

SUMMARY REPORT OF SPECIAL COMMITTEE ON GOVERNANCE

Saint Michael and All Angels

Vestry Town Hall Meeting ~ September 17, 2006

On July 19, 2006, the Special Committee on Governance submitted its report to the Vestry. The Vestry acted on several recommendations contained in the Report as follows:

The Special Committee on Governance consisted of George Coleman, Chair, Ronald Brown, Anne Leary, Charles Sartain and Janis Wells.

1. Actions by Vestry on recommendations to ensure a transparent method for electing Vestry members and diocesan convention delegates.

At the July 19, 2006 meeting, the Vestry adopted the following election procedures for the annual elections of Vestry Members and delegates. The Election Procedures can be found on the SMAA website at the Vestry page under Town Hall Meeting, Voting Procedures. The Procedures must be read in connection with the Bylaws, which contain numerous provisions regarding the annual meeting, the nomination process, and eligibility for election. Rather than restate the Bylaws provisions in the Election Procedures, a supplement to the Bylaws was produced which is to be read together with the Bylaws.

The Election Procedures address both nominating procedures and voting procedures. A summary of the nominating procedures are:

- Provide for the annual meeting on the third Sunday in February or other date in February selected by the Vestry that is at least 30 days after a special or regular Vestry meeting in January.
- Nominating Committee is to be formed in early October and sends a notice via a parish publication that they are soliciting nominees.
- Nominating Committee submits a list of 5-8 nominees to the Vestry and twice the number of delegates to be seated at Convention to the Vestry at its January regular or special meeting. The Vestry selects five nominees for Vestry, approves the Nominating Committee selections of Convention Delegates and immediately publishes a notice of the nominees after the Vestry meeting.
- Members of the Parish entitled to vote at the annual meeting may obtain Nomination Petitions to nominate other persons for the Vestry or the Convention. Candidates must be qualified and consent to be nominated. Completed Nomination Petitions must be presented to the Senior Warden at least 18 days before the meeting.
- The Nominations Petition must be signed by the nominating person, the nominee and by 20 supporters who are also members of the Parish.

- A publication shall be mailed at least 16 days before the meeting listing the names and biographical information of the nominees of the Vestry and those submitted by Nomination Petitions.

Voting procedures address the rules to be followed at the annual meeting. They are summarized:

- No write-ins or nominations from the floor are permitted.
- Pre-printed ballots will contain the names of all nominees.
- Voters must sign the ballot and will be checked against an official list prepared by the business office at least 10 days before the meeting.
- All ballots must be cast for the exact number to be elected.
- Proxy voting is prohibited, but remote polling locations may be set up within the church.
- An election judge and his or her assistants will certify the vote.
- Run-offs will be conducted as necessary to obtain an election in all categories.
- Vestry members must be elected by a majority of votes cast in each round of voting.
- Convention delegates will be elected by plurality vote, and the top 12 (or such number of delegates we are permitted) will become delegates and the next 12 will be the alternates in the order of votes received.

2. Actions by Vestry on recommendations to revise existing Bylaws of the Parish.

At the July 19, 2006 meeting, the Vestry approved revisions to the Bylaws of the Church. The Amendments were recommended after a review of the Bylaws in light of (i) canonical requirements, (ii) consistency, (iii) correlation to present methods of operating, (iv) committee compositions; (v) correcting errors, and (vi) defining the relationship between the Vestry and the various Parish organizations and corporations. Copies of the amended and restated Bylaws may be found on the SMAA website at the Vestry page under Town Hall Meeting, Bylaws.

There are 12 principal changes which are summarized as follows:

- Sections 2.01 and 2.02 – conform members and voting criteria to the Canons.
- Section 3.10. – deletes the list of agenda items and conform the information to be presented to the annual meeting to canonical requirements and current practices.
- Section 4.01 – defining the power of the Vestry to include Church and Diocesan constitution and canonical requirements.

- Section 4.02 – clarifying that each Vestry member must be elected by a majority vote and providing authority for the Vestry to create election procedures.
- Section 4.05 – allowing Vestry action by unanimous consent to be sent by email.
- Section 4.07.7 – clarifying that because the Senior Warden is appointed by the Rector, he or she cannot be removed by the Vestry.
- Section 4.09 – adding that the Rector may participate in debate at Vestry meetings, which is the custom.
- Section 5.02 – widening the group that selects the at-large member of the Nominating Committee; also adding the custom that the Nominating Committee may submit up to eight names to the Vestry.
- Article VI – adding a new section on Parish Organization, including how they are created and their rights and duties.
- Article VII – adding a new article on Parish Corporations, including how they are created and their rights and duties.
- Article X – expands indemnification rights to all Vestry members and officers (instead of just the Treasurer).
- Article XIII – Definitions. These are consistent with the Canons of the Church.