

# SAMPLE BYLAWS #1

BY-LAWS OF \_\_\_\_\_ CHURCH

## ARTICLE 1

### PARISH MEETINGS, VESTRY ELECTIONS, AND QUALIFICATIONS FOR VOTING

Section 1. Annual Meeting. The annual meeting of the Parish shall be held no later than 30 days following the annual Diocesan Convention. The purpose of the meeting shall be for Vestry elections, to receive financial and other reports through December of the previous year, to acquaint the congregation with the work of the Parish and the preceding Diocesan convention, and to conduct such other business as may be brought before it.

Section 2. Special Meetings. A special meeting of the Parish may be called at any time by either the Rector, both of the wardens, or upon a majority vote of the members of the Vestry.

Section 3. Notice of Meetings. The time, place and date of each annual meeting and of each special meeting shall be made known to the Parishioners by appropriate notice by the Rector or secretary of the Vestry.

Section 4. Parishioners Qualified to Vote. The Parishioners qualified to vote at any annual or special meeting will be as follows: All baptized persons eighteen (18) years of age or over, who regularly attend the public services and business sessions of the Church in the Parish, and are recognized as members of the congregation, and who contribute by or otherwise, to the funds or expenses of the congregation, and have done so for six months prior to the meeting, and who, in addition, if required, declare themselves conscientiously attached to the doctrine, discipline and worship of the Church.

## ARTICLE II THE VESTRY

Section 1. Composition. The Vestry shall be composed of five (5) to \_\_\_\_\_ members.

Section 2. A. Qualifications. Any confirmed communicant over eighteen (18) years of age who has been a member of \_\_\_\_\_ Church six (6) months or longer, attends church services regularly, and contributes by pledge or otherwise, to the funds or expenses of the congregation and has done so for a minimum of six (6) months prior to the election or appointment to the Vestry. Any person related to an employee of \_\_\_\_\_ Church may be elected, but not participate in any vote that directly affects payroll or benefits related to employment, as well as any vote where a family member might derive a financial benefit from such a vote.

B. Nominating Process. All persons desiring to serve on the Vestry shall, with their prior consent and approval, have their names placed into nomination by submitting said name and all other required information to the Nominating & Staffing Committee of the Vestry, chaired by the Junior Warden. The Committee shall meet, in conjunction with the Rector, to determine if the person(s) nominated is qualified to serve as defined pursuant to Section 2 herein and as defined by the Diocesan Canons. The nomination process and duration shall be duly announced and published to the Parishioners at least 45 days prior to the Annual Parish Meeting and shall

conclude 15 days prior to the Annual Parish Meeting. All names and other information must be submitted no later than 15 days prior to the Annual Parish Meeting, in order to be considered by the Nominating & Staffing Committee.

Section 3. Election. The members of the Vestry shall be elected at the annual meeting of the Parish by majority vote of those Parishioners present and qualified to vote. \_\_\_\_\_ Vestry positions, as well as any unexpired terms that are vacant or that have been temporarily filled during the preceding year as set forth in Section 4 below, shall be voted upon at each annual Parish meeting. Each elected vestry member shall serve a term of no more than three years, or until a qualified successor is named.

- (a) Vote shall be cast by written ballot; except in those instances where the number of nominees does not exceed the number of vacancies. A person elected to the vestry (except those elected to fill vacancies - See Section 4) under this Section shall be ineligible for re-election until one year after their term of office shall have expired.

Section 4. Vacancies. The Vestry may fill all vacancies that may occur in their number to serve until the next annual Parish meeting, at which time the Parish shall fill any such unexpired terms, and the holder of such unexpired term shall not be disqualified for election to a full term after the expiration of the unexpired term.

Section 5. Meetings. The day for regular meetings of the Vestry shall be determined at the organizational meeting of the Vestry that's held after the election that takes place at the annual meeting. If a regularly scheduled meeting should fall upon a legal holiday, in such case, the meeting shall be held on the day following. The time and place of the regular meeting shall be fixed by majority vote of the Vestry. Special meetings may be called at any time by the Rector, both wardens or by request of one-third of the members of the Vestry. The Rector and all members of the Vestry shall be given due notice of all special meetings of the Vestry. A quorum of the Vestry membership is required to be present in any meeting in which a vote on any subject is taken. A quorum shall be defined as a majority of the current Vestry members, including the Rector or one of the Wardens. The Rector shall be the Chair of the Vestry and shall preside over the meetings of the Vestry, or at his discretion, the Senior Warden shall preside. The meetings shall be conducted according to the protocol prescribed by the Roberts Rules of Order.

Section 6. Attendance. Any vestry member, who without excuse, fails to attend three vestry meetings during a twelve-month period shall be considered to have resigned from the vestry and the vestry shall thereupon select a replacement according to Section 4 herein.

Section 7. Duties. It shall be the, duty of the Vestry to take charge of the temporal concerns of the Parish, including the financial affairs of the Parish, and to work with the Clergy and laity of the congregation for the furtherance of the Church's purpose. The Vestry shall act as agents and legal representatives of the Parish, to call, with the approval of the Bishop, a Rector, and to provide for his maintenance; to keep order in the Church during divine services, and to act as helpers to the Clergy in whatever is appropriate to lay persons, for the furtherance of the work of the Church.

Section 8. The Selection and Election of a Rector.

The selection of candidates for the position of Rector shall follow the guidelines and principles of the Diocesan Search Process in place at the time. The election of the Rector requires a minimum of two thirds (2/3) of the Vestry.

### ARTICLE III THE SENIOR WARDEN

Section 1. Appointment. The Senior Warden of the Vestry shall be appointed by the Rector.

Section 2. Duties. The Senior Warden shall serve at the pleasure of the Rector.

- He shall provide for the decent celebration of public worship and shall at the discretion of the Rector preside over meetings of the Vestry;
- He shall call regular and special meetings of the Vestry; and shall at the discretion of the Rector preside over the annual meeting of the Parish.
- The Senior Warden shall act as liaison between the Vestry and the Parish, to keep the Parish advised, insofar as appropriate and expedient, of the actions of the vestry.
- The Senior Warden shall render an annual report to the Parish at the annual meeting of the Parish.

### ARTICLE IV THE JUNIOR WARDEN

Section 1. Election. The Junior Warden shall be elected by majority vote of the Vestry at the first meeting following the annual Parish meeting, and shall hold office for a term of (1) one year and shall be eligible for reelection thereafter or until a successor is elected.

Section 2. Duties. The duties of the Junior Warden shall include the following:

- In the absence of the Senior Warden, the Junior Warden shall provide for the decent celebration of public worship.
- In the absence of the Senior Warden, the Junior Warden shall preside over meetings of the Vestry.
- Chair the Nominating/Staffing Committee.
- Chair the Parish Council or in its absence be the liaison with
- the Parish Committees of the Parish.

### ARTICLE V THE SECRETARY

Section 1. Election. The Secretary shall be elected by majority vote of the Vestry from one of their own at the first meeting following the annual Parish meeting, and shall hold office for a term of (1) one year and shall be eligible for reelection thereafter or until a successor is elected.

Section 2. Duties.

- The Secretary shall faithfully and accurately record the minutes of all meetings of the Vestry and of the meetings of the parish.
- Conduct such correspondence in the name of the Rector, Wardens and Vestry as the Vestry may authorize and direct, and maintain the correspondence of the Vestry in a file appropriately labeled.
- Maintain typewritten minutes of all Parish and Vestry meetings in a leaf minute book having a durable cover. The minutes will be kept in the church office and available to Parishioners.

## ARTICLE VI THE TREASURER

Section 1. Election. The Treasurer shall be elected by majority vote of the Vestry, at the first meeting of the Vestry following the annual Parish meeting, and shall hold office for a term of (1) one year and shall be eligible for reelection thereafter or until a successor is elected.

### Section 2. Duties.

- It shall be the duty of the Treasurer to receive and disburse the general funds of the Parish and to properly maintain the books of account and other financial records of the Parish. The duties shall also include the following:
- A financial report shall be rendered by the Treasurer at each regular meeting of the Vestry showing receipts, expenditures, assets and liabilities for the preceding month together with such other financial data and reports as the Vestry may direct.
- The Treasurer shall make a financial report to the annual Parish meeting to cover the finances of the Parish during the calendar year just preceding.
- A record of all insurance policies of the Parish shall be maintained by the Treasurer in a concise form available for inspection by the Vestry.
- The Treasurer shall make provision for the accounts and records to be audited according to Diocesan and/or Parish guidelines.

The financial accounts and records of the Parish shall be reviewed by an independent Certified Public Accountant prior to a new Treasurer taking office.

## ARTICLE VII THE COMMITTEES

Section 1. Organization. The conduct of the Parish religious activities and the execution of administrative and business responsibilities require the commitment and participation of Parishioners. All Parishioners in good standing are eligible for membership on the various committees. Committee chairpersons will be designated by the Vestry at the first meeting following the annual meeting and elections subject to the approval of the Rector.

Section 2. The following Standing Committees of the Vestry exist to meet the Canonical needs of the Vestry: Buildings and Grounds; Finance; Spiritual Growth and Education; Stewardship.

The following Committees shall be identified as Parish Committees: Communication; Outreach; Pastoral; Youth; and Worship, which enable the spiritual and organizational needs of the Parish to be accomplished.

All of these committees shall meet regularly to do the work of the Vestry and Parish. Minutes shall be kept of each committee's meetings. The Parish Committees shall submit their minutes to the Junior Warden no later than the Thursday prior to the regularly scheduled vestry meeting. The Junior Warden shall be responsible for reporting same to the Vestry. Unless a motion requiring Vestry action is involved, the minutes are informational and pro forma.

Chairs of Parish Committees need not be members of the Vestry, whereas Chairs of the Vestry Committees must be members of the Vestry.

Section 3. Other Committees. Such other committees including: additional Standing Committees; temporary committees; and task forces may be designated by the Vestry at any time, as are necessary to the well-being of the Parish and its ability to function in an orderly and businesslike fashion. Task Forces should have a limited time to accomplish and report their findings and they are automatically dissolved upon acceptance of their work. Upon completion of their responsibilities any committee of a temporary nature may be dissolved by vote of 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  
ADOPTION AND AMENDMENTS

Section 1. Adoption. These By-Laws may be adopted by majority vote of the Vestry, subject to ratification by a majority vote of the Parish membership who are present, eligible and who elect to vote at an appropriate Parish meeting. Said Parish membership vote shall be at a meeting that has been duly called, notice for which had been appropriately given pursuant to Article I. herein.

Section 2. Amendments. These By-Laws may be amended by majority vote of the Vestry, subject to ratification by a majority vote of the Parish membership who are present, eligible and who elect to vote at an appropriate Parish meeting. Said Parish membership vote shall be at a meeting that has been duly called, notice for which had been appropriately given pursuant to Article I. herein.

SIGNED: \_\_\_\_\_ Clerk of the Vestry

DATED: \_\_\_\_\_, 20\_\_