

Revision notes:

The purpose of our constitution is similar to the articles of incorporation for a company. We define our name, governance, officers, how officers are chosen and requirements for our meetings. Changes to the constitution require a full parish meeting; so detailed instructions belong in other documents.

The purpose of this revision is to bring St. Gregory's constitution in alignment with the diocesan canons and to modify the gender specific language used in the past. Large sections of our original constitution were copied directly from the diocesan canons. In this revision those sections have been deleted and a reference is documented. The use of a reference will keep us in alignment with the diocese without having to make revisions to our constitution.

The diocesan canons are available:

[https://www.episcopalchicago.org/files/3615/1188/6669/Canons\\_of\\_the\\_Diocese\\_of\\_Chicago\\_2018\\_updated\\_11.20.17.pdf](https://www.episcopalchicago.org/files/3615/1188/6669/Canons_of_the_Diocese_of_Chicago_2018_updated_11.20.17.pdf)

**CONSTITUTION  
OF THE  
RECTOR, WARDENS AND VESTRYMEN  
OF  
ST. GREGORY'S EPISCOPAL CHURCH, DEERFIELD, ILLINOIS  
(as approved unanimously at the Annual Meeting)**

ARTICLE I.            Organization of the Corporation

This organization is a Religious Corporation, organized and existing under and by virtue of the laws of the State of Illinois, a Parish of that branch of the Holy Catholic Church known as the Protestant Episcopal Church in the United States of America.

ARTICLE II.           Name of the Corporation

The name of this corporation and Parish is "The Rector, Wardens and Vestrymen of St. Gregory's Episcopal Church, Deerfield, Illinois". COMMENT Diocesan canons require Standing Committee approval to change the name of the parish. I don't think this name change rises to that level.

ARTICLE III.           The National Church and the Diocese of Chicago

Section 1. This corporation accedes to the Constitution, Canons, Doctrine, Discipline and Worship of the Protestant Episcopal Church in the United States of America, and to *The Constitution and Canons of the Episcopal Diocese of Chicago* (*“Diocese of Chicago Canons”*)~~the Constitution and Canons of the Church in the Diocese of Chicago~~, now or hereafter enacted, and recognizes the authority of the Conventions of the same.

Section 2. No person not adhering and submitting to the Constitution and Canons and the Ecclesiastical Authority of the Church, known in law as the Protestant Episcopal Church in the United States of America, in the Diocese of Chicago, shall become or remain a member or officer of this corporation, or be entitled to vote at any meeting thereof, or to participate in the conduct of any of the corporate affairs thereof. All property held or acquired by this corporation at any time, either in its own name or in the name of any person or persons in trust for its use, shall be subject to and shall be governed by the laws, usages and Ecclesiastical Authority of the said Protestant Episcopal Church as to the modes and use thereof and shall be subject to and governed by such rules with regard to conveying and encumbering church property as are now or may hereafter be prescribed by the Constitution and Canons of said Church in the Diocese of Chicago.

Section 3. In every conveyance to or for the use of this corporation there shall be inserted the following clause, viz; “This property is to be used or conveyed only in conformity with the Constitution and Canons of the Church, known in law as the Protestant Episcopal Church in the United States of America, in the Diocese of Chicago”.

#### ARTICLE IV. The Officers of the Corporation

The officers of this corporation, and of this Parish shall be the Rector, two Wardens and ~~members of the twelve~~ Vestrymen who shall be elected and perform the duties and exercise the powers hereinafter set forth.

#### ARTICLE V. The Rector

The Rector shall be elected, and all other clergy of the Parish shall be appointed, as provided in the Canons of the Diocese of Chicago.

Section 1. . See Canon 9 Section 1 Diocese of Chicago The control 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 Canons of the Church, and the godly counsel of the Bishop. All other Clergy of the Parish, by whatever name they may be designated, are to be regarded as under the authority of the Rector.

**Section 2.** . See Canon 9 Section 2 Diocese of Chicago. For the purposes of his 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. He shall have the full direction and control of all Guilds, Societies and Associations within the Parish.

**Section 3.** See Canon 10 Section 1 Diocese of Chicago. Every Rector or Priest-in-Charge shall have direction and control of the Sunday and other Schools and shall instruct the children publicly in the Church. He or she shall order the books and system of instruction and the library in accordance with the authority and teaching of the Church. He or she shall remind parents and sponsors of their duty to their children or their godchildren and shall seek out for systematic instruction preparatory to Confirmation all children of proper age and others who have not been Confirmed, so that on the visitation of the Bishop those duly prepared may be presented for Confirmation. The Rector or Priest-in-Charge shall also give systematic instruction to the people in the doctrines of the Faith as held by the Church and also in regard to the Missionary and other work of the Church at home and abroad.

**Section 4.** The Rector shall deliver to the parishioners at the Annual Parish meeting a report of the spiritual condition of the Parish.

**ARTICLE VI.**

**The Wardens**

See Canon 19 Sections 1-6 Diocese of Chicago

**Section 1.** There shall be two Wardens in each Parish, who shall be Communicants in good standing, and who may be distinguished as Senior and Junior, although all duties belong equally to both, and both shall be held responsible for the performance of such duties.

The Wardens shall see that the Church is provided with a Bible, containing the Old and New Testaments and the other Books, commonly called the Apocrypha, as authorized by the General Convention, and Prayer Books and Hymnals of proper size and of the standard editions. It shall also be their duty to provide the fair linens and the elements of bread and wine for the celebration of the Holy Communion; to procure proper vestments and vessels; and to cause the alms and other offerings of the people to be gathered in decent basins provided for the purpose.

The Wardens shall have care that the Church Building be kept from all secular or other uses not authorized by or especially named in the Constitution and Canons; that it be kept in good repair and clean, and that the premises around be in proper order.

It is the duty of the Wardens to preserve order and decorum in and around the Church Building on all occasions whatever, and especially during the time of Divine Worship, and to admonish persons guilty of any unseemly levity or rudeness.

In case there is no Rector, or in case of the Rector's absence or inability to act, the Wardens according to seniority shall preside at all meetings of the Vestry and of the Parish.

. In case there shall be any member of the Clergy of the Church residing within the Parish who shall conduct himself or herself in such a way as is contrary to the rules of the Church, and unbecoming to the office, the Wardens shall in writing give notice thereof to the Ecclesiastical Authority.

**ARTICLE VII.**

**The Vestry**

See Canon 20 Section 2-5

**Section 1.** COMMENT: Allows less than 12 members The Vestry shall consist of the Rector (except at such times as there shall be no Rector of the Parish), the duly elected Wardens, and the duly elected members of Vestry. The Rector shall preside at all meetings of the Vestry at which he or she is present. In case of the Rector's absence from a meeting of the Vestry, or if there be no Rector, one of the Wardens (in the order of their seniority if both Wardens are present) shall preside at such meeting. The Vestry shall transact all the temporal business of the Parish; shall see that all things needful for the Public

Services are provided; shall collect and disburse all moneys due for Church purposes; shall provide that under officers be suitably appointed and faithfully discharge their duties; shall pay with punctuality and at intervals agreed upon the stipulated salaries of the Rector and others; shall inform themselves of all collections required by the Canons of the Diocese, and of assessments which may be imposed by the Convention, and take measures for the due and prompt liquidation of these obligations; and before the close of each fiscal year of the Diocese the Vestry shall collect as far as practicable, by subscriptions or otherwise, a sum sufficient to liquidate all the current expenses of the Parish.

The Vestry shall, at or before the Annual Parish Meeting, cause to be written and delivered to the Rector, or if there be none, to the Wardens a statement of the temporal condition of the Parish. At the Annual Parish Meeting the Rector or one of the Wardens shall, before the balloting for Wardens and members of Vestry, present and read said statement to the Parishioners there assembled, and afterward deliver it to the new Vestry, to be by them examined and duly recorded, and the original shall be placed on file with the Clerk as a part of the Parish records. The said statement shall set forth what money, lands or other property have been received during their time of office, and from what source, what money has been expended, and for what objects, and what property has been purchased, exchanged or mortgaged, and for what purposes.

Meetings of the Vestry may be called by order of the Rector, or in case of the Rector's absence or inability to act or if there be no Rector, by the Wardens, at any time expedient; and he, she, or they shall call such meeting, when requested in writing by a majority of the members of Vestry, which writing shall declare the object or objects of such meetings.

No meeting of a Vestry shall be held to be valid in which there shall not be present either the Rector or one Warden.

It shall be the duty of the Vestry of each Parish and of the Bishop's Committee of each mission to comply strictly with Canon 39, "Business Methods in Church Affairs."

## **ARTICLE VIII. Agents of the Vestry** See Canon 21 Sections 1-6 Diocese of Chicago

**Section 1.** A Clerk, a Parish Treasurer, and a Missionary Treasurer, who may or may not be members of Vestry, shall be annually elected by the Vestry to serve until their successors in office are chosen; provided that the same person may perform the duties of Treasurer and of Missionary Treasurer. It shall be the duty of the Clerk to attend all meetings of the Vestry, to take minutes of the proceedings, and when approved to enter and attest the same in the minute book; to preserve the Parish records; to attest the public acts of the Vestry; and to perform such other duties as may be assigned 30 131210057v2 4190 to him or her. The Clerk shall deliver into the hands of his or her successor all the books and papers relative to the affairs of the Parish which may be in the Clerk's possession.

It shall be the duty of the Parish Treasurer to receive all monies accruing to the Parish, other than monies referred to in Section 4 of this Canon, and to disburse the same as authorized by the Vestry.

COMMENT:Removes requirement for monthly statement. Each Treasurer shall present to the Vestry before the Annual Parish Meeting a full, accurate statement, accompanied with vouchers, of all monies received and paid since the Treasurer's last annual statement.

Each Treasurer, if not a member of Vestry, shall attend its meetings when requested, and be guided by its advice in all matters pertaining to the duties of the office, and be ready to answer all questions as to the state of the treasury; and the books and papers shall always be subject to the inspection of the Rector, the Wardens, or the Vestry in session.

Each Treasurer shall be bonded by the Parish or Mission.

## **ARTICLE IX. Parish Meetings and Elections** See Canon 22 Section 1-6 Diocese of Chicago

**Section 1.** COMMENT:Allows for meeting in Jan or Feb After the meeting for primary organization, each Parish shall meet annually, at such time in the month of January or February as the Rector, Wardens and Vestry may previously by vote appoint. Notice of the Annual Meeting of the Parish shall be given at the Services on the two Sundays next preceding such Annual Meeting, by the Rector, or if there be no Rector, by one of the Wardens.

At such meeting, in addition to other business which may be there transacted, Parishioners who are qualified and entitled to vote as prescribed and defined in this Canon, shall elect by ballot, by a plurality of votes, a Vestry, to consist of two Wardens and not less than three nor more than twelve members of Vestry, unless such Parish shall have adopted at a previous Annual Parish Meeting a plan for election of Wardens and Vestry on a rotating basis, as hereafter provided in this Canon, in which case there shall be elected by ballot, by a plurality of votes, such number of Wardens and Vestry as shall be required to succeed those whose terms of office have expired or to fill vacancies caused by death or resignation of those whose terms of office would not otherwise have expired. Wardens and members of Vestry shall be Communicants of the Church in good standing and shall be Parishioners who are qualified and entitled to vote as prescribed and defined in this Canon, and shall be of the age of sixteen years and upwards.

COMMENT: Allows flexibility for vestry terms A Plan for election of Wardens and Vestry on a rotating basis shall conform to the following provisions: 1a Members of Vestry shall be divided into two, three, or four classes, the terms of office of those of the first class to expire at the Annual Parish Meeting next ensuing after the first election of Vestry in classes; of the second class at the Annual Parish Meeting held one year thereafter; of the third class, if there be a third class, at the Annual Parish Meeting held two years thereafter; of the fourth class, if there be a fourth class, at the Annual Parish Meeting held three years thereafter; and at each Annual Parish Meeting thereafter members of Vestry shall be elected for full terms of two, three or four years, depending upon the number of classes of Vestry, to succeed those whose terms of office have expired.

1b The term of office of a member of Vestry elected or appointed to fill a vacancy in any class shall continue until the expiration of the term of such class as a whole. 1c Upon the expiration of the term of office of a member of Vestry such member shall not be eligible again to be elected or appointed a member of Vestry until the Annual Parish Meeting next succeeding the Annual Parish Meeting at which such member's term of office expired, except that if the term of office just expired was to fill a vacancy of less than two years duration, such member may be elected for a full term of office as a member of Vestry at the Annual Parish Meeting at which the vacancy term of office expired. A member of Vestry may, however, be elected to the office of Warden immediately upon the expiration of such member's term as member of Vestry. 1d The plan for the election of Vestry on a rotating basis shall provide that a Warden who has served as such for a number of terms, specified in the plan, not more than four years in the aggregate, shall not be eligible for reelection as a Warden or member of Vestry until the Annual Parish Meeting next succeeding the Annual Parish Meeting at which such Warden's term of office expired. Unless a plan for the election of Wardens and Vestry on a rotating basis is in effect, the terms of office of Warden and of Vestry shall expire at the Annual Parish Meeting next succeeding their election. 1e The term of office of a Warden elected or appointed to fill a vacancy shall continue until the end of the term for which the Warden whose place was filled was elected.

All vacancies in the Vestry may be filled by appointment by the Vestry with the consent of the Rector, or of either Warden if there be no Rector, or may be filled by election at a Special Meeting of the Parish; if not previously filled by appointment by either of the above methods by the time of the first Annual Meeting of the Parish following the occurrence of such vacancy, the same shall be filled by election at such Annual Meeting.

The Parishioners qualified to vote for Wardens and Vestry, and upon all questions coming before any Annual or Special Parish Meeting, shall be only the following: All baptized persons of the age of sixteen years and upwards, who regularly attend the public services of the Church in the Parish, and are recognized as members of the Parish by the Rector and at least one of the Wardens, or, if the Rector be not present, by the two Wardens, and whose names appear on the books of the Parish Treasurer as having contributed by pew rent, by pledge, by subscription or otherwise to the funds to meet the expenses or other obligations of the Parish during the six months immediately previous to the Meeting, it being understood that the pledge or obligation for such contributions shall have been incurred prior to the said six months; and in addition declare their willingness to conform to the Doctrine, Discipline and Worship of the Church.

At all Parish Meetings the Rector or Priest-in-Charge shall preside as Chair, or in the case of such absence or a vacancy, one of the Wardens. If no Warden is present, a Parishioner chosen at the Meeting shall preside. A Secretary and two or more Tellers shall be appointed by the Chair, and the result of the ballots for election shall be declared by the Chair and recorded by the Secretary before the adjournment of the Meeting. Ballots shall not be counted until at least one-half hour after the stated time for holding of the Meeting shall have elapsed. The Vestry shall be convened for organization and business as soon as practicable after the election.

Special Parish Meetings may be called by the Rector at any time, and shall be called by the Rector, or, if there be no Rector, by the Wardens, upon the written request either of a majority of the Vestry or of not less

than twenty Parishioners who are qualified and entitled to vote as prescribed and defined in this Canon. Notice of the Special Parish Meeting and its purpose shall be given at the Sunday Morning Services next before the proposed meeting by the Rector, or, if there be no Rector, by one of the Wardens.

The direction of Parishioners to the Vestry with respect to changing the name of a Parish as provided in the Canon “The Corporation and Vestry,” or with respect to the sale or encumbrance of real estate owned by the Parish, as provided in the Canon, “The Sale and Encumbrance of Real Estate,” may be given by vote taken at any Annual or Special Meeting of the Parish, or may be given by written consents or directions mailed or delivered to the Clerk of the Parish and signed by the Parishioners then qualified and entitled to vote for Wardens and Vestry as prescribed and defined in this Canon.

The Parishioners qualified to vote for Wardens and Vestry as prescribed and defined in the Canons are hereby declared to be the Congregation of the Parish for all statutory and other legal purposes.

#### ARTICLE X. The Church Building

See Canon 23 Section 1 Diocese of Chicago

The Church Building or other place of worship belonging to any Parish or Mission may be opened for all Services, Rites, Ceremonies, or other purposes authorized or approved of, either by the Church in the United States of America, or the Church of this Diocese, represented by the Ecclesiastical Authority thereof, and for none other purposes whatsoever, at such times as the Clergy, or when there is no Clergy, the Wardens, may deem proper. No member of the Clergy in charge of a Parish or Mission, or in case of absence or inability to act or if there be no member of the Clergy, no Wardens, members of Vestry, or other officers, shall permit any person to officiate therein without sufficient evidence of such person’s having been duly licensed by the Ecclesiastical Authority to minister in this Church, of which evidence, if there be doubt, the Ecclesiastical Authority shall be the judge; nor shall any member of the Clergy of this Church who may be under inhibition or judicial sentence in any Diocese be permitted to officiate therein.

#### ARTICLE XI. A Quorum

At all duly called Meetings of the Parish, twenty-nine Parishioners qualified to vote for Wardens and Vestry ~~men~~ as herein prescribed and defined shall constitute a quorum.

In all other cases in which a Canon of the Diocese of Chicago directs a duty to be performed, or a power to be exercised, by the Vestry or any body consisting of several members, a majority of the members thereof, the whole having been duly called to meet, shall be a quorum; and a majority of the quorum so convened shall be competent to act.

The Presiding Officer of any such body shall not abate nor be excluded from ~~his~~ voting ~~privilege as a member by reason of his being entirely as any other member~~, and may in addition give a casting vote in the case of a tie.

#### ARTICLE XII. Sale or ~~E~~ncumbrance of Real Estate

See Canon 24 Diocese of Chicago

No real estate owned by the Parish shall be sold or encumbered, except in the following manner:

First—The adoption of a resolution by the Vestry providing for the sale or encumbrance of specific real estate, together with provision, if desired, for the entering into of a

contract in relation thereto, but subject to the direction and consent provided for in items “Second” and “Third” hereof;

Second—Direction by two-thirds of the Parishioners entitled to vote as prescribed and defined in the Canon, “Parish Meetings and Elections,” to the Vestry to take or cause to be taken the necessary steps to effectuate the sale or encumbrance; and Third—The granting of written consent to the sale or encumbrance by the Ecclesiastical Authority, acting with the advice and consent of the Standing Committee. The request of the Parish to the Ecclesiastical Authority for such consent shall be accompanied by (1) a copy of the Vestry resolution provided for in item “First” duly certified by the Clerk of the Vestry and (2) other documentary evidence showing that the direction provided for in item “Second” has been duly and canonically obtained. Note (Canon 24)\\The 2/3 voting required in the “Second” clause above is a vote of all Parishioners, not just 2/3 of those present at the meeting.

### ARTICLE XIII. Amendments

This Constitution may be amended in any manner consistent with the Constitution and Canons of the Protestant Episcopal Church in the United States and the Constitution and Canons of the Diocese of Chicago, either at the Annual Meeting of this Parish or at any Special Meeting thereof called for that purpose, provided, however, that no amendment shall be voted upon unless it shall have been submitted to the Vestry and approved by a majority of the whole number thereof at a meeting held at least one week prior to such meeting of the Parish. The scope of any proposed amendment shall be announced and the text thereof made available to the Parishioners at least one week prior to the convening of a Parish Meeting called to consider such proposed amendment.