

SAMPLE CHURCH BYLAWS #2

ARTICLE I NATURE AND PURPOSE

Section 1. Type of Organization. (*Name of Parish*) is an Episcopal parish within the diocese of Florida, whose purpose is to carry out the mission of Christ subject to the Canons of the Diocese and the National Church.

Section 2. Purpose of the Organization. This organization is designed and dedicated to teach the word of Christ to all and to see that the sacraments of the Church are administered as needed.

ARTICLE II MEMBERS

Section 1. Members. All 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, whether in the Episcopal Church or in another Christian Church, whose Baptisms have been duly recorded in the Episcopal Church, and who have enrolled as members of the Parish Registry, are members of the Parish.

ARTICLE III MEETINGS OF THE PARISH

Section 1. Annual Parish Meeting. The annual meeting of the Parish for announcing the election of Vestry, for review of the work of the previous Diocesan Convention, for the selection of delegates and alternates to the next Diocesan Convention, and for the transaction of such other business as may properly come before the meeting, shall be held in the sanctuary of the Parish, or such other place in the Parish as designated by the Vestry on such date and at such time as the Vestry may by resolution provide. Such date shall be no later than 30 days after the close of the annual meeting of the Diocesan Convention.

Section 2. Special Meetings. Special meetings of the Parish may be held at any time at the call of the Rector or a majority of the members of the Vestry. Such meetings shall be held at the Parish or such other place within Columbia County as is stated in the call and notice thereof.

Section 3. Notice of Meeting. Notice of each meeting of the Parish, stating the date, time and place of the meeting, and the purpose of any Special Meeting, shall be given by the Clerk of the Vestry to the Members in a practical manner (written notice, email, etc.) not less than seven (7) days prior to such meeting.

Section 4. Members Entitled to Vote. All Members who are at least eighteen (18) years of age and who are Communicants in Good Standing, as certified by the Clerk, are Qualified Voters. A "Communicant in Good Standing" is a Member of the Parish who, for at least the previous six months, shall have attended worship services regularly and shall have made and maintained a stated financial commitment for Parish support and attend services.

Section 5. Quorum, Required Member Vote. Qualified Voters, who are present at an annual or special meeting, shall constitute a quorum for the transaction of business at such annual or special meeting of the Parish. The affirmative vote of the majority of the Qualified Voters present at the meeting shall be the act of the Parish.

Section 6. Proxies. Qualified Voters present at a meeting are entitled to vote. There may be proxy voting, if approved by the Vestry.

Section 7. Vestry Nomination. Prior to the annual meeting of the Parish, the Vestry shall appoint a Nominating Committee composed of no more than five (5) members of which at least three (3) shall be sitting Vestry members. This Nominating Committee will secure nominees and convey the nominees' names and biographies to the Church Secretary such that this information may be transmitted to Members prior to the annual meeting of the Parish. Nominees for the Vestry may also be made upon written petition of any three Communicants in Good Standing, and such petition must be transmitted to the Church Secretary at least thirty (30) days prior to the annual meeting of the Parish, unless waived by the Vestry.

Section 8. Ballots for Vestry Election, Voting. Ballots for the election of Vestry members shall be made available to Qualified Voters at the two Sunday services prior to the annual meeting, so that Qualified Voters may vote on the Sunday service next preceding the date of the annual meeting. Qualified Voters shall be entitled to one vote and election results will be announced at the annual meeting. Other matters to be voted upon at the annual or any special meeting of the Parish may be done by oral or written vote, upon motion carried by a majority of the quorum present for such meeting.

Section 9. Adjournments.

- (a) A majority of the Qualified Voters present at a meeting may adjourn the meeting from time to time. This right to adjourn exists whether or not a quorum is present at the meeting and applies to annual as well as special meetings, including any meetings that are adjourned and reconvened.

(b) If an annual or special meeting of the Parish is adjourned to a different date, time or place, the Church Secretary is not required to give notice of the new date, time or place of the business to be transacted, if the new date, time or place is announced at the meeting before adjournment. If it is not announced, proper notice must be given according to stated procedures. At the meeting reconvened after adjournment, the Parish may transact any business that could have been transacted at the meeting that was adjourned. If any meeting is adjourned in the middle of a vote, then any ballots cast by Qualified Voters before the meeting was adjourned shall be counted as if cast at the reconvened meeting provided that no ballot is counted twice.

ARTICLE IV VESTRY

Section 1. Authority and Responsibilities of the Vestry. The Vestry shall serve as the governing board of the Parish and shall administer all of the temporal business of the Parish; shall see that all things needful for the public services are provided; shall pay with punctuality, at the intervals agreed, the stipulated salary of the Rector and other clergy and staff provided that said resources exist; shall inform itself of the orders and times of all offerings required by the Canons of Diocese of Florida (the "Diocese") and of assessments imposed by the Diocese, and take measures for the obedient fulfillment and due liquidation of those obligations; and shall exercise all powers of the Parish, subject to any restrictions and obligations imposed by law, by the Constitution and Canons for the Government of the Protestant Episcopal Church in the United States of America (the "Church"), by the Constitution and Canons of the Diocese, or by the Bylaws. Before the close of each fiscal year, if the treasury is deficient, the Vestry shall collect, as far as practicable, by subscription or otherwise, a sum sufficient to liquidate all of the current annual obligations of the Parish. The Vestry has exclusive authority over the fiscal affairs of the Parish, but Vestry Members are also spiritual leaders who are committed to building up the Body of Christ, so that it can be an effective instrument of mission and ministry to the world.

The Vestry and Wardens shall cause to be written and provided to the Parish a full, accurate and faithful statement of the temporal condition of the Parish (the "Annual Parish Report"). The Annual Parish Report shall show, among other things, what money, lands and other property have been received during the past year; what money has been expended and for what objects; the disposition of any assets of the Parish; the debts of the Parish; and what the current economic state of the Parish is at year end. The Annual Parish Report will be available to Members at the Annual Parish Meeting. The Vestry shall, as part of this Annual Parish Report, include a financial report. The Vestry shall furnish such Annual Reports to the Bishop as required by the Diocese.

Section 2. Composition of the Vestry. The Vestry shall be composed of five (5) to ___? persons qualified to be Vestry Members.

Section 3. Vestry Qualifications. In order to stand for election to the Vestry and continue to serve as Member of the Vestry, an individual must be at

least eighteen (18) years of age and a confirmed Communicant in Good Standing as defined in Article III, Section 4 above.

Section 4. Term of Office of Vestry Members. The term of office of each Vestry member shall be three (3) years and until his or her successor is elected. The terms of office of the elected Members of the Vestry shall expire at the time of the Annual Meeting and that the existing Members of the Vestry at the date of adoption of these Bylaws shall continue on in their original three (3) year term and as that three (3) year term expires, as corresponding number shall be elected each year at the time of the Annual Meeting. The term of office of each Vestry member shall commence upon the adjournment of the Annual Meeting at which such Member is elected. A Vestry Member shall not be eligible to serve more than one full term, but may serve again after being off the Vestry for one year. For this purpose, service of more than one-half of an unexpired term to which a Vestry Member has been elected shall be considered a full term. All Vestry Members shall serve the full term to which he or she was elected, except as provided in Article IV, Section 9 (Vacancies) below, and with the further exception that a Vestry Member who is absent without sufficient cause for three consecutive meetings of the Vestry may be removed from the Vestry by majority vote of the Members of the Vestry.

Section 5. Annual Meeting of the Vestry, Notice of Meetings, Waiver of Notice. The Annual Meeting of the Vestry for the election of officers, and for the transaction of such other business as may properly come before the meeting, shall be held at the Parish with due notice at any time following the adjournment of the Annual Parish Meeting.

Section 6. Regular and Special Meetings of the Vestry. The Vestry shall hold at least six regular meetings in each year. The Vestry may by resolution provide for the time and place of regular meetings, and no further notice of such regular meetings need be given. Special meetings of the Vestry may be called by the Rector, either Warden or by three (3) of the members of the Vestry, and written notice of the time and place of such meetings shall be given to the Rector and each Vestry Member by first class mail at least four (4) days before the meeting or by telephone, facsimile, Internet E-mail or in person. Any Vestry Member may execute a waiver of notice, either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. The business to be transacted at any special meeting of the Vestry must be stated in the notice or waiver of notice of such meeting. Any meeting may be held at any place within the Diocese of Florida as specified in the notice. No Vestry meeting shall be held where there is not present the Rector or a Warden, except a meeting for the purpose of electing a Senior Warden if there is no Rector.

Section 7. Quorum, Vote Requirement. A majority of the Vestry Members in office at any time shall constitute a quorum for the transaction of business at any meeting and when a quorum is present, a majority vote of the Vestry Members present and voting shall be the act of the Vestry.

Section 8. Action of Vestry Without Meeting. Any action required or permitted to be taken at a meeting of the Vestry or any committee thereof may be taken without a meeting if written consent setting forth the action so taken is signed by all of the Vestry or committee members and filed with the minutes of the proceedings of the Vestry or committee. Such consent shall have the same force and effect as a unanimous affirmative vote of the Vestry or committee, as the case may be.

Section 9. Vacancies. A vacancy occurring in the Vestry, for any reason whatsoever, shall be filled by majority vote of the Vestry Members; provided that notice of the meeting for the election of the replacement be given to each Vestry Member by first class mail at least four (4) days before the meeting or by telephone, facsimile, Internet E-mail or in person. A Vestry member elected to fill a vacancy shall serve for the balance of the unexpired term of his or her predecessor in office.

Section 10. Conduct of Vestry Meetings. The Rector shall preside at all meetings of the Vestry, except at that segment of a Vestry meeting in which his or her compensation is decided. In case there is not a Rector, or in case of the Rector's absence or inability to act, the Senior Warden, or if absent, the Junior Warden, shall preside at all meetings of the Vestry. Robert's Rules of Order, as interpreted in conjunction with these Bylaws, shall govern the conduct and procedure of Vestry meetings. Debate on items requiring decisions shall be conducted only by the Vestry. However, a time in the agenda can be set for Members of the Parish to speak to the Vestry under provisions as set forth by the Vestry.

Section 11. Telephone Conference Meeting. Members of the Vestry, or any committee designated by the Vestry, may participate in a meeting of the Vestry or committee by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 12. Diocesan Council and Regional Council for Ministry. The Vestry shall nominate for election at the Annual Parish Meeting the number of delegates and alternates to the Annual Diocesan Convention to which the Parish is entitled. Delegates and alternates to the Annual Diocesan Convention must be Communicants in Good Standing at least eighteen (18) years of age and will serve two-year terms, with one-half of the delegates and alternates being elected each year. One-half of the delegates and alternates, respectively, shall be Vestry Members, and the other one-half shall not be Vestry Members. The Vestry shall afford interested persons in the Parish the opportunity to be considered for these positions, and nominations may also be made from the floor at the Annual Parish Meeting.

The Vestry shall annually select a member of the Vestry to serve as lay representative to the Regional Council for Ministry in accordance with the Canons of the Diocese.

ARTICLE V **COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall consist of the Rector and the Wardens. In the event of an emergency, the Executive Committee may take such immediate action as is necessary to further the interest of the Parish until such time as a special meeting of the Vestry may be noticed and called, which meeting shall be called within one (1) week of said immediate action. The Executive Committee shall not otherwise exercise the authority belonging to the Vestry under these Bylaws.

Section 2. Other Boards or Committees. All other committees or boards, other than the Executive Committee, shall be created and appointed by The Vestry at a meeting of the Vestry, as the Vestry deems necessary or desirable. Each committee or board shall be chaired by a Communicant in Good Standing. Except as provided in Article V, Section 1 above or as may be otherwise specifically authorized by resolution of the Vestry, no board or committee shall take direct action respecting the affairs of the Parish, but rather shall exist to provide advice and information to or otherwise serve the Vestry in the conduct of Parish affairs.

ARTICLE VI **OFFICERS**

Section 1. Executive Structure of the Parish. The officers of the Parish shall consist of the Rector, the Senior Warden, the Junior Warden, a Clerk, and a Treasurer. Except for the Rector and the Senior Warden, who shall be annually appointed by the Rector from among the Members of the Vestry, the officers shall be elected annually by the Vestry. Each officer, except the Rector, shall hold office for a term of one (1) year and until such officer's successor has been elected or appointed and is qualified, or until such officer's earlier resignation, removal from office or death. Should a vacancy occur in the Rectorship of the Parish, the Wardens and the Vestry shall at once notify the Bishop of the Diocese and ask his or her advice and assistance in the selection of a successor, submitting information as to the state and requirements of the Parish.

Section 2. Rector.

- (a) Calling, Resignation and Removal of the Rector. It shall be the responsibility of the Vestry to elect the Rector, subject to the approval of the Bishop. The election of the Rector shall be by at least two-thirds of the Members of the Vestry.
- (b) Responsibility and Authority of the Rector. The Rector, by virtue of the office, shall have exclusive jurisdiction, under the Rector's Ecclesiastical superiors, of the spiritual concerns of the Parish, and shall at all times have access to the Parish, and may open the same for services or instruction as he or she may deem proper. The Rector shall have authority to call meetings of the Vestry or the Congregation in accordance with the notice provisions of these Bylaws. The Rector shall serve as chair of the

Vestry and an as ex-officio member of all committees. The Rector may vote only for the purpose of breaking a tie.

Section 3. Wardens. There shall be two Wardens, the Senior Warden and the Junior Warden, each of whom must be a Vestry Member of the Parish. Every duty that is assigned to one Warden devolves, in his or her absence or disability, on the other. The Senior Warden shall be appointed by the Rector, or by the Bishop, if there is no Rector or Interim Rector. The Junior Warden shall be elected by the Vestry at the Annual Meeting of the Vestry following the Annual Meeting of the Parish.

Section 4. Clerk. The Clerk of the Vestry shall be a Vestry Member and shall attend and keep the minutes of the proceedings of the Vestry and the Parish.

Section 5. Treasurer. The Treasurer, who must meet the qualifications for a Vestry Member, but who need not be a Vestry Member, shall be responsible for the maintenance of proper financial books and records of the Parish.

Section 6. Other Duties and Authority. Each officer, employee and agent of the Parish shall have such other duties and authority as may be conferred upon such officer, employee or agent by the Vestry or delegated to such officer, employee or agent by the Rector or the Warden.

Section 7. Removal of Officers. Any officer, except the Rector and the Senior Warden, may be removed at any time by the Vestry, and such vacancy may be filled by the Vestry.

Section 8. Compensation. No officers, other than the Rector, shall receive compensation for their service as such, but may be reimbursed for reasonable expenses incurred in connection with their duties of office. The salary and other compensation of the Rector shall be fixed by the Vestry at a Vestry Meeting.

ARTICLE VII

FISCAL YEAR, DEPOSITORIES, SIGNATURES

Section 1. Fiscal Year. The fiscal year of the Parish shall be January 1 through December 31 of each year.

Section 2. Deposits. All funds of the Parish shall be deposited in the name of the Parish in such bank, banks, or other financial institutions as the Vestry may from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the Parish by such person or persons as the Vestry may from time to time designate.

Section 3. Contracts and Deeds. All contracts, deeds and other instruments shall be signed on behalf of the Parish by a Warden, or by such other officer, officers, agent or agents as the Vestry may from time to time provide. Non- budgetary contracts in excess of \$500.00 must be approved by the Vestry.

ARTICLE VIII

VACANCY IN THE OFFICE OF RECTOR

The parish shall act in accordance with Canon 22, section 5, of the Diocese of Florida.

ARTICLE IX

ELECTION OF THE CLERGY

The parish shall elect (subject to the approval of the Bishop) a rector. Upon the nomination by the rector, it may elect (subject to approval of the Bishop) assistant clergy.

ARTICLE X

AMENDMENTS TO ARTICLES

These articles may be amended at any regular or special meeting of the congregation by a two-thirds (2/3) vote of those present provided that written notice of the time, place, and purpose of the meeting has been given not less than ten (10) days before the meeting. They must conform with the canons of the Episcopal Church and the Diocese of Florida.
Bylaws amended (date).

ARTICLE XI

AMENDMENT OF BYLAWS

Section 1. Amendments. These Bylaws are adopted by the Vestry and, subject to such restrictions as may be provide by law, or by the Constitution and Canons of the Dioceses, may be amended, repealed or revoked by the Vestry at any regular or special Vestry meeting of which at least ten (10) days written notice of time and purpose shall have been given.

The foregoing Bylaws, being Articles One (1) through Eight (8), having been read and considered, were unanimously adopted at a duly called meeting of the _____ Parish convened the _____ day of _____, 2008.

Clerk of the Vestry