

***BYLAWS OF THE
EPISCOPAL CHURCH OF THE PRINCE OF PEACE
SALEM, OREGON***

*(Adopted at the Mission's Annual Meeting, February 9, 2020;
Amended by vote of the BAC on April 19, 2023)*

I. NAME; LOCATION; FISCAL YEAR

- A. NAME. The name of the Mission is “The Episcopal Church of The Prince of Peace.”
- B. LOCATION. The permanent location of the Mission is at the West Salem portion of the City of Salem, in Polk County, Oregon; however, as driven by short-term necessity the Bishop’s Advisory Committee may allow temporary relocation of the Mission to another location in the same vicinity.
- C. FISCAL YEAR. The fiscal Year of the Mission shall coincide with the calendar year.

II. CLERGY

The Bishop of the Diocese of Oregon is the Rector of the Mission and has sole authority to appoint clergy to serve the Mission, as permitted by the Canons of the General Convention. As used in these bylaws, “Vicar” refers to the senior-most clergy appointed to the Mission.

III. BISHOP’S ADVISORY COMMITTEE AND BAC MEETINGS

A. BISHOP’S ADVISORY COMMITTEE (BAC)

- 1. The purpose of the BAC is to:
 - a. Manage all temporal concerns of the Mission, subject to such civil and canonical limitations as are applicable;
 - b. Provide leadership for the congregation in conjunction with the Vicar;
 - c. Serve as a consultative support and discerning body to the Bishop;

- d. Advise the Bishop and Vicar in setting goals, developing programs, developing and overseeing budget and finances, and maintaining the properties of the Mission;
 - e. Engage actively with the congregation; and
 - f. Support the mission of the congregation actively.
2. The BAC shall be composed of five to twelve members who shall be lay persons who are qualified as defined by the Canons of the Diocese of Oregon. A majority of the BAC shall be confirmed communicants. BAC members shall ordinarily serve for terms of three years, elected at each Mission's Annual Meeting.
3. The BAC shall appoint a nominating committee for filling vacancies resulting from retirement. They shall meet before the Mission's Annual Meeting and shall secure the consent of the persons nominated. In addition to nominations proposed by the nominating committee, nominations may be made from the floor at the Mission's Annual Meeting. Such nominations shall be with the consent of the person(s) nominated. Consent shall be in writing, if that person is not present. To be elected, a nominee must receive a vote equal to a majority of those present at the Annual Meeting.
4. It will be the responsibility of the BAC member to notify the Clerk and Senior Warden in writing of his or her intent to resign.
5. Nominees for a vacancy on the BAC will be presented to the BAC by a nominating committee. Election will be by majority of total remaining BAC. No proxy ballots will be allowed.

B. BAC MEETINGS

1. The BAC will have regular meetings each month on a day and time designated by the BAC and advertised to the congregation. Special meetings will be called in accordance with the Canons of the Diocese of Oregon.
2. BAC meetings will follow these guidelines:
 - a. Meetings are open to all members of the congregation except in the case of matters requiring the BAC to go into Executive Session

- b. Any congregant who wishes to bring a concern or item in front of the BAC may do so by requesting inclusion as an individual item on the agenda through the Vicar or Senior Warden or by bringing up that item during the New Business portion of the meeting agenda.
 - c. Whenever possible the BAC should strive through discernment and consideration to arrive at all decisions through consensus.
 3. Proxy votes will not be allowed.
 4. BAC meetings or other meetings may be conducted virtually, or individuals may attend meetings virtually, provided that the medium used (Zoom, telephone, etc.) allows all attendees to hear and communicate with one another.
 5. The BAC will strive to conduct its meetings without unnecessary or excessive formality, but in the event of a dispute about procedure or voting tally, the BAC shall apply the procedures described in the current edition of *Robert's Rules of Order*.

C. REMOVAL OF BAC MEMBERS AND OFFICERS

1. BAC members and officers may be removed for cause, which includes:
 - a. Persistent failure to attend BAC Meetings and retreats without prior notice and reasonable excuse.
 - b. Removal from the Mission rolls.
 - c. Moving from the area by such distance as to preclude active, regular participation.
 - d. Substantial malfeasance, misfeasance, non-feasance on the part of the member of the BAC or officer.
2. Removal shall be accomplished in the following manner:
 - a. A motion for removal shall be voted on at two successive regular meetings of the BAC with two-thirds of the elected BAC members voting in favor of removal at both meetings.
 - b. Following two affirmative votes, a notice of intention to remove shall be sent to the person concerned setting forth the specific grounds for

removal. The notice may be delivered in person by the Vicar or Senior Warden or may be sent by certified mail, return receipt requested. The notice shall inform the BAC member or other officer to be removed that he/she has fifteen days from receipt of the notice to respond to the notice and present statements and arguments on his/her behalf at a regular or special meeting of the BAC.

- c. Upon hearing and considering the statements and arguments, the BAC shall take final action which shall be in the form of a motion with two-thirds of the BAC voting in favor. Notice of final action shall be addressed in writing to the person concerned and shall be delivered in the same manner provided above for delivery of the notice of the intention to remove.
 - d. If the final action results in removal of the BAC person or other officer, the BAC shall declare a vacancy as provided by the Canons of the Diocese of Oregon, and these bylaws.
3. The Bishop may direct the removal of any BAC member or officer.

IV. SENIOR AND JUNIOR WARDENS

A. SELECTION

1. The Wardens shall be confirmed communicants in good standing in the Church as defined in Canons of the Episcopal Church.
2. The Senior Warden shall be appointed by the Vicar, who may also remove the Senior Warden. If not already an elected member of the BAC, the Senior Warden shall have a vote upon appointment by the Vicar. Ordinarily, the Vicar shall revisit the appointment every three years and either re-appoint the incumbent Senior Warden or appoint a new incumbent. However, the Senior Warden shall remain incumbent until removed by the Vicar or until the incumbent resigns.
3. In the absence of a Vicar, the BAC shall confer with the Bishop to the extent required by the Bishop to identify a candidate for Senior Warden from the congregation.

4. The Junior Warden shall be elected by the BAC from among the members of the BAC. By majority vote of the BAC, the role of Junior Warden may be reassigned to another BAC member.

B. GENERAL DUTIES

The Wardens shall perform duties prescribed by the Canons, as well as the specific duties set forth herein.

1. Under direction of the Vicar, the Wardens shall see that a proper place is available as a place of worship, is kept clean and in good repair, and that all things necessary to the conduct of services are provided decently and in good order.
2. If the Mission is without a Vicar, the Wardens shall cooperate with the Bishop to maintain services.

C. SENIOR WARDEN

The Senior Warden shall:

1. Preside at meetings of the BAC in the absence of or at the request of the Vicar.
2. Collaborate with, coordinate among, and support BAC members and congregants in the development, execution and coordination of congregational activities.
3. Nominate with the Vicar standing and special committees and chairpersons and vice chairpersons subject to the BAC's approval and as consistent with these bylaws.
4. Convene a meeting of all standing committee chairpersons on a quarterly basis to confer on progress and identify needs.
5. Collaborate with the Vicar and the Junior Warden on agendas for the BAC and other congregational matters.
6. Serve on the Personnel Committee.

D. JUNIOR WARDEN

The Junior Warden shall:

1. Conduct meetings of the BAC in the absence of the Vicar or Senior Warden.
2. Be responsible for maintenance of all real and tangible personal property owned by the Mission.
3. Receive reports and recommendations from the Chairperson(s) of the Building and Grounds Committee and Garden Committee.
4. Report to the BAC on the condition of Mission property, including conditions, deficiencies and future needs which will affect the ability of the congregation to perform its functions, together with recommendations for necessary action.
5. Collaborate with the Vicar and the Senior Warden on the agenda for the BAC and other congregational matters.

V. COMMITTEES AND SPECIAL COMMITTEES

Committees may be established, consolidated or eliminated by the BAC.

A. STANDING COMMITTEES

1. The Mission shall have the following standing committees :
 - a. Stewardship
 - b. Liturgical
 - c. Fundraising
 - d. Art and Architecture
 - e. Community Garden
 - f. Personnel
 - g. Communications
2. Standing Committee Chairpersons: Chairpersons shall be nominated by the Senior Warden and the Vicar subject to the approval of the BAC and shall ordinarily serve a two-year term. To the extent practicable, for the purpose of developing expertise and sharing burdens, chairpersons shall not serve more than two successive terms.

3. Standing Committee Members: The chairperson of each standing committee shall select the personnel of the committee, unless otherwise specified herein. To the greatest extent practicable, at least one member of the BAC shall serve on each committee.
4. Community Garden Committee: In addition to other committee members, the Chairperson of the Garden Committee may appoint a Community Garden Coordinator, a volunteer who need not be a member of the congregation.
5. Personnel Committee: Notwithstanding other provisions in these bylaws, the Personnel Committee shall consist of the Vicar, Senior Warden and two additional members of the BAC as shall be appointed by the BAC, whose terms shall continue until they are replaced by the BAC. The Personnel Committee shall meet at least once annually to confer on personnel policy matters and report to the BAC regarding such matters.

B. SPECIAL COMMITTEES

Special committees as needed may be established and members appointed by the BAC. Special committees shall be those having a goal that can be reached within a specified time limit and require ability and expertise in a specific area of congregational endeavor or development.

Members of special committees shall include one or more BAC members and members of the congregation at large. The chairpersons of special committees shall be nominated by the Vicar and Senior Warden with the concurrence of the BAC.

C. MATTERS APPLICABLE TO COMMITTEES AND SPECIAL COMMITTEES

All committees and special committees may obtain the services of consultants who may or may not be members of the congregation. No commitment to pay for the services of the consultants may be made without having first obtained the consent of the BAC. Members of all committees are invited to attend BAC meetings to express their views and recommendations.

VI. ADMINISTRATION

A. ELECTION AND TERMS OF OFFICE

The officers of the Mission shall include a Clerk and a Treasurer, and such other officers as may be established from time to time by the BAC. These officers shall be elected by the BAC for a term of one year and/or until their respective successors are elected and qualified. Neither the Clerk, Treasurer nor other officers need be BAC members. The Treasurer shall furnish at the expense of the Mission a bond in such amount as may be prescribed by the BAC to secure the faithful performance of the Treasurer's duties. Other officers shall furnish a bond, if requested by the BAC.

B. DUTIES OF THE CLERK

The Clerk shall record all minutes of meetings of the BAC; shall attest or certify documents of the Mission that require attestation or certification, shall give notice of meetings of the BAC, shall preserve all documents, papers, books and records entrusted to him or her; shall furnish each BAC member with minutes of each meeting of the BAC prior to the next meeting, keep a record of events of importance to the Mission and a list of all its families and members, and shall perform such other duties as may be prescribed by the BAC from time to time. The BAC may appoint a deputy Clerk to aid the Clerk.

C. DUTIES OF THE TREASURER

Unless and to the extent otherwise directed by the BAC, the Treasurer shall have the care and custody of all monies which belong to the Mission. The Treasurer shall deposit funds in accounts approved by the BAC. The Treasurer shall disburse such funds pursuant to BAC authorization. The Treasurer shall keep records and books of accounts with respect to all Mission funds and shall submit a monthly report of the financial affairs of the Mission to the BAC and an annual report at the Mission's Annual Meeting.

The Treasurer shall maintain complete and accurate records with respect to all trust or other dedicated funds, including the source and date, the terms governing the use of principal and income, to whom and how often reports of condition are to be made, how the funds are to be invested, and proper books of account.

The Treasurer shall perform all other duties prescribed by the BAC and by the canons of the Diocese of Oregon and the General Convention Canons.

Duties of the Treasurer can be delegated to other individuals with BAC approval.

D. SIGNATURE TO DOCUMENTS

All promissory notes, contracts or other formal legal documents shall be signed on behalf of the Mission and in its corporate name by the Vicar or the Senior Warden or the Junior Warden, as may be directed by the BAC and attested by the Clerk.

E. SIGNING OF CHECKS

All checks drawn on Mission operations accounts shall be signed by one of the members of the BAC or those appointed as signers by the BAC. All checks drawn on Mission special accounts shall be signed by two members of the BAC.

F. ANNUAL MEETING

The Mission shall conduct an Annual Meeting, with notice to the congregation, as required by Diocesan Canon. Congregants may vote in the Annual Meeting as allowed by Diocesan Canon and no proxy voting shall be allowed.

VII. LAY DELEGATES TO DIOCESAN CONVENTION AND CENTRAL CONVOCATION

A. NUMBER OF LAY DELEGATES

The number of lay Delegates from the Mission to the Diocesan Convention and to the Central Convocation shall be as prescribed by the Canons of the Diocese of Oregon. There shall be two alternate Delegates.

B. SELECTION AND TERM OF OFFICE

The Lay Delegates and Alternates of the Mission to the Diocesan Convention shall be elected by the congregation at the Annual Meeting and shall serve a one year term. If a vacancy occurs in the delegation, the BAC may appoint a replacement.

C. CERTIFICATION OF LAY DELEGATES

The names of the Lay Delegates to the Diocesan Convention shall be sent on the form of certification provided by the secretary of the Diocese sixty days prior to the convention.

VIII. MISSION REGISTER

The Mission shall furnish a parish register and it shall be the duty of the Vicar to record all baptisms, confirmations, marriages, burials and the names of all communicants of the congregation, together with such other information and dates as may be required by the Canons of the Diocese of Oregon, the General Convention Canons and the BAC of the Mission.

IX. MISCELLANEOUS

A. PRESERVATION OF MISSION RECORDS

The Vicar, Wardens, BAC members, officers and committees of the Mission shall preserve all Mission books, records, documents, funds and property entrusted to them and shall deliver such items to their respective successors.

B. ANNUAL AUDITS

The books and records of the Treasurer shall be audited annually during the first three months of each fiscal year, by such other person or persons as the BAC may from time to time appoint for such purpose, and shall make a written report of such audit to the BAC as promptly as may be following the completion of the audit.

C. CONSTRUCTION AND EFFECT OF BYLAWS

These bylaws are subject and subordinate to the Canons of the Diocese of Oregon, the Constitution and Canons of the General Convention and to applicable civil law, all as exist or may hereafter be in force and effect. To the maximum possible extent, these bylaws shall be construed harmoniously with the Canons of the Episcopal Church in the Diocese of Oregon and the Canons of the National Church. These bylaws are severable and the invalidity of any particular bylaw or portion thereof shall not affect the validity of any other bylaw or portion thereof.

D. AMENDMENT OF BYLAWS

The BAC may amend or repeal the bylaws by a two-thirds affirmative vote at any BAC meeting provided that a copy of the proposed amendment or statement of repeal is distributed to each member of the BAC at least fifteen days prior to the meeting at which such amendment will be considered.

E. REPEALER

All bylaws in effect prior to adoption are repealed.