

**BYLAWS  
OF  
ST. ANDREW'S EPISCOPAL CHURCH  
OF LAWTON, INC.**



St. Andrew's Episcopal Church  
1313 SW D Ave.  
P.O. Box 1256  
Lawton OK 73502-1256

St. Andrew's Episcopal Church is a member parish of the Episcopal Diocese of Oklahoma  
and of the Episcopal Church USA.

These Bylaws were amended on \*\*

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**BYLAWS of**  
**ST. ANDREW’S EPISCOPAL CHURCH**  
**Lawton, Oklahoma**

**Preamble**

St. Andrew’s Episcopal Church, Lawton, (referred to as “Parish”), adopts these Bylaws to govern its corporate and temporal affairs as a not-for-profit and religious corporation organized under the laws of the State of Oklahoma, and to conform its conduct with the requirements of the Constitution and Canons of the Episcopal Diocese of Oklahoma, Inc. the “Diocese”) and the Constitution and Canons of the Episcopal Church in the United States of America (the “Church”).

**ARTICLE 1**

**Authority Acknowledged**

- 1.1. The Parish is incorporated under the name of ST. ANDREW’S EPISCOPAL CHURCH OF LAWTON, INC. References to the Corporation in these Bylaws refer to the Parish in its incorporated form. For the purposes of these Bylaws, the Parish and the Corporation are one and the same.
- 1.2. The Parish accedes to the doctrine, discipline and worship of the Church and the Diocese and acknowledges their authority.
- 1.3 The registered office of this Corporation in the State of Oklahoma shall be at 1313 SW D Avenue, Lawton, Oklahoma, and the registered agent at such address shall be the Rector of St. Andrew’s Episcopal Church.

**ARTICLE 2**

**Voting Membership**

- 2.1. *Baptized Members.* 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 Ghost, and whose baptisms have been duly recorded in the Parish Book, are members thereof.
- 2.2. *Confirmed Communicant Member.* All persons who, unless for good cause are prevented, have received Holy Communion at least three times during the preceding year are communicant members. All communicant members who have been confirmed or received by a Bishop of the Episcopal Church are confirmed communicant members.
- 2.3. *Adult Members.* A member sixteen years of age or older is an adult member of the Parish.

2.4. *Voting Members / Member in Good Standing.* Every adult member of the Parish in good standing is entitled to vote. A member is in good standing if he or she has received Holy Communion in the Church at least three times during the preceding year and has otherwise been faithful in corporate worship, unless for good cause prevented, and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

(a) The Rector keeps a list of qualified voters in the Parish Register, as recorded in a computerized church membership register and/or register book, and only those members listed are allowed to vote.

(b) Any question concerning a person's eligibility for voting must be raised before voting begins. The Rector decides eligibility questions and his or her decision is final for the purposes of that meeting and any adjournment thereof.

### ARTICLE 3

#### **Meetings of the Congregation (Amended 1-28-21 – added 'if any' and article 3.4)**

3.1 *Annual Meeting.* The Parish holds its annual meeting no later than March 31, and at a date, time and place, if any, appointed by the Vestry. The purpose of the meeting is to elect officers and other Vestry members to new and any unexpired terms, elect lay delegates and alternate lay delegates to diocesan convention, receive the budget and reports, and conduct such other business as may properly come before the meeting. The reports are informational and the members are not asked to approve or accept the reports.

3.2. *Special Meeting.* A special meeting of the Parish may be called at any time by the Rector, the Wardens, the Vestry or 10% or more of the adult Members in good standing. The notice of Special meetings shall contain the subject matter of the meeting. The Parish may transact only the business set forth in the notice of the meeting and no other business is in order.

3.3. *Notice.* Notice of any Parish meeting is given during all services held on the two Sundays preceding the meeting and by any written means provided in Section 10.3 sent at least ten days before the meeting to the persons of the Parish entitled to vote. The written notice shall include the purpose of the meeting and, in the case of the annual meeting, the slate of candidates proposed by the nominating committee.

3.4. *Place of Meetings.* The notice or waiver of notice for a meeting shall specify the place, if any, where the members are to meet. Unless the Vestry otherwise directs, the place shall be at the Parish. In lieu of or in addition to a place, the Vestry may direct that the meeting be held by means of remote communication if (a) the Parish has taken reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member entitled to vote, (b) the Parish has taken measures to provide the voting members a reasonable opportunity to participate in the meeting and to vote on matters submitted to them, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (c) if the eligible members vote or take other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Parish.

3.5. *List of Voting Members.* At least ten days before every meeting of the Parish, the Secretary with the direction of the Rector shall prepare a list of the members entitled to vote.

The Parish shall make the list available for examination by any adult member for any purpose germane to the meeting, either in the Rector's office, Parish Hall, at the place, if any, designated in the notice of the meeting or on a reasonably accessible electronic network. If the list is available on an electronic network, the notice of the meeting shall provide the information required to access the list.

3.6. *Quorum.* The presence of 10% of the persons entitled to vote, or at least 25 qualified voters who are not members of the Vestry, and a majority of the Vestry constitute a quorum for the transaction of business. In the absence of a quorum, the members entitled to vote may adjourn a meeting to another time or place, if any. Except as these bylaws and parliamentary authority may otherwise provide, elections and resolutions are carried by the affirmative votes of a majority of those present and voting. A simple majority shall carry all actions.

3.7. *Qualification of Votes.* The qualified voters at a Parish meeting shall be Baptized adult members of the Parish in Good Standing as shown by the Parish Register. All elections are by written ballot, unless the election is by acclamation. Voting by proxy or absentee ballot is not permitted.

3.8. *Presiding Officer.* The Rector presides at Parish meetings. In the Rector's absence, the Wardens preside according to seniority by title.

3.9. *Rules of Procedure.* In all matters of parliamentary procedure not governed by canon or these Bylaws, the latest edition of Robert's Rules of Order govern.

3.10. *Clerk.* The Clerk of the Vestry may be the office administrator of any Parish meeting, and the duties shall be those customarily associated with that office.

3.11. *Reports.* At each Annual Parish meeting, reports of receipts and disbursements for the fiscal year shall be made by the Treasurer of the Parish.

3.12. *Election.* The Vestry and Wardens shall be elected at the Annual Parish meeting pursuant to Article 3, Section 1. The lay delegates and alternates to the Convention shall also be elected at the Annual meeting. Lay delegates will have the same qualifications as members of the Vestry outlined in Article 6, Section 3, of these Bylaws.

3.13. *Bylaws.* The Annual Parish meeting may not adopt Bylaws inconsistent with the Constitution and Canons of the Diocese of Oklahoma and the Constitution and Canons of The Episcopal Church.

## **ARTICLE 4**

### **Rector**

4.1. *Authority and Responsibilities.* Subject to the Church and Diocesan Canons, the Rubrics of the Book of Common Prayer, and the pastoral direction of the Bishop, the Rector (who is also the President of the Corporation) of the Parish is vested with the authority over and responsibility for the conduct of the worship and the spiritual growth of the Parish and its members, the use and control of Parish property including buildings and the employment, supervision and direction over the Parish staff. With the advice and consent of the Bishop, a Rector may select one or more assistant Clergy, who serve under the authority and direction of the Rector. The Rector has general responsibility for administrative implementation of

decisions and policies legislated or mandated by the Church, the Diocese, and the Parish. The Rector has those further responsibilities set forth in the Church and Diocesan Canons. The rector shall keep the Vestry informed of the use of the property and changes in Parish Staff.

4.2. *Election and Qualification.* When the Parish desires to elect a Rector, the Vestry appoints a search committee to investigate and interview potential candidates. At least 30 days before an election, the Vestry shall notify the Bishop of the candidate it proposes to elect and request the Bishop's consent. The Vestry shall afford the Bishop the opportunity to communicate with the Vestry about the candidate. If the Bishop consents to the election, the Vestry may then elect the candidate as Rector by a three-fourths vote. If a Rector is elected, the Wardens certify the election and notify the Bishop of the election in writing. If the Bishop is satisfied that the Rector-elect is a duly qualified Priest and that the Rector-elect has accepted the office, the Bishop notifies the Secretary of the General Convention, who records the election.

4.3. *Resignation and Removal.* Except upon mandatory resignation by reason of age, the Rector may not resign without the consent of the Vestry, and the Vestry may not remove the Rector against the Rector's will, except as provided in the Diocesan Canons. If the office of Rector becomes vacant or the Rector is incapacitated, the Wardens or other proper officers notify the Bishop and Standing Committee within 30 days. Within the 30 days and after consultation with the Bishop, the Vestry appoints an interim Rector or otherwise arranges for regular worship services until such time as a new Rector is elected or the Rector can resume his or her duties in the case of incapacity.

## **ARTICLE 5**

### **Officers**

#### 5.1. *Officers.*

(a) The officers of the Vestry are the Rector, Senior Warden, Junior Warden, Treasurer and the Clerk. The Rector appoints the Senior Warden, who is confirmed by the Parish. The Junior Warden shall succeed into the office of Senior Warden and the Junior Warden may be nominated by the Vestry and appointed by the Rector. Both are confirmed by the Parish at the annual meeting. The Vestry elects the Secretary and Treasurer, both of whom may or may not be members of the Vestry. If the Treasurer or the Secretary are not members of the vestry, they may participate in the discussion, but they may not vote.

The Rector of St. Andrew's Episcopal Church, Lawton, Oklahoma, shall be President of the Corporation. The Senior Warden shall be First Vice President and the Junior Warden shall be Second Vice President. The Secretary shall be Secretary of the Corporation, and the Treasurer of the Parish shall be Treasurer of the Corporation. Such officers shall hold their offices in this Corporation as long as they shall hold their respective offices in the Parish and in the Vestry of St. Andrew's Episcopal Church, Lawton, Inc.

#### 5.2. *Qualifications, and Terms.*

(a) Wardens shall be confirmed voting members of the Parish, 18 years of age or older, and are elected to a term of one year.



(b) The Senior Warden may be appointed to no more than three consecutive terms and is ineligible for reappointment to that office for one year after having served three consecutive years in the same.

### 5.3 *Duties*

#### (1) *President.*

(a) The President shall, subject to Article 3, Section 7, hereof, preside at all meetings of the Vestry and of the Parish. He or she shall be an ex-officio member of all committees; shall have general and active management of the affairs of the Corporation together with the Vestry; and shall see that all orders and resolutions of the Vestry are carried into effect.

(b) The President shall sign the name of the Corporation as President to all notes, mortgages, conveyances, other contracts, instruments and documents authorized by the Vestry and requiring the seal of the Corporation.

(c) The President shall have all such general powers and duties of supervision and management as are usually vested in the office of president of a corporation.

(d) The President shall have the authority to employ a Rector's secretary at the expense of the Corporation to assist the Rector in all duties as Rector of the Parish and President of the Corporation.

#### (2) *Wardens.*

(a) The Wardens assist the Rector in promoting the general interest of the Parish, supervise the care, protection and maintenance of the Parish buildings and ensure that all things needed for the orderly worship of God and for the proper administration of the sacraments are provided at the expense of the Parish. The Wardens discharge such other duties as the Rector and the Church requires.

(b) First Vice President. The First Vice President, who is the Senior Warden of St. Andrew's Episcopal Church, shall, in the absence or in the event of disability of the President, perform the duties and exercise the powers of the President, and shall have such other power and authority and perform such other duties as the Vestry may from time to time delegate.

(c) Second Vice President. The Second Vice President, who is the Junior Warden of St. Andrew's Episcopal Church, shall in the absence or in the event of the disability of the President and First Vice President, perform the duties and exercise the powers of the President and the First Vice President, and shall also have such other power and authority and perform such other duties as the Vestry may from time to time delegate.

### 5.4. *Treasurer*

(a) The Treasurer shall be a confirmed voting member of the Parish, 18 years of age or older, and is elected to a term of one year by the vestry. The Treasurer may be elected

to no more than three consecutive terms and is ineligible for reelection to that office for one year after having served three consecutive years in the same.

(b) The Treasurer shall keep full and accurate records of the Parish's accounts and assets, ensure that funds of the Parish are properly received and disbursed in accordance with Vestry policy; verifies and pays bills presented for payment; prepares monthly financial reports for the Vestry, a report to the annual parish meeting, and the annual financial report to the Diocese; presents and recommends to the Vestry a budget before the annual meeting; and annually submits the financial records of the Parish to audit. The Treasurer shall be adequately bonded [by inclusion in the Parish's errors and omissions liability insurance coverage.]

(c) The Treasurer, the Wardens and anyone else deemed appropriate by the vestry shall sign or countersign all checks on funds of the Corporation.

(d) The Treasurer's books and accounts shall be audited annually as directed in Article 9, Section 5, by a competent accountant or committee consisting of members of the Parish in Good Standing.

(e) The Treasurer shall, subject to Article 6, Section 5, regularly attend all parish meetings.

5.5. *Clerk, Seal, and Notice.*

(a) The Clerk shall be a confirmed voting member of the Parish, 18 years of age or older, and is elected to a term of one year by the vestry. The Clerk may be elected to no more than three consecutive terms and is ineligible for reelection for one year to that office after having served three consecutive years in the same.

(b) The Clerk shall, subject to Article 6, Section 5, regularly attend all parish meetings, take full minutes and enter them into the parish journal. The Clerk shall have charge of all the records of the Corporation together with the seal and charter and alone shall have the authority to affix the seal. The Clerk need not give notice of regularly scheduled meetings. Notice for special meetings must be given at least 3 days, in accordance with diocesan bylaws. Notice of special meetings may be waived by the Rector in extenuating circumstances.

(c) The Clerk shall attest all deeds, mortgages, conveyances, and other contracts, instruments, and documents executed by the Corporation and shall have such other duties as may be determined by the Vestry from time to time.

(d) The Clerk reports the names of the parish delegates to Diocesan Convention to the Secretary of the Convention.

5.6. *Other Officers.* The Vestry may designate other officers, who have such powers and duties as the Vestry determines.

**ARTICLE 6**

**Vestry (Amended 1-28-21 – added 'if any' and new paragraph to 6.6)**

6.1. *Control.* The control of this Corporation shall be vested in a Board of Trustees or Directors, who shall hereinafter be, and at all times be referred to, as the Vestry. The Vestry

shall be the governing body of the Corporation, and shall manage and control its property and material affairs, subject to the approval of the Diocesan Council with respect to real property, and in accordance with the Constitution and Canons of the General Convention of the Episcopal Church and of the Episcopal Diocese of Oklahoma.

6.2. *Composition.* The Vestry shall consist of the Rector of St. Andrew's Episcopal Church, the Senior Warden, the Junior Warden, and six (6) members of the Parish, who shall be elected as hereinafter set forth. The Rector shall have all the rights of other members. The Bishop is an ex officio member of the Vestry.

6.3. *Qualifications.* Only Confirmed Communicants in Good Standing of an age of 16 years or more shall be eligible to the office of Vestry member. The Wardens, Treasurer and Clerk of the Vestry must be at least 18 years of age.

6.4. *Election.* The Rector shall be elected according to Canon 7.7.2-3 of the Constitution and Canons of the Diocese of Oklahoma, as revised October 31, 2015. Members of the Vestry shall be nominated and elected by the Parish at the Annual Parish meeting, and shall hold office until their successors shall have been elected. The terms of office for the members of the Vestry shall be three years, elected as follows: at each Annual Parish meeting; two members of the Vestry shall be elected for a three-year term each. Elected members of the Vestry shall not succeed themselves. A Senior Warden shall not be elected Junior Warden until one year shall have passed since last serving as Senior Warden.

6.5. *Attendance.* Members of the Vestry will attend all vestry meetings, except when excused. Advising the Rector, the Rector's secretary, the Senior or Junior Warden of a member's inability to attend a meeting, will be sufficient excuse. A member of the Vestry who misses three consecutive vestry meetings without excuse will be for that reason removed from the vestry, and the vacancy filled by the procedure provided in these Bylaws.

6.6. *Meetings, Notice.* Meetings of the Vestry will be held once a month at a time and place, if any, to be determined by the Vestry. Other special meetings may be called at any time at the call of the Rector, provided he or she gives at least 24 hours' notice to each member, either orally or in writing, unless notice be waived. No business may be transacted at special meetings except that specified in the notice. If there be no Rector, a meeting may be called in the manner above by one of the Wardens, or any three members of the Vestry. Any Vestry member by their attendance at any meeting shall be deemed to have waived notice of such meeting.

The notice or waiver of notice for a meeting shall specify the place, if any, where the members are to meet. Unless the Vestry otherwise directs, the place shall be at the Parish. In lieu of or in addition to a place, the Vestry may meet, or members of the Vestry may participate in meetings, by means of remote communication if reasonable measures are taken to enable members to communicate with one another.

6.7. *Presiding.* The Rector shall preside at meetings of the Vestry and will be assisted by the Wardens. In the absence of the Rector, the Senior Warden shall preside and in the absence of the Senior Warden, the Junior Warden shall preside.

(a) Except as may be otherwise required by law, canon, or these Bylaws, any action of the Vestry requires the affirmative votes of a simple majority of those present and voting. No Vestry member is permitted to vote by proxy. The Rector has voice and vote in all matters. Between meetings and whenever special circumstances prevail, the Rector may call for a vote by email. The reason for calling such a vote outside the confines of a meeting must be clearly stated in the email along with the question and any extraneous information pertaining to the question. Member votes will be recorded by a reply email. If there is no clear majority of reply email votes, members who have not recorded such a vote will be contacted by phone to record their vote. The clerk shall record all information pertaining to this action in the minutes of the next scheduled vestry meeting.

(b) All matters of parliamentary procedure not governed by canon or these Bylaws shall be governed according to the latest edition of Robert's Rules of Order.

6.8 *Quorum.* The presence of the Rector or one of the Wardens and a majority of the Vestry constitute a quorum at any meeting, and a simple majority of those present shall carry all actions.

6.9 *Duties.* The vestry has fiduciary responsibility to the Parish. It shall be the duty of the Vestry to see that the financial obligations of the Parish are met and that the buildings belonging to the Parish are kept in good repair and are adequately insured. In the absence of the Wardens, the remainder of the Vestry performs the several duties of these officers.

6.10 *Emergency Actions.* In case of emergency, the Rector, Senior or Junior Wardens, may take action without a meeting, provided such action is legal and could be taken at any legally constituted meeting of the Vestry, and provided further minutes be taken and recorded in the parish journal.

6.11 *Powers.* In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Vestry may exercise all such powers and do all such acts and things as a religious corporation, organized under the Laws of the State of Oklahoma may lawfully do, so long as the same does not contravene with the provisions of these Articles of Incorporation and Bylaws as amended, and the Constitution and Canons of the Episcopal Diocese of Oklahoma and the Constitution and Canons of the Protestant Church of the United States of America.

6.12 *Report.* The Vestry shall publish an annual report and distribute it to the members of the Parish of St. Andrew's Church, Lawton, Oklahoma, at its Annual Parish meeting.

6.13 *Committees.* All Committee chairpersons will be appointed by the Rector, such appointments will be with the advice and consent of the Vestry.

(a) *Standing Committees.* The Vestry and Rector are supported by the work of standing committees, which are subject to the supervision and ultimate control of the Rector and the Vestry.

(b) *Designation.* The Parish may have, but is not limited to, the following standing committees: Building and Grounds, Education, Finance, Nominating, Outreach, Parish Life, Stewardship and Planned Giving, and Worship advisory to Rector.

(c) *Composition.* The Rector, with the advice and consent of the Vestry, appoints members to the standing committees, designates the chair of each, and requires such activities as will assist the Vestry in its duties. All adult confirmed members of the Parish are eligible to serve on any committees, as well as such other baptized Christians as the Rector may designate. All committees report and answer to the Rector and the Vestry. The Clerk of the Vestry maintains lists of committee members.

(d) *Term.* Standing Committee membership terms are for three years and are at the discretion of the Rector. All committee members may serve successive terms.

(e) *Chair.* The Rector appoints the chair of each committee whose term is for one year or as determined by the Rector. Members of the Vestry may serve as committee chairs.

(f) *Meetings.* A standing committee meets as necessary to conduct its business. The committee keeps records of its activities and reports to the Rector and the Vestry.

(g) *Ad Hoc Committees.* The Vestry may create and charge committees to undertake specific tasks in the governance of the Parish. The Rector appoints the committee members, including the chairs. Each such committee dissolves upon completion of its work.

(h) *Guilds and other Parish Organizations.* The Parish may support and encourage guilds and other Parish organizations to assist in its missions. These organizations report at least annually at the Parish's annual meeting and are subject to the supervision and ultimate control of the Rector and the Vestry. The assets of these organizations are the assets of the Parish.

*6.14 Vestry Vacancies.* A vacancy caused by the death, removal, absence from Vestry meeting, or resignation of a Warden or a member of the Vestry, shall be filled by election of the Vestry at a regular meeting, to serve until the next Annual meeting, provided that the Junior Warden shall succeed and serve until the second Annual Parish meeting following the date of the vacancy in the office of Senior Warden.

(a) *Resignations.* A member of the Vestry, other than the Rector, may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden. The Vestry need not accept the resignation to be effective.

*6.15 Removal of Vestry Member.* A member of the Vestry, other than the Rector, may be removed at any time for due cause by the votes of a two-thirds majority of the entire Vestry, provided 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. Grounds for removal include, without limitation, conduct in violation of the Church Canons or Diocesan Canons or otherwise detrimental to the mission and best interests of the Parish; failure to disclose and, if appropriate, abstain from Vestry deliberations and determinations by reason of conflict of interest; absence without excuse or good cause shown from four consecutive duly

convened Vestry meetings or from six such meetings within one calendar year; breach of confidentiality with respect to matters discussed or acted upon by the Vestry in a duly convened executive session; ineligibility for office; failure to support the Parish by regular pledging or failure to honor the pledge once made, in either case without excuse or good cause shown; disability; failure to attend with reasonable diligence to his or her duties as a Vestry member; failure to attend divine services with reasonable frequency and otherwise participate in the corporate life of the Parish, in either case without excuse or good cause shown.

*6.16 Admission.* All members of the Vestry will be officially admitted by the Rector at a Commissioning service within a month after their election to office.

**ARTICLE 7**  
**Diocesan Convention Delegates**

For the election of delegates to the Diocesan Convention, the Rector, with recommendations from the Vestry, nominates twice the number of authorized delegates at the Parish's annual meeting. Additional nominees may be accepted from the floor. There will be a separate election for delegates followed by the election of alternate delegates. A person nominated but not elected as a delegate may run as an alternate delegate. Voting to elect delegates and alternate delegates may be by written or verbal ballot. Alternate delegates will not be spouses of delegates. Delegates and alternates shall be adult confirmed voting members and each serves a term of one year.

Delegates attend all Regional and Diocesan Convention functions unless for good cause prevented. Delegates and alternates may discuss anticipated convention business with the Vestry before Diocesan Convention, and report convention proceedings to the Vestry and the Parish within one month after each Diocesan Convention.

**ARTICLE 8**  
**Indemnification**

To the extent permitted by applicable law and unless proscribed or otherwise limited by the Constitutions and Canons of the Church or the Diocese, the Parish shall indemnify, defend and hold harmless past and present officers and Vestry and committee members (including the Rector and other members of the clergy in their capacities as such) and their respective heirs and legal representatives (each an "Indemnitee") from and against any and all liabilities, costs and expenses (including settlement costs, attorney's fees and other defense costs) incurred by an Indemnitee in connection with any threatened, pending or completed civil, criminal or administrative proceeding in which an Indemnitee may become involved by reason of his or her service to the Parish in such capacities, except with respect to matters as to which the Indemnitee may be adjudged in such proceeding to be liable for grossly negligent misconduct. The Parish may advance costs and expenses under such terms as the Vestry deems appropriate, including receipt of an undertaking to repay the advances if the Indemnitee is determined to have failed the standard of conduct set forth above. Indemnification (and advances) are limited to instances in which the Parish, acting on the advice of counsel and without participation by any party to the proceeding in question, has (a) determined that indemnification is appropriate under the provisions of this Article, and (b) in the event of any settlement of such proceeding before a final and binding adjudication of the same, approved the terms of the settlement. The right of indemnification under this Article is not exclusive, and is in addition to and not in derogation of any such right under applicable law or by contract. If this Article is amended or repealed, such action has prospective effect only, and does not affect the indemnification rights of an Indemnitee with respect to proceedings in respect of which indemnification has been properly sought by application to the Vestry in writing by the Indemnitee before the effective date of such action.

## **ARTICLE 9**

### **Accounting and Financial Matters**

9.1 *Fiscal Year.* The fiscal year of the Parish is the calendar year.

9.2. *Funds.* The handling of any or all of the cash, funds and investments of the Parish, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the Wardens, the Treasurer, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

9.3. *Indebtedness.* The Parish has the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the Parish without the express approval of the Vestry and the written assent of the Bishop and Standing Committee of the Diocese except as provided in the Diocesan Canons.

9.4. *Books of Account.* The Treasurer keeps proper books of account for the Parish, prepares periodic interim financial statements at least monthly, and prepares annual financial statements. The financial statements consist of a statement of financial position (balance sheet), a statement of activities (treasurer's report/income statement). The financial accounts are to be maintained and the audit conducted either in accordance with generally accepted accounting principles or in accordance with the Standards Manual of Business Methods in Church Affairs, as promulgated by the Domestic & Foreign Missionary Society of the Church.

9.5. *Audits.* The Parish's financial statements are audited annually by an independent certified public accountant, or independent licensed public accountant, or such audit committee as the Diocesan Finance Committee may authorize. All audit reports, financial statements, footnotes and supplementary schedules, including memoranda issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memoranda, are to be filed with the Diocesan Finance Committee and the Bishop within 30 days following the date of the report, and in no event, not later than September 1 of the year following the year covered by the audit report.

9.6. *Annual Reports.* The Rector and the Vestry are jointly responsible for preparing and filing with the Diocese, in the form required by the Diocese and the Church, an annual report of all business and financial matters of the Parish, including the complete, audited financial statements. The Vestry approves the annual report and distributes the report to the Parish at least ten days before each annual meeting of the Parish.

9.7. *Gifts and Memorials.* No object intended as a permanent addition to the property of the Parish, or to be used for public worship, may be accepted as a gift or memorial without the approval of the Rector and the Vestry, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed or disposed of when deemed necessary or appropriate by the Vestry. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions of the gift and the dates of acceptance shall be preserved in the permanent records of the Parish.



9.8 *Property Held in Trust.* All real and personal property of the Parish is held in irrevocable trust for the Church and the Diocese, provided that the trust does not in any way limit the power and authority of the Parish, otherwise existing over such property, while it remains a part of and subject to the Church and its Constitution and Canons.

9.9. *Real Property.* The Parish holds title to real property as directed by the Bishop, the Standing Committee and the Diocesan Council. The Parish shall not acquire real property, whether by purchase, gift, bequest or otherwise, without the prior advice and consent of the Bishop and the Diocesan Council. The Parish must adequately insure all its buildings and their contents. The Vestry may not encumber or alienate any real property of the Parish without the written consent of the Bishop, the Standing Committee and the Diocesan Council.

## **ARTICLE 10**

### **Other Church Records; Agents**

10.1 *Annual Parochial Reports.* The Parish prepares annually a report for the year ended December 31, in the form required by the Diocese. The preparation and delivery of this Annual Parochial Report is the joint duty of the Rector, Vestry and Treasurer. After approval, the Vestry submits its Annual Parochial Report to the Bishop of the Diocese by March 1. The Annual Parochial Report includes the following information:

(a) The number of baptisms, confirmations, marriages, and burials during the year; the total number of adult baptized members, baptized members under 16 years of age, and total number of baptized members; the total number of adult communicants in good standing, the total number of communicants in good standing under 16 years of age, and the total number of communicants in good standing, and the total number of confirmed adult communicants;

(b) Financial information in the form required by the Church, including a summary of all receipts and expenditures, from whatever source derived and for whatever purpose used;

(c) A schedule of the property held by the Parish, whether real or personal, with an appraisal of its value, together with a statement of the indebtedness of the Parish, if any, and of the amount of insurance carried;

(d) A report stating whether the Parish has conducted the mandatory annual review of compensation and indicating levels of clergy compensation; and

(e) Such other relevant information as required by the form approved for the Annual Parochial Report, which may include information required by these Canons or as appropriate to secure an accurate view of the state of the Diocese and the Church.

10.2. *Maintenance of Parish Register and Other Records.* The Rector, or the Wardens if there is no Rector, shall maintain a Parish Register, in the form adopted by the General Convention, to record all baptisms, confirmations, marriages and burials. The Rector is the custodian of the Parish Register, and great care shall be taken to preserve the Register and other church records. When a new Register is begun, the old Register is sent to the Registrar of the Diocese for safekeeping.

10.3. *Notices; Electronic Communications.*

(a) Unless these Bylaws expressly provide otherwise, the Parish, its Rector, officers, committees or agents may give effective notice under these Bylaws by U.S. Postal Service, by overnight delivery service, by telegram or telegraph, or by electronic transmission, such as telephone, facsimile, e-mail, voice mail, or other similar medium. Effective notice may also be made in person. Receipt of effective notice must not be contingent upon the recipient's payment of any charges as a prerequisite to the notice's receipt. Effective notice must be posted or transmitted to recipient's address, telephone number, facsimile number, or email address as shown on the books of the Parish in a manner normally used for the posting or transmission of information in the medium chosen. Unless these Bylaws expressly provide to the contrary, the time when the person sends notice constitutes the time of the giving of notice, and the burden of proving notice rests on the sender.

(b) Unless applicable law, these Bylaws or rules adopted hereunder provide to the contrary, whenever the Bylaws require that communication be in writing, the requirement may be satisfied by an electronic transmission, and whenever the Bylaws require the signature of a person, the requirement may be satisfied by a facsimile or conformed signature sent by an electronic transmission. For purposes of this Section, the term "electronic transmission" means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process.

10.4. *Agents of the Parish.* The Parish may delegate to the Rector, one or both Wardens or the Treasurer, generally or as to specific instances, or to any employee or agent of the Parish as to specific instances, due authority to execute and deliver, on behalf of the Parish, such contracts, deeds, mortgages, notes, bonds, checks, drafts and other instruments and documents as the Vestry may deem necessary or proper. Without a general or specific delegation of authority, residual authority lies with the Rector, the Wardens or the Treasurer, or any of them. The Vestry may appoint such employees, agents and representatives of the Parish (including legal counsel) and delegate to them due authority to perform such acts and duties for the Parish as the Vestry sees fit, consistent with these Bylaws and with the Church Canons and Diocesan Canons. Except as provided in these Bylaws or as specifically authorized by the Vestry, no Vestry member, officer or employee of the Parish or any other person has the power or authority to bind the Parish by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

**ARTICLE 11**  
**Amendments to Bylaws**

Subject to the prior written approval of the Bishop and Diocesan Council, the Vestry may adopt, amend or repeal these Bylaws after a 30-day notice to the congregation and at any meeting and by written consent. The Secretary records all amendments or repeals of these Bylaws by making the required changes on the Parish's copy of the Bylaws and either noting the effective time of the change (and all other changes following the last restatement of the Bylaws) in a parenthetical document following the amended or deleted Section or restating and certifying an amended and restated version of the then effective Bylaws.

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Bylaws of the Parish as adopted by the Vestry on February / 2 / 2017.  
Month / day / Year

\_\_\_\_\_,  
Clerk

The undersigned hereby certifies that the Bylaws of St. Andrew's Episcopal Church of Lawton, Inc. were approved by the Parish on March / 12 / 2017.  
Month / day / Year

\_\_\_\_\_,  
Clerk

The undersigned hereby certifies that these Bylaws were approved by the Diocesan Council of the Diocese of Oklahoma on May / 18 / 2017.  
Month/ day / Year

\_\_\_\_\_,  
Clerk

Executed as of June / 22 / 2017.  
Month / day / Year

\_\_\_\_\_,  
Clerk