

## ***Bylaws of Calvary Episcopal Church Fletcher, North Carolina***

### **ARTICLE I**

### **ORGANIZATION**

This Parish, Calvary Episcopal Church of Fletcher, North Carolina, is organized for the purpose of operating a church pursuant to the Constitution and Canons of the Episcopal Church in the United States and the Diocese of Western North Carolina now in force or as hereafter adopted.

### **ARTICLE II MEMBERSHIP**

#### ***Section 1: Definitions***

1. Member is any person who has received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and the Holy Spirit, whether in this Church or in another Christian Church, and who's Baptism has been duly recorded in the Parish register.
2. Adult member is a person 16 years of age or older.
3. Communicant is any member who has received Holy Communion in this parish at least three times during the preceding six months.
4. Communicant in good standing is any communicant who for the previous six months has been faithful in corporate worship, unless prevented for good cause and has been faithful in working, praying, and providing financial support for Calvary Church.
5. Voting member is an adult communicant in good standing.
6. All other members have seat and voice, but may not vote.

### **ARTICLE III MEETINGS OF THE PARISH**

#### **Section 1: Chairperson**

1. The Rector of the Parish, if present, shall preside at meetings of the Parish.
2. In the absence of the Rector, the Senior Warden shall preside and in the absence of both the Rector and the Senior Warden the Junior Warden shall preside.
3. Should none of the foregoing officers be present, the voting members of the Parish present may elect one of its members to preside.

#### **Section 2: Annual Parish Meeting**

1. The purpose of Annual Parish Meeting shall be the election of the vestry, committee members and to receive financial and other reports through December of the previous year, to acquaint the congregation with the work of the Parish and to conduct such other business as may be brought before it.
2. The Annual Parish Meeting shall be held in the first quarter of the year.
3. The Vestry and Rector shall determine the date and time of the meeting.
4. Notice of the date, time, and location of the meeting shall be published in the Church newsletter, and/or bulletin, or email no less than 30 days prior to the meeting.

#### **Section 3: Special Meetings**

1. Special meetings of the Parish may be called by the Rector or Vestry by simple majority, or whenever requested in writing by 12 or more voting members of the Parish.
2. At least 14 days'

notice of the time, place, and purpose of the special meeting must be given by those calling the special meeting.

#### **Section 4: Quorum**

At all meetings of the Parish, 40 of the voting members of the congregation shall constitute a quorum.

#### **Section 5: Adjournment**

1. The chairperson of a meeting shall declare a meeting or an election postponed if:
  - a. Fewer than 40 persons qualified to vote attend a duly noticed meeting of the Parish, and
  - b. The Rector and one Warden, or the presiding officer and one-sixth of those present, concur that postponement is in the best interest of the Parish.
2. The postponed meeting or election shall:
  - a. Adjourn to a designated date and time, no less than seven or no more than 14 days from the originally scheduled meeting,
  - b. Be announced in church newsletters or via email.

### **ARTICLE IV NOMINATIONS AND ELECTIONS**

#### **Section 1: Annual Election Sunday**

1. ~~The purpose of the Annual Election Sunday is to elect members of the Vestry and Diocesan Convention Delegates.~~
2. ~~The date of the Annual Election will be a Sunday in October as determined by the Vestry and the Rector.~~
3. ~~Notice of the date, time, and location of the election shall be published in the Church newsletter, bulletin, or email no less than 30 days prior to Election Sunday.~~

#### **Section 2 1: Nominating Committee**

1. The committee shall be formed by the Vestry at least 60 days prior to the Annual ~~Election Sunday~~ Parish Meeting.
2. The committee shall be composed of the retiring Vestry members.
3. The Rector shall appoint one of the retiring Vestry members to chair the committee.

#### **Section 3 2: Nominating Procedures**

1. Six weeks prior to the Annual ~~Election Sunday~~ Parish Meeting, the Nominating Committee shall publicize in the church newsletter and Sunday bulletins the method to be followed for Vestry and Diocesan Convention Delegate nominations. This notice shall include the dates during which potential candidates may be nominated by any adult member of the parish.
2. During the fifth and fourth weeks prior to the Annual ~~Election Sunday~~ Parish Meeting, suggested names of candidates may be submitted by parishioners at the Sunday morning services, by letter, email, or in person at the church office.
3. Candidates shall be solicited and screened for their willingness and eligibility to serve. (See Article V, Section 2 and Article IX, Section 1).
4. Three weeks prior to the Annual Election Sunday Parish Meeting, names of all eligible nominees with a minimum of three (3), as determined by the Nominating Committee, will be listed on an informal Preferential Ballot and distributed at to the Annual Election Sunday Parish Meeting. ~~Parishioners will then vote for eight nominees for Vestry and four nominees for Diocesan Convention Delegates. The nominees receiving the most votes on this informal ballot will be used to form the slate of nominees for the final ballot. If a tie vote should occur for~~

~~Vestry or Diocesan Delegates, the number of candidates listed on the final ballot may exceed the number specified herein.~~

5. A brief written biography of each nominee shall be obtained and publicized at least two weeks prior to the Annual ~~Election Sunday~~ Parish Meeting.

6. The Chairperson, or another committee member appointed by the Chairperson, shall present the candidates at the Annual ~~Election Sunday~~ Parish Meeting.

### **Section 4 3: Election Procedures**

1. Ballots shall be cast at the ~~regular Sunday morning church services held on the date of the Annual Election Sunday~~ Annual Parish Meeting.

2. Ballots, to be counted must contain no more than or no less than the number of names needed to fill the vacancies.

3. Ballots may not be cast by proxy.

4. The Senior Warden shall appoint sufficient teams of two tellers each to distribute, collect, and count ballots; a retiring Vestry member appointed by the Senior Warden shall serve as Chairperson of the tellers.

5. The three Nominees for Vestry and two Nominees for Diocesan Convention Delegates receiving the greatest number of votes are elected. The two delegates receiving the next greatest number of votes will be alternate delegates.

6. If necessary, the Chairperson of the meeting shall conduct run-off elections to resolve tie votes.

## **ARTICLE V VESTRY**

### **Section 1: Composition**

The Vestry shall consist of ~~12~~ 9 members with 3 elected annually for three year terms at the Annual Parish Meeting as specified in Article IV by the Parish and chaired by the Rector, or the Rector's designee. [At the time of this amendment, the membership shall include 4 members elected in 2016. Upon expiration of their Vestry membership in 2019, only 3 new members will be elected in compliance with Article IV.]

### **Section 2: Eligibility to Serve**

1. Members shall be adult confirmed communicants in good standing and eligible to vote.

2. Parish members who are currently employed by the Parish or have immediate family members so employed are not eligible for Vestry service.

3. Vestry members shall not be eligible for re-election until one year after their previous term of service expires, except that Vestry members filling an unexpired term may succeed themselves for a new term.

### **Section 3: Term of Office**

1. Vestry members shall be elected for a term of three years commencing on ~~January 1~~ following the day of their election or until their successors are elected.

2. Vestry members' terms shall be staggered so that each year ~~a minimum of four~~ three members complete their terms and ~~four~~ three replacement members are elected.

### **Section 4: Duties**

1. The Vestry shall perform such duties as are required by the Canons of the Episcopal Church of the United States of America and the Diocese of Western North Carolina.

2. The Vestry shall be agents and legal representatives of the Parish in all matters concerning its corporate property and the relations of the Parish to its clergy.

3. The Vestry shall transact all business of the Parish and see that all things required for Church services are provided.

4. The Vestry serves as members of the Board of Directors of Calvary Episcopal Church Food Pantry, Inc., a 501(c) (3) corporation operated by the parish.

#### **Section 5: Resignation**

A member of the Vestry may resign at any time by tendering his or her resignation in writing to the Rector or to a Warden, effective as provided therein.

#### **Section 6. Vacancies**

In the event of the resignation or death of a Vestry member, the Vestry has the authority to fill the vacancy for the unexpired term by majority vote of its members at any Vestry meeting.

#### **Section 7. Meetings**

1. The Vestry shall hold at least nine regular meetings during the year.

2. Vestry meetings shall be open to all Parishioners except when the Vestry adjourns to executive session.

3. A majority of the Vestry members shall constitute a quorum.

4. The Rector or, in his absence, one of the Wardens shall preside.

5. The Rector shall have voice and vote to resolve tie votes by the members in all matters.

6. Special Vestry meetings may be called by the Rector, or in his absence, by the Senior Warden with the consent of the Rector. No Vestry meeting may be held in the absence of the Rector without the Rector's consent. The Rector, Senior Warden or their designees shall give reasonable advance notice to all Vestry members of any special meeting and the purpose of the meeting shall be made clear.

7. Except as may be otherwise required by law, Canon, or these Bylaws, any action of the Vestry shall require the presence of at least a quorum of its members and the affirmative vote of a simple majority of those members present and voting.

8. Members may participate in a meeting by electronic means that allows all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at such meeting.

9. Any action required or permitted to be taken by the Vestry may be taken without a meeting if all members consent in writing or by e-mail to the adoption of a resolution authorizing the action. Such written consents or e-mails shall be filed with the minutes.

### **ARTICLE VI            OFFICERS**

#### **Section 1: Senior and Junior Wardens**

1. At its first ~~January~~ meeting following Vestry elections, the Vestry shall, upon recommendation of the Rector, elect one of its members as Senior Warden and another member as Junior Warden.

2. Wardens must be 21 years of age or older.

3. The term of each Warden shall be one year with the right of succession for two additional years or until a successor is elected.

#### **Section 2: Duties of the Senior Warden**

The Senior Warden shall:

1. Assist the Rector in managing the affairs of the Parish.

2. Meet regularly with the Rector to provide confidential support and advice.

3. Preside at meetings and be in charge of all Church activities in the absence of the Rector.

4. Give notice of all Vestry meetings to the Vestry and the Parish.

5. Prepare and distribute agendas for all Parish meetings.
6. Be the legal signatory of the Parish.

### **Section 3: Duties of the Junior Warden**

The Junior Warden shall:

1. Assist the Senior Warden and Rector in managing the affairs of the Parish.
2. Be responsible for maintaining the church property and related buildings.
3. Provide other support and assistance to the Senior Warden and Rector as needed.

### **Section 4: Treasurer and Secretary**

1. At its first ~~January~~ meeting following Vestry elections, the Vestry shall, upon recommendation of the Rector, elect one parishioner as Treasurer and another as Secretary.
2. The Treasurer and Secretary must be confirmed voting members of the Parish who are 18 years of age or older, but not necessarily Vestry members.
3. The Treasurer and Secretary shall be appointed for a term of one year and are eligible for re-appointment.

### **Section 5: Duties of the Treasurer**

The Treasurer shall:

1. Maintain a set of books for the Parish on a basis that will provide for satisfactory accounting, reporting, and auditing.
2. Ensure that funds of the Parish are received and disbursed in accordance with these Bylaws.
3. Employ internal controls and procedures required to protect the assets of the Parish.

### **Section 6: Duties of the Secretary**

The Secretary shall:

1. Take and record minutes of all Vestry meetings.
2. Submit those minutes to the Vestry for approval and then to the Office Administrator for permanent retention.
3. See that approved minutes are posted in the Parish newsletter.
4. Distribute minutes of Vestry meetings to members of the Vestry in advance of the next scheduled meeting.
5. Certify actions of the Vestry as required on legal documents.

### **Section 7: Other Officers**

The Vestry may fill other positions as necessary for the operations of the Parish and determine the qualifications, duties, and terms of office for such positions.

## **ARTICLE VII COMMITTEES AND ORGANIZATIONS**

### **Section 1: General Policies**

1. The Vestry may establish committees within the Parish as it deems necessary.
  - a. Such committees shall have names, powers, duties, terms and membership as determined by action of the Vestry.
  - b. The Vestry may delegate to the Rector the authority to appoint chairpersons and members to such committees.
  - c. Committees may be standing committees which are perpetual and are responsible for conducting the business and supporting activities of the Parish or ad hoc committees which are created to perform specific tasks.
2. Additional committees or organizations may be authorized by the Vestry to support Parish ministries.

3. Funds belonging to committees and organizations shall be deposited in the Parish's bank accounts and related receipts and disbursements shall be recorded in the Parish's books.

4. Committees and organizations shall prepare an annual report prior to the Annual Parish Meeting and submit reports to the Rector and Wardens.

### **Section 2: Standing Committees**

Standing Committees shall be governed by their own bylaws and/or policies and procedures, which shall be reviewed annually and approved by the Vestry.

## **ARTICLE VIII CHURCHYARD**

### **Section 1: Definition**

1. The Churchyard consists of a public cemetery operated by the Parish and the general grounds around the church.

2. The Churchyard Committee is responsible for the administration of the Churchyard, subject to the oversight of the Vestry.

## **ARTICLE IX DIOCESAN CONVENTION DELEGATES**

### **Section 1: Diocesan Convention Delegates and Alternate Delegates**

1. Two delegates and two alternate delegates to the Diocesan Convention shall be elected ~~on~~ at the Annual Election Sunday Parish Meeting to attend the Diocesan Convention for the current year.

2. Delegates and alternates shall be adult voting members of the Parish and are eligible for re-election.

## **ARTICLE X BUSINESS AND FINANCIAL MATTERS**

### **Section 1: Fiscal Year**

The fiscal year of the Parish shall be the calendar year.

### **Section 2: Budget**

An annual budget for the next fiscal year of the Parish shall be prepared by the Treasurer and presented to the Vestry for approval or amendment no later than December of each year.

### **Section 3: Funds Collected**

1. All funds collected for the Parish shall be used as the Vestry directs for the operations of the Parish.

2. All funds of the Parish shall be deposited in accounts in the name of the Parish in such institutions as designated by the Vestry.

3. Restricted and designated gifts shall be kept separate from normal operating income of the Parish and administered and used in accordance with the instructions of the donor.

4. The Vestry reserves the right to review all non-monetary gifts to the Parish.

5. Securities received in payment of pledges or other contributions shall be sold on the next business day or as soon as possible after receipt. The Vestry shall authorize the Treasurer, Senior or Junior Warden to sell such securities.

6. The counting of cash collections should be done by a team of two or more people. To the extent that it is practical, the functions of bookkeeping and processing of funds collected (counting, depositing, etc.) should be separated and performed by different individuals.

### **Section 4: Funds Disbursed**

1. The bookkeeper and the person preparing checks for signature shall not be authorized to sign

checks.

2. The Vestry shall designate the signatories for checks and other forms of payment.
3. Such payments for \$1,000 or more shall require two signatures.
4. All disbursements of funds shall be supported by check requests, invoices, or other documents approved by individuals with such authority as designated by the Vestry.

#### **Section 5: Discretionary Funds**

1. The policy is for the discretionary fund to be administered by the Treasurer (or someone else appointed by the Vestry). A separate bank account may be maintained for the Rector's discretionary fund. The Rector controls how the funds are used but the checks are processed through the Treasurer and accounted for as a "restricted fund."
2. The Rector's discretionary fund may receive contributions from the Parish budget as well as gifts from other sources.
3. The bank account shall be reconciled monthly by someone designated by the Treasurer. The discretionary fund shall be included in the annual parish audit.

#### **Section 6: Financial Reports**

1. A summary of the Parish's financial operations and budget shall be provided annually to the Parish in such form and at such time as the Vestry shall prescribe.
2. At each Vestry meeting, the Treasurer shall present a comparison of actual and budgeted income and expenses using a format agreed to by the Treasurer and Vestry.
3. The Parish Parochial Report shall be filed with the Diocese no later than March 1 of each year.

#### **Section 7: Audit**

1. An audit of the Parish's financial statements shall be performed annually.
2. Such audit shall be performed by an independent certified public accountant, preferably each year, but at least once every three years.
3. A committee appointed by the Vestry shall perform an audit for any years that an independent certified public accountant is not engaged.
4. Vestry members and the Treasurer are ineligible to serve on an audit committee.
5. Upon completion of the audit, a written report prepared by the accountant or audit committee shall be submitted to the Vestry and Diocese. Notice that the audit has been completed shall be given to the Parish and upon request shall be made available to the Parish.

#### **Section 8: Property**

1. The Vestry shall be authorized to acquire and purchase such real and personal property as it may deem necessary for the purposes of the Parish.
2. Subject to compliance with "The Procedure in the Diocese of Western North Carolina for the Alienation, Conveyance or Encumbrance of Real Property", as such document exists now or hereafter provides, the Vestry shall be authorized to sell, mortgage, or otherwise dispose of property held by the Parish.
3. All deeds, mortgages, notes, and other instruments are authorized to be executed in the name of the Parish by the Senior Warden and attested to by the Secretary of the Vestry.

#### **Section 9: Insurance and Employee Benefits**

The Treasurer is responsible for maintaining adequate insurance and employee benefits as follows:

1. Property insurance covering the full value of real and personal property of the Parish, excluding the value of land.
2. Adequate liability insurance to protect the Parish, the Vestry, and Church officers.

3. Workmen's compensation as required by law.
4. Life, health, and disability insurance and retirement benefits for employees and clergy as approved by the Vestry.
5. Fidelity bonds on all persons, employees, or volunteer parishioners, who handle any money or other funds as considered necessary. (Note: The Diocese carries a blanket bond of \$50,000 on such persons).

**Section 10: General**

Financial and other business procedures of the Parish which are not specifically addressed in these Bylaws shall comply, to the extent practical, with *The Manual of Business Methods in Church Affairs* published by the Episcopal Church in the United States and the *Financial Guide for Vestries and Treasurers* published by the Diocese of Western North Carolina.

**ARTICLE XI DISSOLUTION**

Upon any dissolution of this organization pursuant to the Canons of the Episcopal Church in the Diocese of Western North Carolina, the offices of the Vestry and other officers of the corporation or association shall automatically become vacant, and the Standing Committee of the Episcopal Church in the Diocese of Western North Carolina shall automatically become the managing body of the organization, to sell or mortgage the property or any part thereof, to convey any or all of the organization's property to the Trustees of the Episcopal Church in the Diocese of Western North Carolina, and to take such actions as may be necessary or appropriate to complete the liquidation of the organization.

**ARTICLE XII PARLIAMENTARY AUTHORITY**

The rules contained in the Robert's Rules of Order, Newly Revised, shall be the parliamentary authority governing the meetings of the Parish, Vestry, and all committees subject to these Bylaws.

**ARTICLE XIII ADOPTION, AMENDMENTS AND REVIEW**

1. These Bylaws may be adopted and thereafter amended by a majority vote of the members of the Parish present and voting at any meeting of the Parish, provided that the proposed amendment shall have been made available to the members 30 days prior to the meeting.
2. Upon adoption or amendment, the new Bylaws supersede all Parish Bylaws heretofore approved by the Parish.
3. The Parish Bylaws shall be reviewed annually by the Vestry. If revisions are required, within 90 days, the Vestry shall appoint a Bylaws committee of no less than three members to make necessary changes.

**Adopted October 12, 2008**

**Revised September 21, 2015**

**Accepted by Congregation May 22, 2016**