

**THE CONSTITUTION  
OF THE CHURCH OF THE TRANSFIGURATION  
PALOS PARK, ILLINOIS**

*Revised and Adopted by the Annual Parish Meeting, January 28, 2007*

**ARTICLE I**

**Title, Location, and Purpose**

Section 1. Title. The name of this corporation shall be "The Rector, Wardens and Vestry of The Church of the Transfiguration" (Hereinafter called "Transfiguration.")

Section 2. Location. The location of the principal office of the corporation shall be in the Village of Palos Park, County of Cook, and State of Illinois.

Section 3. Purpose. The purpose of the corporation is to conduct services and carry on all other religious, educational and community matters according to Rules and Usages of the Protestant Episcopal Church in the United States of America in the Diocese of Chicago.

**ARTICLE II**

**The Canons**

Transfiguration accedes to the Constitution and Canons, Doctrine, Discipline and Worship of the Protestant Episcopal Church in the United States of America, and to the Constitution and Canons of the Diocese of Chicago, Illinois and acknowledges their authority.

**ARTICLE III**

**The Parish**

Section 1. The parishioners of Transfiguration qualified to vote under the provisions of Article III, Section 2 of this Constitution are declared to be the congregation of the Parish of Transfiguration for all statutory and other legal purposes.

Section 2. The parishioners qualified to vote for Wardens and members of the Vestry and upon all questions coming before the congregation at any Annual Meeting or Special Meeting thereof shall be only the following:

All baptized persons male or female of age sixteen years and upwards, who regularly attend the Public Services of Transfiguration and are recognized as members of the Parish by the Rector and at least one of the Wardens, or if there be no Rector present by the two Wardens and whose names appear on the books of the Parish Treasurer as having contributed by pledge, subscription, or otherwise, to the funds to meet the expenses or other obligations of the Congregation 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 who, in addition, declare themselves conscientiously attached to the Doctrine, Discipline, and Worship of the Church.

**ARTICLE IV**

**Meetings of the Parish**

Section 1. Annual Meeting. The Annual Meeting of the Parish shall be held in the month of January of each calendar year as the Rector, Wardens and members of the Vestry may previously by vote appoint, with due and sufficient time, however, in each case being allowed for the Treasurer to close the parish books and make financial reports to the Vestry as required, respectively, by Section 2 of Article VI and by Section 4 of Article VII of this Constitution.

Section 2. Notice. Public notice of the Annual Meeting shall be given from the Chancel on the two Sundays preceding such Annual Meeting by the Rector or if there be no Rector, by one of the Wardens.

Section 3. Special Parish Meetings. Special Parish Meetings of the congregation 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 written request of a majority of the Vestry or of not less than twenty of the parishioners who are qualified and entitled to vote under Article III herein.

Section 4. Notice of Special Parish Meetings. Notice of Special Parish Meetings and their purpose shall be given at the Sunday morning service by the Rector immediately preceding the Meeting, or, if there be no Rector, by one of the Wardens. Such Meetings may be adjourned from time to time by a vote of voting members present though less than a quorum.

Section 5. Place of Meetings. All Annual and Special Meetings of the Parish shall be held at the principal office of the corporation unless otherwise specified in the notice of the Meeting.

Section 6. Quorum. At all duly called Parish Meetings, a number of legal voters of the Parish equal to twice the total number of Vestry members plus one shall constitute a quorum, except as otherwise provided in the Canons.

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 any body consisting of several members, a majority of said members 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, unless the contrary is expressly required by the Constitution or Canons.

Section 7. Conduct of Meetings. At all Parish Meetings, the Rector shall preside as Chairman, or in the case of his or her absence or a vacancy, one of the Wardens shall preside. If no Warden is present a parishioner chosen by the Meeting shall preside. The Clerk of the Corporation shall serve as Secretary of the Meetings. In the absence of the Clerk the Chairman shall appoint a Secretary.

At any Parish Meeting at which a vote of parishioners will be taken, two tellers shall be appointed by the Chairman and the result of the ballots for election shall be declared by the Chairman 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 the Meeting and all qualified persons present have had due opportunity to cast their ballot. Each member chosen on the Vestry shall be notified by the Secretary of his or her election and the new Vestry shall be convened for organization and business as soon as possible as practicable after the election. Voting by proxy shall not be permitted.

## **Article V**

### **Nomination and Election of Wardens and Members of the Vestry**

Section 1. Appointment of Nominating Committee. At least sixty days before the Annual Meeting in January, the Rector, after consultation with the Wardens, shall appoint a Nominating Committee. The Nominating Committee shall be selected from among the retiring members of the Vestry and Wardens and at least one member of the Parish at large and shall have the duty of nominating candidates for election to the Vestry and as Wardens. The appointment of the Nominating Committee shall be announced to the Parish at least sixty days prior to the Annual Meeting. The Rector shall call for and consider other recommendations for the Nominating Committee as may be submitted by members of the Parish.

Section 2. Warden and Vestry Nominations. Nominations for Wardens and members of the Vestry made by the Nominating Committee shall be published to the Parish at least three weeks before the Annual Meeting. To enable consideration of other nominations from the Parish at large, nominations for Wardens and members of the Vestry may also be made by any member of the Parish qualified to vote at the Annual Meeting, provided each nomination is submitted in writing, with the consent of the nominee, to the Clerk of the Vestry, at least two weeks prior to the Annual Meeting. The names of all persons nominated by members of the Parish shall be published or posted prior to the Annual Meeting. In addition to the above nomination procedures, nominations for Wardens and members of the Vestry may be made, with the consent of the nominee, from the floor at the Annual Meeting.

Section 3. Voting. At the Annual Meeting, in addition to other business which may be there transacted, the parishioners who are qualified and entitled to vote as prescribed and defined in Article III, Section 2, shall elect by ballot, by a plurality of votes, a Vestry, who shall be baptized members of the Church in good standing, consisting of two Wardens and twelve members of the Vestry provided that the Wardens and members of the Vestry shall be members of the Parish who are qualified and entitled to vote, as defined in Article III, Section 2 of this Constitution.

Section 4. Vestry Terms. To effect the election of the twelve members of the Vestry with three-year overlapping terms, there shall be three classes of four persons each who shall be elected for a term of three years. A class shall consist of four members of the Vestry except when vacancies are caused by unfinished terms; provided, however, that any person appointed to fill any unfinished term shall be a member of the same class as the member of the Vestry whose term was unfinished. At each Annual Meeting, parishioners shall vote to replace members of the Vestry class whose terms are expiring. Wardens shall be elected to two-year terms and may serve as Wardens a maximum of four contiguous years.

In addition to the twelve regular members of the Vestry, one Youth Representative may be elected by parishioners at each Annual Meeting to serve a one-year term on the Vestry with voice and vote. The Youth Representative must meet the same eligibility requirements as other Vestry members, and normally is nominated by the Youth Group.

Upon the expiration of the term of office of a member of the Vestry, or in the case of Wardens upon completing four contiguous year of service as a Warden, he or she shall not be eligible again to be elected or appointed a member of the Vestry or a Warden until the Annual Parish Meeting next succeeding the Annual Parish Meeting at which his or her term of office expired, except, if the term of office just expired was to fill a vacancy of less than two years' duration, the member of the Vestry may be elected for a full term of office at the Annual Parish Meeting at which the vacancy term of office expired. A member of the Vestry may, however, be elected to the office of Warden immediately upon the expiration of his or her term of office as a member of the Vestry.

Section 5. Vacancies and Unfinished Terms. Any vacancy or unfinished term among the Wardens and members of the Vestry may be filled by appointment by the Vestry, with the consent of the Rector or with the consent 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.

## **Article VI**

### **Wardens and Vestry**

Section 1. The Constituency. The Vestry shall consist of the Rector (except at such times as there shall be no Rector of the Parish), the Wardens, and the members of the 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.

Section 2. Powers and Duties. The Vestry shall transact all the temporal business of the Parish, including any and all activities related to the Parish; the Vestry shall collect and disburse all moneys due for church and related purposes; shall pay with punctuality and at the intervals agreed upon the stipulated salaries of the Rector and others; shall inform themselves of all collections required by the Canons of the Diocese, shall determine the amount of contributions made by the Parish to the Diocese and shall take measures for the due and prompt liquidation of these obligations; and before the close of each fiscal year of the Diocese, shall collect as far as practicable, by subscriptions or otherwise, a sum sufficient to liquidate all current expenses of the Parish.

The Vestry shall, at or before the Annual Meeting, cause to be written and delivered to the Rector, or if there be none, to the Wardens, a full, accurate and faithful statement of the temporal condition of the Parish, including any and all reports related to the Parish, financial or otherwise. At the Annual Meeting the Rector, on one of the Wardens, shall, before the balloting for Wardens and members of the Vestry, present said statement to the Parishioners there assembled. The original is placed on file with the Clerk as a part of the Parish records. Said statement shall declare what money, or other property have been received during the previous year, 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. As soon as practical following the Annual Meeting, the Vestry will engage the services of a licensed public accountant or accounting firm to examine the books and financial statements to certify the accuracy and completeness of financial reports presented at the Annual Meeting.

Section 3. Meetings of the Vestry. Meetings of the Vestry may be called by order of the Rector, or in case of his or her absence or inability to act, or if there be no Rector, by the Wardens at any time that he, she or they may deem it expedient, and he, she or they shall call such meetings when requested in writing by a majority of the members of the Vestry, which writing shall declare the object or objects of such meetings. No meeting of the Vestry shall be held to be valid in which there shall not be present either the Rector or one Warden.

Section 4. Quorum. A majority of the members of the Vestry shall constitute a quorum and a majority of the quorum so convened shall be competent to act, unless otherwise expressly required by the Constitution or Canons.

Section 5. Wardens. There shall be two Wardens in the Church 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.

Section 6. Duties of Wardens. The Wardens shall see that the Church is duly provided with a Bible containing the Old and New Testaments and the other Books commonly called Apocrypha, as authorized by the General Convention, and Prayer Books and Hymnals of proper sizes and of the standard editions, for the Lectern, Prayer Desks and Altar. It shall be their duty to provide Fair Linens and the elements of bread and wine for the celebration of the Holy Communion, to procure cassocks, surplices, and stoles in proper number, and to gather the alms and other offerings of the people in decent basins provided for the purpose.

The Wardens shall see that Church buildings are kept from all secular and other uses not authorized by or especially named in the Constitution and Canons; that they 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 buildings on all occasions whatever, and especially during the time of Divine Worship, and to admonish persons guilty of any inappropriate behavior.

In case there is no Rector, or in case of his or her 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 Clergy of the Church residing within the Parish or in the Parish's employ in any capacity who shall conduct himself or herself in such a way as is contrary to the Rules of said Church and unbecoming to his or her office, the Wardens shall in writing give notice thereof to the Bishop of the Diocese or to the Ecclesiastical Authority, if there be no Bishop.

Section 7. Indemnification. The Corporation shall indemnify the Rector, Wardens, Vestry Members and Officers of the Vestry to the full extent permitted by the General Not for Profit Corporation Act of the State of Illinois and the Vestry shall be authorized to purchase insurance for such indemnification to the full extent it determines prudent.

## **ARTICLE VII**

### **Clergy**

Section 1. The Rector. The Rector shall be elected and all other Clergy of the Parish shall be appointed, as provided in the Diocese of Chicago.

Section 2. Curate. The Rector may nominate to the Vestry for its approval such person as he or she may deem qualified as Curate or Assistant after first securing the approval of the Ecclesiastical Authority for the selection of such candidate.

Section 3. Authority of Rector. The Rector shall have, by virtue of his or her office, the exclusive charge and care of all the spiritual concerns, music and ritual observances of the Parish, subject and answerable only to the Bishop.

He or she shall at all times have access to the Church buildings and shall be entitled to open the same as he or she may deem proper for the Celebration of the Holy Eucharist, for Public and Common Prayer, for Catechetical or other religious instruction, for marriages, baptisms, burials, and all other rites and ceremonies authorized by the Church or by the Ecclesiastical Authority of the Diocese.

He or she shall have full direction and control of all guilds, societies and associations within the Parish. He or she may call meetings of the Vestry and congregation as he or she shall deem proper in accordance with this Constitution and is entitled to speak and vote on all questions before these bodies except for his or her successor. He or she shall call a meeting of the Vestry when requested to do so by a majority of the members of the same. He or she shall be an ex-officio member of all Commissions or standing committees within the Parish.

The Rector shall have direction and control of the Sunday School and all other educational programs operated by the Parish. He or she shall order the books and systems of instruction and the libraries of the Sunday and other Schools, 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 godchildren, and shall himself or herself 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.

He or she shall also give a 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. Registers and Report by Rector. A register shall be kept in which shall be specified the name and date of birth of children baptized, with the names of the sponsors and parents, the names and adults baptized, and the witnesses, the names, ages, and residences of parties married, and the names of at least two witnesses of the marriage, and the place where the marriage was solemnized, which record shall be signed, if practicable, by the parties married and by at least two witnesses of the marriage, the names of the persons buried and the place of interment, and also the time when each rite was performed. Such register shall also contain a list of the communicants, with their addresses, which shall embrace all within the congregation, as nearly as can be ascertained, with incidents of removal, death, or discipline, or change of name by marriage, and also a list of the families and individuals, as far as practicable and also an accurate list of the persons confirmed from time to time by the Bishop. The register shall be kept by the Rector and shall be preserved as a part of the records of the Parish. It shall be available for the inspection and use of the Wardens and members of the Vestry whenever so desired in connection with any of their duties and obligations as Wardens and members of the Vestry.

Communicants shall cease to be enumerated in the register only when they have died, have been excommunicated, been transferred to some other Clergy's care by Commendatory Letter, or had their names removed from the register as provided in the Canons of the Diocese of Chicago, provided, however, that if any communicant has removed without such letter, his or her name may be omitted from the whole number after the expiration of two years.

A report of the Parish shall be prepared annually for the year ending December 31 preceding, upon the blank form adopted by the General Convention, and shall be sent not later than February 1 to the proper Ecclesiastical Authority. The preparation and delivery of the report shall be the joint duty of the Rector and Vestry. The report shall include the following information: (1) the number of baptisms, confirmations, marriages and burials during the year; the total number of baptized persons and communicants at the time of the report; (2) a summary of all receipts and expenditures, from whatever source derived, and for whatever purpose used; and (3) a statement of the property held by the Parish, whether real or personal, with an appraisal of its value, together with a statement of the indebtedness of the Parish, if any, and the amount of insurance carried.

## **ARTICLE VIII**

### **Officers of the Vestry**

Section 1. Officers. A Clerk and a Parish Treasurer, who may or may not be members of the Vestry, shall be annually elected by the Vestry each February to serve for a term of one year or until their successors in the office are chosen. Any such officer may be removed by the Vestry and a successor elected at any time.

Section 2. Clerk. It shall be the duty of the Clerk to attend all meetings of the Vestry; to take minutes of their proceedings, and, when approved by the Vestry, to enter and attest the same in the minute book; to preserve their journals and records, to attest the public acts of the Vestry and perform such other duties as may be assigned to him or her.

Section 3. Parish Treasurer. It shall be the duty of the Parish Treasurer to receive all monies collected under the authority of the Vestry, the reception and disbursement of which is not otherwise provided for, and to disburse the same as authorized by the Vestry. He or she shall also receive all other offerings for extra-parochial purposes and transmit the same to the proper beneficiaries.

Section 4. Treasurer Reports and Duties. The Treasurer shall present to the Vestry before the Annual Meeting a full, accurate statement of all moneys received and paid by him or her since the last annual statement.

The Treasurer, if not a member of the Vestry, shall attend its meetings when requested by the Vestry and be guided by its advice in all matters pertaining to the duties of his or her office and be ready to answer all questions as to the state of the treasury; and all his or her books and papers shall always be subject to the inspection of the Rector, the Wardens, or any member of the Vestry. The Treasurer shall be bonded by the Parish as shall any other persons entrusted by the Parish with the handling of money or negotiable securities.

## **ARTICLE IX**

### **Committees**

Section 1. Committee Appointment and Structure. The Rector shall from time to time appoint committees of three or more members. Committees are charged with carrying out specific aspects of the religious, educational and other purposes of the corporation. The appointment of a committee shall be in writing and shall identify the committee's purpose, term and members. Committees exist solely at the Rector's discretion. At least one member of the Vestry shall be a member of each committee.

Section 2. Duties. Each committee shall report to the Rector and the Vestry and shall have the duties and responsibilities described by the Rector and the Vestry. Each committee and organization shall report of its receipts and expenditures at the Annual Meeting. Parish organizations or committees may raise funds with the approval of the Vestry.

Section 3. Committee Chairpersons. Committee chairpersons shall be appointed by the Rector for a three-year term. The chairperson may or may not be a member of the Vestry. The Rector may modify the above terms of office if it is appropriate to do so.

## **ARTICLE X**

### **General**

Section 1. This Constitution does not supersede the Constitution or any of the Canons of the Diocese of Chicago, with which they are thought to be entirely consistent but, if any inconsistency exists, the Constitution and Canons as they presently exist or may hereafter be amended shall govern. This Constitution supersedes all inconsistent resolutions and actions adopted or taken at any Parish Meeting or Vestry Meeting of the Parish prior to their adoption.

## **ARTICLE XI**

### **Amendments**

Section 1. This Constitution may be amended at any Annual or Special Parish Meeting by the vote of two-thirds of the members present and entitled to vote, provided that the amendments proposed at any such Meeting shall have first been drafted and submitted to the Vestry at least ten (10) days in advance of the Meeting for the Vestry's approval.

Section 2. No amendment shall ever be made which shall in any degree release this Parish from its allegiance to the authority of the Episcopal Church in the United States of America, or the Diocese, nor which shall deduct anything from the qualifications required for eligibility to the office of Rector, or from the rights of the Rector as they may be defined by the General Convention of the Church and the Constitution and Canons of the Diocese.