

**BYLAWS**  
**St Patrick's Episcopal Church**  
**Pagosa Springs, Colorado**  
**Adopted February 4, 2024**

St. Patrick's Episcopal Church, Pagosa Springs, Colorado, a parish acceding to the Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Diocese of Colorado and being constituted by the Convention thereof, does hereby establish and adopt these Bylaws for the governance of the parish in order to enable it to perform those responsibilities reposed upon it by Canon and to provide for its orderly governance.

**ARTICLE I - THE CORPORATION**

**Section 1 Name of the corporation**

The name of the parish corporation is St. Patrick's Episcopal Church, also known as St. Patrick's.

**Section 2 Fiscal year**

The fiscal year of St. Patrick's shall be the calendar year.

**ARTICLE II - MEMBERSHIP**

**Section 1 Member Qualifications**

All persons who 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 this Church or in another Christian Church, and whose Baptism has been duly recorded in this Church, is a member thereof.

**Section 2 Age Requirement**

Members sixteen (16) years of age and over are to be considered adult members.

**Section 3 Voting Qualifications**

No member shall be qualified to vote at any meeting of the Church unless that member is an adult communicant of this Church in good standing, as shown by the parish register, and a regular contributor. The Rector shall be the sole judge of such qualification and may, if deemed appropriate, consult with the wardens and treasurer on such decision.

**Section 4 Associate Members**

Associate members of St. Patrick's are persons who are active in the life of this congregation (through worship, giving or program participation), but their official membership remains elsewhere. Associate members are *ex officio* members and therefore are not qualified to vote.

**ARTICLE III - MEETINGS OF THE MEMBERS**

**Section 1 Annual Meeting and Agenda**

- a. An annual meeting of the membership shall be held in the month of January or February of each year at a time and place to be set by the Vestry.
- b. The Senior Warden shall set the agenda for the annual meeting in accordance with these bylaws and the Articles of Incorporation of the parish. In addition, the Senior Warden shall include a matter on the agenda of the annual meeting if ten (10) or more qualified voting members have requested (in a writing delivered to the Senior Warden at least ten (10) days prior to the annual

meeting) that a matter be so included. The agenda of the annual meeting shall also include those items of business required by the Canons of the Diocese of Colorado, if any.

**Section 2 Special Meetings**

A special meeting of the membership may be called by the Rector, the Senior Warden, or a majority of Vestry members. No meeting may be held without the Rector or the Rector's designated representative present.

**Section 3 Notice of Meetings**

Notice of the time, place, qualification of voters and purpose of any meeting of the membership shall be given at the Sunday services for not less than two (2) consecutive Sundays preceding the said meeting, or by publication, no less than ten (10) days nor more than forty-five (45) days in advance of the annual meeting, in any newsletter or other type of general communication regularly sent to all the members.

**Section 4 Presiding Officer**

The Rector shall preside at meetings of the members, or by his/her request, either the Senior Warden or Junior Warden, in that order, or any member of the clergy assigned by the Diocese of Colorado to serve in the parish may preside at the meeting. The Rector may request a Warden or clergy member to preside even though the Rector is present.

**Section 5 Quorum and Voting**

- a. A quorum at a members meeting shall consist of 20% of qualified voting members.
- b. Each adult member participating in the meeting in person or electronically shall have one (1) vote.
- c. Voting by proxy is not permitted.
- d. Absentee Vote: Qualified voters may be issued an absentee ballot by the Wardens in case of absence, hardship or other pertinent reason, at the discretion of the Wardens. Request for an absentee ballot must be made in writing to the Wardens prior to the Annual Meeting and the ballot returned no later than the date and time of the meeting.

**ARTICLE IV - ELECTIONS**

**Section 1 Annual Elections**

Positions to be filled by election at the annual meeting are the offices of Senior Warden, Junior Warden and the open elected positions on the Vestry.

**Section 2 Election Procedures**

A majority vote shall be required to pass any measure at the annual meeting, unless a greater percentage is required by law. The election shall be held by secret ballot at the request of any member, or in the event of an election contest.

**Section 3 Time of Taking Office**

All Wardens and Vestry members elected at the annual meeting shall take office at the conclusion the Annual Meeting, and shall be formally installed at the principal service held on the Sunday following the Annual Meeting.

**ARTICLE V - VESTRY**

**Section 1 Who Constitutes**

- a. The Rector, Senior Warden, Junior Warden, at least six (6) Vestry members, and one (1) seasonal Vestry member shall constitute the Vestry.

- b. Vestry members shall be adult communicants of this Church in good standing and regular contributors to the support of the congregation by pledge or otherwise.
- c. Two (2) members of the same household may not serve on the Vestry at the same time.
- d. Paid employees of the Church and members of their household shall not serve on the Vestry.

**Section 2 Rules of Order**

- a. The Vestry may set its own rules of order by custom or by resolution.
- b. In the event no rules of order are recognized, or if any Vestry member shall request, *Robert's Rules of Order*, most recently revised, shall govern the conduct of all meetings of the Vestry and membership.
- c. In the event of the establishment of committees and commissions, the Vestry in the resolution establishing the same, may require the use of such rules of order by such committee or commission.

**Section 3 Terms of Office**

- a. Wardens shall be elected for a one (1) year term, and shall serve until replaced. Wardens may serve for not more than four (4) consecutive terms of election. The Rector may appoint his/her choice for Senior Warden. In the absence of an appointment, the Senior Warden shall be elected.
- b. Non-warden Vestry members shall be elected for a three (3) year term, and shall serve until replaced. Non-warden Vestry members' terms shall be staggered as identified by the Senior Warden so that each year, three (3) Vestry members' terms shall expire. Non-Warden Vestry members may serve for not more than two (2) full terms of election. Persons appointed by the Vestry to serve temporarily until the next annual meeting are eligible to run for election to a full term at that annual meeting. However no person may serve as a member of the Vestry and /or warden for a period of longer than six (6) years without a one (1) year interruption.
- c. One seasonal Vestry member shall be elected for a one (1) year term and shall be from the seasonal residents who live part-time in this community and regularly attend and contribute to this Church. The seasonal Vestry member shall be nominated by the Rector and elected at the annual parish meeting. The seasonal Vestry member shall be an associate member of this Church.

**Section 4 Meetings**

- a. The Vestry shall meet not less than every two (2) months for its regular meetings. The Vestry, at its first meeting held after the annual meeting, shall set the time and place for its regular meetings for the succeeding year. No notice of such regular meetings thereafter need be given.
- b. Special meetings of the Vestry may be called by the Rector, either Warden, or two (2) Vestry members. Notice of such special meetings must be delivered either orally or in writing not less than five (5) days prior to the date of the said meeting, stating therein the purpose of the meeting.
- c. No meeting of the Vestry may be held without the Ecclesiastical Authority, normally the Rector, or the Ecclesiastical Authority's designated representative present.

**Section 5 Vacancies**

- a. A vacancy within the Vestry may be created by any of the following:
  - (1) Resignation or disability;
  - (2) Any member's failure to attend three (3) consecutive meetings of the Vestry, which shall constitute a presumptive resignation of the absent member; or

- (3) Failure to attend at least sixty percent (60%) of all meetings of the Vestry and membership for the year preceding an annual meeting, which shall constitute a presumptive resignation of the absent member.
- b. In the event of a vacancy occurring under Section 5.a.1 or 5.a.2, the remaining members of the Vestry shall fill the unexpired term by appointment. In the event of a vacancy occurring under Section 5.a.3, the membership at the annual parish meeting shall fill the vacancy by election for the balance of the unexpired term.

#### **Section 6 Powers**

The Vestry shall be the governing body of the Church and vested with all powers conferred upon it by statute, canon, the Articles of Incorporation and these Bylaws and such other powers as may be necessary to carry out the legal purposes of the parish.

#### **Section 7 Quorum, participation and voting**

- a. A quorum shall be a majority of the total authorized members of the Vestry.
- b. A Vestry member may participate in any meeting by speaker telephone or other electronic means by which all members of the Vestry participating in the meeting may hear and communicate with each other simultaneously.
- c. Each Vestry member shall have one (1) vote, and a majority vote of the Vestry members present in person or by electronic means shall constitute the affirmative decision of the Vestry. No proxy votes shall be allowed.

#### **Section 8 Unanimous consent in lieu of meeting**

- a. The Vestry may take action by unanimous written or electronic consent in lieu of a meeting.
- b. To accomplish unanimous written or electronic consent, each Vestry member shall be presented with and execute approval of an identical resolution or other proposed Vestry action.
- c. Such approval shall be manifest by the Vestry member's handwritten signature, or by delivery of the Vestry member's intentionally affixed electronic signature, sound, symbol, or process logically associated with the return of the resolution and otherwise executed in accordance with the Uniform Electronic Transaction Act, Colorado Revised Statutes §24-71.3-101 et seq.

### **ARTICLE VI - OFFICERS**

#### **Section 1 Rector**

- a. The Rector shall preside at all meetings of the Vestry. In his/her discretion, the Rector may request a Warden or any member of the clergy assigned by the Diocese to serve the parish to preside.
- b. The Rector shall act as the Chief Executive Officer of the parish and is vested with those powers conferred by canon.
- c. The Rector shall develop with the Vestry a job description and qualifications for the Rector, other clergy, paid staff, and key volunteers in accordance with the guidelines established under the Canons of the Diocese of Colorado.
- d. No meeting of the Vestry shall be held without the Rector present unless the Rector has not objected to the meeting being so held, provided the Rector has received notice of the same as required by these Bylaws. In no case shall a meeting be held without a Warden present.

- e. At such times as the Rector may deem proper, the Church buildings, Chapels or houses of worship belonging to the parish may be opened for all purposes authorized or sanctioned by the Episcopal Church or the Ecclesiastical Authority, and for no other purposes.
- f. The Rector, with the advice and consent of the Vestry, is responsible for hiring and dismissing of paid and/or volunteer staff. The Rector is responsible for supervision of the staff and is accountable to the Vestry for the performance of the staff.

**Section 2 Senior and Junior Wardens**

- a. Wardens shall be adult communicants of this Church in good standing of the age of eighteen (18) years or older and regular contributors to the support of the congregation by pledge or otherwise. The Senior Warden shall be confirmed or received in the Episcopal Church.
- b. The Senior Warden, in the absence of the Rector, shall assume the duties of the Rector to the extent permitted by canon and shall be responsible to aid the Rector in the spiritual growth of the Church. The Senior Warden shall monitor the financial activities of the parish.
- c. The Junior Warden shall be responsible for the overall area of buildings and grounds. In the absence of both the Rector and Senior Warden, the Junior Warden shall assume their duties as is permitted by canon.

**Section 3 Clerk and Treasurer**

- a. The Clerk shall be appointed by the Vestry and shall record and publish all meetings of the Vestry and membership, preserve the records, and have such other duties as may be prescribed by the Vestry. The most recent minutes of the Vestry shall be posted within the Church building or Parish Hall. Assistant clerks, if needed, may be appointed by the Vestry.
- b. The Treasurer shall be appointed by the Vestry and shall have custody of all funds of the parish, keep financial records and issue reports on the same to the Vestry as requested. The Treasurer shall remain in compliance with all applicable canons of the Episcopal Church in the USA and the Diocese of Colorado, and shall be bonded if such canons so require. The Vestry may appoint an assistant treasurer, if needed.
- c. A financial report shall be submitted to each regular meeting of the Vestry. Quarterly, if so requested by the Vestry, a detailed financial transaction report will be submitted advising the Vestry as to budget expenditures and balances and setting forth the areas of budget deficit. All treasurer's reports will be posted along with the meeting minutes.

**ARTICLE VII - COMMITTEES**

**Section 1 Committees and Commissions**

The Vestry shall establish *ad hoc* committees and commissions as it deems necessary to carry out the purposes of the parish. The duties and scope of such bodies shall be set forth in the minutes of the Vestry. The following sections of this article describe standing committees of the parish.

**Section 2 Finance Committee**

- a. The Vestry shall establish a Finance Committee comprised of the Rector, Wardens, Treasurer, and other members of the congregation at large if appointed by the Vestry. The chairman of the Endowment Committee shall be a non-voting *ex officio* member of the Finance Committee.
- b. The chairman of the Finance Committee is appointed by the Rector or the Senior Warden.

- c. The Finance Committee shall assist the Treasurer and Wardens with financial records and reports, and oversight of the Outreach Ministry finances, and assist by presenting an annual operating accounts budget to the Vestry for review and approval.

**Section 3 Endowment Committee**

- a. The Vestry shall establish an Endowment Committee comprised of the Rector, Senior Warden, and one (1) to three (3) members of the congregation at large if appointed by the Vestry.
- b. The chairman of the Endowment Committee is appointed by the Rector or the Senior Warden.
- c. The Endowment Committee shall invest, maintain and monitor the funds of the parish endowment(s) in accordance with the laws governing fiduciaries under the statutes and common law of the State of Colorado and in accordance with the Endowment and Investment Fund Enabling Resolution as approved by the Vestry.

**ARTICLE VIII - CONVENTION DELEGATES**

**Section 1 Qualifications**

Delegates and alternates to the Annual Convention of the Diocese of Colorado and the Diocesan Regional assemblies must be adult communicants of this Church in good standing. A minimum of one (1) appointed delegate must be a member of the Vestry. The delegates and alternates to the Annual Convention of the Diocese of Colorado, and the Diocesan Regional assemblies are appointed by the Vestry in accordance with the Canons of the Diocese of Colorado.

**Section 2 Duties**

Delegates shall attend the Annual Convention and such other special meetings as may be called by the Diocese, and each shall represent the parish as the delegate's conscience requires, unless given specific voting direction by resolution from the Vestry. In the event that any delegate so selected shall be unable to attend, the alternate designated shall represent the parish in accordance with the order of appointment.

**ARTICLE IX - ADOPTION AND AMENDMENT**

**Section 1 Notice of Proposed Amendment**

- a. Any proposal to alter, amend or repeal any part or all of these Bylaws must be submitted in writing to the Vestry at least thirty (30) days prior to the annual meeting of the membership and signed by the person or persons submitting the proposal.
- b. A copy of the amended Bylaws shall be provided to the membership not less than ten (10) days prior to the annual meeting by making a digital copy available electronically or a paper copy available in the Church office to all members.
- c. Any amendment to these by-laws must be approved by the Diocese.

**Section 2 Adoption of Amendment**

- a. These Bylaws may be altered, amended or repealed in whole or in part as set forth in Section 1 of this Article by a majority vote of the qualified members casting a vote at the annual meeting.
- b. The Amendment, if preapproved by the Diocese, shall be effective upon the vote of the membership, and the amended procedures may be utilized for the balance of the meeting.

## **ARTICLE X - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **Section 1 Contracts**

The Vestry may authorize the Rector or any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the parish, and such authority may be general or confined to specific instances.

### **Section 2 Loans**

No loans shall be contracted on behalf of the parish and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Vestry and in accordance with the applicable provisions of the Canons of the Diocese of Colorado, if any. Such authority may be general or confined to specific instances.

### **Section 3 Checks and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the parish shall be signed by such Officer or Officers, agent or agents of the parish and in such manner as shall from time to time be determined by resolution of the Vestry.

### **Section 4 Deposits**

All funds of the parish not otherwise employed shall be deposited from time to time to the credit of the parish in such banks, trust companies or other depositories as the Vestry may select.

## **ARTICLE XI - REPORTS, BOOKS AND RECORDS**

### **Section 1 Reports**

- a. The Vestry shall prepare a written annual financial report listing the assets and liabilities of the parish, and describing its affairs throughout the preceding year.
- b. Such report shall be available to members at reasonable times at the parish office and shall be mailed to a member upon the member's written request.
- c. All such other reports as required by taxing and other governmental authorities shall be filed by the parish.

### **Section 2 Books and Accounts**

- a. The parish shall keep at its principal office complete and correct books and records of account, required notices and minutes of the proceedings of its Members, Vestry and Committees, a record of names and addresses of the Members and the Vestry, and all written communications sent within the past three (3) years as a communication made to all Members.
- b. All books and records may be inspected by any member to the extent provided by law, these Bylaws, or pursuant to any applicable Vestry policy.
- c. The parish shall comply with all applicable laws relating to the maintenance and disclosure of its financial, medical, business and other records.

## **ARTICLE XII - INDEMNIFICATION AND INSURANCE**

### **Section 1 Indemnification of Vestry and Officers**

- a. In the sole discretion of the Vestry, the parish may indemnify and hold harmless, to the fullest extent allowed by law, any person who at any time serves or has served as a member of the Vestry or Officer of the parish.

- b. To be eligible for indemnification, the person's conduct shall conform to the strictures of Colo. Rev. Stat. §7-129-102 (as it may be amended from time to time), to wit: the person's conduct shall have been made in good faith, in the reasonable belief that his or her conduct was not opposed to the corporation's best interests, and, in the case of a criminal proceeding, that the person had no reasonable cause to believe that the conduct was unlawful.
- c. The extent of the indemnification of the person may include, at the discretion of the Vestry:
  - (1) reasonable expenses, including reasonable attorney fees, actually incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and
  - (2) reasonable payments made by him or her in satisfaction or any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

### **Section 2 Indemnification of Employees and Agents**

The Vestry, in its sole discretion, may indemnify and advance expenses to an employee or agent of the parish who is not a Vestry member or Officer of the parish to the same extent as to a Vestry member or Officer, if such indemnification and advance expense payment is not inconsistent with public policy.

### **Section 3 Evaluation**

The Vestry shall take all such action as may be necessary and appropriate to authorize the parish to pay the indemnification required by this Article, including, without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted, the amount of indemnity due him or her, the impact upon the parish as a whole of the indemnification, and the justice of the matter.

### **Section 4 Insurance**

The parish shall have the power, by resolution of the Vestry, to purchase and maintain insurance on behalf of any person who is or was a Vestry member, Officer, employee or agent of the parish, or is or was serving at the request of the parish as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in 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.

### **Section 5 Non-Exclusivity of Rights**

The right of indemnification herein above provided shall be in addition to the other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such Vestry member, Officer, employee or agent may otherwise be entitled under the Articles or Bylaws, any agreement, vote of the Board of Directors or otherwise with respect to any liability or litigation expenses arising out of his or her activities in such capacity.

## **ARTICLE XIII -- CONFLICT OF INTEREST AND CONFIDENTIALITY**

### **Section 1 Disclosure**

- a. The parish's affirmative policy shall be to require that all actual or potential conflicts of interest be disclosed promptly and fully to the Vestry and all other appropriate parties.
- b. This policy shall apply to all Vestry members, Officers, members of committees appointed by or reporting to the Vestry, and all employees having discretionary management authority.



- c. When any such person has an actual or potential conflict of interest, as defined by the written policies of the Vestry and/or COLORADO REVISED STATUTES § 7-128-501, he or she shall make a prompt and full disclosure of such interest to the Vestry prior to its acting on the matter.
- d. Such disclosure shall include any relevant material facts known to such person about the person's relationship or interest and about the matter or transaction which might reasonably be construed to be adverse to the parish's interest.

**Section 2 Approval**

- a. The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.
- b. If a conflict is deemed to exist, such person shall not vote on, nor use any personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction.
- c. Such person may be counted in determining whether a quorum is present but may not be counted when the Vestry or a committee votes on the transaction.
- d. The minutes of the meeting shall reflect the disclosure made; the vote thereon; where applicable, the abstention from voting and participation of the interested person; and whether a quorum was present.

**Section 3 Confidentiality**

- a. All persons who may serve the parish as Clergy, or as a Vestry Member, Warden, committee member, employee, or agent shall recognize the confidentiality of information provided to such person in his or her official capacity.
- b. Information which may be considered confidential shall include financial information of individuals or families, medical or psychological information, information concerning personal or spiritual history, legal information, and any other information which a reasonable person would consider confidential.
- c. The confidentiality of such information shall be maintained with the care that a reasonably prudent person would utilize to maintain the confidentiality of his/her own confidential information.
- d. This provision shall not be interpreted to prohibit the sharing of such information among such clergy, staff, agents or volunteers who have a reasonable need to know such information to carry out their duties on behalf of the parish.

**CERTIFICATION OF BYLAWS**

I HEREBY CERTIFY that the foregoing are the Bylaws which were adopted at the Annual Meeting of St. Patrick's Episcopal Church on the 4th day of February, 2024.

By: \_\_\_\_\_

Mary Rose, Clerk

By: \_\_\_\_\_

Linda Williams, Senior Warden

By: \_\_\_\_\_

The Reverend Wren Blessing, Rector