

**Bylaws
of the Parish of
The Episcopal Church of All Saints and Ascension
St. Louis, Missouri**

ARTICLE I- THE PARISH

Section 1. Purpose and Mission Statement. We are worshipping Christians, servants of Christ, seeking to develop a deeper relationship with God; seeking to create an open, caring, and learning community that is an extended family in Christ; seeking to reach out with God’s love to members of our immediate church family, to the Diocese of Missouri and to the community at-large, spreading the Gospel of the Lord to the aged, infirmed, widowed, orphans, sick and suffering, poor, oppressed, unemployed, destitute, prisoners and captives, as faithful stewards of God’s abundance.

Section 2. History. All Saints Episcopal Church is the oldest African American Episcopal Church west of the Mississippi river. It began as a Sunday school in 1874. Shortly thereafter All Saints became a mission, and in 1883 All Saints officially became a Parish. The Church relocated several times throughout its history, services being lovingly held at “the old church” located at Garrison and Locust until 1957 when the Church move to Kingshighway Blvd. and Terry Ave.

The Church of Ascension began in 1887 from a little group of women who decided to build a church. For many years the Church located at Cates and Goodfellow, after being consecrated in 1889 and admitted to the convention in 1890, became a Parish. In 1953, the Holy Apostle Episcopal Church was merged with Ascension Episcopal Church. In 1999 Ascension became a Mission Church and eventually moved to 4520 Lucas & Hunt Road.

In 2016, both churches, in an effort to continue their long service to their respective congregations and service to the community at-large, in continued support for such things as the Ascension and All Saint’s food pantries; the All Saints’ Music & Art Village and the Ascension Gospel Jubilee; the Community Children’s Choir; and other community outreach programs, decided to come together as one congregation, one Parish, one Church to continue God’s work.

Section 3. Principal Offices. The Church is located at 4520 Lucas & Hunt Road, St. Louis County, Missouri, 63121. Until otherwise ordered by the Vestry, the address of the principal office of the Parish shall be 4520 Lucas & Hunt Road, St. Louis County, Missouri 63121, where there shall be kept a corporate seal, corporate, church, financial, business, legal, policy and other documents and/or records relating to the conduct, mission and/or purpose of the Parish, its governing body and/or membership.

Section 4. Relationship. These Bylaws are adopted pursuant and subject to the Constitution and Canons of the Diocese of Missouri for the government and support of the Parish and the acquisition, management and disposal of its property.

Section 5. Terminology. These Bylaws shall be broadly construed to include the singular and plural, as well as the masculine and feminine, concerning the interpretation of any words used herein.

Wherever the term Canon is used the reference shall be to the Canons of the Diocese of Missouri, or the Canons of the Protestant Episcopal Church in the United States of America.

Section 6. Incorporation. This Parish is a Missouri Benevolent Organization, pursuant to **Chapter 352 et. seq. RSMo.** The Vestry has adopted the article of incorporation and bylaws, its amendment(s) and/or revision(s), which include provisions for the government of the Parish, and the management, acquisition and disposal of the Parish property in accordance with those provisions set forth in Canon IV 4, Section 5.

ARTICLE II- MEMBERSHIP

Section 1. Membership. A Member of The Episcopal Church of All Saints and Ascension shall initially consist of the combined memberships of the former All Saints and Ascension Episcopal Churches at the time of the coming together of the two (2) congregations, and thereafter, shall consist of all baptized persons registered in this Parish, or persons who have received the Sacraments of the Holy Baptism with water, in the name of the Father, and the Son, and the Holy Spirt, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in the congregation's Register of Church Membership.

Section 2. Communicants. Shall be members of the Episcopal Church in this Diocese who has received Holy Communion in the Church, in this Diocese, or in some other part of the Episcopal Church, or in a Church in communion with the Episcopal Church, at least three (3) times in the preceding year.

Section 3. Confirmed Member. Shall be a member who has been confirmed as defined by the Canons of the General Convention.

Section 4. Electors. Shall be all communicants, members and confirmed members in "good standing" who are at least 16 years of age and who have been a registered member of the Parish for not less than six (6) months prior to the time of an election. The Rector/Priest-In-Charge of the Parish shall be the initial judge of the standing of the Parish members.

Section 5. Letters of Transfer.

- a. **Receipt.** The Rector/Priest-I-Charge or the Senior Warden receiving a Letter of Transfer showing such person to be a communicant of another Episcopal parish shall then place the name of such person on the register of the Parish as a communicant. A person transferring from a non-Episcopal Church shall be placed on the register as a Member.
- b. **Issue.** The Rector/Priest-In-Charge or the Senior Warden shall issue a Letter of Transfer when requested by a member and such person's name shall be concurrently removed from the register of the Parish.

ARTICLE III- MEETING OF MEMBER

Section 1. Annual Parish Meeting. Pursuant to the provision of the Diocesan Canons, the annual Parish meeting of the congregation shall be held in January of each year. The congregation, gathering in its Annual Meeting, shall (1). receive reports from the Rector/Priest-In-Charge, the Vestry, Treasurer, any Standing Committees, and other organizations and/or groups of the congregation; (2). shall elect members of the Vestry whose terms have expired, or who need to be replaced due to any vacancy(ies), lay delegates and their alternates to the Diocesan Convention; and (3). shall transact other such business as may come before said congregation at said meeting.

Section 2. Special Meetings. A Special Meeting of the congregation may be called and held as provided by the Canon.

Section 3. Place of Meeting. Meetings of the members shall be held at the principal office unless otherwise directed in the notice of said meeting.

Section 4. Notice of Parish Meeting. Notice of the place, time and purpose of the annual and semi-annual Parish meetings of the members shall be given publicly on an occasion of Divine Worship at a principal Service on a Sunday at least one week in advance of the date of said meeting.

Section 5. Quorum. A quorum at the first annual Parish meeting of the Members, at the time of or after the coming together of the former All Saints and Ascension Episcopal Churches, shall be one-fourth (1/4) of those communicants of each congregation as reflected in the last Parochial Report. Thereafter, a quorum at the annual Parish meeting of the Members shall be one-fourth (1/4) of those communicants reflected in the last Parochial Report.

ARTICLE IV- VESTRY

Section 1. Qualification. Vestry members shall be a qualified Electors who shall have been members of the congregation/Parish for not less than one (1) year prior to be considered for election to the Vestry.

Section 2. Number of Members. Vestry shall consist of no less than seven (7) and no more than twelve (17) elected members. If the Elector of the Parish at the Annual Meeting in any year determine that a different number of elected members shall constitute the Vestry in accordance with the applicable Diocesan Canons, this section and other related sections of these bylaws shall be deemed to be so amended.

Section 3. Term of Office. The term of office for members of Vestry shall be staggered three (3) year terms. No Vestry member who has served a complete term shall be eligible for re-election to the Vestry until the expiration of one (1) year, unless special dispensation is given by the Bishop in accordance with the Canons.

Section 4. Nominations. Candidates for election to the Vestry shall be chosen in the following manner.

- a. A nominating committee consisting of the outgoing class of the Vestry and three (3) members-at-large, elected at the Annual Parish meeting shall report the candidates to the Vestry not later than the December regular meeting of the Vestry.
- b. The Vestry shall recommend the number of candidates to be nominated to fill the expired terms. The nominating committee shall solicit names of qualified candidates from the Parish for nomination as members of the Vestry and as diocesan delegates. The consent of all nominees shall be secured prior to nomination. The committee shall provide a written slate of Vestry nominees and diocesan delegate nominees to each Elector in the Parish at least 14 days in advance of the Annual Meeting
- c. Additional nominations may be made by an Elector from the floor at the Annual Meeting with the prior consent of the nominee, if the nominee meets the qualifications for Vestry membership.

Section 5. Election. The election of the vestry members shall be by ballot of the Electors at the Annual Meeting. The Electors shall cast one (1) vote for each vacancy and the election shall be determined by a plurality. If required, a tie vote shall be settled by a subsequent vote(s) of the Electors. The Electors may by unanimous consent suspend the provision of this section and authorize the presiding secretary to cast votes for one or more specified candidate(s).

Section 6. Resignation, Termination, Disability, Vacancy. Any member of the Vestry may resign by giving written notice to the Presiding Officer of the Vestry. An individual who is no longer an Elector shall cease to serve on the Vestry. A Vestry member shall be removed for the inability or failure to perform the duties of office. Unexcused absence from three (3) successive regular meetings of the Vestry by a Vestry member may be considered by the elected Vestry as grounds/cause for removal and termination of office. Removal from office shall be by two-thirds (2/3) vote of the elected Vestry.

Section 7. Meeting. As soon as practicable following the adjournment of the Annual Parish Meeting, the elected Vestry members shall meet for the purpose of organization, the election of officers, and for the transaction of such other business of the Parish that may be brought before the Vestry. Notice shall be given for such meeting. Thereafter, regular meetings of the Vestry shall be held monthly, but not less than ten (10) times each year, at a place and time decided by the Vestry. Special meetings of the Vestry may be called by the Rector/Priest-In-Charge, or other Presiding Officer of the Vestry, or at the request of any three (3) Vestry members after proper notice. Vestry meeting shall be opened to all parishioners as observers.

Section 8. Notice. Notice of regular meetings of the Vestry shall be given in advance to each member in the most efficient, practicable and effective method/ manner as possible.

Section 9. Presiding Officer. The Rector/Priest-In-Charge shall preside at all meetings of the Vestry, unless the Rector/Priest-In-Charge is ill, disabled, absent, or if there is no Rector/Priest-In-Charge, or at the request and consent of the Rector/Priest-In-Charge, the acting Presiding Officer shall be the Senior Warden, or if the Senior Warden is absent then the Junior Warden or if the Junior Warden is absent, then the Vestry shall elect its Presiding Officer from among its members.

Section 10. Quorum. A quorum of the Vestry for the transaction of Parish business shall be a majority of all the elected members thereof and shall be considered to be a valid meeting of the Vestry for the purposes of conducting/transacting the business of the Parish, except that less than a majority may adjourn such meeting from time-to-time until a quorum is present.

Section 11. Voting. A vote by the majority of the Vestry members present at any valid meeting shall be the act of the Vestry except as may be otherwise specifically provided. Voting shall be by appropriate means as shall be decided by the Vestry from time-to-time. No proxy voting shall be permitted. The Rector/Priest-In-Charge shall not vote except in the case of tie vote. If voting is by telephone, email, the internet or some other electronic devices/means, each Vestry member must be included in said vote and any such must vote must be unanimous.

Section 12. Duties.

a. The duties and responsibilities of the Vestry shall be to take charge of the property and/or assets of the Parish, attend to and regulate all its temporal concerns, provide for the support of the Rector/Priest-In-Charge, and in the case of the Rector/Priest-In-Charge disability, death, retirement, resignation or removal, with the advice and consent of the Bishop, to obtain a replacement as soon as possible and in general, to act as helpers to the Rector/Priest-In-Charge in whatever is appropriate to the laity, for furtherance of the Gospel and Mission of this Parish; it being understood always that the spiritual concerns and “best interest” of the Parish are under the exclusive direction of the Rector/Priest-In-Charge, in subordination to the Ecclesiastical Authority and Laws of the Diocese.

b. The Vestry shall be the fiduciary, agent and legal representative of the Parish in all things and matters concerning its corporate duties and responsibilities, and proper management of the Parish’s property/assets. No mortgage, encumbrances, acquisition or conveyance of any interest in real property belonging to, or that may be acquired by the Parish shall be made without two-thirds (2/3) affirmative vote of the Vestry, and the prior written approval of the Bishop, by and with the advice and consent of the Standing Committee of the Diocese.

c. The Vestry shall, at each Annual Meeting of the Parish, make a full report to the membership of its proceedings and a complete statement of the financial condition of the Parish.

Section 13. Officer and Duties

a. **Senior Warden.** The Senior Warden shall be appointed annually from the Vestry by the Rector/Priest-In-Charge. If the Parish is without a Rector/Priest-In-Charge, the Vestry shall elect from its members a Senior Warden. The Senior Warden shall have the general charge and supervision of all matters concerning the church appropriate to the laity and the Vestry, and such other duties as the Vestry may assign or delegate. The Senior Warden may be appointed by the Rector/Priest-In-Charge to preside at all or part of any Vestry meeting. In the absence, illness or consent of the Rector/Priest-In-Charge, or during a vacancy in the rectorship; the Senior Warden shall preside at meetings of the Vestry and of the Parish; arrange for the conducting of all regular services of worship and maintenance of Parish activities; and keep the Parish Register as required by Canons of the General Convention and Diocese. The Senior Warden, as soon as possible, shall notify the Bishop of a vacancy in the rectorship.

b. **Junior Warden.** The Junior Warden shall be elected annually by the Vestry from its members. The Junior Warden shall assist the Senior Warden and the Rector/Priest-In-Charge, and shall act in the absence of the Senior Warden. The Junior Warden may have general supervision of the Parish buildings, grounds and facilities, and such duties as the Vestry may assign or delegate.

c. **Secretary. Annually,** the Vestry shall elect from among the Electors a Secretary, who need not be a member of the Vestry, but in the case, shall not have the right to vote on matters coming before the Vestry. The Secretary shall not serve a term of office exceeding five (5) consecutive years, unless special dispensation to serve longer is approved by the Vestry. The Secretary shall record the minutes of all Vestry and Parish meetings; shall present for approval said minutes of said meetings to either the Vestry or the Parish when/where applicable; shall be the custodian of records, including but not limited to the custodian of similar important legal documents; have charge of the Minute Book of the Parish and papers/document of the Vestry; shall assure that there is on file at the parish office a copy of the Articles of Incorporation, the Bylaws, the corporate Seal; and shall perform such other duties as assigned and delegated by the Vestry.

d. **Treasurer.** the Vestry shall elect from among the Electors a Treasurer, who need not be a member of the Vestry, but in the case, shall not have the right to vote on matters coming before the Vestry. The Treasurer shall not serve a term of office exceeding five (5) consecutive years, unless special dispensation to serve longer is approved by the Vestry. The Treasurer shall perform all those duties incidental to the office of Treasurer and assigned or directed by the Vestry. The Treasurer shall keep, or have kept, accurate ledgers and complete books of accounts of all money, securities, bank accounts, property, assets received, and all obligations, liabilities paid and incurred for or on behalf of the Parish in accordance with general acceptable accounting principles and practice. The Treasurer shall have supervision over the process for the depositing of all funds in the name of and to the credit of the Parish in such depositories as may be designated by the Vestry. The Treasurer shall have responsibility for the disbursement of the funds of the Parish as may be ordered or authorized by the Vestry, and shall be an eligible cosigner on all banking transactions. The Treasurer shall be a member and Chairperson of the Finance Committee.

e. **Assistant Treasurer.** the Vestry shall elect from among the Electors an Assistant Treasurer, who need not be a member of the Vestry, but in the case, shall not have the right to vote on matters coming before the Vestry. The Assistant Treasurer shall not serve a term of office exceeding five (5) consecutive years, unless special dispensation to serve longer is approved by the Vestry. The Assistant Treasurer shall act in the absence of the Treasurer, and perform such duties as may be assigned and delegated by the Vestry or Treasurer. The Assistant Treasurer shall be a member of the Finance Committee.

Section 14. Employees and Agents. The Vestry shall hire and retain, at their pleasure, with the advice of the Rector/Priest-In-Charge, such "at-will" employees and agents as deemed necessary from time-to-time under such terms and conditions as may be agreed upon.

ARTICLE V- RECTOR

Section 1. Election. The Rector/Priest-In-Charge shall be elected by a majority of the Vestry at a meeting duly convened for the purpose, or at a regular scheduled meeting of the elected Vestry; provided that at least two-thirds (2/3) of the elected Vestry member are present. The search for and selection of a Rector/Priest-In-Charge shall be in compliance with the Canons of the Church.

Section 2. Duties.

a. The Rector/Priest-In-Charge shall have the exclusive control of the worship and spiritual concerns and jurisdiction of the congregation and Parish, and other duties as set forth by these Bylaws, and such religious matters consistent with the vows of a cleric subject and in accordance with the rubrics of ***The Book Of Common Prayer***, the Canons of the Church, and the counsel of the Bishop.

b. The Rector/Priest-In-Charge shall serve as an ***ex officio*** member of the Vestry and all standing committees.

c. The Rector/Priest-In-Charge, with the advice and consent of simple majority of the Vestry, shall appoint such other officers, agents or employees of the Parish as he/she and the Vestry may deem in the "best interest" of the Parish. The compensation and term(s) of employment of any employee of the Parish shall be fixed and/or determined by the vestry, unless otherwise provided herein.

d. The Rector/Priest-In-Charge shall preside at all meetings of the Parish and the Vestry, but shall have a vote only in the case of a tie vote regarding matters of the Parish.

Section 3. Resignation. The Rector/Priest-In-Charge may not resign from the Parish without the consent of the Vestry except as provided by the Canons of the Diocese and General Convention.

Section 4. Other Clergy. The Rector/Priest-In-Charge, with the consent of the Vestry, may appoint additional clergy whose duties shall be those directed by the Rector/Priest-In-Charge consistent with ecclesiastical authority.

ARTICLE VI- PROPERTY AND FUNDS

Section 1. Depositories. All general operating funds and restricted funds used for day-to-day operation of the Parish shall be deposited in any federally insured/guaranteed financial/money institution or a Diocesan Corporation under an agency or custodianship agreement, not to be withdrawn therefrom, in whole or in part, without the written consent of two (2) persons authorized by the Vestry, or deposited in a safe deposit vault access to which shall be had by two (2) persons so authorized by the Vestry in writing.

Section 2. Real Estate. The real property of the Parish shall not be conveyed, acquired, encumbered, or mortgaged except as provided in the duties of the Vestry as contained in Article IV, section 12, (a), (b) and (c) of these Bylaws, and with the written consent of the Bishop and the Standing Committee of the Diocese.

Section 3. Non-Real Estate. The non- real property of the Parish shall not be conveyed, acquired, encumbered, or mortgaged except as provided in the duties of the Vestry as contained in Article IV, section 12, (a), (b) and (c) of these Bylaws and the Canons of the Diocese.

Section 4. Parish Funds and Securities.

a. **General Funds.** All monies received by or on behalf of the Parish shall be deposited in one or more operating checking accounts, in any federally insured/guaranteed financial/money institution, as shall be directed by the Vestry, and any general funds not currently needed shall be invested, pursuant to section (b) herein, from time-to-time as directed by the Vestry on the advice of the Treasurer.

b. **Investment Funds.** As directed by the Vestry, all gifts and bequests of money, monies to be invested, and securities not made and received as an endowment or for a specific purpose shall be deposited, invested or reinvested in one or more interest bearing bank trust accounts. Any income derived therefrom and the principal thereof may be withdrawn, liquidated, sold by or at the direction of the Vestry, and used for Parish's needs/purposes with the approval of the Vestry.

c. **Endowment Funds.** The Memorial Endowment Fund, Deferred Maintenance Funds, Trust Funds, Permanent Funds, all Endowments from/of Ascension Episcopal Church, and all securities belonging to the Parish shall be deposited with the Diocesan Corporation or a federally or state regulated and insured investment agency. No funds or securities deposited in these funds may be withdrawn without Vestry approval. The Memorial Endowment Fund, Deferred Maintenance Funds, and all Endowments from/of Ascension Episcopal Church are to be managed in perpetuity as true endowments. Only income generated by these funds shall be available for transfer into the general operating funds/accounts to be use towards general budgeted items of the Parish. However, in the event that the Parish is in such dire financial circumstances as to threaten is viability and/or existence as a continuing Parish, the Vestry may use both income and principal of the endowments towards the operating needs of the Parish.

Section 5. Audit. All financial, investment and/or bank accounts, including all endowment funds, shall be audited, as required by Title I, Canon 7 of the Episcopal Church (***Of Business Methods in Church Affairs***). No member of the Vestry, the Finance Committee, or the team of weekly tellers shall be allowed to participate in the audit. A copy of the Auditor's Certificate and report shall be provided to Vestry and a copy sent to the office of the Diocese of Missouri by July 1, of each year covering the financial report of the previous fiscal year.

Section 6. Fiscal Year. The fiscal year for all of the Parish Funds and temporal/secular business matters/functions shall be the same as the calendar year, beginning January 1, and ending December 31, of each year.

Section 7. Bonding. The Treasurer and all other custodians of the Parish's Funds, accounts and/or monies, shall be adequately bonded in accordance with the Canons of the Episcopal Church. This excludes from bonding the managing of funds and/or accounts which do not exceed \$500.00 at any time during the fiscal year,

Section 8. Inventory. During the month of December of each year, a physical inventory shall be made of all church properties to be presented at the Annual Parish Meeting. A committee for this purpose shall be appointed by the Vestry.

ARTICLE VII- LAY DELEGATIONS TO CONVENTIONS

Section 1. Qualifications. Lay Delegates or Alternate delegates to the Diocesan Convention shall be confirmed adult lay Communicants in good standing, who have been members of the Parish for at least one (1) year. No Candidate for Holy Order shall be admitted as a Lay Delegate o any Convention.

Section 2. Election. Lay Delegates or Alternate delegates to the Diocesan Convention shall be elected at the Annual Meeting of the Parish in the same manner as the election of the Vestry members. The Senior Warden shall be a delegate to the Diocesan Convention.

Section 3. Credentials. One of the Wardens or the Secretary shall evidence/certify the appointment of the Lay Delegate(s) by a written certificate. The certificate shall be forwarded to the Secretary of the Convention at least thirty (30) days before the meeting of the Convention.

Section 4. Duties. The Lay delegates shall represent the Parish in all matters concerning the Diocesan Convention. Lay delegates who are not members of the Vestry shall have a seat on the Vestry for the purpose of reporting Diocesan matters of the Convention, but shall have no Vestry privileges. Such delegates shall not be counted towards a quorum, nor shall they have a vote on the Vestry.

Section 5. Expenses. Provisions shall be made by the Vestry for the reasonable expenses of the Lay Delegates and Clergy from the Parish incurred while attending the Convention. No Delegate shall be reimbursed for any compensation, obligation, opportunity or allowances, of any kind, lost or incurred by reason of participating/attending the Convention.

Section 6. Vacancies. Any vacancies of Lay Delegates shall be filled by the Rector/Priest-In-Charge first from the elected alternates, and if no alternate is available, then from the qualified members of the Parish.

ARTICLE VIII- COMMITTEES

Section 1. Establishment of Committees. The Vestry may by resolution establish standing or temporary committees whose duties and functions shall be defined by the establishment resolution. Each committee shall serve at the pleasure of the Rector/Priest-In-Charge. The chairperson of each committee shall be named by the Senior Warden with the consent of the Rector/Priest-In-Charge, unless specifically set forth/set out in these Bylaws. The members of each committee shall be appointed by the committee chairperson with the consent of the Rector/Priest-In-Charge and Vestry, unless specifically set forth/set out in these Bylaws. Each committee shall adjourn indefinitely at the time of the retirement of the authorizing Vestry.

Section 2. Standing Committees.

a. **Nominating Committee.** The Committee shall be composed of the Rector/Priest-In-Charge, those members of the Vestry whose term shall expire at the upcoming Annual Meeting of the Parish and who are not eligible to run for re-election to the Vestry, and non-Vestry Elector appointed by the Senior Warden. At the October Vestry meeting, or the Vestry meeting before or after, the Senior Warden shall appoint the Chairperson of said committee. The Committee shall solicit names and develop a written list/slate of qualified candidates to be nominated, from the Parish membership, to be submitted to the Vestry to be elected to serve on the Vestry and to act/serve as diocesan delegates. The Committee shall submit said slate of candidates at least 14 days in advance to the upcoming Annual Meeting.

b. **Finance Committee.** The Finance Committee shall develop and recommend the Parish financial policies and procedures for the Vestry's approval and assist the Treasurer and Vestry in the development of an annual Parish budget. The committee shall consist of the Treasurer, Assistant Treasurer, at least one (1) Vestry member, and any other Electors appointed by the Presiding Officer of the Vestry. The Chairperson of the Finance Committee (Director of Finance) shall be the Treasurer. The Chairperson shall have general supervision of the financial affairs of the Parish, and supervise the authorization of the disbursement of all monies via a voucher system.

ARTICLE IX- AMENDMENTS AND REVISIONS

Each Vestry shall have the power to amend, revise and/or repeal, in whole or in part, the Bylaws as necessary for the effective and efficient discharge of its duties and responsibilities. Adoption of such amendment(s) and/or revision(s) shall be by two-thirds (2/3) affirmative vote of the Vestry at two (2) successive meetings and by two-third (2/3) vote of the Elector of the Parish at an Annual or Special Meeting. Amendment(s), revision(s) and/or repeal(s) adopted by the Elector shall be in effect, upon approval by the Standing Committee of the Diocese.

ARTICLE X- SUPREMACY

In the instance where these Bylaws are inconsistent with the Constitution and Canons of the Diocese or General Convention, the provisions of the Constitution or Canons shall prevail/govern/supersede. In such an instance all other provision of the Bylaws not inconsistent with the Constitution or Canons shall remain in full force and effect.

ARTICLE XI- PAR and PLIAMENTARY AUTHORITY

The current edition of **Robert's Rules of Order** shall be the authority for all procedures of the Parish, including all Vestry and Parish meetings, and all questions of Parliamentary Laws, unless in conflict with these Bylaws, the Canons of the Diocese, or with the laws of the State of Missouri.