



EPISCOPAL DIOCESE  
of Rhode Island

## STANDING COMMITTEE

# BYLAWS CHECKLIST

Bylaws Checklist for \_\_\_\_\_

Insert name of Parish

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
Insert date

Bylaws are those rules and regulations enacted by a parish to provide a framework for its operation and management. They are key to the organization's structure and its decision-making processes. It is a recommended and acceptable practice for a parish to review its bylaws every 6 – 10 years as well as to post a link to its bylaws on its website.

### Directions:

1. Use this checklist as a guide to develop / review your parish's bylaws. In the columns labeled "Yes" and "No", indicate the page and paragraph where addressed. If "No" is checked, please explain your rationale.
2. The intent is to provide guidelines for language and information about areas generally covered in bylaws.
3. Correct grammatical content and format are the responsibility of the parish.
4. If you are changing your parish's current bylaws, ~~strike through~~ the section of text that you are changing; If you are adding text to your parish's bylaws, highlight in **RED** the text that you are adding.
5. Unless otherwise noted to the contrary, "mission" may be used to replace "parish;" "priest-in-charge" may be used to replace "vicar" or "rector"; and "vestry" may be replaced by "bishop's committee." For illustration purposes, "parish" and "rector" are used throughout this document.
6. Consider using a percentage rather than a specific number when defining the quorum required for a specific meeting.
7. References to specific canons are included in the **Standard** column as follows:
  - a. \**Canons of the Episcopal Church* (2015 Edition) are cited as, for example CEC I.17.6 (a) meaning
    - i. *Canons of the Episcopal Church*, Title I, Canon 17, Section 6, subsection (a)
  - b. \*\**Canons of the Diocese of Rhode Island* (2010) are cited as, for example CEDRI X.10.13 meaning
  - c. *Canons of the Episcopal Diocese of Rhode Island*, Canon 10, Section 13
8. Submit this checklist along with your parish's bylaws to *Bishop's Office, 275 N. Main St., Providence, RI 02903*) for Bishop Knisely's review, the chancellor's review, and the standing committee's review / approval at least three (3) months in advance of the date on which they are needed to be voted upon by your congregation.

<i>Item</i>	<i>Yes; indicate page and paragraph where addressed</i>	<i>No; explain rationale</i>	<i>Standard</i>
1			<b>Incorporated in the State of Rhode Island</b> [CEDRI 10.5]
			Do the bylaws reflect that the parish is incorporated as a nonprofit religious corporation in the State of Rhode Island? ( <i>NOTE: questions about Articles of Incorporation should be referred to the diocesan office.</i> )
2			<b>Parish is a member of the Episcopal Diocese of Rhode Island</b> [CEDRI 10.9]
			Do the bylaws state that all activities of the parish shall forever be in conformity and compliance with the doctrines, disciplines, and worship of the Episcopal Church and this diocese?
3			<b>Membership</b> [CEC I.17.1 (a), (b) & CEDRI 10.14]
			Do the bylaws provide that all those persons who have received the Sacrament of Holy Baptism with water in the name of the Father and of the Son and of the Holy Spirit, and whose baptism has been recorded in the parish's register are members of the parish?
4			Do the bylaws provide that all persons confirmed or received in the Episcopal Church whose confirmation or reception is duly recorded in the parish's register are members of the parish?
5			Do the bylaws state that members sixteen years of age and over are to be considered adult members of the parish? (NB: cannot be more restrictive)
6			<b>Meetings</b> (CEDRI 10.13)
			Do the bylaws state that notice of every meeting of the parish shall include the date, time, and location of the meeting?
7			Do the bylaws require that notice of each meeting shall be mailed / emailed to members not less than twenty (20) days prior to a meeting?
8			Do the bylaws require that results of elections / special or annual meetings be posted in a conspicuous place on the parish's premises within seven (7) days after the election / special or annual meeting?

<i>Item</i>	<i>Yes; indicate page and paragraph where addressed</i>	<i>No; explain rationale</i>	<i>Standard</i>
9			<b>Voting</b> (CEDRI 10.15)
			Do the bylaws provide that all persons who are adult communicants whose names have been registered on the parish register prior to such meeting shall be entitled to vote?
10			<i>(Optional)</i> Do the bylaws have additional requirements for eligibility to vote, not to exceed a six (6) month registration requirement or other commitment or stated pledge, act of donation, or work of charity satisfactory to the vestry? If so, what?
11			<i>(Optional, see #10)</i> If included, do the bylaws provide that such additional requirement(s) for eligibility to vote shall not be effective until after six months of adoption?
12			<i>(Optional)</i> Do the bylaws require nominations for election to the vestry, or other proposals to be acted upon at a meeting, to be submitted to the clerk [secretary] in writing, before a specified date, prior to the meeting?
13			Do the bylaws limit each member of the parish to one (1) vote?
14			Do the bylaws contain a provision prohibiting voting by proxy or absentee ballot?
15			<b>Voting List</b> (CEDRI 10.16)
			Do the bylaws provide that upon the written request of any fifteen (15) members who are qualified to vote made at least ten (10) days prior to an annual meeting the priest-in-charge, or a warden shall, within five (5) days after receipt of such request, post in a conspicuous place on the-parish's premises a certified list of communicants in good standing?
16			Do the bylaws require that said list be retained, with election records by the clerk [secretary]?
17			<b>The Vestry</b> (CEC I, 14.1-3 and CEDRI 10.10)
			Do the bylaws state that the vestry shall be subject to the laws of Rhode Island, the Articles of Incorporation, and the bylaws of the parish?

<i>Item</i>	<i>Yes; indicate page and paragraph where addressed</i>	<i>No; explain rationale</i>	<i>Standard</i>
18			Do the bylaws state that the vestry shall be the Board of Directors of the corporation?
19			Do the bylaws state that the vestry shall have temporal power over the activities and affairs of the corporation?
20			Do the bylaws contain the provision that the rector shall be an <i>ex officio</i> voting member of the vestry?
21			Do the bylaws provide that the vestry has the power to fill any vacancy or vacancies in the vestry?
22			Do the bylaws state that the vestry has the power to call special meetings of the parish?
23			Do the bylaws state that the vestry may delegate its management of temporal corporate activity so long as the corporation's activities, affairs and powers remain under the ultimate direction of the vestry?
24			<b>Number in Vestry (CEDRI 10.11)</b>
			Do the bylaws state the number of members of the vestry?
25			Do the bylaws include a requirement that the majority of the vestry shall be communicants in good standing registered in the parish?
26			Do the bylaws include a requirement that all members of the vestry shall be baptized persons?
27			<i>(Optional)</i> Do the bylaws allow the number of actual members of the vestry to be variable in number? If so, do the Articles of Incorporation so provide?
28			<i>(Optional)</i> Do the bylaws permit the vestry <b>or</b> members of the parish to determine the actual number of members in the vestry?
29			<b>Vacancy in the Position of Rector (CEDRI 10.23)</b>
			Do the bylaws require notification to the bishop by the wardens when the position of rector becomes vacant?

<i>Item</i>	<i>Yes; indicate page and paragraph where addressed</i>	<i>No; explain rationale</i>	<i>Standard</i>
30			Do the bylaws require that the wardens consult with the bishop in the selection and election of a new rector?
31			<b>Election of a Rector</b> (CEDRI 10.24)
			Do the bylaws contain the requirement that the parish's rector be approved by the bishop and elected by not less than a ¾ vote of the members of the vestry?
32			Do the bylaws provide for additional requirements for election of a new rector?
33			<b>Selection of an Assistant Minister</b> (CEDRI 10.25)
			Do the bylaws require that the rector consult with the bishop to confirm a list of candidates for assistant minister, from which rector shall present the nominated person to the vestry?
34			Do the bylaws require that the vestry must approve the appointment by a majority affirmative vote?
35			Do the bylaws require that the employment of the assistant minister be subject to the Canons of the Diocese and that the terms be incorporated into a written agreement?
36			Do the bylaws require that notice of the appointment be signed by the wardens and sent to the bishop within ten (10) days of the election?
37			Do the bylaws provide that the bishop's satisfaction of the appointment shall be sent to and recorded by the Secretary of the Diocese?
38			<b>Non-Stipendiary Assistants</b> (CEDRI 10.26)
			Do the bylaws allow for the rector to appoint, with the prior written approval of the bishop, one or more non-stipendiary assistants from among the clergy canonically resident in the Diocese or who are in good standing and currently licensed to officiate in the Diocese?
39			<b>Rector's Authority</b> (CEDRI 10.27)
			Do the bylaws include a statement that the rector's authority shall be defined by the rubrics of the Book of Common Prayer, the Constitution and Canons of the Episcopal Church and of the Diocese, as well as the bishop?

<i>Item</i>	<i>Yes; indicate page and paragraph where addressed</i>	<i>No; explain rationale</i>	<i>Standard</i>
40			Do the bylaws define the rector's duties and rights to direct all matters relating to public worship and the liturgy of the church for the parish?
41			Do the bylaws state that the rector shall be entitled to use and control of the parish's buildings for the purposes of his or her office?
42			Do the bylaws include the statement that the rector shall have the right to vote at all meetings?
43			<b>Corporate Officers</b> (CEDRI 10.20)
			Do the bylaws require that the corporate officers of the parish shall consist of the rector who shall be the president, the senior warden, the junior warden, the clerk or secretary, and the treasurer?
44			<b>Wardens</b> (CEDRI 10.18)
			Do the bylaws contain a requirement that the vestry include a senior warden and a junior warden, and that both be communicants in good standing, and members of the vestry?
45			Do the bylaws include a provision that the senior warden or junior warden shall preside at vestry meetings in the absence of the rector?
46			Do the bylaws contain a statement that no action shall be taken at a vestry meeting in the absence of the rector or a warden?
47			<b>Other Officers</b> (CEDRI 10.19)
			Do the bylaws require that all "other officers" be elected at annual meetings or organizational vestry meetings following the annual meeting?
48			Do the bylaws require that officers shall serve until their replacement is elected?
49			Do the bylaws contain a statement that other officers may be appointed by the vestry and that appointees need not be members of the vestry?
50			Do the bylaws require that the treasurer be bonded with a surety of an amount approved by the vestry?
			<b>Election Results</b> (CEDRI X, 10.17)

<i>Item</i>	<i>Yes; indicate page and paragraph where addressed</i>	<i>No; explain rationale</i>	<i>Standard</i>
51			Do the bylaws require that results of elections for wardens, members of the vestry, delegates to the convention, their alternates, the treasurer, and clerk [secretary] be forwarded to the bishop within fifteen (15) days of the election?
			<b>Business Practices</b> (CEDRI 15.1)
52			Do the bylaws contain a statement that the vestry shall not transfer or encumber real property, or any part thereof without first obtaining written consent of the bishop and the standing committee?
53			Do the bylaws contain a statement that the parish shall not become liable in respect of any indebtedness, without first obtaining the written consent of the bishop and the standing committee.
			<b>Reports</b> (CEDRI 10.22)
54			Do the bylaws require that the parish, through its rector or, if none, its wardens, prepare annual reports for each preceding year ending December 31?
55			Do the bylaws require the report be in the form prescribed by the General Convention and contain the information as required by the Canons of the Episcopal Church?
56			Do the bylaws require that the report be sent to the bishop, in duplicate, by no later than March 1?
			<b>Register</b> (CEDRI 10.21)
57			Do the bylaws contain a statement requiring the parish to maintain a parish register, kept by the rector or if no rector, a warden?
58			Do the bylaws require that the register record all activity of the parish as set forth in Canon 10.21:
59			Do the bylaws require that this register be available to the bishop at all times and at all reasonable times for inspection by the vestry, the bishop or the bishop's designee?
60			<b>Indemnification</b> (see CEDRI XVIII)
			<b>Merger or Dissolution</b> (CEDRI 10.28)

<i>Item</i>	<i>Yes; indicate page and paragraph where addressed</i>	<i>No; explain rationale</i>	<i>Standard</i>
61			Do the bylaws contain a statement regarding the process for merger or dissolution of the parish?
62			Do the bylaws require the prior written approval of the bishop with respect to dissolution?
63			Do the bylaws require a written plan for the dissolution?
64			<b>Amendments to the Bylaws (CEDRI 10.29)</b>
			Do the bylaws require the written approval of the bishop and standing committee for any amendment to a bylaw?
65			Do the bylaws require the parish to provide the bishop and standing committee a full statement of the reason for the amendment?

\*The Constitution & Canons of the Episcopal Church may be accessed and viewed by going to the following link: <https://www.generalconvention.org/publications#CandC>

\*\*The Constitution & Canons of the Diocese of Rhode Island may be accessed and viewed by going to the following link: <https://www.episcopalri.org/diocesan-constitution-and-canons/>