of the Diocese of Mississippi. It is also understood that any reference to “The Parish” also refers specifically to St. Columb’s Church, and that any reference to “The Diocese”, specifically refers to the Diocese of Mississippi, unless otherwise noted.
- d) Wardens, Vestry, Rector – Unless specifically noted, it is understood that any reference hereinafter to “The Wardens”, or “The Vestry”, or “The Rector”, refers to those same officers and clergy of St. Columb’s Episcopal Church.

e) The Episcopal Church of the United States – Any reference to “The National Church” shall be understood to mean the Episcopal Church of the United States of America.

f) The Canons of the Protestant Episcopal Church In The Diocese of Mississippi – Any reference to the “Canons” or paragraphs or other subsections herein, shall be understood to mean, unless otherwise specifically stated, the Canons of the Diocese of Mississippi.

1.2 Exceptions

The following references exceptions to, or conflicts arising from, the ratification and adherence to these Bylaws, including:

a) Complete Document – It is understood that these Bylaws are intended to be the complete and in total document governing the operations of the Church. Should any event, circumstance, or other situation arise that is not specifically covered herein, it is understood that the Bylaws of the Diocese shall prevail.

b) Conflicts – It is also understood, that should a conflict arise between the Bylaws of the Parish as herein set forth, and the Constitution and Canons of the Diocese, or the National Church will supersede those of the Parish.

c) Resolution – Finally, it is understood that the Wardens, Vestry, and Rector (s) of the Church will not knowingly adopt, adhere to, or otherwise promulgate any stipulation or rule in these Bylaws that is in conflict with the Bylaws of the Diocese. Should such rule or stipulation be found however, the Vestry and Wardens shall remove or modify such stipulations, if any, to conform to the Bylaws of the Diocese as soon as practicable.

Article II – Mission Statement

St. Columb’s Episcopal Church is a family of God’s people, humbly sharing God’s grace, love and compassion within our community and in the world, through His son Jesus Christ.

Article III – Wardens and Vestry

The following information defines the roles and responsibilities of the Vestry members and Wardens. This article also deals with how and when these positions are to be filled, and the election procedures pertinent to each, including:

3.1 Selection, Terms, and Duties of Wardens

Wardens will be elected and serve the Parish under the following stipulations, including:

a) Qualifications – The qualifications necessary to serve as Warden of the Parish shall be pursuant to the Canons of the Diocese to wit: “The Wardens. . . shall be confirmed Communicants, at least twenty-one years of age, canonically resident and actually residing in the Parish and entitled to suffrage at its Annual meeting at which they are elected.”

b) Senior Warden – The Senior Warden shall serve as lay consultant and advisor to the Rector and shall perform such other duties as may be assigned by the Vestry. The Senior Warden shall be the senior lay officer of the Church in the absence of the Rector, or if the Cure becomes vacant, shall act as Preside and Chief Executive of the Church. The Senior Warden shall be elected by the Parish at the annual meeting of same. Nominees for Senior Warden shall be presented to the Vestry for inclusions on the ballot prior to the annual meeting. Nominations from the floor for Senior Warden will also be solicited by the Presiding Officer at the annual meeting. Such persons duly elected as Senior Warden shall serve a two-year term, said term commencing on the date of his or her selection as Senior Warden at the annual Parish meeting and concluding two years hence at the election of his or her successor at the annual meeting.

c) Junior Warden – The Junior Warden should have general responsibility for the supervision and maintenance of all church property, real or personal (other than securities or cash) and shall perform such other duties as shall be assigned by the Vestry. The Junior Warden shall be elected by the Parish at the annual Parish meeting. Nominees for Junior Warden shall be presented to the Vestry for inclusion on the ballot prior to the annual meeting. Nominations from the floor for Junior Warden will also be solicited by the Presiding Officer at the annual meeting. Such persons duly elected as Junior Warden at the annual church shall serve a two-year term, said term commencing on the date of his or her selection as Junior Warden at the annual Parish meeting and concluding two years hence at the election of his or her successor at that annual meeting.

d) Staggered Terms – Both Junior and Senior Warden shall be elected to two-year terms. However, said terms shall be staggered, and not concurrent. Example: The Junior Warden shall be elected in year “A”; the Senior Warden in year “B”. The Junior Warden’s term would thus consist of years “A” and “B”. At the annual meeting at the beginning of year “C”, a new Junior Warden would be elected. The Senior Warden’s term would thus consist of years “B” and “C”. At the annual meeting at the beginning of year “D”, a new Senior Warden would be elected.

e) Partial Term (s) In the event a Warden is unable or unwilling to complete his or her term, the Rector shall recommend and the Vestry shall elect, and have such election reflected in the minutes of the Vestry, a successor Warden for the unfulfilled term. Service in standing for the election for a full term to his or her office at the next annual meeting (when the Warden’s position would be filled) of the Parish.

f) Progression – Under no event will the Senior or Junior Warden be deemed to have the right, or obligation, to “progress” to the office of the other at the completion of his or her term. This shall not preclude the election of a retiring Warden to the office of the other, at the discretion of the Rector or Vestry, consent of the Warden, and assuming that the six consecutive years of service as a Warden or Vestry member as stipulated by Canon is not exceeded by this election, but neither does it mandate same.

g) Reelection – At the conclusion of his or her term, either Junior or Senior Warden may stand for reelection, at the discretion of the Vestry and the Rector, and with his or her consent to be presented for reelection. Neither Warden may serve more than six consecutive years as a Warden, Vestry member, or combination of the office (s), per the Canons of the Diocese.

h) Duties – The duties of the Wardens shall be those specified in Canons of the Diocese. Additional duties shall include those assigned to the Wardens, either individually or collectively, by the Rector or Vestry of the Parish.

3.2 Selection, Terms, and Duties of Vestry Members

The following section outlines the requirements to serve on the Vestry, the number of Vestry positions authorized, the sequence in which they shall be elected, and the scope of their duties, to wit:

a) General Powers – The property and business of St. Columb’s shall be managed under the direction of the Vestry, which shall exercise all powers permitted under the Mississippi Corporation Law. Except as provided by the Canons of the Episcopal Church and the Diocese of Mississippi, the Vestry shall be agent and legal representative of St. Columb’s in all matters concerning its corporate property and affairs. The Vestry may, from time to time, appoint or employ such person or persons in such capacities as the Vestry may consider necessary to assist in the proper conduct of the activities and management of St. Columb’s. The terms and conditions of any such appointment shall at the discretion of the Vestry.

b) Qualifications – The qualifications necessary to serve as a Vestry member of the Parish shall be pursuant to the Canons of the Diocese, to wit: “The members of the Vestry shall be confirmed Communicants, at least twenty-one years of age, canonically resident and actually residing in the Parish and entitled to suffrage at its annual meeting at which they are elected.”

c) Number of Vestry Members – The Vestry of St. Columb’s Church shall consist of the Rector and nine (9) lay members, not counting the positions of Junior and Senior Warden, pursuant to the Canons of the Diocese. The Rector shall only have a vote in the event of a tie.

d) Terms and Election – Vestry members shall be elected under normal conditions by the Parish at the annual meeting to three-year terms. Vestry terms shall be staggered in such a way so that one third 1/3 of Vestry, i.e. three (3) members, shall be elected at an annual Parish meeting for three-year terms. For example, in year “A” Vestry members 1, 2, and 3 shall be elected; in year “B”, Vestry members 4, 5, and 6 shall be elected; in year “C”, Vestry members 7, 8, and 9 shall be elected.

e) Partial Terms – In the event that a Vestry member is unable or unwilling to complete his or her term, or in the event a sitting Vestry member is elected to serve as Junior or Senior Warden, the Rector and Senior Warden shall present a list of candidates to the Vestry to fill the vacant Vestry position. The remaining Vestry members, by affirmative vote of a majority thereof, shall elect a person to complete the current year of the term of the vacant Vestry seat. Before the next annual Parish meeting, the Rector and Senior Warden will present a list of candidates to fill the remaining year(s) of the vacant seat’s three year term. This list may or may not include the person selected to serve in the interim capacity. Persons nominated and elected at the next annual Parish meeting will be elected for a term equal to the remaining years on the original term. Example: If Vestry member “A” resigned in February of his or her second year as a member of the Vestry, the Rector and Senior Warden would nominate an interim Vestry selection to serve from March through December of that year. At the next annual Parish meeting, the interim Vestry person, and or any other nominees, would then be eligible for election to a one (1) year term to complete the original three-year cycle. The selection of an interim Vestry member may be omitted at the discretion of the Vestry, Wardens, and Rector if the remainder of the three-year term is less than six months. Finally, the election of a Vestry member (or members) to a partial term (or terms) will be in addition to the normal slate of three (3) Vestry members as described above.

f) Eligibility For Election – Members of the Parish who otherwise meet the requirements for election to the Vestry, will be eligible for election to a full three-year term under any of the following conditions: 1) At least one (1) calendar year has passed since the nominee last served a full three-year term as a Vestry member, 2) The nominee has completed a partial term of a previously elected Vestry member, 3) Election to a full three-year term would not cause the nominee to serve more than six (6) consecutive years as a Warden or member of the Vestry (such limitation being provided per the Canons of the Diocese).

g) Duties – The duties of the Vestry members shall be those specified in the Canons of the Diocese. Additional duties shall include those assigned to the individual members, either individually or collectively, by the Rector or Vestry in total, of the Parish.

h) Reliance on Financial Statements – In discharging their duties, Vestry members, when acting in good faith, may rely upon financial statements of St. Columb’s represented to them to be correct by the Treasurer or other officer or stated in a written report by the accountants for the Church that the financial information fairly reflects the financial condition of the Church.

- i) Financial Obligations – No obligations or bills shall be contracted for the Church, nor commitments of any kinds made or entered into on its behalf, nor disbursements made, involving a liability or expenditure exceeding \$250, by anyone purporting to represent the Church in an official capacity or other wise, except as specifically directed or approved by the Vestry in advance, or as specifically provided for in a budget duly adopted by the Vestry and currently entered into or indebtedness incurred, for an amount not to exceed two thousand five hundred dollars (\$2,500) upon the approval of the Treasurer and concurrence of the Rector. If they are both unavailable, then by the two Wardens or two Vestry members. A report of any such transaction shall be made at the next Vestry meeting.
- j) Investments – Subject to the limitations contained in any gift, devise or bequest, the Vestry may invest the funds of the Church in such securities, investments, or other property, real or personal, as it shall deem advisable, without being restricted to those classes of securities that are lawful for the investment of trust funds under the laws of the State of Mississippi.
- k) Corporate Instruments – The Rector shall execute under and by the direction of the Vestry all deeds, contracts, and other legal instruments of the Church, if there is one, or if there is no Rector, by such other officer or officers as may be specified by these Bylaws or the Vestry.

3.3 Vestry Elections

At the annual Parish meeting, elections shall be held to select a Junior or Senior Warden, three (3) Vestry members to three-year terms, and other Vestry members necessary to fill uncompleted terms of Vestry members who resigned or otherwise vacated their Vestry seat(s) in the previous year. Election procedures shall include the following:

- a) Nominating Committee For Vestry Elections – The Nominating Committee for Vestry election consist of the Rector, Senior Warden, and those retiring Vestry members completing full or partial terms at the commencement of the next Parish meeting. The Nominating Committee shall develop an adequate list of nominees to fill all vacant Vestry slots and present said list to the sitting Vestry before the annual Parish meeting.
- b) Nominations of Wardens – The Rector, at his or her discretion, shall present his or her nominees (s) for Junior or Senior Warden to the sitting Vestry before the annual Parish meeting.
- c) Election Committee – The members of the Nominating Committee, with the exception of the Rector and those retiring Vestry members who are eligible for reelection, shall serve as the Election Committee during the annual Parish Meeting. Their duties shall include the distribution of blank ballots, tabulation of results, and reporting of those results to the Presiding Officer during the meeting.

d) Election Procedures For Vestry Members – Pursuant to Diocesan Canon, “The Wardens and Vestry shall be elected for such terms on such conditions as may be provided in the Bylaws of the perspective Parishes...” and will follow the steps outlined as follows:

1. Communicants will vote for three (3) new Vestry members for three-year terms,
2. Communicants will vote for other Vestry members for the required partial terms as may be necessary, if any,
3. Each nominee must receive fifty percent plus one vote of the total ballots received (50% + 1) to be elected,
4. Persons receiving fifty percent plus one vote in a particular round will be considered elected, and their names will not appear on subsequent rounds of balloting,
5. Balloting will continue for the necessary rounds until three (3) persons have been elected pursuant to paragraph “1”, and the requisite number of persons, if any, have been elected pursuant to paragraph “2”.

e) Election Procedures for Wardens – Pursuant to Diocesan Canon, “The Wardens and Vestry shall be elected for such terms and on such conditions as may be provided in the By-Laws of the perspective Parishes...” and will follow the steps as outlined in Paragraph “D” above.

f) Commencement of Terms – Terms of elected Vestry members and wardens shall commence immediately upon their election at the annual Parish meeting. Conversely, terms of retiring Vestry members or Warden (s) shall terminate immediately upon election of their successors at the annual Parish meeting

g) Reporting and Recording of Results – Results of the elections shall be immediately reported by the Presiding Officer of the annual Parish meeting to those present at the meeting. The results shall also be duly recorded in the minutes of the next meeting of the Vestry by the Clerk of the Vestry.

3.4 Vestry Meetings

Pursuant to Cannon 22, Section 2, the Vestry shall have the following obligations regarding its meetings, to wit:

a) Date and Time of Meeting – The Vestry shall fix the date, time, and place of regular monthly meetings and make such details known to the Parish. All Vestry meetings shall be open to any interested Parish member unless, by two-thirds vote, the Vestry shall decide to meet in executive session to discuss matters of personnel or unusual delicacy or sensitivity. Any action taken at such executive meeting (s) shall be reported in the minutes of the Vestry meeting.

b) Special Meetings – Special meetings may be called by the Rector, or in his or her absence or inability to act, by one of the Wardens at any time or place deemed expedient. All Vestry members must be notified of such meetings. The Rector or Senior Warden shall cause notice of each special meeting to be given by mail, e-mail, or telephone at least 48 hours before the meeting to each Vestry member; such notice may be waived by attendance at the meeting.

c) Quorum and Presiding Officer – Five lay Vestry members and the Rector, if present, or six Lay Vestry members and one (1) Warden if the Rector be not present (or the Cure vacant), shall constitute a quorum for the transaction of business at any meeting of the Vestry. The Rector shall preside at all meetings of the Vestry. In the absence of the Rector, the Senior Warden, or in his/her absence, the Junior Warden, may also preside at meetings of the Vestry. The Presiding Officer may vote only in the case of an tie.

d) Minutes of Valid Meetings – Minutes of all valid meetings of the Vestry shall be recorded by the Clerk of the Vestry, or in his or her absence, by such other Vestry member(s) as may be designated by the chairman of the meeting. Said minutes shall be furnished to the entire Vestry, and added to the Vestry's permanent records, as soon as practical.

e) Action by Telephone – Any member of the Vestry may participate in a meeting of the Vestry by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other. Participation by such means shall constitute presence in person at such meeting.

f) Action by Written Consent – Any action by the Vestry may be taken without a meeting if the Rector and all members of the Vestry consent in writing. Written consents shall be filed with the minutes of the Vestry.

g) Voting – An affirmative vote of a majority of those present at any meeting of the Vestry and entitled to vote shall be necessary for the approval of any resolution or other action.

Article IV – Annual and Other Parish Meetings

The Parish and its duly elected Vestry, Wardens, and Rector shall conduct an annual Parish meeting as soon as practicable in January of each year. Notice of the time and place of such meeting shall be given by advertisement set in open view in the Narthex of the Church and shall be read by the Rector or other minister on the two (2) Sundays preceding the meeting.

4.1 Agenda and Activities

The agenda and activities of the annual Parish meeting shall include, but not limited to, the following :

- a) Vestry Elections - Shall be held as specified by the above-referenced procedures.
- b) Warden Elections – Election of a Junior or Senior Warden is required.
- c) Presentation of the Annual Budget – The duly-appointed Treasurer of the Parish shall prepare and present to the communicants present the budget for the current year and generally report on the financial condition of the Parish.
- d) Committee Reports – The various committees and organizations within the Parish shall organize and present their annual reports (s) of activities for the preceding year.
- e) Other Reports and Functions – Other reports and functions shall be presented and executed as deemed necessary by the Rector or Vestry at the Annual Meeting.

4.2 Presiding Officer

The Presiding Officer, with a right to vote, at the annual Parish meeting shall be the Rector and or his/her designate. In the event the Cure is vacant, the Senior Warden, Junior Warden, or Clerk of the Vestry shall preside, in that order. If none of these are present, the meeting will elect a chairperson. The Presiding Officer shall be the judge of the qualifications of the voters, shall receive the votes cast and declare the results (s).

4.3 Qualifications of Voters

Pursuant to Diocesan Canon, the persons entitled to vote at any meeting of the Parish shall be:

- a) Present at the meeting,
- b) Sixteen (16) years of age at the time of the meeting, and
- c) Canonically enrolled Lay Communicants in good standing with the Parish.

4.4 Quorum of Voters

Not less than twenty (20) qualified voters shall constitute a quorum for the transaction of business at the Annual or special meeting (if any) of the Parish. Should there not be a quorum present at any duly or properly called Parish meeting, the Presiding Officer may adjourn the meeting thereof until a quorum is present.

4.5 Voting

All elections shall be ballot. No votes may be cast by proxy. Each qualified voter shall have one vote per round of voting. All elections shall be had and all questions decided by a majority of the votes cast, except as provided by law.

4.6 Special Parish Meetings

Special meetings may be called by the Rector at any time, or if the Cure is vacant, by the Wardens upon the same notice provided herein. The notice shall specify the object for which the meeting is called. Special meetings shall be conducted in the same manner as the Annual meeting.

Article V – Staffing of Parish Positions

The Wardens and Vestry, pursuant to the dictates and/or limitations of the Parish budget, shall provide funding and other resources necessary to hire both clergy and lay person qualified to fill the following positions, to wit:

5.1 Salaried Positions

The following salaried positions may be approved and funded through the annual operating budget of the Parish, including, but not limited to:

- a) Rector – Pursuant to Diocesan Canon, the Vestry shall elect and call the Rector in accordance with the provisions of the Canons of the General Church. Compensation for this position shall be approved by the Wardens and Vestry and reflected in the annual operating budget of the Parish.
- b) Associate Rector – As the Rector and Vestry deem necessary, and as funds are available to compensate this/these additional clerical position (s), the position (s) of Associate Rector may be staffed Pursuant to Diocesan Canon, this position “by whatever name they may be designated, shall be under the authority of the Rector.” Compensation for this/these position (s) shall be approved by the Wardens and Vestry and reflected in the annual operating budget of the Parish.
- c) Sexton – This lay person shall be employed by the Wardens and Vestry to maintain the church grounds and buildings in such a manner as is deemed necessary by the Rector, Wardens, and Vestry of the Parish. Pursuant to Diocesan Canon, however, “the Rector shall have custody of all Parish buildings and shall deem to what purpose they may be appropriated.” Compensation for this position shall be approved by the Wardens and Vestry and reflected in the annual operating budget of the Parish.
- d) Parish Administrator – This lay person shall be employed by the Wardens and Vestry to perform such administrative, clerical, and other duties as deemed necessary and appropriate to ensure the proper day to day function of the Parish. Compensation for this position shall be approved by the Wardens and Vestry and reflected in the annual operating budget of the Parish.

5.2 Non-Salaried Positions

Pursuant to Diocesan Canon, the following non-salaried positions may be created and maintained by the Vestry, including:

- a) Parish Clerk a/k/a Clerk of the Vestry – The duties of this person shall include attending all meetings of the Vestry, to keep minutes of its proceedings, and to enter and attest the same in a suitable manner, preserve their journals and records; to attest the public acts of the Vestry; and

perform such other duties as may be legally assigned to him or her. The Clerk may or may not be a member of the Vestry, and shall be annually elected by the Vestry to this position.

b) Treasurer – It shall be the duty of the Treasurer to receive all moneys collected under the authority of the Vestry. The Treasurer is authorized to expend moneys for the purposes and to the extent adopted in the Parish budget, but shall not disburse other funds except on Order by the Vestry. The Treasurer shall keep and maintain full and accurate account of all funds received and disbursed by him or her, in accordance with the provisions of Diocesan Canon, and shall be present to the Vestry monthly reports of same, and an annual report before the 10th day of January. The Treasurer may or may not be a member of the Vestry; his or her books and papers shall always be subject to the inspection of the Rector or Wardens of the Vestry in session.

Article VI – Changes to Bylaws

Changes, additions, or deletions to or from these Bylaws are subject to the following provisions, to wit:

6.1 Change or Repeal by Vestry Action

These Bylaws may be amended or repealed, or new Bylaws may be adopted at any meeting of the Vestry called for that purpose, by an affirmative vote of two thirds (2/3) of the entire membership of the Vestry, provided that a copy of the proposed changes shall be delivered or sent by mail to the members at least ten (10) days before the date of the meeting and provided further that a copy of the proposed changes has been posted in the Narthex of the Church at least fourteen (14) days prior to the meeting.

6.2 Change or Repeal at Annual or Special Parish Meetings

In addition, these Bylaws may be amended or repealed or new Bylaws adopted by any annual or special meeting of Parish by a simple majority vote. This power in the membership shall include the power to change or override any otherwise effective action taken by the Vestry to amend or repeal or adopt new Bylaws taken pursuant to section 4.1 above.

APPROVED AND RATIFIED BY PARISH RESOLUTION, THIS THE

_____ DAY OF _____, 2007.

Senior Warden

Clerk of the Vestry