

CONSTITUTION **OF** **SAINT JAMES' CHURCH** **JACKSON, MISSISSIPPI**

Compiled Version, Effective as of November 15, 2015

ARTICLE I **TITLE**

The corporate title of this Parish is Saint James' Church, Jackson, Mississippi.

ARTICLE II **AUTHORITY**

St. James' Church acknowledges the authority of the Church in the Diocese of Mississippi and of the Episcopal Church in the United States of America.

ARTICLE III **PARISH AND VESTRY**

SECTION 1. There shall be two Wardens, a Senior Warden and a Junior Warden, and fifteen member of the Vestry, all of whom shall be at least twenty-one (21) years of age and communicants of St. James' Church, Jackson, Mississippi. The Wardens and Vestry, with the Rector, shall constitute the Vestry of the Parish, and shall transact all temporal business of the Parish in accordance with and under the authority of the Canons of the Episcopal Church in the Diocese of Mississippi.

SECTION 2. The Senior Warden and Junior Warden shall be nominated by the Rector and the Vestry for a term of two (2) years. The Junior Warden shall become the nominee for Senior Warden at the end of the Junior Warden's term. The Senior Warden and Junior Warden shall be elected by the Congregation at the annual Parish meeting for a term of two (2) years. The Senior Warden and Junior Warden shall be ineligible for re-election for a period of three (3) years. If the office of Senior Warden becomes vacant, the Junior Warden shall succeed to that office. If the office of Junior Warden becomes vacant, the Vestry may fill the vacancy.

SECTION 3. At the annual Parish meeting, five (5) adults will be elected to serve on the Vestry for a period of three (3) years to replace those whose terms are expiring. The maximum time which may be served continuously on the Vestry by virtue of Parish election of Vestry appointment is three (3) years. After any person has served the three (3) year maximum time allowable, a period of three (3) years must elapse before he/she is eligible for re-election or re-appointment. The foregoing limitation shall not apply to service on the Vestry in the capacity of Senior or Junior Warden.

SECTION 4. Nominations for the five (5) members of the Vestry to be elected each year shall be made by a nominating committee composed of the Senior Warden, the Junior Warden, the Rector, the five (5) Vestry members whose terms are expiring, and two eligible voting members of the Parish at-large who are not serving on the Vestry, which two (2) at-large members shall be selected by the Vestry. No fewer than two nominations for each Vestry position shall be made by the nominating committee. Before placing any person's name in nomination, the nominating committee shall contact such person in advance of the annual Parish meeting to determine if such person will agree to serve, attend meetings and faithfully perform the duties of

the office. No one shall be nominated who is unwilling to make such an agreement. Nominations may also be made from the floor, but no person shall be nominated unless such nominee has agreed in advance of the meeting to serve, attend meetings and faithfully perform the duties of the office. No one shall be nominated who is unwilling to make such an agreement. Nominations may also be made from the floor, but no person shall be nominated unless such nominee has agreed in advance of the meeting to serve, attend meetings and faithfully perform the duties of the office; and the nominator shall so state to the meeting at the time of nomination.

SECTION 5. The election of the five (5) members of the Vestry by the Congregation at the annual Parish meeting shall be by secret ballot.

SECTION 6. On all elections for positions on the Vestry of the Parish, the five (5) nominees receiving the highest number of votes on the first ballot for said office shall be declared elected. If under this provision, two or more nominees for the fourth or fifth Vestry positions only receive the same number of votes on the first ballot, then all of said nominees receiving the same number of votes shall be placed on the second ballot for the election of the fourth or fifth Vestry position, as applicable. The nominee(s) receiving the highest number of votes on a succeeding ballot shall be declared elected up to a maximum of five (5) positions to be elected to the Vestry.

Vacancies occurring on the Vestry may be filled by majority vote of the Vestry.

A meeting of the Vestry to be valid shall have present either the Rector, or, in the case of the Rector's absence or inability to act, one of the Wardens and at least eight (8) other members of the Vestry. In case of the vacancy in the office of or the absence of the Rector and both Wardens, a meeting shall be valid when at least nine (9) members of the vestry are present. In which case a presiding officer shall be chosen.

ARTICLE IV **THE RECTOR**

SECTION 1. Whenever the cure of the Parish becomes vacant the Senior Warden shall, without delay, give notice thereof to the Bishop in the manner prescribed by the canons of the Diocese. No election of a Rector shall be had until the name of the cleric proposed for election has been made known to the Bishop, if there be one, and sufficient time, not exceeding thirty days, has been given to the Bishop to communicate with the Vestry thereon, nor until such communication, if made within that period, has been considered by the Vestry at a meeting duly called and held for that purpose. A majority of the Vestry shall have the full power and authority to elect a Rector for the Parish.

SECTION 2. The Rector shall perform all duties and assume all responsibilities imposed upon the office by the Constitution and Canons of the General Church and of the Diocese of Mississippi, and by the accepted custom and usage of the Church.

ARTICLE V **THE CLERK AND TREASURER**

SECTION 1. A Parish Clerk and a Parish Treasurer, who may or may not be members of the Vestry, shall be appointed by the Vestry to serve for such period of time as may be fixed by the Vestry.

SECTION 2. A Parish Clerk and the Parish Treasurer shall perform such duties as are imposed upon their offices under the provisions of the Canons of the Diocese of Mississippi.

SECTION 3. There may be appointed an assistant to the clerk and/or an assistant to the Treasurer at the discretion of the Vestry.

ARTICLE VI PARISH MEETINGS

SECTION 1. There shall be held annually during the month of November, or as soon thereafter as practical, the date certain to be selected by the Vestry, a Parish meeting, at which meeting the election of Wardens and members of the Vestry shall be held. At the annual Parish meeting reports of the officers of the Parish shall be read.

SECTION 2. The Rector, or in the Rector's absence either of the Wardens, shall give written notice to the congregation of the annual Parish meeting at least two (2) weeks prior thereto. A special meeting of the Parish may be called by the Rector, or in the Rector's absence by either of the Wardens, or in their absence by at least five (5) members of the Vestry, by giving due notice in the same manner.

SECTION 3. In all elections and Parish meetings, those qualified to vote shall be persons at least sixteen (16) years of age, communicants of the Parish, and who have regularly contributed to the support of the Parish during the twelve months next before the day they offer to vote.

SECTION 4. At all Parish meetings, whether annual, special or otherwise, the personal presence of one hundred (100) persons qualified to vote shall constitute a quorum.

SECTION 5. At all Parish meetings, whether annual, special or otherwise, votes shall be personally cast by the individual qualified to vote. No proxy or other grant shall be recognized.

SECTION 6. At any special meeting, the purposes of the meeting shall be limited to those matters described in the notice of the meeting. No other business shall be transacted at such meeting.

SECTION 7. Any person qualified to vote at the annual meeting may request that a matter of interest to St. James' Parish be included in the agenda of the annual meeting. Such request must be submitted in writing to the Rector or the Senior Warden not less than forty-five (45) days prior to the annual meeting. Any matter so submitted shall be considered by the Rector and by the Vestry and the same shall be placed on the annual meeting agenda if either the Rector or the Vestry (by majority vote) determines the requested matter should be placed thereon.

The Vestry may establish rules for conduct of annual meeting.

The annual meeting agenda shall be published and disseminated to the Parish at large not less than one (1) week prior to the annual meeting.

The provisions of this section 7 may be waived by affirmative vote of two-thirds (2/3) of all qualified voters attending the annual meeting.

ARTICLE VII DELEGATES TO THE COUNCIL

The Vestry shall have full power and authority to select and appoint the Delegates and Alternates to the annual Diocesan Council meeting. Such appointments shall be made known to the Communicants by notice given by the Rector, or in his absence by either of the Wardens, at some occasion of public service at least one (1) week preceding the annual meeting of the Council.

ARTICLE VIII ORGANIZATIONS

SECTION 1. No organization shall be created within, or associated with, the Parish without the permission and approval of the Rector. If the cure is vacant, the permission and approval of the Bishop will be necessary

SECTION 2. All organizations within the Parish shall submit to the annual Parish meeting a financial report and a report of their work during the past year. A yearly financial report of said organizations shall be given to the Treasurer of the Parish on or before the 8th day of January of the following year.

ARTICLE IX AMENDMENTS

Whenever it is deemed necessary to change, alter or amend this Constitution, the proposed change, alteration or amendment shall first be submitted to the Vestry for approval. If the Vestry so approves, the Rector, upon such approval, shall then mail immediately a copy of the proposal to the Bishop of this Diocese for the Bishop's approval; if this is given, the Rector shall call a meeting of the Parish as provided in Article VI, Section 2, of this Constitution. A copy of the proposed change, alteration or amendment shall be mailed to each qualified voter of the Parish with the notification of the meeting so called. If said change, alteration or amendment shall be approved by the Vestry and the Bishop of the Diocese and be favorable to two-thirds (2/3) of the qualified voters present at the meeting, it shall then become a part of this Constitution and not otherwise.

ARTICLE X ADOPTION

This Constitution shall be in force and effect immediately upon its adoption.