



Bylaws of the Parish of Saint Monica and Saint James, Capitol Hill, Washington, DC

Bylaws of the Parish of St. Monica and St. James

Adopted All Saints' Day, 2009

Amended December 5, 2010

Amended December 9, 2012

Amended December 7, 2014

Amended September 30, 2018

Amended June 4, 2023

1) Name and address: The name of this congregation shall be the Parish of St. Monica and St. James, and its principal office shall be located at 222 8th Street NE, Washington, District of Columbia, 20002-6106 (the "Parish").

2) Members and Voting Eligibility

a) Parish Membership

i) A person of any age may be a Member of the Parish if they have received the Sacrament of Holy Baptism with water in the name of the Father, and of the Son, and of the Holy Spirit, whether in the Episcopal Church or in another Christian Church. Attestation shall be considered sufficient verification of a person's baptism.

ii) A person becomes a Member of the Parish upon the recording of their baptism in the parish register.

b) Voting Eligibility: To be eligible to vote at a Parish Meeting, a person must, as of a date 45 days prior to the Annual Meeting:

i) be a Member of the Parish;

ii) be at least 15 years of age;

iii) have received communion from a minister of the Parish at least three times within the 12 months preceding the Parish Meeting; and



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- iv) have made a financial contribution, designated by name, to the Parish at some time within the 12 months preceding the Parish Meeting, or have made a contribution of time or talent as noted by the Rector.
- c) Eligibility to Serve on the Vestry or as a Warden: To be eligible to serve on the Vestry or to be a Warden, a person must:
 - i) be a lay Member of the Parish;
 - ii) be eligible to vote at Parish Meetings; and
 - iii) be at least 18 years of age.
- iv) Candidates for the office of Warden shall have been confirmed in, or received into, the Episcopal Church, or are currently receiving instruction to be confirmed in, or received into the Episcopal Church at the next available Diocesan Confirmation Service.
- v) Employees of the Parish, and persons in their immediate household, shall not be eligible to serve as Vestry Members or Wardens.
- d) Record of Voting Members of the Parish
 - i) A record of voting members of the Parish, kept and maintained by the Secretary/Clerk of the Vestry, shall be posted in prominent and accessible locations in the church 30 days prior to the Annual Meeting.
 - ii) In the case of any issue concerning the omission of any person from the list, the person omitted may appeal first to the Rector. The person omitted may appeal the Rector's decision to the Vestry but must do so at least 14 days prior to the Meeting.

3) Parish Meetings

- a) Annual Meetings: An Annual Meeting of the Parish shall take place on a Sunday in May at a time and place to be determined by the Vestry and contained in a Notice of Annual Meeting, or at such other date and time as is established by the Vestry.
- b) Special Meetings: Special Meetings of the Parish may be called by the Rector, or by five members of the Vestry, or by filing a petition signed by 20 Parish Members who are eligible to vote at a Parish Meeting with the Secretary/Clerk of the Vestry.
- c) Notice of Meetings



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- i) Notice of the place, day, and hour of any Annual or Special Meeting and the purposes for which the meeting is called shall be posted in prominent and accessible locations in the church and mailed, or emailed, or sent by other similar technology, to all known voting Members of the Parish.
- ii) Such notice shall be posted and postmarked or emailed, or sent by other similar technology, not less than 30 days before an Annual or Special Meeting, except that, for due cause, the Rector or the Vestry may shorten such period to 15 days in the case of a Special Meeting.
- iii) If proposed amendments to the bylaws are to be presented for action at a meeting, the notice shall include the proposed amendment and an explanation of it.
- d) Presiding Officer:
 - i) The Rector shall preside at any annual or special meeting of the Parish;
 - ii) If the Rector is absent for any annual or special meeting of the parish, the Senior Warden shall preside at that meeting;
 - iii) If the Rector and the Senior Warden are absent at any annual or special meeting of the parish, another individual shall preside at that meeting;
 - iv) If the office of the Rector is vacant during any annual or special meeting of the parish the Bishop shall preside at that meeting;
 - v) If the office of the Rector is vacant and the Bishop is not present during any annual or special meeting of the parish, an individual designated by the Bishop shall preside at that meeting; or.
 - vi) If an individual has not been designated by the Bishop, the Senior Warden or other individual designated by the parish shall preside.
- e) Quorum and Voting
 - i) The presence at a duly convened Meeting of the Presiding Officer and 25% of the voting members of the Parish shall constitute a quorum.
 - ii) Proxy voting shall not be permitted, and absentee voting shall be permitted only as follows. A Member of the Parish who is eligible to vote at a Meeting but is unable to attend the Meeting because of (a) illness or infirmity, or duties as the caregiver for an ill



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or infirm person, or (b) unavoidable absence from the area due to military service, government service, or other business obligations, or (c) other good cause as established to the Rector, may contact (in person, or by telephone, or by email) the Rector or the chair of the Nominating Committee by the close of business on the fifth day before the Meeting and make known to the Rector or the chair of the Nominating Committee such Member's votes for the matters to be presented at the Meeting. The Rector or the chair of the Nominating Committee, as applicable, shall complete a written ballot or otherwise cast such votes at the Meeting on behalf of the Member. If the Member has indicated a vote for a person whose name is not placed into nomination, then the vote shall not be counted.

iii) The affirmative vote of a majority of the voting members present shall be required for the adoption of any matter, except that a two-thirds majority shall be required for any amendment to the bylaws.

iv) Voting for new Vestry members and Wardens shall be by written ballot, unless the number of nominees is equal to or fewer than the number of seats, in which case voting may be by acclamation.

f) Vestry's Role in Elections: Any issues concerning an election shall be decided by a majority of the Vestry present at the Meeting. The Vestry and Rector may hold an executive session to discuss these issues, provided that notice of the executive session is provided at the Meeting.

g) Remote Electronic Meetings: The Vestry may provide that any meeting of the Parish may be conducted as a meeting that is not held in a single location where all the participants are physically present, and instead uses electronic means for communication among the participants, as long as every member participating in the meeting is capable of simultaneously communicating with every other member participating in the meeting when recognized to speak.

4) Clergy

a) The powers, duties and responsibilities of the Rector, Interim Rector, or Priest-In-Charge are specified in the Constitution and Canons of the Episcopal Church and the Canons of the Diocese of Washington. The term "Rector" in the following subsections includes the titles "Interim Rector" and "Priest-in-Charge."



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- b) Rector: When the rectorship becomes vacant, the Vestry shall, by a majority vote of the whole Vestry, elect a new Rector from among the priests of the Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. The election shall follow consultation with the Bishop in conformity with the canons of the General Convention.
- c) Assistant Clergy: The Vestry may, by majority vote of the whole Vestry, elect Assistant Clergy from among the clergy of the Episcopal Church or other clergy authorized by the canons of the General Convention to officiate in the Episcopal Church. This election shall be at the nomination of the Rector and after consultation with the Bishop in conformity with the canons of the General Convention.
- d) Contract: The call of a new Rector or new Assistant Clergy shall be made in writing to, and accepted by, the member of the clergy. The call shall provide that the terms and conditions comply with all of the terms and conditions required by the Canons of the Episcopal Church and the policies established by the Bishop.
- e) Clergy Salaries: The Congregation and Vestry shall regard the payment of its clergy salaries as having priority over all other charges upon its income.
- f) Dissolution of a pastoral relationship: The process is defined in the Constitution and Canons of the Episcopal Church and the Canons of the Diocese of Washington.

5) Vestry

- a) The powers, duties, and responsibilities of the Vestry are specified in the Constitution and Canons of the Episcopal Church and the Canons of the Diocese of Washington.
- b) Number: The Vestry shall be comprised of the Rector, the Senior Warden, the Junior Warden, and up to seven persons who are eligible under Section 5) c).
- c) Eligibility: To be eligible to serve on the Vestry, a person must meet the qualifications set forth in Section 2) c).
- d) Nomination of candidates for election to the Vestry
- i) To replace Vestry members at the end of expiring terms, a Nominating Committee shall be formed, comprised of the Vestry members whose terms are expiring plus one or two non-vestry Parish Member(s) who shall be appointed by the Rector or, if the office of



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Rector is vacant, the Senior Warden, and who must be eligible to vote at Parish Meetings. Members of the Nominating Committee may not be nominated to serve on the Vestry or as Wardens.

ii) The Committee shall select a slate of nominees, which may include more nominees than open seats. In putting forward its slate of nominees, the Committee shall confirm the willingness of each nominee to serve.

iii) Additional nominations may be made from the floor at the Annual Meeting by voting Members of the Parish. Any such nominee must state their willingness to serve.

iv) Each nomination shall state the candidate's name and the length of the term the candidate will serve if elected.

e) Terms

i) At each Annual Meeting, nominees for Vestry service shall be elected to seats each serving a three-year term, with appropriate arrangement made for the terms of Vestry members to be staggered.

ii) Any Vestry member whose term expires must wait at least one year before beginning another Vestry term or a term as a Warden.

f) Organizational meeting: At the first Vestry meeting after each Annual Meeting, copies of these bylaws shall be provided to each member and reviewed by the Vestry; committees may be created; and a record of the administration of the oath of office shall be placed in the minutes.

g) Meetings of the Vestry

i) Meetings of the Vestry may be called by the Rector, the Senior Warden, or one-third of all the voting Vestry members, upon not less than three days' notice to all Vestry members, the Treasurer, the Secretary/Clerk, and the Rector. The notice may be shortened by a majority of the voting members of the whole Vestry at any meeting.

ii) Meetings of the Vestry are open to all Members of the Parish, except when the Vestry adjourns to executive session. The Vestry will provide notice to the Parish when it meets in executive session.

iii) Presiding Officer: The Rector shall preside at all Meetings of the Vestry, except that if present, the Bishop shall preside. If the Rector is absent, the Senior Warden, if



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present, or otherwise the Junior Warden, shall preside. In the absence of both Wardens, the Vestry members present at a Meeting shall select a Vestry member to preside.

iv) The presence at a duly convened Meeting of the Presiding Officer and a majority of the Vestry shall constitute a quorum.

v) All questions to be decided by the Vestry shall be decided by majority vote of those Vestry members present at a Meeting of the Vestry, except as provided in the Constitution and Canons of the Episcopal Church, the Canons of the Diocese of Washington and in these bylaws.

vi) The Vestry may adopt rules for the conduct of its Meetings.

vii) The Vestry may conduct meetings or voting electronically, provided that—

A) in any electronic meeting (including any telephonic meeting) every Vestry member participating in the meeting is capable of simultaneously communicating with every other Vestry member participating in the meeting; and

B) In any electronic voting that is not conducted as part of an actual meeting or electronic meeting—

- a. Any action of the Vestry shall require a unanimous vote of approval of all voting members of the Vestry of a resolution;
- b. The full text of any resolution described under subclause a. shall be available in writing or electronically to all members of the Vestry before any electronic vote on the resolution; and
- c. The vote and the matter voted upon shall be entered into the records of the Vestry.

viii) The Vestry may take any action with the unanimous written or emailed (or other similar technology) consent of all members.

h) Vacancies

i) If a seat on the Vestry becomes vacant, the Vestry may elect a new member to serve until the next Annual Meeting from amongst the Parish Members eligible to serve on the Vestry. At the next Annual Meeting, Parish Members eligible to vote shall elect a new Vestry member to serve the remainder of the term to which the Vestry member who



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first vacated the seat was elected. Nomination of candidates for this election shall proceed as in Section 5) d).

ii) After the election of any person to fill a vacancy on the Vestry, at the first Vestry meeting at which the new member is present, the new member shall join one or more Committees (if established by the Vestry); the Vestry shall review these bylaws and provide the new member with a copy; and a record of the administration of the oath of office shall be placed in the minutes.

iii) In the event that three or more Vestry members shall resign simultaneously, Section 5) h) i) shall not apply. The Vestry may not fill such vacancies by election of the Vestry and instead shall call a Special Meeting of the Parish to fill such vacancies (or allow such vacancies to be filled at the next Annual Meeting if the Annual Meeting is scheduled to occur within 120 days).

i) Commissioning of new Vestry members: New Vestry members shall be administered the oath of office at a principal service of the Parish on the Sunday following their election. The oath shall be:

I, [name], do affirm my belief in the Christian religion and my adherence to the doctrine, disciplines, and worship of the Episcopal Church in the United States of America, and do solemnly swear that I will faithfully execute the office of [Warden] [Vestry Member] of the Parish of St. Monica and St. James in Washington, D.C. and the Diocese of Washington, according to the best of my skills and knowledge.

j) Committees

i) The Vestry may establish committees and appoint members to those committees.

ii) Each Committee established by the Vestry shall include at least two members of the Vestry.

(iii) Any Committee established by the Vestry shall exercise any authority delegated by the Vestry in the management of the Parish.

(iv) Any authority delegated under j) iii) shall not affect the responsibilities or duties of the Vestry relating to that authority.

iv) The Vestry may also select any Members of the Parish or other persons to serve on Committees (other than the Nominating Committee).



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- v) Each member of the Vestry shall serve on at least one Committee (if established by the Vestry).
- v) The Rector is an ex officio member of all Committees, except for the Nominating Committee, and any search committee for a Rector.
- (vi) The Rector may establish committees and appoint members to those committees to assist in the ministry of the Parish, and for other purposes. Any committee established under this provision may not exercise any authority of the Vestry in the management of the Parish.
- k) Conditions for Vestry service
 - i) A Vestry member may remain on the Vestry if they continue to meet the qualifications for Vestry service, continue to faithfully execute the office, and have not missed three consecutive meetings without excuse or good cause.
 - ii) A Vestry member may be removed for good cause, by the vote of a two-thirds majority of the entire Vestry, if notice of the proposed removal and the reasons for the same have been given to the said Vestry member at least five days in advance of the Meeting of the Vestry.

6) Officers

- a) Wardens
 - i) The powers, duties, and responsibilities of the Senior and Junior Wardens are specified in the Constitution and Canons of the Episcopal Church and the Canons of the Diocese of Washington.
 - ii) To replace a Senior Warden or Junior Warden at the end of an expiring term, the Nominating Committee shall select one or more nominees for each office as in Section 5) d). Nominees must be from among the Parish Members eligible to serve on the Vestry, including but not limited to current Vestry members and/or current nominees for regular Vestry service.
 - iii) In putting forward its nominees, the Nominating Committee shall confirm the willingness of each nominee to serve.



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- iv) Additional nominations for Senior and Junior Wardens may be made from the floor at the Annual Meeting by Parish Members eligible to vote. Any such nominee must state his or her willingness to serve.
- v) Parish Members eligible to vote shall elect the Wardens at the Annual Meeting.
- vi) Wardens shall serve one-year terms.
- vii) A Warden may serve three terms in succession. After that, they must wait at least one year before beginning another term as a Warden or as a regular Vestry member.
- viii) A Parish Member elected to serve terms concurrently as both a regular Vestry member and a Warden may cast only one vote at Vestry Meetings. If a Vestry member is elected to serve as a Warden, that person may hold both offices at the same time but shall be entitled to only one vote in any vote by the Vestry.
- ix) In the event of a vacancy, the Vestry shall elect a new Warden from amongst the Parish Members eligible to serve on the Vestry, including but not limited to current Vestry members, to complete the unfinished term.
- b) Treasurer
 - i) The Vestry shall elect a Treasurer of the Parish.
 - ii) The Treasurer may, but need not be, a member of the Vestry or a member of the Parish.
 - iii) The Treasurer shall be entitled to vote at Vestry Meetings only if elected from the Vestry.
 - iv) The term of office of the Treasurer shall be one year. The incumbent Treasurer shall be eligible to continue to serve for successive one-year terms.
 - v) The duties of the Treasurer shall include the keeping and maintenance of the financial books and records of the Parish, the keeping and maintenance of records of financial contributions to the Parish, reporting financial information to the Vestry and the Parish, and such other duties as may be assigned by the Vestry.
- c) Secretary/Clerk
 - i) The Vestry shall elect a Secretary/Clerk of the Vestry.



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- ii) The Secretary/Clerk may, but need not be, a member of the Vestry or a member of the Parish.
- iii) The Secretary/Clerk shall be entitled to vote at Vestry Meetings only if elected from the Vestry.
- iv) The term of office of the Secretary/Clerk shall be one year. The incumbent Secretary/Clerk shall be eligible to continue to serve for successive one-year terms.
- v) The duties of the Secretary/Clerk shall include the recording, preparing, and posting of the minutes of Parish and Vestry Meetings, the preparation of the list of eligible voting Members of the Parish, and such other duties as may be assigned by the Vestry. Minutes will be prepared in sufficient detail to keep a proper record of the proceedings of the Vestry and Parish Meetings, with “Robert’s Rules of Order Newly Revised” used as a guide for preparing minutes as considered appropriate by the Secretary/Clerk and the Vestry.

7) Diocesan Convention Delegates

- a) Eligibility and terms: Delegates and alternates shall be—
 - i) at least 18 years of age;
 - ii) a communicant of the Diocese of Washington in good standing; and
 - iii) a voting member of the Parish.
- iv) Delegates and alternates shall each serve a term of one year. A delegate may be elected to no more than five consecutive terms.
- b) Delegates of the Parish to the Diocesan Convention shall be elected by the Parish at the annual meeting of the Parish.
- c) The Parish shall also elect an Alternate to serve as Delegate in the absence of the elected delegate.
- d) If both the elected Delegate and Alternate are unable to serve, the Vestry may fill the vacancy.

8) Staff

- a) The Vestry shall determine the number of lay employees the Parish shall employ.



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- b) The Rector shall select, with the approval of the Vestry, Parish employees (such as the Parish Administrator, Organist, Choir Director, and Sexton) who shall be under the direction of the Rector.
- c) Except as provided in Section 4) e) of these bylaws, the Vestry shall make the payment of lay compensation a priority over all other payments from the income of the Parish.
- 9) Bylaw amendments:** Proposed amendments must be approved by the Vestry. Notice of and voting on the proposed amendments shall proceed as specified in Sections 3) c) and 3) e).
- 10) General Provisions:** In these Bylaws, all references to days refer to calendar days.