



**ST. COLUMBA'S**  
EPISCOPAL CHURCH

October 15, 2020

Dear Fellow Parishioners,

At the Annual Meeting on November 15, 2020, the congregation will be asked to approve some changes to our by-laws. The Vestry is recommending these changes in order to strengthen our legal structure under the laws of the District of Columbia. The changes, which are technical in nature, and the reason for them are explained below.

If the changes are approved, St. Columba's will be able to "opt-in" to the District of Columbia Business Organizations law. Today, St. Columba's, and all other churches that are part of the Episcopal Diocese of the District of Columbia, are corporations pursuant to a Congressional statute, rather than pursuant to that District of Columbia law. While this may sound unusual, back in the 1700s, a corporation could *only* be formed by a legislative act. (Remember learning about the Hudson Bay Company?) That same process—a special legislative act—is how Episcopal churches in the District became corporations.

This special Congressional law is one paragraph long and has some archaic language. It also does not cover many issues that modern corporate law covers, such as express limitations on personal liability of officers and directors—in our case, clergy, staff and vestry members. (A court might read those provisions into the law, but we don't know for sure.) But a religious corporation like ours can make a filing with the Mayor's office in order to be considered incorporated under D.C. law as well. That would make sure that we have the benefit of those protections. That is what we propose to do. We think this is a prudent step, particularly because we operate a school.

You can review the changes to the bylaws which are summarized below and attached in full. The changes are marked in red. (The green denotes language that has not been changed and has simply been moved.) The changes will not affect how we operate in any significant way.

Also attached are the proposed articles of incorporation under District of Columbia law. These would be filed if the congregation approves the by-law changes. The congregation does not need to approve them. You will see that these make clear that Episcopal Canon law controls if it is ever in conflict with D.C. law. This is permitted under D.C. law. I should also note that we

have discussed this proposed action with the Diocese and they have reviewed and signed off on the articles and by-law changes.

For those who have questions or would like to learn more about this, we will hold a question and answer session on Sunday, October 25, 2020, at 12:30pm via zoom: <https://columba.zoom.us/j/91935369649> You may also contact me directly at [tmassad@me.com](mailto:tmassad@me.com).

I want to thank Lane Heard (and his law firm colleagues) for their generous assistance in the preparation of these documents.

Thank you for your consideration.

Sincerely,

Timothy Massad  
Treasurer and Vestry Member

## APPENDIX – DESCRIPTION OF PROPOSED CHANGES TO THE BY-LAWS

As noted above, changes from our current by-laws are marked in red. Green markings denote language that is in the current by-laws but has been moved.

### Article 1—Of Parish Meetings

Section 1 conforms the fallback date of our annual meeting to the Canons.

Section 3 conforms notice requirements to our current practice.

Section 7: while electronic meetings are permissible, we added an explicit provision for the sake of clarity.

### Article 3—Of the Quorum and Voting

Section 3—for the sake of clarity, we added a provision that proxy voting is not allowed, consistent with our practice (under D.C. law it is optional).

### Article 4—Of the Wardens

For clarity and to be consistent with D.C. law, we added a reference in Section 4 to the provision of D.C. law that sets forth the general standards for director conduct, and a new Section 5 on the Senior Warden being the alternate to the Rector as the officer responsible for management of the parish (see discussion of Article 9 also).

### Article 5—Of the Vestry

Section 1: We made it clear that Vestry members are the directors for purposes of D.C. law. We also deleted language from the Canons (which apply anyway) to avoid confusion.

Section 5: D.C. law provides for removal of directors. We added a provision for removal of Vestry members under limited circumstances by the Vestry or by the congregation. (This refers to Section 29.406.08(c) of the D.C. Code which provides for removal if a director (i) has been declared of unsound mind by a final court order; (ii) has been convicted of a felony; (iii) has been found to have breached a duty of a director; (iv) has missed more meetings than

permitted by the bylaws or articles (ours do not set a number); or (v) does not satisfy the qualifications of directors.)

#### Article 7—Of Lay Delegates

We have changed the term of lay delegates from three years to two years, consistent with our current practice (and also deleted the resolution at the end of the bylaws pertaining to three-year terms).

#### Article 9—Of the Rector

Section 1 is included because D.C. law requires the by-laws to specify the officer who is responsible for management of the corporation. The rest of the language appeared previously in other sections of the by-laws.

#### Article 11—Vestry Meetings

This clarifies that approval by a majority of Vestry members in office is the minimum required for any action. (As currently written, because a quorum could be met with as few as seven members, and approval only requires a majority of those present, it is possible that as few as four members could approve something.)

#### Article 13—Committees

D.C. law says that “committees” can only be comprised of directors, and that only “committees” can exercise powers delegated by the board. D.C. law further provides that a corporation can have “advisory committees” with members who are not directors, but such committees cannot exercise board delegated powers (that is, they are purely advisory). The included language will allow us to continue our current practice of having committees that include members who are not Vestry members. A committee such as the Finance Committee can also exercise a Vestry delegated power, but only so long as such exercise is approved by the Vestry members.

We have also deleted the appendix that contained some of the Episcopal Canons. The Canons are applicable to us anyway. In the event a Canon is changed, we did not want inclusion of an earlier version to create confusion.

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## Article 1—: Of Parish Meetings

Sec. 1. An Annual Meeting of ~~St. Columba's~~the Parish shall be held at a time and place determined by the Vestry; provided that if the Vestry fails to fix the time and place of an Annual Meeting at a time during the first eleven months of any calendar year, an Annual Meeting shall be held on the ~~third~~Monday night following the first Sunday in ~~January~~December of ~~the next~~such calendar year.

Sec. 2. A Special Meeting may be called by the Rector, by the Vestry, or upon presentation of a petition to the Rector or a Warden signed by at least 30 ~~qualified voters of the Parish.~~Qualified Voters, as defined by Article 2.

Sec. 3. Notice of the time and place of Annual and Special Meetings of the Parish (and, in the case of a Special Meeting, of the purpose of the meeting) shall be given ~~to all members of the Parish. Notice shall be~~by being posted on the Parish website at least 15 days before such meeting. Notice also shall be given in the Sunday bulletins at least 7 days in advance and, if possible, in the ~~Parish newsletter.~~weekly e-mail bulletin. Notice of any proposed amendment, modification or repeal of these ~~Parish by-laws~~bylaws shall be given in the same manner, but shall be posted on the Parish website at least 30 days in advance of the meeting with notice in the bulletins and newsletter (if possible) to follow.

Sec. 4. The Presiding Officer at all Parish Meetings shall be the Rector or, in the Rector's absence, the Senior Warden, or, in the absence of the Rector and the Senior Warden, the Junior Warden. In the absence of the Rector and Wardens, a member of the Vestry chosen by a majority thereof shall preside. If the rectorship is

vacant, the Bishop (or a person designated by the Bishop) may preside, if present.

Sec. 5. The Secretary of the Vestry shall be the secretary of Parish Meetings, and shall keep minutes of all business transacted and send election reports to the Diocese.

Sec. 6. Any qualified voter may submit a resolution for consideration at a Parish Meeting by submitting it in writing to the Rector or a Warden in advance of the meeting, except for a resolution of courtesy, commendation, or condolence, which need not be submitted in advance. Recommended changes to the ~~by-laws~~bylaws must be submitted at least 40 days in advance so that a 30-day notice may be given to all ~~voting members as specified in Section 3 of this Article.~~Qualified Voters.

Sec. 7. A Parish Meeting need not be held at a geographic location if it is held by means of the Internet or other electronic communications technology in a fashion pursuant to which Qualified Voters have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to them, pose questions, and make comments.

## **Article 2—: Qualifications of Voters**

Sec. 1. A “~~qualified voter~~”Qualified Voter” is a person who is: (a) at least 15 years of age; (b) a communicant in good standing of the Episcopal Church, as defined in Title I, Canon 17, Sections 1-3, of the Canons of the General Convention of the Protestant Episcopal Church; (c) a contributor of record to the Parish (which contributions may be cash offerings or services rendered to the

Parish and known to the Treasurer); ~~(d) recorded in the Parish register; and (e) and (d)~~ who has, at the time of the Parish Meeting, met the foregoing requirements for a period of not less than one month.

Sec. 2. ~~The Secretary of~~ A list of Qualified Voters shall be maintained by the Director of Finance and Administration or such other person designated by the Vestry shall maintain a list of qualified voters. The Vestry or its designee shall decide any issue concerning whether someone is a ~~“qualified voter.”~~ Qualified Voter.

### **Article 3—: Of the Quorum and ~~Method of~~ Voting**

Sec. 1. A quorum for the conduct of business at Annual and Special Meetings of the Parish shall be at least ten percent of the ~~members eligible to vote under the terms of~~ Qualified Voters, as defined by Article 2. A two-thirds majority vote of those present shall be necessary for amending, modifying or repealing ~~by laws~~ bylaws, as provided in Article 15 of these by-laws.

Sec. 2. All elections shall be by written ballot, which may be electronic. The tellers shall include two Vestry members whose terms will not expire for at least one additional year, chosen by the Senior Warden. ~~Ballots may include~~ The tellers shall count all those ballots submitted in person on the day of the Annual or Special Meeting as well as by absentee ballot by the day of the election.

Sec. 3. Voting by proxy or pursuant to a voting agreement is not permissible. The Vestry shall resolve any dispute regarding whether a ballot will be counted.

### **Article 4—: Of the Wardens**

Sec. 1. At each Annual Meeting there shall be elected a Senior Warden and a Junior Warden, who shall serve until the next Annual Meeting or until their successors are elected. Wardens are eligible for re-election to successive one-year terms, but no person shall serve more than four consecutive terms as a Warden.

Sec. 2. Nominees for Senior Warden and Junior Warden shall have been qualified voters for at least the preceding three years and shall be at least 21 years of age. Nominees for Senior and Junior Warden shall be chosen as described in Article 8.

Sec. 3. In the event of a vacancy, the Vestry may elect an interim Warden who shall serve until the next Annual Meeting. If an interim Warden serves for six months or more and is elected at the next Annual Meeting to serve a full term, he/she shall be deemed to have served one full term already.

Sec. 4 The duties of Wardens shall be as specified in the [DC Code § 29-406.30](#), the Constitution and Canons of the General Convention of the Protestant Episcopal Church and of the Convention of the Protestant Episcopal Church of the Diocese of Washington.

Sec. 5. If the position of Rector is vacant and absent designation otherwise by the Bishop, the Senior Warden shall be responsible for the management of the parish, including the financial affairs of the parish.

## **Article 5—: Of the Vestry**

Sec. 1. ~~The Vestry is the agent and legal representative of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy. It~~Pursuant to Article V of the Articles of Incorporation, the members of the Vestry are directors



for purposes DC Code § 29-406.01. The Vestry shall consist of the Rector, the Senior Warden, the Junior Warden and twelve members chosen as described below.

Sec. 2. Nominees for the Vestry shall have been qualified voters of the Parish for at least the preceding year and shall be at least 18 years of age. Nominees for the Vestry shall be chosen as described in Article 8.

Sec. 3. At each Annual Meeting, four Vestry members shall be elected for terms of three years: and shall serve until their successors are elected. Vestry members are eligible for re-election to a second term, but may not serve more than two consecutive terms.

Sec. 4. In the event of a vacancy, the Vestry may elect an interim member who shall serve until the next Annual Meeting. At the next Annual Meeting, in addition to electing persons to the four Vestry positions that ordinarily would be filled, the Parish will elect a person to fill the remainder, if any, of the unexpired term. A person elected to fill an unexpired term is eligible for re-election to a full term, but the maximum consecutive years that any person may serve on the Vestry will be seven.

Sec. 5. The Vestry may remove a Vestry member for cause or as provided in DC Code § 29-406.08(c). A majority of Qualified Voters acting at a Parish Meeting may remove a Vestry member only for the reasons set forth in § 29-406.08(c).

Sec. 6. The Vestry shall arrange for an annual audit of the Parish's accounts, to be conducted and provided to the Bishop in accordance with Canon 7 of the General Convention and Canon 28 of the Diocese of Washington.

Sec. 7. The Vestry shall regard payment of clergy compensation as having priority over all other charges upon its income. It shall regard the payment of compensation to lay employees as having priority over all other charges upon its income, except the payment of clergy compensation.

## **Article 6—: Oaths of Wardens and Vestry Members**

Sec. 1. The following oath shall be administered to the two Wardens, and to the newly elected Vestry members following their election:

We, the undersigned, having been duly elected to the office of Warden (Vestry member) of St. Columba's Parish Episcopal Church, in the City of Washington, District of Columbia, do declare our belief in the Christian Religion, our assent to the Constitution and Canons of the General Convention of the Protestant Episcopal Church and of the Diocese of Washington, and do affirm our adherence to the doctrine, discipline and worship of the said Church in the United States of America.

Furthermore, we do solemnly promise to discharge faithfully the duties of a Church Parish Warden (Vestry member), so long as we hold our office.

The Wardens and newly elected Vestry members shall sign this oath, which shall be witnessed by the Rector, or in the absence of the Rector, by a previously sworn Warden or Vestry member who records the fact and the date thereof.

The signed oaths shall be incorporated as part of the minutes of the Vestry meeting at which they are administered.

Sec. 2. The Wardens and newly elected Vestry members shall not assume their duties until they have signed the written oaths, except that if a Warden or Vestry member has been re-elected to a

consecutive term, that person need not subscribe to or sign the oath again.

## **Article 7—: Of Lay Delegates and Alternates to the Diocesan Convention**

Sec. 1. Elections of Lay Delegates and Alternates shall be conducted so as to maintain the maximum number of Delegates allocated to the Parish under the Constitution and Canons of the Diocese of Washington and a maximum of two Alternates. At least one Lay Delegate and one Alternate Lay Delegate shall be elected each year at the Annual Meeting. In the event of the inability of a Lay Delegate to serve, the place of that Delegate may be taken by the Alternate, and if the appointment of another Alternate seems advisable, such appointment may be made by a majority of the Vestry.

Sec. 2. Lay Delegates shall serve for a term of ~~three~~two years. Alternates shall serve for a term of one year.

Sec. 3. Lay Delegates and Alternates shall be chosen from the qualified voters of the Parish who are at least 18 years of age. Nominees for these positions shall be chosen as described in Article 8.

Sec. 4. A candidate for Lay Delegate shall have previously attended Regional Assembly and Diocesan Convention through prior service as a Lay Delegate or Alternate. It is expected that an Alternate who completes a term and attends Regional Assembly and Diocesan Convention will be nominated for election as a Lay Delegate.

Sec. 5. The Secretary of the Vestry shall report promptly to the Secretary of the Convention the name, address and telephone

number of each Lay Delegate and Alternate and shall indicate who are Lay Delegate(s) and who are Alternate(s).

## **Article 8—: Of the Process for Nominating Candidates to Serve as Wardens, Vestry Members and Lay Delegates**

Sec. 1. No later than two months after the date of the Annual Parish Meeting, the Senior ~~Warden, or the Junior Warden if the Senior Warden is not available~~ and Junior Wardens, in consultation with the Rector, shall appoint two Vestry members to serve as Chair and Co-Chair of the Nominating Committee. The Nominating Committee Chair and Co-Chair shall select a Nominating Committee of at least eight and not more than twelve ~~Parish members, Qualified Voters who~~ not members of the Vestry, to propose candidates to stand for election at the next Annual Parish Meeting. The members of the Committee shall be representative of the Parish. The Nominating Committee members shall be approved by the Vestry.

Sec. 2. The Nominating Committee shall educate itself about the duties of the various offices to be filled and any particular skills or talents that would enhance the qualifications of an individual to serve in the office in the upcoming years. The Committee shall also work to educate the Parish ~~membership~~ concerning the duties of the Wardens, Vestry members and Lay Delegates/ Alternates, and concerning the talents needed on the Vestry. As part of the education process, the Nominating Committee shall provide opportunities for ~~the members of~~ the Parish to become familiar with the persons nominated for Warden, Vestry and Lay Delegate/ Alternate.

Sec. 3. The Nominating Committee shall gather the names of potential nominees qualified to stand for election and shall seek out parishioners whose competence, active support of the Parish and good faith qualify them to serve as lay leaders in the positions to be filled. The Rector may identify for the nominating committee the persons to be nominated to serve as Senior Warden and Junior Warden. Having obtained the consent of those to be nominated and an expression of their willingness to serve if elected, the Nominating Committee shall propose: (a) at least one person for election as Senior Warden; (b) at least one person for election as Junior Warden; (c) no fewer than two more than the number to be elected as Vestry members; and (d) a number of persons qualified for election as Lay Delegates and Alternates to the Diocesan Convention sufficient to maintain the maximum number of Delegates allocated to the Parish and to provide for a minimum of two Alternates. It is not necessary that there be more candidates for Lay Delegate or Alternate than the positions to be filled, provided that nominees for Lay Delegates (s) and Alternates (s) are approved by a majority vote of the Vestry.

Sec. 4. The Nominating Committee shall publish the names and qualifications of the nominees at least 30 days before the Annual Meeting. After publication of the nominees, and not less than fifteen days prior to the Meeting, any thirty qualified voters may, by written petition to the Nominating Committee chair and the Rector or a Warden, make additional nominations for any office, to be voted on at the annual meeting. Any person so nominated shall be placed on the printed ballot if he/she meets the qualifications for that office, consents to be nominated, and expresses a willingness to serve if elected. Additional nominations for each office may be made from the floor during

the Annual Meeting after notice to the Nominating Committee chair no fewer than seven days prior to the Meeting.

## **Article 9: Of the Rector**

Sec. 1. Pursuant to D.C. Code § 406.40, the Rector shall be responsible for the management of the parish, including the financial affairs of the parish.

Sec. 2. The Rector shall be a member of the Vestry. The Rector, or such other member designated by the Rector, shall preside over Vestry meetings.

Sec. 3. When the rectorship becomes vacant, the Vestry shall, by a majority vote, elect and issue a call to a new Rector from among the priests in good standing of the Protestant Episcopal Church or other clergy authorized by the Canons of the General Convention to officiate in the Episcopal Church. Such election and call shall be subject to consultation with the Bishop of the Diocese in conformity with the Canons of the General Convention and the Diocese of Washington. The Vestry shall provide the Rector advice, support, and feedback, including through an annual review that communicates the Parish's joys and concerns, provides the Vestry's candid assessment of the Rector's leadership, and identifies mutual goals for the coming year.

Sec. 4. The Vestry may, by majority vote, elect one or more assistant ministers from among the priests (or deacons) in good standing of the Protestant Episcopal Church, at the nomination of the Rector and after consultation with the Bishop in conformity with Canons of the General Convention and the Diocese of Washington.

Sec. 5. The Vestry, upon recommendation of the Rector (or in the Rector's absence the Senior Warden) may contract for clergy to serve as supply clergy, as interim Rector, or for other part-time duties and responsibilities requiring the services of priests of the Church; provided that such appointments shall be subject to approval by the Bishop.

Sec. 6. As used in these by-laws, "Rector" includes an Interim Rector or Priest in Charge in the absence of a Rector.

### **—Article 10: Of the Parish Treasurer**

Sec. 1. The Vestry shall annually appoint ~~from among its members or other parishioners~~ a person with appropriate qualifications and skills to serve as Treasurer of the Parish. The Treasurer shall have a seat and voice in Vestry meetings, but not a vote, unless he/she is a Vestry member.

Sec. 2. ~~The~~Subject to the direction of the Rector, the Treasurer shall have custody of all Parish funds, shall receive and disburse its monies in accordance with approved budget and proper voucher authorization and certification. ~~The Treasurer,~~ shall maintain accounts as prescribed by Canon 7 of the General Convention, and shall ~~collaborate with the Rector in the preparation of~~prepare the Annual Parochial Report, which shall be sent to the Bishop of Washington as required by Canon 28 of the Diocese of Washington.

~~Sec. 3.~~Sec. 3~~Sec. 4~~

. The Vestry may, from time to time, as may become necessary, appoint one or more assistant treasurers for special purposes.

Sec. ~~6~~4. The Treasurer shall be bonded.

## **Article ~~10~~—11: Of the Secretary of the Vestry and Other Officers**

Sec. 1. The Vestry shall annually appoint ~~from among its members or from the Parish~~ a person with appropriate qualifications and skills to serve as Secretary of the Vestry. The Secretary shall have a seat and voice in Vestry meetings, but not a vote, unless he/she is a Vestry member.

Sec. 2. The Secretary shall keep and distribute minutes of meetings and perform such other functions as are required by the Canons of the General Convention and of the Diocese of Washington.

Sec. 3. The Rector or the Vestry may appoint such other officers as they shall see fit.

## **Article ~~11~~—12: Of Meetings of the Vestry**

Sec. 1. The Vestry shall meet at least once a month, except that the August meeting may be omitted if the Vestry then has no urgent business. At its first meeting following the Annual Meeting, the Vestry shall fix dates for its monthly meetings. Special meetings of the Vestry may be called by the Rector, the Senior Warden or one-third of the lay voting Vestry members, upon not less than three days' notice. ~~The~~In the event of an emergency, this notice may be shortened ~~by a majority of the voting members of the whole Vestry at any meeting.~~

Sec. 2. The Rector or his/her designee shall ~~have the right to~~ preside at all Vestry meetings. If the Rector is absent and does not ~~preside or is absent~~designate otherwise, the Senior Warden may preside and, in the Senior Warden's absence, the Junior Warden. ~~If, and, in the Rector and the absence of both~~ Wardens ~~are absent,~~



~~another~~, a Vestry member selected by the Vestry shall preside. If present, the Bishop may preside.

Sec. 3. The Vestry shall be entitled to adopt rules for the conduct of its meetings, provided that such rules shall conform to the Constitution and Canons of the General Convention and of the Diocese of Washington. Robert's Rules of Order (~~9th edition, 1990~~) shall be the parliamentary guide in all matters not specifically provided for in the rules.

Sec. 4. With prior written notice, the Vestry may conduct any meeting telephonically, or by other electronic means that permit participants to speak and be heard.

Sec. 5. Vestry meetings shall be open to ~~members of the Parish~~ Qualified Voters as a matter of general practice. The Rector or the Vestry member presiding at a meeting may elect to conduct all or part of a Vestry meeting in executive session.

Sec. ~~5. Seven~~ 6. A majority of the Vestry members (inclusive of the Rector and Wardens) then in office shall constitute a quorum for the transaction of business. The act of the majority of ~~the voting~~ Vestry members ~~present at a meeting~~ (inclusive of the Rector and Wardens) then in office shall be the act of the Vestry unless the Canons of the General Convention or of the Diocese of Washington require otherwise.

Sec. ~~6~~ 7. The Vestry shall conduct an annual review of its performance. Included in this review shall be a review of the Vestry's responsibilities, identification of goals for the coming year, and an assessment of the Vestry's effectiveness in achieving goals set the previous year.

## **Article ~~12~~—13: Of Committees of the Vestry**

Sec. 1. The Vestry may establish ~~such standing~~ committees, which shall consist of one or more Vestry members and exercise such powers of the Vestry as it specifies; provided that no committee may (i) distribute monies, (ii) approve or propose to Qualified Voters actions required to be necessary for the conduct approved by Qualified Voters, (iii) fill vacancies on the Vestry or any of its business committees, or (iv) adopt, amend or repeal these bylaws. The Senior Warden and the Junior Warden, in consultation with the Rector, shall appoint members of ~~the standingsuch~~ committees annually. ~~Each standing committee shall include at least two Vestry members.~~ The Wardens (or the Vestry members of a committee) may appoint non-Vestry members to serve on an advisory committee to any Vestry committee. Only Vestry members shall have the right to vote on matters in committee that involve the exercise of Vestry powers. Any action taken by the Vestry and non-Vestry members voting together shall be that of such advisory committee.

Sec. 2. From time to time, the Vestry may appoint ~~special~~advisory committees (such as a Rector search committee). The Senior Warden and the Junior Warden, in consultation with the Rector, shall appoint the members of any such ~~special~~advisory committee, at least two of whom shall be Vestry members. The term of ~~a special~~an advisory committee shall not exceed two calendar years, unless the Vestry extends the term.

~~3. Committees appointed by the Vestry shall exercise such authority of the Vestry in the management of the parish as the Vestry shall delegate, but no such delegation shall operate to relieve the Vestry of any responsibility imposed on the Vestry by civil or canon law.~~

~~**Article 13 — Of the Rector and Assistant Ministers**<sup>1</sup>.  
When the rectorship of the Parish becomes vacant, the Vestry shall, by a majority vote of all members<sup>234</sup>~~

## **Article 14—: Of the Nursery School**

Sec. 1. The ~~Rector, Wardens and~~ Vestry shall have ~~control~~management and ~~fiscal~~financial responsibility for the Nursery School.

Sec. 2. ~~The Rector, Wardens and~~Subject to the D.C. Code, the Vestry may, by written terms of reference, delegate all or part of the responsibilities set forth in Section 1 to a Board of Governors of the Nursery School, the members of which shall be proposed by the Rector and approved by the Vestry, and at least two-thirds of whom shall be members of the Parish.

## **Article 15—: Of Amendments to the By-Laws**

Sec. 1. These by-laws may be supplemented, amended, or repealed at an Annual Parish Meeting, *provided* that notice shall be given as provided in Article 1.

Sec. 2. Provided that a quorum is present, as provided in Article 3, a change in the by- laws may be approved by a two-thirds majority vote of qualified voters (see Article 2) present at an Annual Meeting.

Sec. 3. In case a new by-law shall be adopted which does not replace a concurrently repealed by-law, it shall be numbered so as to follow at the end of the by-laws.

~~**Resolution Pertaining to the Election of Diocesan Delegates and Alternates**~~

## RESOLUTION:

~~WHEREAS the Diocesan Canons and Constitution, together with St. Columba's by laws, require that St. Columba's nominate and elect at least one Lay Delegate and one Alternate each year, with a maximum of five Delegates and no stated limitation on the number of Alternates;~~

~~WHEREAS it is desirable for a person serving as Delegate to have had prior experience attending at least one Regional Assembly and Diocesan Convention; and~~

~~WHEREAS the practice of having the same number of Alternates as Delegates, with little likelihood that an Alternate will be called to service as Delegate, has resulted in an unnecessary number of Alternates with little incentive to prepare for and attend Assembly and Convention; and~~

~~WHEREAS the objectives of continuity and depth of experience in Diocesan affairs render it desirable to increase the current two-year term of service for Delegates, while retaining staggered terms of service in order to ensure a range of experience among Delegates;~~

~~IT IS HEREBY RESOLVED that, in discharging its duties and responsibilities under Article 9 of the by laws with respect to providing nominees for Lay Delegate(s) and Alternates(s). "the Nominating Committee shall, where possible, be guided by the following principles:~~

~~1. Elections shall be conducted so as to maintain the maximum number of Delegates allotted to St. Columba's (currently five) and a maximum of two Alternates, with a minimum of one Delegate and one Alternate nominated and elected each year.~~

~~2. The terms of service shall be three years for Delegate, and one year for Alternate.~~

~~3. Elections for Delegate shall be staggered so as to result, each year, in a minimum of one and no more than two Delegates in the first year, second year and third year of their terms.~~

~~4. A candidate for Delegate shall previously have attended Regional Assembly and Diocesan Convention, through prior service as Alternate or Delegate.~~

~~5. Alternates are expected to participate in the briefings and preparation for Assembly and Convention and to attend Assembly Convention.~~

~~6. It is expected that a person who completes a term as Alternate, including attendance at Assembly and Convention, shall be nominated thereafter for election as Delegate.~~

~~IT IS FURTHER RESOLVED that consistent with the above principles, any candidate for Delegate nominated other than by the Nominating Committee (for example, from the "floor" or by petition) shall meet the experience criterion set forth in (4), above.~~

## ~~Appendix A~~

~~Canons About Clergy and Vestry Roles~~<sup>[SEP]</sup>~~Taken from The Constitution and Canons of the Episcopal Church~~

### ~~Title I. Canon 7: Of Business Methods in Church Affairs~~

~~1: In every Diocese, Parish, Mission, and Institution, connected with this church, the following standard business methods shall be observed:~~

~~(1) Funds held in trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, shall be deposited with a National or State Bank, or a Diocesan Corporation, or with some other agency approved in writing by the Finance Committee or the Department of Finance of the Diocese, under a deed of trust, agency or other depository agreement providing for at least two signatures on any order of withdrawal of such funds or securities.~~

~~But this paragraph shall not apply to funds and securities refused by the depositories named as being too small for acceptance. Such small funds and securities shall be under the care of the persons or corporations properly responsible for them.~~

~~This paragraph shall not be deemed to prohibit investments in securities issued in book entry form or other manner that dispenses with the delivery of a certificate evidencing the ownership of the securities or the indebtedness of the issuer.~~

~~(2) Records shall be made and kept of all trust and permanent funds showing at least the following:~~

~~(a) Source and date. <sup>SEP</sup>(b) Terms governing the use of principal and income. <sup>SEP</sup>(c) To whom and how often reports of condition are to be made. (d) How the funds are invested.~~

~~(3) Treasurers and custodians, other than banking institutions, shall be adequately bonded; except treasurers of funds that do not exceed five hundred dollars at any one time during the fiscal year.~~

~~(4) Books of account shall be so kept as to provide the basis for satisfactory accounting.~~

~~(5) All accounts of Parishes, Missions or other institutions shall be audited annually by an independent Certified Public Accountant, or independent Licensed Public Accountant, or such audit committee as shall be authorized by the Finance Committee, Department of Finance, or other appropriate diocesan authority.~~

~~All reports of such audits, including any memorandum issued by the auditors or audit committee regarding internal controls or other accounting matters, together with a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, shall be filed with the Bishop or Ecclesiastical Authority not later than 30 days following the date of such report, and in no event, not later than September 1 of each year, covering the financial reports of the previous calendar year.~~

~~(6) All buildings and their contents shall be kept adequately insured.~~

~~(7) The Finance Committee or Department of Finance of the Diocese may require copies of any or all accounts described in this Section to be filed with it and shall report annually to the Convention of the Diocese upon its administration of this Canon.~~

~~(8) The fiscal year shall begin January 1.~~

### ~~**Title 1, Canon 14. Of parish Vestries**~~

~~Sec. 1: In every Parish of this Church the number, mode of selection, and term of office of Wardens and Members of the Vestry, with the qualifications of voters, shall be such as the State or Diocesan law may permit or require, and the Wardens and Members of the Vestry selected under such law shall hold office until their successors are selected and have qualified.~~

~~Sec. 2: Except as provided by the law of the State or of the Diocese, the Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy.~~

~~3: Unless it conflicts with the law as aforesaid, the Rector, or such other member of the Vestry designated by the Rector, shall preside in all the meetings of the vestry.~~

### ~~Title III. Canon 14. Of Clergy and Their Duties~~

~~Sec. 1: (a) The authority of and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish are vested in the Rector, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of the Church, and the pastoral direction of the Bishop.~~

~~(b) All assistant Clergy by whatever title they may be designated, shall be selected by the Rector, subject to the approval of the vestry when required by Diocesan Canons, and shall serve under the authority and direction of the Rector. Before the selection of an assistant the name of the Member of the Clergy proposed for selection shall be made known to the Bishop and sufficient time, not exceeding thirty days, shall be given for the Bishop to communicate with the Rector and Vestry on the selection. Any assistant selected shall serve at the discretion of the Rector but may not serve beyond the period of service of the Rector except that, pending the call of a new Rector, the assistant may continue in the service of the Parish if requested to do so by the Vestry of the Parish and under such conditions as the Bishop and Vestry shall determine.~~

~~(c) For the purpose of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector shall, at~~



~~all times, be entitled to the use and control of the Church and Parish buildings with the appurtenances and furniture thereof.~~

~~(d) In a Missionary Cure, the control and responsibility belong to the Priest who has been duly appointed to the charge thereof, subject to the authority of the Bishop.~~

~~2: (a) It shall be the duty of the Clergy in charge of a cure of souls to ensure that children, youth and adults receive instruction in the Holy Scriptures, in the ... Catechism, and in the doctrine, discipline and worship of [the] Church, and in the exercise of their ministry as baptized persons;~~

~~(b) ... instructing all persons in their charge concerning Christian stewardship ... (c) ... preparing persons for Baptism ...~~

~~(d) ... preparing persons for Confirmation, Reception, and the Reaffirmation of Baptismal vows and presenting them to the bishop ...~~

~~(e) ... announcing the intention of the Bishop to visit the Congregation and, at such visitation, together with the Wardens, Vestry or other officers, exhibiting to the Bishop the Parish Register and giving information on the state of the Congregation, spiritual and temporal ...~~

~~(f) ... applying non-designated offerings received at the Eucharist one Sunday each month to such pious and charitable uses as shall be thought fit by the Member of the Clergy ... When a parish is without a Rector the Vestry shall appoint a responsible person to serve as Almoner ...~~

~~(g) ... reading Pastoral Letters or Position Papers from the House of Bishops to the Congregation on some occasion of public worship ...~~

~~3: ... recording in the Parish Register all Baptisms, Confirmations, Marriages and Burials.~~

## **Restated Articles of Incorporation**

**of**

### **St. Columba's Episcopal Church**

I, the undersigned natural person of the age of twenty-one (21) years or more, hereby certify that

(1) The Vestry of St. Columba's Parish, also known as St. Columba's Episcopal Church (the "Parish") is a parish that is part of the Episcopal Diocese of Washington and is a corporation by virtue of An Act Relating to the Parishes and Congregations of the Protestant Episcopal Church in the District of Columbia, Private Law 91-220, 84 Stat. 2164 (1970);

(2) Pursuant to Section 29.107.01(c)(2) of the Code of the District of Columbia ("D.C. Code"), the Parish has adopted a resolution (attached hereto) by which the Parish elects to avail itself of the provisions of Title 29, Chapter 4 ("Nonprofit Corporations") of said code and specifically as a nonprofit, religious corporation.

In connection therewith I hereby adopt the following Articles of Incorporation for the Parish as such a nonprofit, religious corporation, which Articles shall be deemed Restated Articles of Incorporation for purposes of D.C. Code § 29.107.01(c)(2):

#### **ARTICLE I**

**NAME:** The name of the religious corporation is The Vestry of St. Columba's Parish, also known as St. Columba's Episcopal Church (the "Parish").

#### **ARTICLE II**

**TERM:** The term of the Parish shall be perpetual.

### ARTICLE III

The Parish is organized as a religious corporation pursuant to D.C. Code §§ 29-401.02(27) & (32); 29-401-40; 29-404.01(a). It shall not have members, as defined by D.C. Code § 29-401.02(24).

The Parish is organized and shall be operated exclusively for charitable, educational, or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code," the meaning of which shall include any amendments to the applicable section or any corresponding section of any future United States tax code), and shall have the power to make grants, expenditures and distributions exclusively for such purposes either directly or by making contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. It is intended that the Parish shall have the status of a nonstock religious corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. These Restated Articles shall be construed accordingly, and all powers and activities of the Parish shall be limited accordingly.

Notwithstanding any other provision of these Restated Articles, in the event that the Parish is at any time determined to be a private foundation under the Internal Revenue Code, the following limitations of powers shall apply:

(a) The Parish shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.

(b) The Parish shall distribute amounts for the purposes specified in these Restated Articles, for each taxable year, at a time and in a manner so as not to become subject to any tax liability under Section 4942(a) of the Code.

(c) The Parish shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would cause any tax liability under Section 4943(a) of the Code.

(d) The Parish shall not make any investment which would jeopardize the carrying out of any of its exempt purposes under Section 4944 of the Code and cause any tax liability under Section 4944(a) of the Code.

(e) The Parish shall not make any taxable expenditures as defined in Section 4945(d) of the Code, which would cause any tax liability under Section 4945(a) of the Code.

#### **ARTICLE IV**

The Bylaws of the Parish shall define those persons who are "Qualified Voters" for purposes of electing the Vestry and diocesan delegates. Such Qualified Voters are not "members" for purposes of D.C. Code § 29-401.02(24).

#### **ARTICLE V**

The management and affairs of the Parish shall be governed by a board of directors (hereinafter, "the Vestry") in accordance with the Act, these Articles and the Bylaws.

#### **ARTICLE VI**

Pursuant to D.C. Code §§ 406.12 & 406.25 and as provided in the Bylaws, the Vestry may establish designated bodies and committees to assist it in carrying out the activities of the Parish.

#### **ARTICLE VII**

No part of the net earnings of the Parish shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Parish shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the Parish shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Parish shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Parish shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE VIII**

The Parish, including any dissolution thereof, shall be governed by the Constitution and Canons of the Episcopal Church and of the Convention of the Protestant Episcopal Church in the Diocese of Washington. Pursuant to § 29-401.40, if canon law is inconsistent with D.C. Code, Chapter 29 on the same subject, canon law shall control.

#### **ARTICLE IX**

The name and street address of the registered agent of the Parish in the District of Columbia is: \_Karen Sprague, 4201 Albemarle Street, N.W., Washington, D.C. 20016.

#### **ARTICLE X**

The Parish shall not be authorized to issue capital stock.

#### **ARTICLE XI**

In the event of the dissolution of the Parish, the Vestry shall, after paying or making provisions for the payment of all of the liabilities of the Parish, distribute all of the assets of the Parish to: (a) one or more organizations operated exclusively for charitable, educational or scientific purposes and qualifying as exempt organizations under § 501(c)(3) for one or more of the purposes for which the Parish was organized; or (b) the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the District of Columbia, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII**

No payment shall be made under this Article to any Vestry member, employee or agent of the Parish that would constitute an act of self-dealing as defined in Section 4941(d) of the Code or which would cause any tax liability under Section 4941(a) of the Code. To the fullest extent permitted by, and in a manner consistent with the standards of conduct and other requirements set forth in, D.C. Code §§ 406.50-406.58, as amended or interpreted from time to time, the Parish shall indemnify any current or former Vestry member, employee or agent of the Parish who was or is a party to any proceeding by reason of service in that capacity against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by such person in connection with that proceeding. Expenses incurred by any current or former Vestry member, employee or agent in any proceeding to which such person was or is a party by reason of service in that capacity may be paid or reimbursed by the Parish in advance of the final disposition of such proceeding upon such terms as the Vestry may deem appropriate, but which terms shall require, at a minimum, the receipt of a written affirmation by such person of such person's good faith belief that the standard of conduct necessary for indemnification by the Parish as authorized by the D.C. Code §§ 406.51 has been met; and a written undertaking by or on behalf of such person to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

## **ARTICLE XIII**

To the fullest extent permitted under the laws of the District of Columbia, no incorporator, Vestry member or employee of the Parish shall be personally liable for acts or omissions in providing services to or on behalf of the Parish.



**ARTICLE XIV**

The Bylaws of the Parish have been adopted by the Qualified Voters. The power to amend or repeal the Bylaws shall be set forth in the Bylaws.

**ARTICLE XV**

The name and address of the incorporator is:

Timothy G. Massad  
3245 Ellicott St NW  
Washington, DC 20008

**IN WITNESS WHEREOF**, the incorporator has signed these Articles of Incorporation on this \_\_\_th day of November, 2020.

\_\_\_\_\_  
Timothy G. Massad  
Incorporator