

BYLAWS OF St. Paul's Church in Syracuse

(aka St. Paul's Church, St. Paul's Syracuse, St. Paul's Episcopal Church)



**310 Montgomery St
Syracuse, NY 13202**

June 2021

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Article I: Membership (#1 below based on Title I, Canon 17, Sections 1-3 of 2015 Canons of the Episcopal Church)

1. **Members defined:**
 - a) All persons who have received the Sacrament of Holy Baptism with water in the name of the Father, and the Son, and the Holy Spirit - whether in this Church or in another Christian Church - and whose Baptisms have been duly recorded in this Church, are members thereof. Members sixteen (16) years of age and over are to be considered adult members.
 - b) See Canon 17, Section 1. c and d (referenced above) for “expectations” but not requirements that adult members may have been or could well be confirmed or received by a Bishop in one or another of the ways listed there.
 - c) All the members of this Church who have received Holy Communion in this Church at least three (3) times during the preceding year are to be considered communicants of this Church. For the purposes of statistical consistency throughout the Church, communicants sixteen (16) years of age or over are to be considered adult communicants.
 - d) All communicants of this Church who for the previous year have been faithful in corporate worship (unless by good cause prevented), and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing.
2. **Cathedral:** If St. Paul’s Church in Syracuse is designated as a cathedral of the Diocese of Central New York, it shall abide by the Institutes as agreed upon by St. Paul’s Church in Syracuse.

Article II: Meetings of the Parish Membership

1. **Annual:** The annual meeting of the members of St. Paul’s Church shall be held on a Sunday or secular day during January at a time and place as may be designated by the Rector and confirmed by a resolution of the Vestry.
2. **Special:** Special meetings of the members of St. Paul’s Church may be held on any Sunday or secular day fixed by the Rector and confirmed by a resolution of the Vestry.
3. **Notice:** Notice of such annual or special meeting shall be read by the Rector of the Parish - or, if the Rector be absent, by a warden thereof - on each of the two (2) Sundays preceding such meeting at the time of Divine Services. If for any reason the usual place of worship be not open for Divine Services, notice shall be posted on the outer door of the place of worship for two (2) weeks preceding the meeting, and/or distributed to the membership electronically. Such notice shall specify the day, place and hour of holding the meeting.
 - a) The notice of an annual meeting and election shall also specify the number and terms of office of each warden and member of the Vestry whose term of office shall then expire, or whose office shall then be vacant for any cause, and the office for which each officer is to be then elected.

- b) 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.
4. **Presiding Officer:** The Presiding Officer of such annual or special meeting shall be the Rector of the Parish or, if there be none or the Rector be absent, one (1) of the Wardens elected for the purpose by a majority of the qualified voters present at the opening of such meeting. If such Warden is not present, a member of the Vestry may be elected in like manner. The Presiding Officer – either personally or by designation -- shall be the judge of the qualifications of the voters, receive the votes cast, declare the results of the votes cast, and enter the proceedings of the meeting in the book of minutes of the Vestry – duly signed.
 5. **Voting Qualifications:** All adult members as herein defined (ART.I.1) shall be qualified voters at such a meeting.
 6. **Quorum:** The presence of at least twenty (20)% of the total number of adult members (cf. ART. II.5) shall be necessary to constitute a quorum at such meeting. The actions taken at such meeting shall be decided by the majority of such qualified members present and voting thereon, a quorum being present.
 7. **Action and Polls:** 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 be open for one (1) hour or longer, at the discretion of the Presiding Officer, or – if required – by a majority of the voters present and voting. The Wardens and Vestry members shall be elected by ballot from persons qualified to vote at such election, and no person shall be eligible for election as Warden unless that person be a confirmed communicant in the Episcopal Church and of at least twenty one (21) years of age, nor be eligible for election to Vestry membership unless that person has been baptized. Motions to close nominations and cast unanimous ballots (separately for Wardens vs. for Vestry members) are allowed. (cf. ART. IV.1 and ART. IV.4.b)
 8. **Reports:** The Rector, or some member designated by the Rector, shall furnish a report of all matters considered or adopted at such meeting to the Vestry at the Vestry's next meeting. (cf. IV. 4. c)

Article III: Wardens and Vestry

1. **Powers and Duties:** The Rector, if there be one, and the Wardens and members of the Vestry comprise the Vestry and act in the capacity of trustees. As such the Vestry has custody and control of all of the property of the Parish, both real and personal, and of the revenue of the Parish.
2. **Rector:** The Vestry may - subject to the Canons of the Episcopal Church and of the Diocese of Central New York, and by a majority vote – approve the hiring of a Rector to fill a vacancy in that office (Rector) at St. Paul's Church in Syracuse, and fix the salary and/or compensation of that Rector.
3. **Location of Business:** The principal place of business, and the office of the Vestry and the Parish, shall be in St. Paul's Church, 310 Montgomery Street (office & mailing

address) and 220 East Fayette Street (main entrance to the church proper) in Syracuse, NY 13202. Telephone number (315) 474-6053, and website: www.stpaulsyr.org

Article IV: Qualifications, Election, Number and Term of Office of Wardens and Vestry

1. **Qualifications:** No person shall be eligible as a Warden unless that person be also a communicant in good standing in St. Paul's Church and of at least twenty one (21) years of age, nor be eligible for election as a member of the Vestry unless that person shall have been a member of St. Paul's Church as defined in these Bylaws (cf. ART. I.1 and ART. II. 7).
2. **Number and Terms:** There shall be two (2) Wardens and nine (9) Vestry members on St. Paul's Vestry. The terms of office of the Wardens shall be two (2) years, and one (1) new Warden shall be elected each year at the annual meeting. The terms of office of the members of the Vestry shall be three (3) years, and three (3) shall be elected each year at the annual meeting. No person who shall have served a complete three-year term as a Vestry member, or a two-year term as Warden, shall be eligible for re-election to that office until the next annual election following the expiration of his or her term as a member of the Vestry or as a Warden.
 - a. Replacement Vestry members or wardens may be appointed by the Vestry to fill the unexpired terms vacated before completion by resignation or other reasons. Such replacement members or wardens will 1) have been recommended to the Vestry by the Nominations Committee (cf. ART.VII.3.c), and 2) upon completion of the unexpired term be immediately eligible for election at the next annual meeting to a regular full term in any position.
3. **Hold Office Until Successor Elected:** Each Warden and Vestry member shall hold office after the expiration of his or her current term until a successor shall be appointed by the Vestry or elected at the annual meeting.
4. **Election:** Wardens and members of the Vestry shall be elected at an annual meeting governed by the following regulations:
 - a) Notice of such annual meeting and election shall be given as prescribed in ART.II.3 of these Bylaws.
 - b) Voting in elections shall be by written ballot unless vacancies to be filled are uncontested; and, no absentee or proxy ballots may be cast (cf. ART II.7).
 - c) Unless otherwise designated by the Presiding Officer, the Clerk of the Vestry shall be the Clerk of the annual meeting.

Article V: Meetings of the Vestry

1. **Notice of Meetings:** No meeting of the Vestry shall be held unless either all members thereof are present or a three-day notice thereof has been given by the Rector in writing either personally, by mail, or by electronic means of communication. If there be

no Rector, or if the Rector be unable to act, one of the Wardens may give notice similarly. Such Rector or Warden may delegate to the Clerk of the Vestry the sending of the required notice of meeting(s). Twenty-four (24) hours notice of the first meeting of the Vestry after an annual meeting/election shall be sufficient provided such meeting be held within three (3) days after the annual meeting.

2. **Regular Meetings:** Regular meetings of the Vestry shall be held in at least nine (9) months of each year at such times and places determined by the Vestry or the Rector and the Wardens.
3. **Special Meetings:** Upon the written request of one third of the whole number of Wardens and Vestry members the Rector shall call a meeting of the Vestry. In the event of the failure or inability of the Rector to call such a meeting, the Clerk of the Vestry shall call the meeting.
4. **Remotely Conducted Meetings:** Regular or special meetings held remotely by means of electronic communications.
 - a) The Vestry may conduct meetings remotely via phone or video conference when circumstances prevent the Vestry from meeting in person.
 - b) The Wardens and/or the Rector shall determine when a meeting should be held by remote means, and shall provide a three-day notice to the members of the Vestry of the date and time of the meeting, the technology that shall be used for the meeting, and any necessary log-in information.
 - c) The technology used shall allow all members participating in the meeting to hear each other at the same time, and give each member the ability to participate in the discussion and voting.
 - d) The participation by a Warden or member of the Vestry from a remote location shall constitute 'presence in person' at the meeting for purposes of determining a quorum, and for any other purposes under these By-laws, the Policies and Procedures of the Vestry of St. Paul's Church, the Constitution and Canons of the National Church, the Episcopal Diocese of Central New York, and the New York Religious Corporation Law.
 - e) In the event of an Executive Session, it shall be the duty of each Warden and Vestry member participating by electronic means to assure that no other person is present with the Warden or Vestry member during such Executive Session, and that other steps, as necessary, are taken at the Warden's or Vestry member's location to protect the confidentiality of the Executive Session.
5. **Quorum:** The quorum of the Vestry shall consist of either:
 - a) the Rector and at least a majority of the whole number of Wardens and members of the Vestry, or
 - b) one (1) Warden and one (1) more than a majority of members of the Vestry (or both Wardens and a majority of the members of the Vestry), or
 - c) if the Rector be absent from the diocese and shall have been so absent for over four (4) calendar months, or if the meeting be called by the Rector and the Rector be absent there from or be incapable of acting, one (1) Warden and a majority of the members of the Vestry, or both Wardens and one (1) less than the majority of the members of the Vestry.

6. **Presiding Officer:** The Rector shall be the Presiding Officer of the Vestry or, if there be no Rector or if the Rector is absent, the Senior Warden or, in the absence of the Senior Warden, the Junior Warden shall preside.
7. **Required Vote:** The affirmative vote of a majority of the quorum of the Vestry participating shall be required for the adoption of any resolution of the Vestry, except as otherwise prescribed by law.
 - a) In the event that a vote on an issue is desired or necessary between any appropriately called meetings of the Vestry, a vote may be conducted electronically. The procedures for such a vote must be clearly explained, with special reference to any deadline for the submission of votes (beyond which votes will not be counted), and any plan to act immediately on the motion assuming an approval by that deadline. A report of the results of that vote showing a tally (number of yes, no, and abstention votes making up the total of votes) must then be accepted and entered into the Minutes of the next Vestry meeting for the creation of a record of said vote.

Article VI: Officers of the Vestry

1. **Clerk and Treasurer:** The Vestry shall appoint a Treasurer and a Clerk, and may appoint an assistant or acting Treasurer and/or an assistant or acting Clerk at its February meeting, if need be. The term of office of such officers shall be one (1) year renewable. Such officers need not be members of the Vestry but must be members of the Parish.
2. **Treasurer:** The Treasurer shall be the custodian of the Parish funds and shall cause the same to be deposited in such banks or other financial institutions as may be designated from time to time by the Vestry after consultation with the Finance Committee. The Treasurer shall have the power and authority to move assets around within the accounts held by St. Paul's Church. (cf. ART.VIII)
 - a) The Treasurer shall prepare and submit to the Vestry an annual report and such other fiscal reports as may be required from time to time by the Vestry. (cf. ART.VIII.3)
 - b) All securities belonging to the Parish shall be transferred to a financial institution, preferably located in Syracuse, in a custodial or management account upon such terms as the Vestry may direct and agree to. Any securities unable to be so transferred shall be kept in a safe-deposit box in such depository (a commercial bank in Syracuse) as is designated by the Vestry. Access to such box shall be by two (2) of the officers of the Parish from among the Rector, Wardens, and Treasurer.
 - c) The Treasurer is authorized and empowered to execute any assignment or other instrument, or to give instructions necessary to complete the transfer of any financial instrument owned by the Parish, at the direction of the Finance Committee or the Vestry.
3. **Clerk of the Vestry:** 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 of the Vestry, and perform all other duties customarily performed by a clerk or secretary. (cf. ART.IV.4.)

Article VII: Standing Committees (SC) and Other Committees

1. The Buildings and Grounds Committee (SC)

- a) Appointment of Chair. The Chair of the Committee shall be recommended to the Vestry by the Wardens and Rector together at its February meeting, and shall be appointed to that position by the Vestry.
- b) Committee Membership. The Rector and Treasurer (or, if not the Treasurer, the Chair of the Finance Committee) shall be ex officio members of this Committee, and other members shall be annually (in February) approved by the Chair and Rector together - keeping in mind the requirement to have at least four (4) so-approved members on the Committee, with at least one (1) of whom shall be a current member of the Vestry.
- c) Terms of Office. All terms are one-year renewable terms, or until a successor shall be appointed or approved as outlined in a) and b) above. Vacancies in these positions may be filled similarly for the remainder of unexpired terms.
- d) Purview (and related matters). This Committee shall have supervision of all real and personal property of the Parish and direction of construction, maintenance, and all related purchases. No repair item or new construction exceeding \$2,000 of cost shall be undertaken without approval of the Vestry by resolution, after consideration of this Committee's recommendations.

2. The Finance Committee (SC)

- a) Appointment of Chair. The Chair of the Committee shall be recommended to the Vestry by the Wardens and Rector together at its February meeting, and shall be appointed to that position by the Vestry.
- b) Committee Membership. The Rector, Treasurer, and Chair of the Buildings and Grounds Committee shall be ex officio members of this Committee; and other members shall be annually (in February) approved by the Finance Committee Chair and Rector together – keeping in mind the requirement to have at least four (4) so-approved members on the Committee, with at least one (1) of whom shall be a current member of the Vestry.
- c) Terms of Office. All terms are one-year renewable terms, or until a successor shall be appointed or approved as outlined in a) and b) above. Vacancies in these positions may be filled similarly for the remainder of unexpired terms.
- d) Purview (and related matters). This Committee shall have general charge of finances of the Parish under the direction of the Vestry, including the investment of the funds of the Parish within the limitations hereafter set forth:
 - i) The Committee shall prepare an annual budget each year for the succeeding year and submit it to the Vestry at its December meeting.
 - ii) The Committee shall annually examine and review all investments of Parish funds and make its report thereon to the Vestry, together with recommendations for any changes which in its opinion are deemed advisable and in the best interests of the Parish.
 - iii) Subject to Vestry approval, the Committee shall have the power to determine if and when any stocks, bonds, or other securities now or from time to time

hereafter owned by the Parish shall be sold; and shall have power to invest and re-invest the proceeds thereof, and any other Parish funds. All or part of the securities owned by the Parish may be managed by a financial institution, preferably located in the City of Syracuse, in a custodial or management account upon such terms as the Vestry may direct and agree to.

- iv) Nothing in these Bylaws shall impose any personal liability upon any member of the Finance Committee provided that the member acts in good faith and in compliance with these Bylaws and other policies approved by the Vestry.

3. **The Nominations Committee (SC)**

- a) Recommendation and Appointment of Committee Membership. On or before its October meeting the Wardens and Rector shall together recommend to the Vestry the membership of this Committee - keeping in mind the requirements to appoint the Junior Warden as Chair, include at least two (2) current members of the Vestry, and include two (2) other members of the Parish.
 - i) The Vestry shall then appoint the membership. Besides the Junior Warden there are no ex officio members, though the Committee shall seek the advice of the Rector on potential nominees before it brings a report to the Vestry.
- b) Terms of Office. All terms are one-year renewable terms, or until a successor shall be appointed by the Vestry as in a) above. Vacancies in these positions may be filled similarly for the remainder of unexpired terms.
- c) Purview (and related matters). This Committee's primary job is to determine what vacancies on the Vestry (regular members plus Wardens) will need to be filled at the annual meeting, gather recommendations for filling those positions, determine for themselves which of the persons recommended are eligible and shall be nominated for election at the annual meeting, report such a slate of nominees to the Vestry for its information only (prior to the annual meeting), and assure that such an election takes place at the annual meeting. The Committee's secondary job is to assist when needed to fill vacancies on the Vestry that come about outside the normal, annual (January) system of rotations off the Vestry or out of the Warden positions (cf. ART.V.7).

4. **The Personnel Committee (SC)**

- a) Membership. Chaired by the Senior Warden, Committee membership shall include four (4) ex officio members (Rector, two Wardens, and Treasurer), and one (1) at-large member from the Parish appointed annually (in February) by the Vestry at the recommendation of the Rector to fill the position. The at-large position is a one-year renewable position.
- b) Purview. This Committee shall provide advice and consent to the Rector - as requested by the Rector - in all matters regarding paid lay staff deemed to need attention. Issues regarding clergy staff may also come before this Committee.
- c) Records and Reports. The Rector shall see that complete and updated records are kept for all staff of vacation days, sabbatical days, comp and/or overtime, days off, special leave days, etc. The Committee shall report to the Vestry of its activities if and when it sees fit, or if requested by the Vestry.

5. **Other Committees (not SC)**

- a) Other committees, teams, groups and task forces may be established by the Vestry from time to time with such powers and responsibilities as determined by the Vestry. The Rector is an ex officio member of all such committees unless explicitly excluded by the Vestry.

Article VIII: Budgetary Administration

1. **Fiscal Year:** The fiscal year of St. Paul’s Church in Syracuse shall be the calendar year.
2. **Budget Review and Approval:** The Vestry shall review the budget as submitted by the Finance Committee - giving due consideration to the needs of the Parish and its ability to pay the estimated expenditures for the fiscal year – and shall:
 - a) adjust the proposed budget as deemed required,
 - b) approve the budget for the fiscal year, and
 - c) be prepared to continue such adjustments throughout the year as deemed necessary.
3. **Reports:** The Treasurer or a designee shall submit to the Vestry at each regular meeting thereof a report showing the financial status of the Parish and the budget for the fiscal year – offering, if need be, any recommendations for changes in the budget and in the ways to fund any deficit arising. The Vestry shall be responsible for approving a plan to deal with any deficit.
4. **Transfer of Appropriations:** The Vestry, upon recommendation of the Treasurer or a designee or the Finance Committee, may transfer funds as required from one expense item or surplus to another.
5. **Capital Improvements:** The Buildings and Grounds Committee shall recommend capital improvement projects which are then subsequently reviewed by the Finance Committee and brought to the Vestry for approval. (cf. ART.VII.1.d)
6. **Contracts:** All contracts or instruments authorized by the Vestry and requiring the signature of a representative of the Parish shall be signed by the Rector in the name of St. Paul’s Church or, if there be no Rector or the Rector be absent, by (first) the Senior Warden or (second) the Junior Warden. The Vestry may - by resolution - designate another person to sign in the name of St. Paul’s Church in Syracuse if need be.
 - a) Signatory Powers: The Vestry shall annually (February) appoint no fewer than four(4) adult members to work with the Business Office in signing checks as needed. Such signers shall be recommended to the Vestry by the Wardens and Treasurer together, and shall occupy one-year renewable terms. Except for the Rector’s Discretionary Fund, no such checks are to be signed by the Rector, Treasurer, or church lay staff.

Article IX: Amendments

These Bylaws may be amended at any regular or special meeting of the Vestry upon the affirmative vote of a quorum thereof present and voting thereon, or at an annual meeting of the members of the Parish upon a majority of members of the Parish present at such meeting

thereof, a quorum being present. The text of any proposed amendment, addition, or change in the Bylaws shall be set forth in full in the notice of the meetings.

Article X: Policies and Procedures of the Vestry

These Bylaws are augmented by the *Policies and Procedures of the Vestry* document adopted by the Vestry.

The earliest version of these Bylaws extant is 1995

Vestry approval date of this revision (the 4th since 1995): June 8, 2021

Signatory Page

	Editors	Vestry Approval Date	Rector Initials
06/08/2021	Philip Major, Rector Richard Pilgrim, Jr. Warden and Chair, ad hoc committee	June 8, 2021	




