

**BYLAWS
OF ST. MATTHEW’S EPISCOPAL PARISH
OF BROWNS POINT, TACOMA WASHINGTON**

As amended April 17, 2008

ARTICLE I.

DEFINITION OF TERMS

Section 1. Whenever the term “Parish” is used, it shall mean, as the context may in each instance require, either the corporation’s legal entity, or the membership of the corporation, or such geographic area as may be determined from time to time by the ecclesiastical authority of the Diocese of Olympia of the Protestant Episcopal Church in the United States of America.

Section 2. When used with reference to this corporation the following terms may be used interchangeably and synonymously:

1. “Corporation” and “Parish”
2. “Board of Directors” and “Vestry”
3. “Director” and “Vestryperson”
4. “Secretary” and “Clerk”
5. “St. Matthew’s” and “St. Matthew”

Section 3. The corporation may be referred to for brevity as “St. Matthew’s Parish” or as “St. Matthew’s Browns Point, Tacoma”, but its full corporate name shall be used in all legal documents.

ARTICLE II.

PARISH MEETINGS

Section 1. At any time between the Annual Diocesan Convention and the following 25th day of April of each year, after due notice publicly given at the regular principal services of St. Matthew’s Parish Church on the two Sundays next preceding, there shall be held the Annual Meeting of the Parish for the election of a Vestry and for the transaction of such other business as may properly come before the meeting.

Section 2. Special meetings of the Parish may be called by the Rector or by the Vestry if there is no Rector, and shall be called by the Rector upon a written request signed by a majority of the Vestry. Notice of any special meeting of the Parish shall be given at two regular services of the Church on at least one Sunday next preceding the day appointed for the special meeting.

Section 3. At all Parish meetings the Rector or, if there be none or if the Rector is absent, the Senior Warden, or the Junior Warden, in that order, shall preside, and the Clerk of the Vestry shall act as the Secretary of the meeting.

Section 4. All Parish meetings shall be held at such place within the geographical limits of the Parish as shall be designated in the notice of meeting given as aforesaid.

Section 5. A quorum at all Parish meetings shall consist of at least thirty qualified electors of the Parish.

Section 6. All baptized persons whose name appears on the Parish Register shall be members of the Parish.

Section 7. Only “qualified electors” of the Parish shall be entitled to vote at Parish meetings.

Section 8. The qualified electors of the Parish shall be: (1) Communicants of the Parish, age sixteen or older, whose names have been on the Parish Register for at least one month preceding the Parish meeting and who have made recorded contributions to the Parish budget, as shown by the records of the Parish Treasurer, and (2) such other baptized persons of like age who for the six months past have made recorded contributions to the Parish budget, as shown by the records of the Parish Treasurer.

Section 9. The right of challenge shall be permitted. Voting by proxy is not permitted.

ARTICLE III.

OFFICERS

Section 1. The officers of this corporation shall consist of a President, a 1st Vice President, a 2nd Vice President, a Secretary, and a Treasurer. The Rector of the Parish shall be President of the corporation and Chair of the Vestry. The Senior Warden shall be 1st Vice President. The Junior Warden shall be 2nd Vice President. The Clerk shall be Secretary. The Wardens shall be members of the Vestry and Communicants of the Church. The Senior Warden shall be appointed by the Rector, and the Junior Warden, Clerk, and Treasurer shall be elected by the Vestry. The Clerk and the Treasurer need not be members of the Vestry, but shall be qualified electors. All officers of the corporation, except the President, shall hold office until the first meeting of the Vestry after the next Annual Meeting of the Parish following the election of officers, and until their successors are elected.

Section 2. The officers of the corporation shall have the usual duties incident to their respective offices and such other duties as are provided in the Constitution, Canons, Usages, and Practices of the Protestant Episcopal Church in the United States of America and the Diocese of Olympia.

ARTICLE IV.

VESTRY

Section 1. The affairs of this corporation shall be managed by a Board of Directors called the Vestry, which shall consist of the Rector, an ex officio member, and not less than three nor more than fifteen persons elected by the Parish at the Annual Meeting or at a special meeting called for that purpose. The first Vestry shall consist of ten members, to serve as set forth in the Articles of Incorporation. Thereafter the Parish, by majority vote of the qualified electors present at the Annual Meeting, or special meeting called for that purpose, may, if notice of such proposed change is given with the notice of such meeting, change the number of Vestrypersons within the foregoing limitation of not less than three nor more than fifteen persons. All Vestries following the 1982 annual Parish Meeting shall number nine members.

Section 2. The first Vestry of the Parish shall consist of the Rector and ten Vestrypersons whose names, addresses and terms are set forth in the Articles of Incorporation.

Section 3. Baptized persons who are qualified electors of the Parish shall alone be eligible to serve as Vestrypersons. At least two-thirds (2/3) of the Vestrypersons shall also be communicants. The Rector shall be ex officio a member and the Chair of the Vestry. The qualified electors of the Parish shall each year elect one-third (1/3) of the Vestrypersons to serve for three years and until their successors are elected. No Vestryperson who is elected to a full three year term shall be eligible for re-election until one year after the expiration of the term for which he/she was elected.

Section 4. When a vacancy occurs on the Vestry prior to October 1st, the Vestry will, at a meeting duly called, appoint an individual to fill the vacancy. If a vacancy occurs after September 30th, the Vestry may either fill the vacancy or leave the position vacant until the next Annual Meeting of the Parish. Individuals appointed to the Vestry will serve until the next Annual Meeting, at which time a member shall be elected for the remaining portion of the unexpired term.

Section 5. All Vestrypersons shall serve until the expiration of the term for which they are elected and until the election of their successors, unless resignation for appropriate cause is submitted and accepted. If any Vestryperson be absent from three consecutive meetings of the Vestry without being excused by the Vestry, his or her position shall be declared vacant and filled in accordance with Section 4.

Section 6. No later than two weeks prior to the Annual Parish Meeting, the Vestrypersons serving in the final elective year shall nominate for election to the Vestry qualified men or women, at least equal in number to the number of Vestrypersons to be elected. The names of such nominees shall be contained in the final notice of the meeting required to be given. In the event that terms of different length are to be filled, nominees

shall be designated to fill a specific term. The members of the Parish may make any additional nominations from the floor at the Parish Meeting.

ARTICLE V.

VESTRY MEETINGS

Section 1. The Annual Meeting of the Vestry shall be held at the first regular or special meeting of the Vestry following the Annual Parish Meeting. At such Annual Meeting, the Vestry shall elect the officers whom they are required to elect by these bylaws, such officers to serve until the next Annual Vestry Meeting and until their successors are elected.

Section 2. A regular meeting of the Vestry shall be held monthly at a place to be determined by resolution of the Vestry, except, once per year, any two consecutive monthly meetings may be combined. The date and place of the regular meeting of the Vestry may be changed from time to time by resolution of the Vestry adopted at meeting duly called.

Section 3. Special meetings of the Vestry may be called by the Rector, or by the Senior Warden if there be no Rector, and shall be called at the written request of any three members of the vestry, including one warden. Notice of any special meeting of the Vestry shall be given either orally or in writing at least twenty-four hours prior to such Vestry meeting: provided however, that a special meeting of the Vestry may lawfully be held without notice thereof being given whenever all the members of the Vestry are present and consent thereto.

Section 4. A quorum at any meeting of the Vestry shall consist of a majority of its members.

ARTICLE VI.

PARISH SEAL

The Parish (corporate) Seal shall be an impression of the corporate name by means of raised letters.

ARTICLE VII

ALLEGIANCE

The corporation accedes to and agrees to be bound by and comply with the Constitutions, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites, and Usages of the Protestant Episcopal Church in the United States of America and of the Diocese of Olympia.

ARTICLE VIII.

PROCEDURE

Where any matter of procedure is not covered by these Bylaws, or the Constitutions or Canons of the Diocese of Olympia, Roberts' Rules of Order, latest revised edition, shall govern at any meeting of the Parish or Vestry.

ARTICLE IX.

AMENDMENTS

Section 1. The Bylaws may be altered, amended, or repealed or new Bylaws adopted by the voting members (qualified electors) of the Parish at any Annual Meeting or at any special meeting called for that purpose at which a quorum is present: provided, that notice of such intended action shall be contained in the notice of the meeting otherwise required to be given.

Section 2. These Bylaws may be altered, amended, or repealed by the Vestry at any regular or special meeting, provided that a notice of the intention to so alter, amend, or repeal the Bylaws shall have been contained in the notice of the meeting, all subject to the power of the Parish to alter, amend, or repeal any Bylaws, or adopt new Bylaws: provided that the Vestry shall not make or alter any Bylaw fixing the qualifications, term of office, or compensation of members of the Vestry. Notice that such amendment has been enacted by the Vestry shall be posted in at least two conspicuous places in the Church building for a period of not less than thirty (30) days following their adoption.

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