

**BY-LAWS OF
SAINT PETER’S PROTESTANT EPISCOPAL CHURCH
OF ST. LOUIS COUNTY, MISSOURI
(the “Church”)**

(as amended and restated January 24⁷, 2008²¹ – date of annual parish meeting)

PREAMBLE

On January 4, 1873, the Church was legally formed by a Pro Forma Decree of Incorporation granted by the Circuit Court of the County of St. Louis, Missouri under the name of: Rector, Church Wardens and Vestry of Saint Peter’s Church of St Louis, Missouri. When the City of St Louis seceded from the County of St Louis in 1876 the Court became the Circuit Court of the City of St. Louis. The Articles of Incorporation were amended by said Court on June 4, 1892. In the intervening years, many changes occurred so that the Church adopted Amended Articles of Association on April 23, 1973 and the Circuit Court of St Louis County, Missouri granted its Decree of Amended Incorporation on May 2, 1973.

ARTICLE I – TERMINOLOGY

These By-Laws shall be broadly construed to include the singular and plural, and masculine and feminine as to the interpretation of any words used herein;

ARTICLE II – OFFICES

Section 1. Principal Offices. The Church is located at 110 North Warson Road in the County of St. Louis, Missouri. Until otherwise ordered by the Vestry, the principal office of the Church shall be located at that address, where there shall be kept a Corporate Seal in circular form with ST. PETER’S PROTESTANT EPISCOPAL CHURCH, MO at its outer edge, and in the center a cross with IHS and beneath it SAINT LOUIS 1872 inscribed thereon, which seal may be changed by the Vestry.

Section 2. Other Offices. The Church may also have other offices at such places as the Vestry may from time to time direct.

ARTICLE III – MEMBERS

Section 1. Members. Members shall be all:

- A. baptized persons registered in this Parish; and
- B. confirmed persons registered in this Parish through confirmation, reception from another Communion or Letter of Transfer; and
- C. as defined by the Canons of the Diocese.

Section 2. Letters of Transfer.

- A. The Rector or Senior Warden receiving a Letter of Transfer showing such person to be a communicant from another congregation shall thereupon place the name of such person on the register of the Church as a Member.
- B. The Rector or Senior Warden shall give a Member a Letter of Transfer when requested, and upon issuance such person's membership in this Parish shall cease.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of Members (“Annual Meeting”) shall be held on the first Monday in January of each year, or as soon thereafter as practicable after due notice has been given, to elect successors to the Vestry members and lay Delegates to the Convention of the Diocese whose terms of office have expired, and to transact such other business as may be brought before the Meeting.

Section 2. Special Meetings. Special Meetings of the Members (“Special Meetings”) may be called by the Rector or Senior Warden, or when directed to do so by a majority of the Vestry, or at the written request of one-third of the Members.

Section 3. Place of Meetings. Annual and Special Meetings shall be held at the principal office unless otherwise directed in the notice of such Meeting.

Section 4. Notices of Meetings. Notice of the time, place and purpose of the Annual Meeting shall be given publicly on an occasion of Divine Worship at a principal service on Sunday and at least one week in advance of the date of said Meeting.

Section 5. Quorum. A quorum at all Meetings of the Members shall be the presence of not less than twenty-one Members.

Section 6. Officers of the Meeting. The Presiding Officer at all Meetings of the Members shall be the Rector, or some other qualified Member designated by the Rector to act for and in place of the Rector. In the absence of a Rector, the Senior Warden shall preside. The secretary of the Meeting shall be the Secretary of the Vestry, or absent such person, a qualified Member designated by the Presiding Officer.

Section 7. Voting. The polls shall be kept open for not less than one-half hour, and the voting shall be by ballot and no proxies shall be permitted. Where more than one member of the Vestry is to be elected, each Member shall be entitled to one vote for each office, and no Member shall be allowed to cumulate his or her vote. A majority vote of qualified votes

cast at the Meeting shall be necessary to elect, and in case of a tie or a failure to elect, further ballots shall forthwith be taken until an election is had. By unanimous consent the rules may be suspended, and the Secretary or some other person present may be authorized to cast all ~~die~~-votes for any candidate or candidates. The right of challenge shall be admitted and the Secretary of the Meeting shall make a record of such challenge, and cause and reference may be made to the Bishop whose decision shall be final.

ARTICLE V – VESTRY

Section 1. Number of Members. The Vestry shall consist of not less than twelve nor more than seventeen Members, the number to be determined by the Vestry and the Rector at the December meeting of the Vestry, plus such ex-officio members provided for here in.

Section 2. Qualifications. All Members who have been a Member for at least one year are eligible to serve on the Vestry.

Section 3. Term of Office. The term of each member serving on the Vestry shall be three years, and until a successor has been elected (or re-elected, as the case may be) or appointed unless such person resigns or is removed. A member of the Vestry may serve two consecutive three-year terms. No member of the Vestry who has served two consecutive three-year terms shall be eligible for re-election until the expiration of one year; provided that, at the request of the Rector and Vestry (or if the Parish is without a Rector, at the special request of the Vestry), a Senior Warden or a Junior Warden may, at the completion of his or her respective second consecutive three-year term of service on the Vestry, continue as a member of the Vestry for one additional year until such time as his or her service as Senior or Junior Warden, as the case may be, is concluded.

Section 4. Election. At each Annual Meeting, the Members shall elect to the Vestry the required number of Vestry members, who together with those Vestry members whose terms of office shall not have expired, shall constitute the Vestry. There shall be three classes of Vestry members, having staggered three-year terms, with each class having a number of members as equal in number to the other classes as possible.

Section 5. Vacancy. Any vacancy happening on the Vestry may be filled by the remaining members of the Vestry until the next Annual Meeting. Election to fill the unexpired term of a member of the Vestry shall be held at the next Annual Meeting.

Section 6. Nominations. Candidates for election to the Vestry shall be chosen by:

- A. A Nominating Committee, which shall recommend candidates to the Vestry not later than the December regular meeting of the Vestry; and
- B. Nominations made from the floor at the Annual Meeting.

Section 7. Ex-Officio Members. ~~The President of the Woman's Guild and e~~Each of the elected Lay Delegates to the Convention of the Diocese shall be members ex-officio of the

Vestry, with right of notice and voice, ~~and vote on all matters except those which under the Canons of the Diocese are reserved to elected Vestry members.~~

Section 8. Meetings. As soon as practicable following the adjournment of the Annual Meeting, the Vestry shall meet for the purpose of organization, the election of officers and for the transaction of such other business as may be brought before the Vestry; and such meeting may be held without notice. Thereafter, regular meetings of the Vestry shall be held at least ten times each year at a time and place decided by the Vestry. Special meetings of the Vestry may be called by the Rector or other Presiding Officer of the Vestry, or at the request of any three members of the Vestry after proper notice.

Section 9. Notice. Regular meetings of the Vestry may be held without notice. If there be any change in the time and place of holding a regular meeting, and for all special meetings, written notice thereof shall be given to the members of the Vestry and to the Rector not less than three days prior to the meeting so called, but such notice may be waived by the members of the Vestry.

Section 10. Presiding Officer. The Rector shall preside at all meetings of the Vestry except that if the Rector be ill, absent or there be no Rector, or at the request of the Rector, the acting Presiding Officer shall be the Senior Warden, or if the Senior Warden be absent, then the Junior Warden, and if they both be absent, the Vestry shall elect its Presiding Officer from among its members.

Section 11. Quorum. A quorum of the Vestry for transaction of business shall be a majority of all members thereof, except that less than a majority may adjourn such meeting from time to time until a quorum is present.

Section 12. Voting. A vote of a majority of the Vestry present at any valid meeting shall be the act of the Vestry, except as may be otherwise herein provided. Voting shall be done by any appropriate means as shall be decided by the Vestry. The Rector shall not vote except that he or she may vote in case of a tie vote.

Section 13. Duties.

A. The duties of the Vestry shall be to take charge of the property of the Church; attend to and regulate all its temporal concerns; provide for the support of the Rector, and in case of his or her death, resignation or removal, with the advice and consent of the Bishop, to supply his or her place as soon as possible; and in general to act as helpers to the Rector in whatever is appropriate to the laity for the furtherance of the Gospel. It is understood always that the spiritual concerns of the Church are under the exclusive direction of the Rector, in subordination to the ecclesiastical authority and laws of the Diocese.

B. The Vestry shall be the agents and legal representatives of the Church in all matters concerning its corporate property; except that no mortgage or conveyance of any lands or tenements belonging to the Church shall be made without a vote of the elected Vestry,

two-thirds thereof being present and concurring; nor shall such conveyance or encumbrance be made without the written consent of the Bishop and Standing Committee of the Diocese as may be required by the Canons of the Diocese.

C. It shall be the duty of the Vestry, at each Annual Meeting, to make a full report of its proceedings and a complete statement of the financial condition of the Church.

Section 14. Resignation and Removal. Any member of the Vestry may resign by giving written notice of said resignation to the Presiding Officer of the Vestry. Unexcused absence from three successive regular meetings by a member of the Vestry may be considered by the Vestry as cause for removal. Any member of the Vestry may be removed by a vote of the majority of all Members present at a special meeting called expressly for that purpose.

Section 15. Officers.

A. Senior Warden. The Rector shall annually appoint from the Vestry a Senior Warden, or the Rector, in his or her discretion, may cause the Vestry to elect from its members a Senior Warden, who shall have general charge and supervision of all matters concerning the Church appropriate to the laity or the Vestry, and such other duties as the Vestry may assign or delegate. The Senior Warden shall assist the Rector at the Rector's request. No person who has served three consecutive one-year terms as Senior Warden shall be eligible for further service in such capacity until the expiration of one year.

B. Junior Warden. Annually the Vestry shall elect from its members a Junior Warden who shall assist the Senior Warden and Rector, and shall act in the absence of the Senior Warden. The Junior Warden shall have such duties as the Vestry may assign or delegate. No person who has served three consecutive one-year terms as Junior Warden shall be eligible for further service in such capacity until the expiration of one year.

C. Secretary. Annually the Vestry shall elect ~~from its members~~ a Member as Secretary, such election to be for a term until his or her successor is elected. The Secretary-who shall be responsible for the recording of the minutes of all meetings of the Vestry, and all minutes of the Meetings of the Members; have charge and custody of all books, documents and papers of the Vestry; have and perform all duties incident to the office of Secretary; and have such other duties as are assigned and delegated by the Vestry. The Secretary, if not a member of the Vestry, shall be an ex-officio member of the Vestry with right of notice and voice.

D. Treasurer. Annually the Vestry shall elect a Member as Treasurer, such election to be for a term extending until his or her successor is elected and qualified. The Treasurer shall perform all those duties incident to the office of Treasurer and as assigned or delegated by the Vestry, which shall include but not be limited to keeping a ~~6111~~complete and

accurate account of all monies and obligations received, paid and incurred for and on account of the Church; having custody of all funds, property and securities of the Church; endorsing or causing to be endorsed for collection checks, notes and other obligations, and depositing the same to the credit of the Church in such bank, banks or depositories as the Vestry shall designate; signing all receipts, vouchers, checks and all similar bills of exchange and promissory notes; and to do all similar acts of the office of Treasurer as shall be directed by the Vestry. The Treasurer, if not a member of the Vestry, shall be an ex-officio member of the Vestry with right of notice and voice, ~~and vote on all matters except those which under the Canons of the Diocese, are reserved to the elected Vestry.~~

E. Assistant Treasurer. Annually, the Treasurer may appoint a Member as Assistant Treasurer, such appointment to be effective upon the affirmative vote of a majority of the Vestry present at any regular or special meeting of the Vestry. The Assistant Treasurer shall assist the Treasurer and act in the absence of the Treasurer, and shall do and perform such acts as may be directed by the Treasurer. The Assistant Treasurer, if not a member of the Vestry, shall be an ex-officio member of the Vestry with right of notice and voice, ~~and vote on all matters except those which under the Canons of the Diocese are reserved to the elected Vestry.~~

Section 16. Employees and Agents. The Vestry may hire and retain, with the advice of the Rector, such employees, agents, servants, accountants, auditors and attorneys as deemed necessary from time to time, upon such terms and conditions of employment as may be agreed.

ARTICLE VI – CLERGY

Section 1. Rector. The Rector shall be elected by a majority of the elected Vestry members at a meeting duly convened for that purpose, or at a regular meeting of the Vestry, provided that at least two-thirds of the elected Vestry members are present.

Section 2. Other Clergy. The Rector, with the consent of a majority of the Vestry, may appoint Associate and Assistant clergy, whose duties shall be those directed by the Rector consistent with ecclesiastical authority.

Section 3. Resignation of Rector. Except as provided in the Canons of the General Convention from time to time adopted, the Rector may not resign without the consent of the Vestry; nor may the Rector be removed against his or her will, nor in a dispute over the same may the Rector's compensation and allowances be diminished without his or her consent.

Section 4. Duties.

A. The Rector shall be an ex-officio member of the Vestry and the Presiding Officer of the

Church and the Vestry.

- B. The Rector shall keep a Parish Register as is required by the Canons of the General Convention, which Parish Register shall contain such information as is required by the Canons of the Diocese.
- C. Whenever requested by a Member, the Rector shall give such Member a Letter of Transfer, in accordance with the Canons of the Diocese.
- D. The Rector shall perform such other duties as provided in these By-laws and such other religious matters consistent with the vows of a Clergyman and with the Canons of the Diocese.

ARTICLE VII – PROPERTY AND FUNDS

Section 1. Depositories. All Endowment Funds, investment funds, trust funds, permanent funds, and all securities of whatsoever kind or nature belonging to the Church shall be deposited with a Federal or State bank, or Trust Company, or a Diocesan Corporation under either a deed of trust or an agency or custodian agreement, not to be withdrawn therefrom, in whole or in part, without the written consent of two persons authorized by the Vestry; or deposited in a safe deposit vault, access to which shall only be had by two persons so authorized by the Vestry.

Section 2. Real Estate. The real property of the Church shall not be conveyed or mortgaged except as provided in Article V, Section 13(B) hereof.

Section 3. Church Funds and Securities.

- A. General Fund. All monies received by or on behalf of the Church shall be deposited in one or more bank or trust accounts as shall be directed by the Vestry, and any general funds not currently needed shall be invested from time to time as directed by the Vestry, in consultation with ~~on the advice of~~ the Treasurer.
- B. Investment Funds. As directed by the Vestry, in consultation with the Treasurer, all gifts and bequests of money and securities not made and received as an endowment or for a

specific purpose, shall be deposited and invested and re-invested in one or more bank or trust accounts. Any income therefrom and principal thereof may be withdrawn and securities therein withdrawn and sold by or at the direction of the Vestry, and used for Church purposes at the direction of the Vestry.

C. Endowment Funds. All gifts and bequests of money and securities made and received by the Church as an endowment or for any specific purpose shall be considered an Endowment Fund, and shall be deposited for investment and re-investment in one or more bank or trust accounts as directed by the Vestry, in consultation with the Treasurer, and the income therefrom withdrawn and used by the Vestry as may be declared by such gift or bequest and for no other purpose. If the gift or bequest by which such securities and money were received does not prohibit the expenditure of the principal of such gift or bequest, the principal thereof, or so much as may be needed, may be withdrawn and used for the purpose or purposes specified in such gift or bequest, as directed by the Vestry.

Section 4. Audit. All financial accounts shall be audited annually by an accountant appointed by the Vestry at least thirty days before the end of the fiscal year, and such accountant shall not be a member of the Vestry. A copy of the auditor's certificate shall be sent to the Diocesan Office by June 1.

Section 5. Fiscal Year. The fiscal year for all of the Church funds shall be the same as the calendar year, beginning on January 1 and ending on December 31 of each year.

Section 6. Bonding. The Treasurer, Assistant Treasurer, and any other custodian of Church funds, as identified by the Vestry, shall be adequately bonded, to the extent required by the Vestry.

ARTICLE VIII – LAY DELEGATES TO CONVENTION

Section 1. Delegates. At each Annual Meeting the Members shall elect lay delegates to the Convention of the Diocese (lay Delegates), who shall be Members. There shall be two elected one year, two the next year, and one the next year, and all terms shall be for three years and until a successor has been elected or appointed. If the number of lay Delegates required by the Diocese should change, the Members at the next Annual Meeting shall elect the appropriate number of lay Delegates to reflect the change.

Section 2. Alternate Delegates. There shall be elected at each Annual Meeting one Member as an alternate delegate (Alternate Delegate), who shall serve if a lay Delegate cannot.

Section 3. Election. Procedure for election shall be the same as for the Vestry.

Section 4. Credentials. It shall be the duty of the Secretary of the Vestry to send or cause to be sent to the Secretary of the Convention of the Diocese a statement of the election of lay Delegates by name as soon as practicable after the election at the Annual Meeting.

Section 5. Duties. The Lay Delegates shall represent the Church in all matters concerning the Convention of the Diocese.

ARTICLE IX – COMMITTEES

Section 1. Permanent Committees.

A. Executive Committee. The “Executive Committee” shall be composed of the Rector, Senior Warden, Junior Warden, Secretary and Treasurer, and the Chairperson shall be the Rector. The Executive Committee shall have those duties assigned to it by the Vestry.

B. BudgetFinance Committee. The “FinanceBudget Committee” shall be composed of a) Members appointed by the Executive Committee, b) the Treasurer, and c) the Rector and staff appointed thereby. ~~the members of the Executive Committee, the Assistant Treasurer, the Chairperson of the Every Member Canvass Committee, and the Chairperson of the Endowment Committee, and additional members as may be appointed by the Vestry.~~ The Chairperson shall be the Treasurer. ~~Its~~The Budget Committee’s duties shall be all those matters in any way related to the finances of the Church.

C. Endowment Committee. The “Endowment Committee” shall be composed of not less than three Members, at least one being selected from the Vestry, appointed as soon as practicable after the Annual Meeting by the Vestry upon the recommendation of the FinanceBudget Committee, with the latter which will designatinge the Chairperson. The terms of office shall be one year and until their successors have been appointed, provided that any member of the Endowment Committee may be reappointed from year to year so that there will be continuity in the proper functioning of its duties, which duties, subject to Article VII, Section 3(C) hereof, shall be to consider, review, and study all invested funds of the Church except for temporary investments made by the Treasurer. The Endowment Committee shall report at least every six months to the Vestry, and recommend to the Vestry any change in the management of the Endowment Funds or the investment funds of the Church, and all other matters relating thereto. The Endowment Committee shall keep and maintain from year to year an investment record of the Endowment Funds and investment funds, and a permanent list of the source and amount of endowment and investment gifts and bequests along with a true copy of the legal

documents pertaining to such gifts and bequests. If any gift or bequest is anonymous, its record shall be kept by number only, the number being assigned by the Rector alone.

D. Nominating Committee. The “Nominating Committee” shall be composed of those members of the Vestry whose term of service on the Vestry expires at the next Annual Meeting and who shall not qualify for re-election to the Vestry, the Senior Warden, and the chairperson of the nominating committee for the previous year. In the event that there shall be less than four members retiring from the Vestry, the Vestry shall appoint any Member to fill such vacancy, provided the person so appointed shall not be selected as a nominee. The Senior Warden shall be the Chairperson and shall call a meeting of the Nominating Committee as soon as practicable after the October regular meeting of the Vestry. It shall be the duty of the Nominating Committee to select nominees for election to the Vestry and lay Delegates to the Convention of the Diocese, and to recommend its selections at the December meeting of the Vestry.

Section 2. Other Committees or Commissions. The Senior Warden, with the advice of the Rector, may appoint, from time to time and for any duration not to exceed three years, any other Committees or Commissions with specified duties which may be necessary and expedient, and report such appointments to the Vestry at its next regular meeting; provided that, if any such Committee or Commission may require the expenditure of Church funds, such appointment and expenditure shall be approved by the Vestry before such Committee or Commission shall act. The Vestry may appoint from time to time and for any duration and for any purpose, such Committees or Commissions as it may deem proper.

ARTICLE X – AMENDMENTS, CHANGES AND EFFECTIVE DATE

Section 1. Amendments. The Vestry shall have the power to make, alter, amend and repeal, in whole or in part, these By-laws by (1) affirmative vote of a majority of the Vestry at two separate meetings, either regular or special, called for that purpose and held not less than fourteen days apart, and (2) the approval of two-thirds of the Members present at any Annual or Special Meeting called for that purpose; provided however, that any action so taken shall become effective only when approved by the Standing Committee of the Diocese and three months after the adoption by the Vestry, whichever last occurs, at which time all previous by-laws shall be and are hereby repealed.

Section 2. Diocese.

A. This Parish, as part of the One, Holy Catholic and Apostolic Church of Christ, acknowledges its allegiance to the Protestant Episcopal Church in the United States of America, also known as the Episcopal Church, and to the Episcopal Church in this

Diocese.

- B. It submits to the authority of the General Convention of the Episcopal Church and the Convention of the Diocese.
- C. It accedes to, recognizes and accepts the Doctrine, Discipline and Form of Worship of the Episcopal Church and the Constitution and Canons of the Episcopal Church and of the Diocese, as may hereafter be amended from time to time.
- D. In the event of any conflict or inconsistency between the organizational documents of this Parish and the Constitution and Canons of the Episcopal Church and of the Diocese, as may hereafter be amended from time to time, the said Constitution and Canons shall control and govern.
- E. The provisions of this Section 2 of Article X may not be altered or deleted without the written consent of the ecclesiastical authority of the Diocese.

Approved first time by Vestry	December 16, 1991
Approved second time by Vestry	January 20, 1992
Approved by Members of the Church	January 26, 1992
Amended by the Congregation (V,1) (V, 3)	January 24, 1999
Amended by the Rector, Wardens, and Vestry (V, 14)	June 26, 1999
Amended by the Congregation (V, 14; V, 3, 15)	January 23, 2000
Approved by Standing Committee	2000
Amended by the Congregation (VIII, 3)	January 27, 2008
Approved by Standing Committee	February 26, 2008
Amended by the Interim Rector, Wardens and Vestry	December 15, 2020
Approved by Standing Committee	January 15, 2021 (notice received)