

BY-LAWS OF ST. MICHAEL'S EPISCOPAL CHURCH

Article 1 – The Parish

Section 1. The Name and Mission Statement:

The name of this Parish shall be “St. Michael’s Episcopal Church. The mission statement of the Parish shall be “To know God and make Him known.”

Section 2. Affiliation:

The discipline and worship of this Parish shall conform to that of the Protestant Episcopal Church in the United States of America, and this Parish shall remain in union with the Convention of the Protestant Episcopal Church in the Diocese of Tennessee.

Section 3. Member definitions:

- A. 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, and whose Baptisms have been duly recorded in the Parish Register, are members of this Parish and the Episcopal Church.
- B. Any baptized person who has received the laying on of hands at Confirmation (by any Bishop in apostolic succession) or has been received into the Episcopal Church by a Bishop of this Church is to be considered as both baptized and confirmed.
- C. Communicants of St. Michael’s are those members of the Parish who have received Holy Communion in this Parish at least three times during the preceding year.
- D. Communicants in good standing are those communicants of this Parish who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God.

Section 4. The Register:

A Parish Register recording member information shall be kept in the Parish office in such a manner as set forth in Constitution and Canons of the Diocese of Tennessee.

Section 5. Meetings:

- A. A Parish meeting shall be held annually, the date and time to be set jointly by the Rector and the Vestry.
- B. Notice of the time and place of the annual Parish meeting shall be given to each person, whose name appears on the Parish mailing list, at least two weeks prior to the date of the meeting.
- C. Qualified voters shall be communicants in good standing, sixteen years of age or older. No proxies or absentee ballots shall be allowed.
- D. A quorum shall consist of ten percent of qualified voters.
- E. The annual meeting of the Parish shall conduct any business which may be lawfully done by a Parish. In addition, the Rector, Wardens, and Vestry shall make written copies of all

annual reports, including budget information, available at the meeting. A written copy of proceedings will be made available to members of the Parish.

- F. A special meeting of the Parish may be called as prescribed by Diocesan Canons. The meeting shall be called upon a majority vote of the Vestry, the Rector, or either Warden, or a written request signed by qualified voters numbering at least twice the number of Vestry members. Such meetings shall conform to rules of the annual Parish meeting except that it will be held within thirty days after the Vestry votes, the petitions are filed with the Secretary of the Vestry, or the Secretary is instructed by the Rector or either Warden. Written notice of the special meeting shall be given to each person on the Parish mailing list at least two weeks prior to the date of the meeting. No business other than that for which the meeting was called may be transacted. The election of Vestry members may not be held during such meetings. A written copy of proceedings will be made available to members of the Parish.

Article II – The Vestry

Section 1. Number:

The Vestry shall consist of nine confirmed communicants in good standing in the Parish and not less than eighteen years of age.

Section 2. Election and Tenure:

- A. At the annual Parish meeting three Vestry members shall be elected to serve for three years to replace those Vestry members whose terms are expiring. A Vestry member will not be eligible for re-election for one year after his/her two or three year term has expired. Anyone elected at the previous annual Parish meeting to fill a one year vacancy can run for a full term. Each Parish member shall vote for three candidates. This election shall be determined by a plurality vote. The three candidates with the greatest number of votes will be elected. In case of a tie, there shall be a run-off election between the tied candidates. Nominations shall occur as follows:
1. A nominating committee consisting of the three retiring Vestry members and the Senior Warden acting as ex officio will compile a slate of candidates. Each candidate shall submit a brief write-up containing biographical information and qualifications to the Secretary no later than one week prior to the annual Parish meeting.
 2. Nominations from the floor shall be requested and received prior to voting. Any person so nominated shall deliver a spoken bio describing his/her background and qualifications to those present.
- B. The normal term of office for a Vestry member shall be three years commencing and ending with the first regular Vestry meeting following the annual Parish meeting.
- C. Vacancies occurring in the Vestry shall be filled by a majority vote of the Vestry at the next regular meeting. The person so elected shall serve until the next annual Parish meeting. If the vacancy filled by the Vestry is for a term not expiring by the next annual Parish meeting, a separate election for the remainder of the term shall be held following the general election.

- D. Removal from the Vestry: For good cause a Vestry member may be removed from office as Vestry member by a two thirds vote of the Vestry. Before this action is taken, the Vestry member in question will be allowed the opportunity to show good cause why the removal action should not be taken.

Section 3. Duties and Powers:

- A. The duties of the Wardens and Vestry are recorded in the Constitution and Canons of the Diocese of Tennessee.
- B. The Vestry shall have the right to receive or reject gifts, bequests, legacies and memorials of any kind for the Parish. There shall be a record kept in the Parish of all memorials received.
- C. The Vestry shall have the responsibility for overseeing all campaigns or canvasses conducted in the Parish.
- D. The Vestry shall appoint adult communicants as Lay Delegates, together with alternate Lay Delegates, to the Annual Convention of the Diocese of Tennessee. The qualifications to serve in this capacity shall be in accordance with Diocesan Constitution and Canons.
- E. Annually, under the direction of the Vestry, a budget detailing estimated operating and capital expenditures for the fiscal year shall be prepared. The Vestry shall consider this budget and shall adopt the budget by a two-thirds vote either as presented or amended. After the budget has been adopted by the Vestry, no item shall be deleted, added, or changed without a positive vote by two-thirds of the members of the Vestry present.
- F. The Vestry shall have the right to require bond of those persons receiving, accounting for, or disbursing Parish monies.
- G. The location of the columbarium cannot be moved except by a majority vote of the congregation at an annual or special Parish meeting.

Section 4. Officers:

- A. The Vestry shall elect from its members a Senior Warden and a Junior Warden at the first regular monthly meeting following the annual Parish meeting. A Secretary, a Treasurer, and other needed personnel, not limited to Vestry members, will also be elected as necessary.
- B. The Senior Warden is the ranking lay person and chief administrative officer for the temporal affairs of the Parish and its Vestry. In the absence or at the discretion of the Rector, the Senior Warden shall preside at all Parish and Vestry meetings. The Senior Warden shall be responsible for the execution of all orders and resolutions of the Vestry, and ensuring that the powers and duties of the Vestry are faithfully discharged, and shall be an ex-officio member of all Vestry ministries.
- C. The Junior Warden shall perform all duties of the Senior Warden in event of the latter's absence or incapacity. In the event of a vacancy in the office of Senior Warden by reason of resignation, death, removal, or refusal to serve, the Junior Warden will automatically become the Senior Warden. The Junior Warden shall be responsible for the maintenance, repair, and insurance of all physical properties of the Parish. The Junior Warden shall submit a report detailing the condition of all properties to the Vestry not less than annually.
- D. The Secretary of the Vestry shall keep minutes of all Parish Vestry meetings in a permanent volume. The Secretary shall be responsible for proper notice being given of

all Parish and Vestry meetings. The Secretary shall be responsible for copies of the minutes of the Vestry meeting being provided to each Vestry member before subsequent meetings.

- E. In consultation with the Vestry, the Treasurer or an alternate shall be responsible for the receipt, accounting for and paying of all monies of the Parish in accordance with the standard practices prescribed by the Diocese of Tennessee. The Treasurer may be assisted by a Vestry member elected by the Vestry to such position. The Treasurer shall be bonded. The Treasurer's signature or a vestry approved alternate shall be required on all checks disbursing Parish funds. The Treasurer will oversee financial matters in a manner outlined and agreed to by the Vestry and will serve as the prime contact with financial institutions. The Treasurer is authorized to receive and to assign, transfer and deliver any such securities and to execute Powers of Attorney in connection therewith. If not an elected member of the vestry, the Treasurer shall be an ex-officio member of the Vestry. The Treasurer shall make a report of the financial status of the Parish at each regular Vestry meeting.
- F. All funds raised by the Parish or any organization, except those exceptions approved by the Vestry, will be given to the Treasurer of the Parish or his/her representative. These organizations shall submit a report of income and expenses as requested by the Vestry. The yearly activity will be included in the yearly financial report of the Parish.
- G. No solicitation of monies will be made at any time in the name of the Parish or any Parish organization without the approval of the Vestry.

Section 5. Meetings:

- A. Regular meetings of the Vestry shall be held at such times and places as it shall determine, but not less than quarterly.
- B. The Rector or appointee shall preside at all meetings of the Vestry but shall have no vote unless a member of the Vestry. In absence of the Rector, the Senior Warden shall preside, or in his/her absence the Junior Warden, or in his/her absence, the Secretary.
- C. A quorum shall be present for the transaction of the business of the Parish. A quorum shall consist of a majority of the Vestry; no proxy voting shall be permitted.
- D. Vestry meetings, except for those portions designated as closed for personnel actions or pastoral reasons, are open to all members of the Parish. Other persons who are not members of the Parish may attend meetings only by invitation of the Vestry. Persons present at Vestry meetings who are not members of the Vestry shall have neither voice, unless recognized by the presider, nor vote.
- E. A special meeting of the Vestry may be called by the Rector, either Warden, or by any three members of the Vestry by giving adequate notice to all Vestry members, the Rector, and the Secretary of the Vestry. The meeting shall take place within five days, but no sooner than 48 hours. No business other than that for which the meeting was called may be transacted.
- F. Adequate notice of regular meetings of the Vestry shall be given by mail or electronically to all members of the Vestry. Notice shall be given not less than one week in advance.
- G. The Secretary shall make minutes from regular and special Vestry meetings available to any member of the Parish upon request.

Section 6. Ministries:

The Vestry annually, and upon need, will examine the nature and composition of its standing and special ministries, and shall make such changes as it deems necessary.

Section 7. Committees:

The Vestry may, upon need, establish temporary or permanent committees at any Vestry meeting. When a committee is created, its purpose, composition, powers, and duration shall be recorded in the minutes of that meeting and the Secretary shall maintain a list of this information for all committees in existence.

Section 8. Parliamentary Authority:

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Vestry in all cases except where they do not reflect the By-Laws.

Article III – Amendments

Section 1. Voting:

These By-Laws may be amended by a two-thirds vote at any Parish meeting, provided a notice specifying the exact amendment proposed is included in the written notice of the meeting. Any modifications to an amendment at the Parish meeting are limited to the scope of the original proposed amendment.

Section 2. Submission of Proposed Amendments:

- A. Proposed amendments shall be submitted to the Senior Warden, who shall form a temporary By-Laws committee charged with examining any proposed amendments. The committee may either reject the proposed amendment or present it, with or without modification, to the Parish for consideration at the next annual or special Parish meeting.
- B. Alternatively, proposed amendments shall be considered, without the need for By-Laws committee approval, at the next annual or special Parish meeting upon the presentation to the Secretary of the Vestry of a written request signed by qualified voters numbering at least twice the number of Vestry members.