

## Elizabeth C. Callard

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January 18, 2009

Andrew Cooley, Rector  
St. Mark's Episcopal Church  
Durango, Colorado  
By e-mail to: andrewc@stmarksdurango.com

Dear Father Cooley,

As discussed at the last Vestry meeting, I am writing to summarize significant differences between St. Mark's previous By-Laws and the By-Laws recently approved by the Vestry.

The newly approved By-Laws have been patterned on a template made available by the Diocese of Colorado. This template was not mandatory, however, and after discussions held during the drafting process, I think it is fair to say that the recently approved By-Laws incorporate a blend of provisions/suggestions from the template and the provisions of St. Mark's previous By-Laws.

By borrowing from the Diocesan template, we were able to provide for the use of modern technology to improve options for communication between and participation by Vestry members, increase clarity regarding certain Parish procedures that were not well defined in the previous By-Laws, define more clearly the rolls of Parish officers, and include provisions governing the Endowment Committee within the By-Laws.

For the most part, such changes and inclusions do not substantively change the way the Parish will function; rather the changes allow for administrative flexibility that was not possible when the previous By-Laws were drafted and provide clarification, based on existing Parish practices, of some gray areas in the previous By-Laws.

Some areas in which substantive changes have been made include the following:

- The previous By-Laws allowed the Vestry to change the By-Laws; however, the newly approved By-Laws require future changes to the By-Laws to be approved at the annual Parish meeting.
- The newly approved By-Laws clarify the process by which vacancies may occur on the Vestry and the process of replacing Vestry members when a vacancy occurs prior to the expiration of a Vestry member's term.
- Provisions relating to insurance, indemnification and conflict of interest have been added.
- There have been changes made to the provisions for giving notice to the congregation, which will allow for notice required by the By-Laws to be given in the e-mail bulletins.

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Although the entire section regarding the Endowment Committee is new to the By-Laws, the provisions of that section of the By-Laws were based on the existing practices and procedures pursuant to which the Endowment Committee has been operating. So, although that section appears to be a huge change, it simply incorporates existing practice and procedure into the By-Laws. Specific references to other committees that were present in the previous By-Laws have been consolidated and updated in the newly approved By-Laws to reflect current core committees and to provide flexibility as the need for and functions of other committees may change over time.

This is not intended as an exhaustive examination of the differences between the previous By-Laws and the newly approved By-Laws. I hope, however, that as a summary it will be of assistance in explaining to the Parish the primary reasons for and advantages of the changes that have been made.

Please let me know if you, the Wardens, or other Vestry members have questions or would like additional information.

Respectfully,

Elizabeth C. Callard

cc: Preston Knight