

Important Note: If your parish is incorporated, please make sure that your articles of incorporation are consistent with your bylaws. In the case of an inconsistency, the articles of incorporation will prevail.

BY-LAWS OF

_____ **CHURCH**

_____, **PENNSYLVANIA**

I. GENERAL PROVISIONS

1.1 The name of this congregation is _____ Church, hereafter referred to as the “Parish.”

1.2 The registered office of the Parish is _____, Pennsylvania.

1.3 The fiscal year of the Parish shall begin on January 1 and end on December 31.

II. MEMBERSHIP

2.1 To be a “Member of the Parish,” one must be baptized, a communicant, eighteen (18) years of age or over, recognized by the Rector and Wardens as a regular attendee at services, and on the Treasurer’s records as a regular contributor to the revenues of the Parish. In the event of any dispute as to membership status or eligibility to vote, the matter shall be referred to the Rector, Wardens and Vestry for resolution.

2.2 This Article shall be read prior to the holding of elections, or posted in the church, no later than two (2) Sundays immediately preceding the Annual Meeting or any Special Meeting.

III. ANNUAL PARISH MEETING

3.1 A meeting of the Parish shall be held annually, after notice thereof is given by the Rector or Assistant Minister or by one of the Wardens at all public worship services on the two (2) Sundays immediately preceding such Annual Parish Meeting. The Annual Parish Meeting will be held at a time and place to be fixed by the Vestry on or before _____ of each year. Further, written notice thereof shall be posted in the church at least two (2) weeks before the Annual Parish Meeting. In lieu of the foregoing notice, notice of the Annual Parish Meeting may be given in any manner and at any time permitted under the laws of Pennsylvania applicable to Non-Profit Corporations. The purpose of the Annual Parish Meeting shall be the election of members of the Vestry

to succeed those retiring from office and such other business as may properly come before the Annual Parish Meeting.

3.2 Those Members of the Parish assembled after notice given as in Section 3.1 above shall constitute a quorum.

3.3 At the Annual Parish Meeting, or at any duly called special meeting of the parish, all Members of the Parish who are present at such meeting shall be entitled to vote on all matters that properly come before the Members of the Parish for a vote.

3.4 Any Member of the Parish may vote by absentee ballot for election of members to the Vestry provided the following conditions are met:

(i) Such Member is unable to attend the Annual Meeting by reason of illness or other unavoidable absence.

(ii) Such Member may use only official ballots obtained from the Parish Secretary or Judge of Elections.

(iii) The ballot must be returned to the Parish Secretary or Judge of Elections prior to the calling to order of the Annual Parish Meeting or Special Meeting.

3.5 Officers of the Parish Meeting: (a) The Rector shall preside at the annual or any special meeting as Chairperson. In the case of a vacancy, or in the absence of the Rector, the Senior Warden shall be Chairperson. In the case that neither the Rector nor the Senior Warden is present, the Junior Warden shall be Chairperson. In the case that none of these officers is present, the meeting shall elect its own Chairperson by simple majority. (b) The Secretary of the Vestry shall be Secretary of the meeting. In the absence of the Secretary, the Chairperson shall appoint a Secretary of the meeting. (c) The Chairperson shall appoint tellers to collect and count the votes.

3.6 Special meetings of the Parish may be called by the Rector, by both Wardens acting jointly, or by any three (3) other Members of the Vestry, or upon the written request of ten (10) members of the Parish. Notice shall be given as stated in Section 3.1 and shall include the purpose or purposes of the special meeting. The provisions regarding the qualification of voters for the Annual Meeting shall be applicable.

IV. ELECTION OF THE VESTRY

[Note: Some smaller congregations have found the following procedures, particularly the nominating procedures, to be too formalistic and unlikely to be followed. Parishes may exercise some latitude in how they handle nominations and elections provided that the process is fair and reasonable. Please contact the Chancellor if you want to propose an alternative procedure.]

4.1 The Vestry shall be divided into three (3) groups consisting of _____ () members each, each group to serve for a term of three (3) years on a rotating basis. At each Annual Meeting, the vacancies created by the retiring group shall be filled by election, in the manner hereinafter provided. No member of the Vestry who has served two full, regular terms may begin to serve another regular term until one (1) year following the expiration of such second term.

4.2 A Nominating Committee consisting of five (5) persons shall be chosen in the following manner: At a regular meeting of the Vestry held at least two (2) months prior to the Annual Parish Meeting, the Rector, with the consent of the lay members of the Vestry, shall appoint three (3) Vestry members and two (2) Members of the Parish, to be members of the Nominating Committee. The members of the Nominating Committee thus chosen shall serve for the ensuing election of members of the Vestry at the Annual Parish Meeting. The Rector shall appoint the Chairman of this Nominating Committee.

4.3 The Nominating Committee shall meet to receive nominations during the thirty (30) days preceding the Annual Parish Meeting at a time agreeable to the members thereof, and to consider nominations of candidates for the election to the Vestry to be presented at the Annual Parish Meeting. At least two (2) weeks written notice of such meeting of the Nominating Committee shall be given to the Members of the Parish.

The Members of the Parish may nominate candidates for election to the Vestry in person at the meeting of the Nominating Committee or in writing addressed to the Chairman of the Nominating Committee and submitted prior to said meeting, provided however, that all such nominations must be seconded, in writing, by at least two (2) Members of the Parish, and, provided further, that no Members of the Parish, apart from the Nominating Committee, may nominate or second more than one (1) candidate. Only persons thus nominated shall be eligible to be elected at the ensuing election. Members of the Parish who wish to recommend prospective candidates to the Nominating Committee for consideration for nomination for election to the Vestry, but who do not wish to make their recommendation a formal nomination, are encouraged to do so.

At each Annual Meeting the Nominating Committee shall present its candidates for election to fill the vacancies created by the retiring group of Vestry members and the names of such other persons as are properly nominated for election. It shall present at least one candidate, or such other number as may be established by resolution of the Vestry from time to time, for each vacancy to be filled. No person shall be presented to the Annual Parish Meeting for election to the Vestry unless such person is a Member of the Parish and shall have previously given consent to place his or her name for nomination.

4.4 The Vestry shall, at its regular meeting next preceding the Annual Parish Meeting, appoint one (1) person who is a Member of the Parish and who is not a candidate for office to be Judge of Election.

4.5 Election shall be by secret written ballot unless unanimously waived by all Members of the Parish present. If written ballots are used, the polls shall be kept open for at least one half hour. Those candidates receiving the highest number of votes shall be declared elected. In the event of a tie, an additional ballot or ballots will be cast to select from the tied candidates.

4.6 The Judge of Election shall report to the Chairperson of the meeting only those persons elected for the Vestry vacancies. The ballot count shall not be announced. The report of the Judge of Election shall be entered upon the Minutes of the Vestry by the Secretary of the Vestry previous to recording the proceedings of the Vestry at its first regular meeting following the Annual Parish Meeting.

4.7 If a vacancy occurs in the Vestry during any year, the Vestry may elect a Member of the Parish to serve out the unexpired term. The affirmative vote of a majority of all members of the Vestry shall be necessary to elect a person to fill such a vacancy.

V. QUALIFICATIONS OF MEMBERS OF THE VESTRY

5.1 In addition to being a Member of the Parish, wherever practicable, the Vestry shall consist of confirmed or received members of the church.

5.2 Any Member of the Vestry, who shall disclaim or refuse conformity to the authority of the Diocese of Pittsburgh, as a constituent member of the Anglican Communion, shall cease to be a Member of the Vestry.

VI. MEETINGS OF THE VESTRY

6.1 Regular meetings of the Vestry shall be held every month, except during the month of July. Other monthly meetings of the Vestry, if it so directs by resolution duly adopted, may be omitted.

6.2 Special Meetings of the Vestry may be held upon three (3) days notice from the Rector, or the Wardens acting jointly, or at the written request of three (3) members of the Vestry directed to the Rector, or in his or her absence, to either of the Wardens, or upon such occasion as the entire membership of the Vestry shall be present and by unanimous consent agree to hold a meeting. Also, a special meeting may be held at any time without three (3) days notice provided that those not able to be present have signed waivers and there is a quorum present.

6.3 At all regular or special meetings of the Vestry, unless it be herein otherwise provided, a majority of the Vestry shall constitute a quorum for the transaction of business, provided, however, that a smaller number may meet and adjourn to such other time and place as they may deem advisable until a quorum is obtained. Each Member of the Vestry shall have one vote and the Rector shall have one vote.

6.4 If all Members of the Vestry consent in writing (including e-mail) to any action taken or to be taken for and on behalf of the Vestry and the writing evidencing their consent is filed with the Secretary, the action shall be as valid as though it had been authorized at a meeting of the Vestry.

6.5 The Rector shall preside at all meetings of the Vestry. In the absence of the Rector, the Senior Warden or, in his or her absence, the Junior Warden shall preside. If the Rector and Wardens are absent, the Vestry may call any other member of the Vestry to preside. If a meeting is held in the absence of the Rector and Wardens, any decision made must be ratified at a subsequent meeting at which the Rector and at least one Warden are present. Nothing in this section of these By-Laws shall be construed to prevent the Vestry from conducting Executive Session at any regular or Special Meeting of the Vestry, if it so chooses.

6.6 The Rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern in all cases in which they are not inconsistent with these Bylaws or any special rules as may be adopted by vote of the Vestry.

6.7 The organizational meeting of the Vestry shall be convened by the Rector within three (3) weeks of the Annual Parish Meeting. At such meeting, the Rector shall appoint a Senior Warden from the members of the Vestry. The Vestry shall elect a Junior Warden from its own members. It shall also elect a Secretary, a Treasurer and, if necessary, an Assistant Treasurer and Financial Secretary, and such other officers as the Vestry deems necessary. The Vestry officers shall be elected for a term of one (1) year only but they shall be eligible to succeed themselves in office as long as they are members of the Vestry.

6.8 The Rector shall appoint such standing committees and other committees as may be necessary. At least a majority of each standing committee shall be members of the Vestry, and at least one (1) member of each other committee shall be a member of the Vestry; provided that no person who is not a member of the Vestry shall be appointed to any Vestry committee without the consent of the Vestry.

6.9 Three consecutive unjustified absences of any member of the Vestry from its regularly scheduled meetings shall constitute sufficient cause to empower the Vestry to request his or her resignation.

VII. DUTIES OF THE VESTRY

7.1 Subject to Article IX below, all administrative powers of the Parish shall be vested in the Vestry, which shall have control and management of the property, affairs and funds of the Parish. It shall be the duty of the Vestry to take care that the financial affairs of the Parish are administered faithfully, the property of the Parish is adequately

maintained, the salary of the Rector, other clergy and lay staff is paid regularly, and provision is made for payment of the current expenses of the Parish.

7.2 At the close of each fiscal year, the Vestry shall make arrangements to have the Treasurer's books of account audited by a Certified Public Accountant or other qualified person or persons in accordance with Canon XVII, entitled "Of Business Methods in Church Affairs."

7.3 The Rector, Wardens, and members of the Vestry shall have authority to appoint such agents as may from time to time be deemed advisable to carry out their respective responsibilities. The Rector shall have authority to engage the services of all members of the Church Staff, lay and clerical (in which latter case Canon XX "Of the Mode of Election of Rector or Other Members of the Clergy" shall apply).

7.4 The Vestry shall not mortgage, encumber or convey any part of the real estate of this Parish without the concurring affirmative vote of three-fourths (3/4) of all the members of the Vestry; provided, however, that no real estate held or owned by this Parish shall be alienated or encumbered without the approval of the proper authorities of the Diocese of Pittsburgh in accordance with Canon XV "Of Parishes," Section 3.

VIII. ELECTION OF A RECTOR OR ASSISTANT MINISTER

7.1 Subject to the provisions of the Constitution and Canon XX "Of the Mode of Election of Rector or Other Member of the Clergy", a Rector or Assistant Minister shall be elected in the following manner:

- (i) The affirmative vote of three quarters (3/4) of all of the members of the Vestry shall be necessary to make valid the election of a Rector or Assistant Minister.
- (ii) The person to be elected Rector or Assistant Minister must have been openly nominated at a previous meeting of the Vestry, duly convened. In the case of the election of an Assistant Minister, the Rector shall nominate, in writing, the candidate he or she proposes for that office to the Vestry for election.
- (iii) For a meeting of the Vestry at which such elections are intended, notice shall be given in the manner provided in the Canons of the Diocese and in these Bylaws expressing such intention. No such election shall be held until one week shall have elapsed after the nomination and until thirty (30) days shall have elapsed after notice of the intention to hold such election shall have been given to the Bishop or Ecclesiastical Authority of the Diocese.

8.2 In case of vacancy in the Rectorship of the Parish, the Vestry shall place the ministerial duties appertaining to the Rector of the Parish in the hands and under the control of the Bishop or Ecclesiastical Authority of the Diocese until such time as a Rector is elected in accordance with the provisions of Canon XXV "Of Vacant Parishes."

The Bishop or Ecclesiastical Authority shall appoint from among the lay members of the Vestry the Senior Warden, in case that office be vacated, who shall then remain in office until his or her successor is appointed. The Rector, however, when elected and in office, shall have the right to reject, confirm or reappoint the person thus appointed Senior Warden.

IX. DUTIES OF THE RECTOR

9.1 In accordance with the responsibilities placed upon him or her by the ordination vows, the Canons of the Church and Rubrics of the Prayer Book, the Rector, in subordination to the Ecclesiastical Authority and Canons of the Diocese, shall be responsible for and have charge and care of all the spiritual concerns, music and ritual observances of the Church, and the performance of their duties by all employees of the Parish. The Rector shall preside at all meetings of the Congregation and Vestry at which he or she is present. The Rector shall fulfill the responsibilities of Canon XXI "Of the Settled Clergy."

X. DUTIES OF THE WARDENS

10.1 The Wardens shall supervise the property of the Parish, in accordance with the Canonical responsibilities and limitations placed upon them in relation to the Rector and the Vestry, and shall take care that the Sexton and other officers of the Vestry perform their respective duties in a satisfactory manner. Among their duties shall be the following:

- (i) To see that the Church be kept in good repair, fit for use and used exclusively for the purpose of its consecration.
- (ii) To maintain order within the congregation during the time of Worship Services.
- (iii) In the event of a vacancy in the Rectorship, to notify the Bishop or Ecclesiastical Authority and to ask for ministerial services. During any such vacancy, the Wardens shall take charge of the Parish Register, Church Books, Plate, and other movable property.
- (iv) In case of the election of a Rector, to notify the Bishop or Ecclesiastical Authority of such election, giving the name of the person elected and compensation promised to be paid.
- (v) To report to the Bishop or Ecclesiastical Authority any violation of the Canon Law of the Diocese or Rubrics of the Prayer Book on the part of the Rector.

(vi) To have and to exercise all such rights and perform such duties as are imposed upon them by the Constitution and Canons of the Diocese.

XI. DUTIES OF THE SECRETARY

11.1 The Secretary, or, in his or her absence the Secretary pro tempore, shall keep the Minutes of the Vestry in a book for that purpose and duly notify the members of its special meetings and other meetings of which notice may be required and perform generally all such duties as appertain to the office. The Secretary shall also have the minutes of each meeting of the Vestry transcribed in report form and shall distribute such report to each member of the Vestry as soon as practicable after each meeting.

11.2 The Secretary shall act, if present, as Secretary of the Annual Parish Meeting or any special meetings thereof.

XII. DUTIES OF THE TREASURER

12.1 The Treasurer, or in his or her absence, the Assistant Treasurer, if there is one, shall submit financial reports at each regular meeting of the Vestry. He or she shall receive all the revenues of the Parish and disburse the same under orders of the Vestry, and sign all checks which shall also be countersigned by other persons appointed by the Finance Committee by resolution duly adopted. The Treasurer shall enter in a book kept by the Treasurer in accordance with standard accounting practices, all sums received from any and all sources as well as all disbursements made for any and all purposes, which book shall always be subject to the inspection of the Vestry and also of the Certified Public Accountants or others annually appointed to examine the Treasurer's accounts.

12.2 The Treasurer shall pay the Rector and all others who have stated salaries, in convenient installments, and shall take proper receipts.

12.3 The Treasurer shall furnish to the Judge of Election, upon demand, a certified list from the books of the Parish identifying those persons who are regular contributors to the revenues of the Parish.

12.4 The Treasurer, the Assistant Treasurer and all others charged by the Vestry with the responsibility of handling funds of the Parish shall have a blanket bond in the aggregate sum for all persons, the premium to be paid by the Vestry out of Parish funds.

XIII. CHURCH MUSICIANS

13.1 The Vestry shall cause the terms of employment of church musicians to be reduced to writing. The Vestry shall make use of appropriate guidelines covering job

descriptions, salaries and benefits and contracts available from the Diocesan Music Commission.

XIV. LIABILITY AND INDEMNIFICATION

14.1 Except for responsibility or liability of a Vestry member pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Vestry member shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Vestry member has breached or failed to perform his or her fiduciary duties as provided in Section 14.2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

14.2 A Vestry member shall stand in a fiduciary relationship to the Parish and shall perform his or her duties in accordance with, and have the benefit of, the standards set forth in Section 5712 and 5713 of the Pennsylvania Associations Code (15 PA.C.S.A. §5712 and §5713), as the same may be amended from time to time. Absent breach of or failure to perform his or her fiduciary duty, which constitutes self-dealing, willful misconduct or recklessness, actions taken as a Vestry member or any failure to take action shall be presumed to be in the best interest of the Parish.

14.3 As provided in 42 Pa. C.S.A. §8332.2 and so long as the Parish is qualified under Section 501(c)(3) of the Internal Revenue Code, no Vestry member or officer of the Parish who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his or her duties as a Vestry member or officer, unless; (a) the conduct of such Vestry member or officer falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties; and (b) it is shown that the Vestry member or officer did an act or omitted doing an act which he or she was under a recognized duty to another to do, knowing or having reason to know that the act or omission created a substantial risk of actual harm to the person or property of another. It shall be presumed that any Vestry member acting in accordance with the Constitution and Canons of the Diocese of Pittsburgh, including Article 1, Section 1 of the Constitution shall be acting in good faith and in the best interest of the Parish.

14.4 Each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including actions by or in the right of the Parish, by reason of the fact that he or she is or was a Vestry member, officer, employee or agent of the Parish as a Vestry member, officer, employee or agent of another corporation, partnership, joint venture, trust employee benefit plan or other enterprise shall be indemnified by the Parish against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with such action, suit or proceeding; provided, however, that the Parish shall not indemnify any such person where the act or failure to act giving rise to the claim for indemnification is determined by the court to have constituted self-dealing,

willful misconduct or recklessness and, with respect to any criminal action or proceeding by the judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person is not entitled to indemnification under this Section, or with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

14.5 To the extent that a Vestry member, officer, employee or agent of the Parish has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by or imposed upon him or her in connection therewith. The determination of what expenses are actually and reasonably incurred shall be made by the Vestry, but in the event of disagreement the person making the request may apply to the Court of Common Pleas of the County Court in which the registered office of the Parish is located or the Court in which such action or suit was brought for such determination.

14.6 In situations where a court has not made a determination that the act or failure to act giving rise to a claim for indemnification constituted self-dealing, willful misconduct or recklessness, any indemnification referenced above (unless ordered by a court) shall be made by the Parish only as authorized in the specific case upon a determination that the act or failure to act of the Vestry member, officer, employee or agent did not constitute self-dealing, willful misconduct or recklessness. Such determination shall be made (a) by the Vestry by a majority vote of a quorum consisting of Vestry members who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or, even if obtainable, if a majority vote of a quorum of disinterested Vestry members so directs, by independent legal counsel in a written opinion.

14.7 Expenses incurred by or imposed upon a Vestry member, officer, employee or agent in defending a civil or criminal action, suit, or proceeding may be paid by the Parish in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Vestry member, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Parish as authorized in this Article.

14.8 The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any other bylaw, agreement, vote of disinterested Vestry members or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding any other provisions set forth in this Article, the indemnification authorized and provided hereby shall be applicable only to the extent that any such indemnification shall not duplicate indemnity or reimbursement which such person has received or shall receive otherwise than under this Article.

14.9 No amendment or repeal of this Article shall adversely affect any right or protection extended to a Vestry member, officer, employee or agent hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each Vestry member, officer, employee and agent shall be deemed to act in such capacity in reliance upon the rights of indemnification and advancement of expenses hereunder shall continue as to a person who has ceased to be a Vestry member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

14.10 The Parish may create a fund of any nature that may, but need not be, under the control of a trustee or otherwise secured or may insure in any manner its indemnification obligations, whether arising hereunder or otherwise. The Parish may purchase and maintain insurance on behalf of any person who is or was a Vestry member, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by or imposed upon him or her in any such capacity, or arising out of his or her status as such, whether or not the Parish would have the power to indemnify him or her against such liability under the provisions of this Article or otherwise, upon such terms and conditions as the Parish may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintaining such insurance.

14.11 No contract or transaction between the Parish and one or more of its Vestry members or officers or between the Parish and any other corporation, partnership, association or other organization in which one or more of its directors or officers are Vestry members or officer or have a financial interest, shall be void or voidable solely for such reason, or solely because the Vestry member or officer is present at or participates in the meeting of the Vestry which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Vestry and the Vestry in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Vestry members even though the disinterested Vestry members are less than a quorum; or (b) the contract or transaction is fair as to the Parish as of the time it is authorized, approved, or ratified by the Vestry. Interested Vestry members may be counted in determining the presence of a quorum at a meeting of the Vestry that authorizes a contract or transaction specified above.

XV. ELECTION OF DEPUTIES TO THE DISTRICT COMMISSIONS AND THE DIOCESAN CONVENTION

15.1 The qualifications of Deputies and Alternate Deputies to the District Commission and the Diocesan Convention shall be the same as the qualifications of members of the Vestry as set forth in Article V, "Qualifications of Members of the Vestry." Deputies and Alternate Deputies need not be members of the Vestry, but must be willing to represent this Parish at the District Commission and at the Diocesan Convention, and to accept possible election to the Diocesan Council. The number of Deputies from this Parish shall be determined by the schedule of the Constitution and

Canons of the Diocese of Pittsburgh, as certified in writing annually to this Parish by the Secretary of Diocesan Convention.

15.2 Deputies and Alternates shall be elected for a term of three (3) years commencing at the conclusion of the annual Diocesan Convention in the year in which they shall be elected, and shall hold office until their successors shall have been duly elected and qualified. No Deputy who shall have served two (2) full successive three-year terms as Deputy shall be eligible for reelection as Deputy until the election next succeeding the expiration of such second three-year term.

15.3 Deputies shall be classified in respect of the terms for which they shall severally hold office by division into three (3) classes, and the number of members of each class shall be as determined from time to time by the Vestry; provided, that the membership of all classes shall be as nearly equal in number as practicable, and that the term of office of one (1) of such classes shall expire in each year.

15.4 Each year, at a regular meeting preceding the annual Diocesan Convention to be held in such year, the Vestry shall elect Deputies of the class whose term shall commence in such year, and shall also elect such number of Alternate Deputies, for such term not exceeding three (3) years, as the Vestry shall deem appropriate. Any vacancy in the office of Deputy resulting from any cause, including a vacancy resulting in an increase of the number of Deputies, shall be filled by election by the Vestry at any regular meeting; and each Deputy so elected shall hold office during the balance of the unexpired term to which such Deputy shall be elected.

15.5 The Rector, a Warden, or two (2) members of the Vestry shall certify in writing the names, addresses and terms of office of Deputies and Alternate Deputies to serve at the ensuing Diocesan Convention and in the District Commission, as well as the names, addresses and terms of newly elected Deputies who are to take office at the adjournment of the Convention. This certificate shall be in triplicate, one (1) copy being sent to the Secretary of the Diocesan Convention, one (1) copy to the President of the District Commission and one (1) copy to the Deputy leader who shall have been named as such by the Rector.

15.6 If there is due and just cause for a delay in the election of Deputies by the Vestry, at the meeting preceding the annual Diocesan Convention, they shall, without fail, be elected at the next meeting of the Vestry. In such case, the certificate mentioned above shall be furnished to the Secretary of the Diocesan Convention on or before the first day of February following the annual Diocesan Convention.

XVI. OTHER MATTERS

16.1 In all other respects the Constitution and Canons of the Episcopal Diocese of Pittsburgh shall govern this Parish.

XVII. BYLAWS ADOPTION

17.1 These Bylaws may be adopted by a two-thirds (2/3) majority of those present who are entitled to vote for members of the Vestry at the Annual or Special Meeting, duly announced at the time of public worship, on the two Sundays immediately preceding such meeting. A printed or written notice thereof shall be posted at the entrance of the Church two (2) weeks before such meeting.

17.2 By adoption of these Bylaws, all prior Bylaws heretofore enacted by this Parish are hereby repealed.

XVIII. MANNER OF AMENDMENT

18.1 These Bylaws may be altered or amended only in the following manner: the Amendments shall be proposed in writing at a regular meeting of the Vestry, and if the Amendments are thereupon approved by the Vestry, they shall be submitted to the Standing Committee of the Diocese of Pittsburgh for approval as to Canonical regularity and, upon assurance of such regularity, copies of the proposed Amendments shall be made available to each Member of the Parish; provided that any Amendments must be approved by two-thirds (2/3) of the full membership of the Vestry; and provided further that no Amendment shall be valid until it has been approved at any Annual Parish Meeting or a Special Meeting by a majority of those members of the Parish present.