

**AMENDED AND RESTATED BYLAWS OF GRACE MEMORIAL PROTESTANT EPISCOPAL  
CHURCH OF PORTLAND, OREGON**

Revised 4/21/2020: The corporation intends for these Amended and Restated Bylaws to replace all other previously executed Bylaws in their entirety.

**ARTICLE 1  
NAME**

The name of this corporation is Grace Memorial Protestant Episcopal Church of Portland, Oregon commonly known as Grace Memorial Episcopal Church (hereinafter sometimes referred to as "**the Parish**"), 1535 NE 17th Avenue, Portland, Oregon 97232.

**ARTICLE 2  
RECOGNITION OF AUTHORITY OF THE CHURCH**

This Parish, as a constituent part of the Church in the Diocese of Oregon, expressly accedes to the Constitution, Canons, Doctrine, and Worship of the Protestant Episcopal Church in the United States of America, and the Constitution and Canons of the Church in the Diocese of Oregon, and recognizes the authority of the General Convention and of the Convention of this Diocese.

**ARTICLE 3  
PARISH GOVERNANCE**

**1. VESTRY.**

The governing body of the Parish shall be the Vestry, which shall have control of the business and temporal affairs of the Parish, subject to the restrictions, regulations, and guidelines of the Episcopal Church, the Diocese of Oregon and the laws of the State of Oregon and the United States. The Vestry shall consist of no fewer than nine (9) nor more than twelve (12) members of the Parish and the Rector. However, no Rector shall have a vote in the election of a successor.

One third of the members of the Vestry shall be elected each year at the Annual Meeting of the Parish for a term of three years. To be elected, a nominee must be a layperson who is a pledging member of the Parish, at least 18 years of age, and qualified to vote at an Annual Meeting of the Parish. Members of the Vestry are eligible for nomination to serve one additional consecutive three-year term.

No two members of the Vestry may be members of the same household. The Vestry may, by resolution, establish expectations and attendance requirements for members of the Vestry.

Members of the Vestry serve without compensation. The Parish may not make a loan to or

guarantee an obligation of or for the benefit of a member of the Vestry.

A quorum of the Vestry shall consist of the presence of: a) a majority of its members then in office, and b) the Rector or one of the Wardens. If a quorum is present when a vote is taken, the affirmative vote of majority of the Vestry members present is the act of the Vestry unless Canon law or these Bylaws require the vote of a greater number of Vestry members.

Vacancies occurring between elections shall be filled by persons qualified for Vestry membership chosen by a majority vote of the remaining members of the Vestry. The person chosen shall serve the unexpired term. A person so chosen may, if nominated, stand for election for a full term at the next Annual Meeting of the Parish.

The Vestry shall establish a regular meeting date and time. Special meetings may be called by the Rector, or both the Wardens, or by any three members of the Vestry, by giving to each member of the Vestry, at least two days in advance of the meeting, a written notice of the date, time, and place of the meeting. A special meeting of the Vestry may be held by telephone or other form of electronic communication, as long as all Vestry members can communicate with each other. The rules contained in the most recent edition of Robert's Rules of Order, will govern all Vestry meetings.

All Vestry meetings are open to members of the Parish unless there is a vote to go into executive session.

The Vestry may establish one or more committees which may exercise the authority of the Vestry within the limits of ORS 65.354. The committees will regularly report their activities to the Vestry. The Vestry shall approve of all committee actions that are in the best interests of the Parish as determined in the Vestry's sole discretion.

## 2. RECTOR.

Subject to the rubrics of the Book of Common Prayer, the Canons of the Episcopal Church and the Diocese of Oregon, and the counsel of the Bishop, the Rector shall be responsible for and have control of the spiritual matters of the Parish and the worship of the congregation. The Rector shall, at all times, have access to the church, buildings and custody of the keys of the same. Any assisting clergy shall be recommended by the Rector and approved by the Vestry prior to appointment and shall serve under the direction and control of the Rector.

The Rector shall be chosen by a majority vote of the Vestry, with the counsel of the Bishop. The process for electing and removing the Rector shall be as prescribed by the Bishop and Canons of the Diocese of Oregon.

## 3. OFFICERS.

**Senior Warden.** The Senior Warden shall be nominated by the Rector and elected by the Vestry, from among the members of the Vestry, at the first meeting of the Vestry following the Annual Meeting. When the Rector and Vestry jointly determine that it is in the best interests of the Parish two (2) or more co-Senior Wardens may be elected to share the responsibilities of the Senior Warden position. The Senior Warden or co-Senior Wardens (hereinafter referred to as “**Senior Warden**”) shall serve for a term of one year or until a successor is chosen. A member of the Vestry may serve no more than two consecutive terms as Senior Warden. The Senior Warden shall, in the absence or at the request of the Rector, preside at all meetings of the Vestry and the Parish and shall have such duties as assigned by the Rector and set forth in the Canons of the Diocese of Oregon.

**Junior Warden.** At the first meeting of the Vestry following the Annual Meeting, the Vestry shall elect one of their members to be Junior Warden for the term of one year. In the absence of the Rector and Senior Warden, the Junior Warden shall preside at the meetings of the Vestry and the Parish, shall have such duties and responsibilities as are assigned from time to time by the Vestry, and shall share in those duties of Wardens set forth in the Canons of the Diocese of Oregon.

**Treasurer.** At the first meeting of the Vestry following the Annual Meeting, the Vestry shall elect a Treasurer, who may be a member of the Vestry or any other member of the congregation eligible to serve on the Vestry. The Treasurer shall continue in office until a successor is elected. The Treasurer shall be responsible for maintaining adequate records of the Parish finances and shall submit monthly statements of these to the Vestry, shall assure payment of all expenses of the Parish authorized by the Vestry promptly when due, and shall ensure compliance with Canons of the Diocese of Oregon relating to Parish finances. The books and accounts of the Treasurer shall be open at all times to the inspection of the Rector, Wardens, and Members of the Vestry.

**Clerk.** At the first meeting of the Vestry following the Annual Meeting, the Vestry shall elect

a Clerk, who may be a member of the Vestry or any other member of the congregation eligible to serve on the Vestry. The Clerk shall continue in office until a successor is elected. The Clerk shall attend all meetings of the Vestry and of the Parish, take minutes of their proceedings, and provide copies of such minutes to all members of the Vestry. When such minutes have been approved, the Clerk shall enter and attest them in the Book of the Minutes of the Vestry and shall post the minutes where they may be read by members of the Parish. The Clerk of the Vestry is also the Clerk of the Parish and shall perform the duties assigned to such by Canon Law and those assigned by Oregon state law to a Secretary of a nonprofit corporation.

Any officer who is not a member of the Vestry shall not be eligible to vote at meetings of the Vestry.

#### 4. STANDARD OF CONDUCT.

All Members of the Vestry and Officers of the Parish shall carry out their responsibilities according to these general principles:

- Due Care and Loyalty. Vestry members and Parish Officers with discretionary authority will discharge their duties under that authority:
  - In good faith.
  - With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - In a manner they reasonably believe to be in the best interests of the corporation.
- Right to Rely on Experts. In performing their duties, Vestry members and Parish Officers may rely on information, opinions, reports, or statements, including financial statements and other financial data prepared or presented by:
  - Themselves or employees of the corporation whom they reasonably believe to be reliable and competent in the matters presented; or
  - Legal counsel, public accountants, or other persons concerning matters they reasonably believe to be within their professional or expert competence.
- Failure to Act in Good Faith. A Vestry member or Parish Officer fails to act in good faith if they rely on information provided by the above persons even though they have knowledge that makes reliance on the information unwarranted.

### ARTICLE 4 PARISH MEETINGS

1. ANNUAL MEETING. The Parish shall hold an Annual Meeting on a day and hour determined by the Vestry, for purpose of electing members of the Vestry and delegates to Diocesan Convention, hearing reports, and transacting of other business. Notice of the Annual Meeting, signed by the Rector or one of the Wardens, shall be posted in a conspicuous place in the church and announced at regular church services at least one week prior to the meeting.

At the Annual Meeting, the Rector shall make a full report of the work of the Parish during the preceding year. The Treasurer shall make a full report of all receipts and disbursements for the preceding year, the proposed budget for the coming year, and the financial condition of the Parish. The report of the Church School, the Auditing Committee and other guilds, commissions and committees of the Parish shall also be presented to the meeting.

2. SPECIAL MEETINGS. The Rector or the Vestry may call special meetings of the Parish at any time. Notice of a special meeting must be given in the same manner as for an Annual Meeting and must contain the agenda for the special meeting. Only matters on the agenda for that meeting may be acted on at any special meeting.

3. PRESIDING OFFICER. The Rector, or in his or her absence, the Senior Warden, or, in his or her absence, the Junior Warden, shall preside at all Annual and special meetings of the Parish. The Clerk shall act as Clerk of such meetings. In case of the Clerk's absence, the meeting shall elect a temporary Clerk.

4. QUORUM. A quorum for any Parish meeting shall be 10% of the Voting Members of the Parish.

5. VOTING MEMBERS. Persons eligible to vote at any Meeting of the Parish are all communicants of the Church over 16 years of age who have either: (i) been enrolled on the Parish Register for six months and have communicated in the Parish within the year immediately preceding the Meeting, or (ii) been contributors in their own names to the support of the Parish for at least six months preceding the Meeting. Voting shall be limited to those eligible voters present at the meeting, and voting by proxy shall not be permitted.

6. ELECTIONS. The election of nominees to the Vestry shall take place in the following manner. The sitting Vestry shall appoint a nominating committee to recruit members for the coming year. No less than two months prior to the annual general meeting, said committee shall publicly announce its charge in a prominent manner (e.g., announcements in church, in the electronic newsletter, in the bulletin, and so on), inviting parish members who may be called to serve on the Vestry to apply to do so. The period for accepting applications shall close two weeks prior to the annual meeting. The committee shall review the applications and identify a slate of candidates equal in number to the number of vacancies expected on the Vestry and shall present this slate to the sitting Vestry. The sitting Vestry shall vote to approve, reject, or amend the slate. If approved, the slate shall be shared with the parish in advance of the annual meeting. At the annual meeting, the parish shall vote to accept, reject, or amend the slate of candidates.

## ARTICLE 5

### BUSINESS METHODS IN CHURCH FINANCES

**Books and Records of Account.** Together with the Treasurer, the Parish will maintain correct and complete books, financial statements, and records of account. The Parish will keep its books and records of account and prepare its financial statements in accordance with

generally accepted accounting principles, which shall be applied on a consistent basis from period to period.

**Loans.** The Parish may not borrow money or issue evidences of indebtedness unless the Vestry authorizes the action.

**Fiscal Year.** The Parish will use a calendar year fiscal year unless the Board expressly determines otherwise.

**Deposits.** The Parish will cause all funds of the Parish not otherwise employed to be deposited to the credit of the Parish in such banks, trust companies, or other depositories as the Parish or Treasurer may select.

**Banking.** Banking Trust and permanent funds and all securities shall be deposited with an FDIC insured bank or credit union, or with some other agency approved in writing by the Vestry. These deposits shall be under a trust or an agency agreement and provide for at least two signatures on an order of withdrawal.

**Insurance.** All buildings and their contents shall be kept adequately insured.

**Transparency.** As part of its annual report, the Treasurer shall present information on the administration of, and compliance with, this Section.

#### ARTICLE 6 CONFLICTING INTEREST TRANSACTIONS

The Parish has adopted a Conflict of Interest Policy dated \_\_\_\_\_2019, which is incorporated herein by reference.

#### ARTICLE 7 ADOPTION AND AMENDMENT OF BYLAWS

These Bylaws shall become effective upon approval by a majority of those present at the Vestry meeting dealing with these Bylaws described herein.

The Bylaws may be amended by a majority vote of the Vestry at any regularly scheduled Vestry meeting or any special meeting properly called for that purpose.

#### CERTIFICATION OF PARISH ADOPTION

The undersigned, Clerk of the Vestry of Grace Memorial Episcopal Parish, certifies that the foregoing Amended and Restated Bylaws were adopted by the Vestry on this \_\_\_\_ day of \_\_\_\_\_, 2020. The Clerk was empowered to authenticate these Bylaws by their signature below.

---

Clerk: