

**REVISED BYLAWS OF  
CHRIST CHURCH PARISH, LAKE OSWEGO**

ARTICLE I

PURPOSE

The purpose of the Corporation shall be to advance the interests of the Parish and to conduct the Parish in accordance with the Constitution, Canons, regulations, rules, usage and discipline of the Protestant Episcopal Church of the United States of America and the Diocese of Oregon. Subject to the limitations stated in the Articles of Incorporation, the Corporation shall be organized and operated exclusively for charitable, religious and educational purposes to engage in any lawful activities not for profit for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and §501(c)(3) of the Internal Revenue Code of 1954 or their corresponding future provisions.

ARTICLE II

VOTING MEMBERS

Section 1. Voting Membership

All communicants at least 16 years of age who have received communion in the Parish during the year preceding and all baptized persons of like age who contributed to the support of the Parish shall be legal voters of the Parish. Said members are responsible for providing the Parish with their most recent postal address and e-mail address for notice and other communication purposes.

Section 2. Voting

All voting members as of the date of record (December 31 of the preceding year) shall be entitled to one vote at an Annual or Special Meeting of the membership. Voting shall be limited to those present at said Meeting, and voting by proxy or absentee ballot shall not be allowed.

Section 3. Termination of Membership

Any communicant who shall be absent from the Parish for a period of two years or neglects to receive Holy Communion for the same period, without reasons known and satisfactory to the Rector, shall be removed from the list of active communicants and the Parish Register.

### ARTICLE III

#### MEMBER MEETINGS

##### Section 1. Annual Meeting

The Annual Meeting of the Parish membership shall be held at such date, place and time as the Vestry shall determine. Notice signed by the Rector or by one of the Wardens shall be sent to each member at the last address of record by first class mail or by e-mail at least two weeks before the date of the Meeting. The notice shall include the date, place, time and purpose(s) of the Meeting.

##### Section 2. Special Meeting

Special Meetings of the Parish membership may be held at any time by a call of the Rector or the Vestry. Notice of a Special Meeting shall be given in the same manner as notice of the Annual Meeting. The notice shall set forth the business which is proposed, and no business other than that specified in the notice shall be in order.

##### Section 3. Quorum

Those votes represented at an Annual or Special Meeting of the membership shall constitute a quorum. A majority of those members voting is the act of the members, unless these Bylaws or the law provide differently.

##### Section 4. Election of Vestry Members

The election of Vestry members shall be by ballot unless dispensed by unanimous consent of the membership present at the meeting. The presiding officer shall act as Inspector of Elections and certify who are the elected members of the Vestry.

### ARTICLE IV

## THE VESTRY

### Section 1. Duties

The Vestry shall have charge of the temporal concerns of the Parish and shall attend to all business matters of the Parish, including the providing and keeping in good order a house of worship and all the necessary furniture and appointments of the same and the payment of all Parish obligations and dues. It shall be the agent and legal representative of the Parish in all matters concerning the Parish corporate property and the relations of the Parish with the clergy.

### Section 2. Number and Qualifications

The Vestry shall be composed of the Rector, the Senior Warden, the Junior Warden, and ten Members at large who shall be lay persons qualified to vote at membership meetings.

### Section 3. Terms and Election

Four Members at large shall be elected to the Vestry at each Annual Meeting for terms of three years and until their successors are elected. The Nominating Committee will be composed of one exiting Vestry Member selected by the Vestry, a prior Vestry Member, two other Parish members and the Rector. The Nominating Committee shall meet at least one month before the Annual meeting to select the nominees and secure their consent. In addition to nominees proposed by the Nominating Committee, nominations may be made from the floor at the Annual Meeting. Such nominations shall be with the consent of the persons nominated, which consent shall be in writing if the nominee is not present at the meeting.

### Section 4. Vacancies

In the event of a vacancy on the Vestry, the Vestry shall elect a member of the Parish to fill the vacant position for the remainder of the unexpired term.

### Section 5. Removal

(a) A Vestry Member may be removed only for cause, which is limited to the following:

i. Has been absent without cause for three successive regular Vestry meetings or for a period of three successive months if more than three regular meetings have been held within such a period

- ii. Has been removed from the Parish Register
- iii. Has moved from the area by such distance as to preclude active regular participation
- iv. Has been convicted of a felony
- v. Has a mental or physical incapacity to discharge the duties assigned
- vi. Has an undisclosed conflict of interest
- vii. Has violated those standards of conduct defined in Article IV, Section 6, of these Bylaws.

(b) Removal shall be accomplished in the following manner: A motion for removal shall be voted on at two successive regular meetings of the Vestry with two-thirds of the elected Vestry Members voting in favor of said motion at both meetings. Thereafter, a notice of intention to remove shall be addressed to the Vestry Member concerned setting forth the specific grounds for removal. Said notice may be delivered in person by the Rector or Senior Warden or may be sent by certified mail, return receipt requested, and shall provide for thirty days from the date of receipt of the notice in which the Vestry Member concerned may respond and present statements and arguments on his or her behalf at a regular or special meeting of the Vestry. Upon hearing and considering these statements and arguments, the Vestry shall take final action on removal, which shall be in the form of a motion with two-thirds of the Vestry voting in favor of removal for it to occur. Notice of this decision shall be delivered in the same manner provided above for delivery of the notice of intention to remove. If the final action results in removal of a Vestry Member, the Vestry shall then declare a vacancy.

#### Section 6. Standards of Conduct

(a) A Vestry Member shall discharge his/her duties, including duties as the member of a committee:

- i. In good faith,
- ii. With the care an ordinarily prudent person in a like position would exercise under similar circumstances, and
- iii. In a manner the Vestry Member reasonably believes to be in the best interests of the corporation.

(b) In discharging the duties of a Vestry Member, a Member is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data if prepared or presented by:

- i. One or more officers or employees whom the Vestry reasonably believe to be reliable and competent in the matters presented;
- ii. Legal counsel, public accountants or other persons as to matters the Vestry Member reasonably believes to be within the person's professional or expert competence;
- iii. A committee of the Vestry to which the Vestry Member does not belong as to matters within its jurisdiction, if the Vestry Member reasonably believes the committee merits confidence; or
- iv. Priests or other persons whose position or duties in this religious corporation the Vestry Member believes justify reliance and confidence and whom the Vestry Member believes to be reliable and competent in the matter presented.

(c) A Vestry Member is not acting in good faith if the Vestry Member has knowledge concerning the matter in question that makes reliance otherwise permitted in the preceding (b) i. through iv. unwarranted.

#### Section 7. Conflicts of Interest

(a) A conflict of interest transaction is a transaction with the corporation in which a Vestry Member has a direct or indirect interest. A conflict of interest transaction is not voidable nor the basis of imposing liability on the Vestry Member if the transaction is fair to the corporation at the time it was entered into or is approved as provided in subsection (b) below.

(b) A transaction in which a Vestry Member of Christ Church has a conflict of interest may be approved:

- i. By vote of the Vestry if the material facts of the transaction and the Vestry Member's interest are disclosed or known to the Vestry; or
- ii. By obtaining the approval of the Attorney General of Oregon or the circuit court in an action in which the Attorney General is joined as a party.

(c) A Vestry Member has an indirect conflict of interest if:

- i. Another entity in which the Vestry Member is a general partner is a party to the transaction, or
- ii. Another entity of which the Vestry Member is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

(d) For the purposes of subsections (b) and (c), a conflict of interest transaction is authorized or approved or ratified if it receives the affirmative vote of the majority of the Vestry Members who have no direct or indirect interest in the transaction. A transaction may

be authorized, approved or ratified if a majority of the Vestry Members who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, and a quorum is present for the purposes of taking action under this subsection.

#### Section 8. Loans or Guarantees for Vestry Members or Officers

Any loans or guarantees to clergy, staff or Vestry Members which the Vestry may choose to make shall be in full compliance with Oregon statutes, including notice requirements.

### ARTICLE V

#### VESTRY MEETINGS

##### Section 1. Regular Meetings

The regular meetings of the Vestry shall be held on the fourth Wednesday of each month. If circumstances require the meetings to be rescheduled, Vestry meetings may be called for some other day of the month, provided that notice is given to each Vestry Member. All Vestry meetings shall be open to any member of the Parish except those portions designated by the Vestry as Executive Sessions.

##### Section 2. Special Meetings

Special meetings of the Vestry shall be held at times and places to be determined by the Vestry. Notice of such meetings, describing the date, time, place and purpose of the meeting shall be effective upon delivery to each Vestry Member, provided that it is not less than two days prior to the special meeting. Notice may be given personally, by telephone, by mail, by electronic mail, or by electronic transmission.

##### Section 3. Meetings by Telecommunication

Any regular or special meeting of the Vestry may be held by remote communication. This means any method by which a Vestry Member not physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other Vestry Members and have access to materials necessary to participate or vote in the meeting.

#### Section 4. Quorum

A quorum for the meeting of the Vestry shall consist of seven Vestry Members. Further, no Vestry meeting shall be valid unless either the Rector or one of the Wardens is present.

#### Section 5. Action Taken

If a quorum is present and proper notice is given, action may be taken by a majority present for all matters pursuant to Oregon law.

#### Section 6. No Salary

A Vestry Member shall not receive a salary for such services but may be reimbursed for expenses related to Vestry service.

#### Section 7. Action by Consent

Any action required by law to be taken at a Vestry meeting, or that may be taken at a Vestry meeting, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all Members of the Vestry.

### ARTICLE VI

#### APPOINTMENT OF WARDENS, OFFICERS AND DELEGATES

##### Section 1. Senior Warden

The Senior Warden shall be appointed by the Rector at the first Vestry meeting held after the Annual Meeting of the Parish and shall serve for a one-year term or until a successor is duly appointed. The Senior Warden must be a Vestry Member.

##### Section 2. Duties of the Senior Warden

In furtherance of and in addition to the duties prescribed by the Canons, the Senior Warden shall have the following duties:

- (a) Preside at Vestry meetings in the absence of, or when directed by, the Rector;
- (b) Be responsible for the proper organization of non-religious matters of the Parish;

(c) Designate Commissions and Special Committees and Chairpersons thereof with the Rector's approval, except as specified under Article VII, Section 2, below; and

(d) Perform all duties required of the Corporate President under Oregon law.

### Section 3. Junior Warden, Clerk, Treasurer and Delegates

The Junior Warden, the Clerk, the Treasurer and any lay delegates to the Convocations and Conventions are elected by the Vestry. Only the Junior Warden need be a Vestry Member. These officers and lay delegates shall serve a one-year term or until a successor is duly chosen. The number of lay delegates which may be chosen is determined by the schedule in the Canons of the Diocese of Oregon.

### Section 4. Duties of the Junior Warden

In furtherance of, and in addition to, the duties prescribed by the Canons, the Junior Warden shall have the following duties:

(a) Conduct meetings of the Vestry in the absence of the Rector and the Senior Warden;

(b) Be responsible for maintenance of all real and personal property owned by the Parish;

(c) Be responsible for recommending to the Vestry an adequate insurance program;

(d) Report to the Vestry on the condition of Parish property, including conditions, deficiencies and future needs which will affect the ability of the Parish to perform its functions, together with recommendations as to necessary action; and

(e) Perform all duties required of the Corporate Vice President under Oregon law.

### Section 5. Clerk Duties

The Clerk shall attend all meetings of the Vestry and of the members of the Parish, take Minutes of the proceedings, and when approved, enter and attest them in the Book of Minutes of the Vestry and the Parish; act as Clerk of the Parish Corporation and, as such, attest to the public acts of the Vestry; preserve the journals and records of the Parish; and perform such other duties as may be legally assigned. Books and papers relating to the affairs of the Parish shall be delivered to the Clerk's successor.

### Section 6. Treasurer Duties



The Treasurer shall be responsible for maintaining adequate records of Parish income and expenses and shall submit monthly financial reports to the Vestry. The Treasurer shall promptly pay when due all salaries, clergy travel allowances, authorized perquisites, utilities and other budgeted items, but may not exceed the budgeted amount for any item without the consent of the Vestry. In the event sufficient funds are not on hand to meet all obligations at a particular time, the Treasurer shall consult the Vestry. The Treasurer shall arrange that the Parish accounts be audited annually in accordance with Article VIII, Section 2, below. The Treasurer shall present to the Parish members, at their Annual Meeting, a full and accurate statement of all money received and disbursed during the year preceding, accompanied by vouchers. The Treasurer shall attend Vestry meetings when requested. The books and accounts of the Treasurer shall at all times be open to the inspection of the Rector, the Wardens and other Members of the Vestry.

## ARTICLE VII SPECIAL COMMITTEES

### Section 1. Special Committees

Special Committees may be established and dissolved by the Vestry. Special Committees shall be those having a goal that can be reached within a specified time and require ability and expertise in a specific area of Parish endeavor or development.

### Section 2. Chairperson

The Chairperson for Special Committees involving liturgical, pastoral or educational ministries shall be nominated by the Rector. Chairpersons for all other Special Committees shall be nominated by the Senior Warden with the approval of the Rector. All nominations for Chairperson must be confirmed by the Vestry. A Chairperson may be nominated for successive terms.

### Section 3. Members of Special Committees

Members shall be appointed by the Chairperson with the concurrence of the Rector and the Senior Warden. Members serve for one year and until their successors are appointed. Members may be appointed to successive terms. Each Special Committee shall have at least one member of the Vestry on it. The Rector, Senior Warden, and Junior Warden shall be ex officio members of each Special Committee.

#### Section 4. Services of a Consultant

Each Special Committee may obtain the services of consultants who may or may not be members of the Parish, but no commitment to pay for the consultant's services may be made without having the consent of the Vestry.

### ARTICLE VIII

#### PARISH ADMINISTRATION

##### Section 1. Fiscal Year

The fiscal year of the Parish shall be the calendar year.

##### Section 2. Financial Records

The financial records of the Parish shall be audited annually in accordance with the Canons of the Diocese of Oregon. At least once every four years, the audit shall be certified by an independent certified public accountant.

##### Section 3. Corporate Transactions

The Vestry shall establish guidelines for the execution of all corporate transactions including, but not limited to: the drawing of checks on Parish accounts; notes; drafts; bonds; acceptances; leases; contracts; and other corporate documents and instruments.

##### Section 4. Bonding

The Treasurer, Assistant Treasurer and any other individual within the Parish whose job descriptions regularly include the unsupervised handling of substantial amounts of funds shall be adequately bonded.

##### Section 5. Annual Report

The Vestry shall prepare, or cause to be prepared, an annual report of the corporate business and activities, together with a proposed income and expense budget for the following year which shall be presented at the time of the Annual Meeting. Each annual Parish budget

shall include an amount for emergency expenditures. The Junior Warden is authorized to approve expenditures from said fund for emergencies to maintain the physical facilities of the Parish.

ARTICLE IX  
CORPORATE INDEMNITY

The Parish will indemnify its Directors and Officers to the fullest extent allowed by Oregon law.

ARTICLE X  
DEFINITIONS

1. The term Rector in these Bylaws includes the Interim Rector or the Priest in Charge
2. The term Canons in these Bylaws means the Episcopal Diocese of Oregon Constitution and Canons 2020 (Adopted at the 131<sup>st</sup> Convention of the Episcopal Diocese of Oregon) or their corresponding future provisions.

ARTICLE XI  
AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by a vote of the Parish members.

The Revised Bylaws of Christ Church Parish, Lake Oswego, an Oregon religious corporation, are formally adopted by a vote of the Parish's members at the Annual Meeting, as of this 26<sup>th</sup> day of January, 2020.

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Cheryl McGinnis

Corporate Secretary/Vestry Clerk