

BYLAWS
of The Church of St. Michael the
Archangel

The Church of St. Michael the Archangel, Colorado 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 - NAME

The name of the Corporation is The Church of St. Michael the Archangel (the "Parish"), sometimes known as St. Michael's or St. Michael's Episcopal Church.

ARTICLE II - MEMBERSHIP

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. No member shall be qualified to vote at any meeting of the Church unless that member is an adult communicant of this Church with regular participation and in good standing as a regular contributor. (For purposes of these Bylaws, "adult" means 16 years of age or older, unless otherwise specified.) The Rector shall be the sole judge of such qualification and may, if deemed appropriate, consult with the wardens and treasurer on such decision.

ARTICLE III - MEETINGS OF THE MEMBERS

Section 1. Annual Meetings and Agenda

An annual meeting of the membership shall be held in the month of January or February of each year at a time to be set by the Vestry. 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 or more qualified voting members have requested (in a writing delivered to the Senior Warden at least ten 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.

ARTICLE V - VESTRY

Section 1. Who Constitutes

The Rector, Senior Warden, one to two Junior Wardens and nine (9) Vestry members shall constitute the Vestry. Vestry members shall be confirmed 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.

Section 2. 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 two (2) consecutive terms of election.

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 vestry members' terms shall expire. Vestry members may serve for not more than four (4) consecutive years.

Section 3. Meetings

a. The Vestry shall meet not less than every two 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, any 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.

Section 4. Vacancies

a. A vacancy upon the Vestry may be created by any of the following:

1. Resignation or disability; or
2. 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, unless the absence is for a good reason.

b. In the event of a vacancy occurring under section 4.a.1 and 4.a.2, the Vestry shall fill the unexpired role by appointment for the remaining term

in the spiritual growth of the Church. The Senior Warden shall monitor the financial activities of the parish.

c. The Junior Wardens shall be responsible to aid the Rector in the supervision of the property of the parish. In the absence of both the Rector and Senior Warden, the Junior Wardens 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 report of the Clerk shall be posted within the church building, or published in a newsletter, or website or other document regularly circulated to all members or can be supplied upon request. Assistant clerks, if needed, may be appointed by the Vestry.

b. The Treasurer shall be an unpaid volunteer position appointed by the Vestry and shall oversee the custody of all funds of the parish, the keeping of 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. A financial report shall be submitted to each regular meeting of the Vestry and a financial report shall be submitted to the Annual Meeting with a presentation on the overall financial status of the church.

ARTICLE VII - MISCELLANEOUS MATTERS

Section 1. Committees and Commissions

The Vestry shall establish a Finance Committee, an Endowment Committee, and a Columbarium and Memorial Garden Committee. The Vestry may additionally establish such committees and commissions as it deems necessary to carry out the purposes of the parish. The duties and powers of such bodies shall be set forth in the minutes of the Vestry.

Section 2. Vestry Responsibilities - Liaison Responsibilities

The Senior Warden, at the first Vestry meeting each year, shall assign an area of Church activity to each Vestry member who shall be responsible as the Vestry Liaison to oversee the assigned areas. The purpose of a Vestry Liaison is to help coordinate, encourage and facilitate the lay ministry of the Church.

The Senior Warden shall be responsible to see that the Vestry members are undertaking their responsibilities and to correlate such activities to enable parish organizations to effectively function.

ARTICLE IX - ENDOWMENT COMMITTEE

Section 1. Function of Endowment Committee

All undesignated major gifts and bequests (remainder interests and special gifts) received by The Church of St. Michael will be invested and managed under the direction of the Endowment Committee consisting of five (5) people. The Endowment Committee is established by the Vestry with the tasks of management, investment and raising endowment funds within the parish. The Endowment Committee's resolutions and policies governing establishment and oversight of the endowment funds are subject to Vestry review and approval.

Section 2. Qualifications of Committee Members

In order to qualify for appointment to the Endowment Committee, potential members must be adult communicants in good standing, pledgers of record and regular in attendance at the parish.

Section 3. Term

The term of committee membership shall be three (3) years with a recommendation of staggered terms. After expiration of a term of service, Endowment Committee members may be appointed to another term on the Endowment Committee after one year.

Section 4. Quorum

In order to constitute a quorum, at least three (3) members of the Endowment Committee shall attend any regular or special meeting. Except as hereinafter set forth, all decisions of the Endowment Committee regarding the management, investment and raising of endowments shall require consent of a minimum of four (4) of the five (5) members.

Section 5. Maintenance and Distribution of Funds

The Endowment Committee shall invest, maintain and monitor the funds of the parish endowment in accordance with the laws governing fiduciaries under the statutes and common law of the State of Colorado. Investments shall be made upon the recommendation of the Endowment Committee, with the concurrence of the Vestry, and shall be based upon sound investment criteria. Concerning the distribution of the income from endowment funds, the committee shall determine what is principal and income according to generally accepted accounting procedures.¹ Income from the endowment funds may be available to the Vestry annually to accomplish the following purposes:

- a. for capital improvements, debt reduction, or the building program of

¹ Ref. Vestry Resolution and Endowment Committee Policies adopted/approved by the Vestry on Jan. 23, 2018

Section 9. Financial Transactions

All financial transactions of the Endowment Committee shall require the signature of two (2) committee members, or one committee member and the Parish Treasurer.

Section 10. Bonded Status

The members of the Endowment Committee shall be bonded in an amount determined by the Vestry, and the cost of said bond shall be paid by the parish.

Section 11 Disposition upon Parish Dissolution

Should the parish close or this corporation be dissolved without succession, the endowments shall revert to the corporation known as the Bishop and Diocese of Colorado, Inc., also known as the Episcopal Diocese of Colorado, to be placed in its general endowment, with the income to be spent according to the determination of the Ecclesiastical Authority of the Diocese, his or her designated committee, or his or her successor.

ARTICLE X – COLUMBARIUM AND MEMORIAL GARDEN COMMITTEE

Governance of the Columbarium and Memorial Garden shall be the duty of the Vestry of The Church of Saint Michael the Archangel. To assist the Vestry in carrying out these functions, a Columbarium and Memorial Garden Committee has been created. The vestry shall seek the advice and counsel of the Columbarium and Memorial Garden Committee prior to taking any actions with regard to the Columbarium and Memorial Garden.

The Vestry shall ensure that the Columbarium and Memorial Garden Committee is fully staffed and performs the functions as described in the Columbarium and Memorial Garden Bylaws.

See the attached Bylaws of the Columbarium and Memorial Garden of The Church of Saint Michael the Archangel for additional information.

ARTICLE XI - 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.

ARTICLE XIII - INDEMNIFICATION AND INSURANCE

Section 1 - Indemnification of Vestry and Officers

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. 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. The extent of the indemnification of the person may include, at the discretion of the Vestry: (a) reasonable expenses, including reasonable attorneys' 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 (b) 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

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.

CERTIFICATE OF BYLAWS

I HEREBY CERTIFY that the foregoing are the Bylaws which were approved by the Vestry on Dec. 20, 2007 and adopted at the Annual Meeting of the Church of St. Michael the Archangel (Episcopal) on January 17, 2008; amended by the Vestry on Oct. 8, 2020 and approved on January 24, 2021; and amended and approved by the Vestry by electronic vote in November 2022.

By: 
Senior Warden
Dec 15, 2022

Signed Copy on File in Church Office