

BYLAWS
OF
SAINT LUKE'S EPISCOPAL CHURCH
ROCHESTER, MINNESOTA

(Revised January 1, 2006)

ARTICLE I MEETINGS OF THE PARISH

There shall be an annual meeting of the Parish held in accordance with the Articles of Incorporation of this church and the Canons of the Protestant Episcopal Church in the Diocese of Minnesota, except that due notice of such meeting and the time and place thereof shall be publicly announced at each service on the two (2) Sundays next preceding the meeting and shall be published in the parish newsletter at least ten (10) days prior to the meeting.

Special meetings of the Parish shall be called as provided in the Canons of the Diocese of Minnesota.

ARTICLE II ELECTION OF WARDENS & MEMBERS OF THE VESTRY

Wardens and members of the Vestry shall be elected by majority vote at the annual meeting of the Parish or a special meeting called for that purpose, and shall serve until their successors are elected and qualified.

A nominating committee of seven members of the Parish shall be appointed by the Rector and Wardens, with the approval of the Vestry, not later than forty-five (45) days prior to the date of the meeting at which the election is to be held. The committee shall include at least two (2) persons who have served as Warden or member of the Vestry in an Episcopal Church. The committee may include only one (1) retiring member of the Vestry, whose term expires at the annual meeting. Members of the Vestry, whose terms of office do not expire at the annual meeting, are not eligible for the nominating committee. One communicant of this church, or more, in good and regular standing, shall be nominated for election as Senior Warden and one or more for election as Junior Warden. One baptized person, or more, in good and regular standing shall be nominated for each vacancy to be filled on the Vestry. The report of the nominating committee shall be published in the parish newsletter at least ten (10) days prior to the meeting.

Other nominations may be submitted at the time of the election, provided the individual placed in nomination is qualified and has consented to the nomination and agreed to serve if elected.

Wardens shall be elected for one-year terms and shall not be eligible to serve more than three successive terms. Each member of the Vestry shall serve a three-year term and shall not be eligible for re-election to the Vestry until one year after the expiration of that member's term. A retiring member of the Vestry may be elected as a Warden, but a retiring Warden shall be in-eligible for election to the Vestry for a period of one year.

A Youth Representative shall be elected or, if necessary, appointed annually to serve for a period of one year. This young person must be a Communicant in Good Standing and be at least sixteen years old but not yet graduated from high school. This representative will have voice and vote on the Vestry.

A vacancy in a position shall be filled for the remainder of the term in accordance with the Canons of the Diocese of Minnesota.

ARTICLE III

VESTRY DUTIES AND MEETINGS

The Vestry shall consist of the Rector, if there be one, the Wardens and elected members.

The duties of the Vestry shall be as prescribed by the Canons of the Diocese of Minnesota. Such temporal duties shall include those responsibilities of a board of directors which involve the establishment of policy on matters of finance, personnel and programs, and the development and communication of a long-range plan for the Parish.

Meetings of the Vestry shall be in accordance with the Canons of the Diocese of Minnesota.

ARTICLE IV

ELECTION OF VESTRY CLERK AND TREASURER

The new Vestry shall be convened for organization and business as soon as practicable after election. A Clerk and a Treasurer shall be elected by the Vestry from the qualified voters of the Parish.

ARTICLE V

COMMITTEES AND SUB-COMMITTEES

An Administrative Committee, composed of the Rector and Wardens, shall provide administrative direction to Parish affairs and act on behalf of the Vestry between its regular meetings, except that such decisions as are reserved to the Vestry shall not be binding until ratified by that body. The Administrative Committee, when joined by the Treasurer and an additional vestry member so designated by the Vestry, shall manage the on-going financial affairs of the Parish, reporting such actions to the Vestry.

There shall be established by the Rector and Vestry such other committees as are deemed appropriate to oversee principal areas of Parish activity. Each such committee shall be chaired by a member of the Parish appointed by the Administrative Committee with Vestry consent, and shall have assigned duties as determined by the Rector and Vestry. Committee members shall be appointed by the Administrative Committee and respective committee chair; at least one vestry member shall be a member of each committee if the chair is not a vestry member. Each committee shall develop an annual program plan and budget which shall be submitted to the Vestry for approval. Each committee shall report quarterly to the Vestry concerning progress toward fulfillment of the approved annual plan.

ARTICLE VI

EXECUTION OF LEGAL INSTRUMENTS

Legal instruments, such as deeds, contracts, notes or mortgages shall be executed by signatures of one person from each of the following two groups: first, the Rector, Senior Warden or Junior Warden; second, the Clerk or Treasurer. Such execution shall follow proper authorization of the action by the Vestry or Parish.

ARTICLE VII

AMENDMENT OF BYLAWS

Additions to or revision of the Bylaws shall be made by majority vote at any annual meeting or special meeting called for such purpose, provided notice of such has been publicly announced at each service on the two (2) Sundays next preceding the meeting, and has been published in the parish newsletter at least ten (10) days prior to the meeting and provided notice of the meeting refers to the proposed change. Changes shall have been approved by a majority of the Vestry prior to submission to vote at a Parish meeting. Such changes shall be effective immediately following adoption.