

BYLAWS  
OF  
NAME

Adopted: \_\_\_\_\_

## BYLAWS

OF

NAME

A [State] Corporation

### ARTICLE I

General

**Section 1.01 Ecclesiastical terminology.** The corporation is referred to in these bylaws as the “Congregation.” The Congregation has a board of directors, which is referred to in these bylaws as the “Vestry.” The Congregation shall have a president, who is referred to in these bylaws as the “Rector.” The Vestry shall have a first vice-president, who is referred to in these bylaws as the “Senior Warden.” The Vestry shall have a second vice-president, who is referred to in these bylaws as the “Junior Warden.”

**Section 1.02 Affiliation with Diocese of Churches for the Sake of Others.** The Congregation is affiliated with the Diocese of Churches for the Sake of Others, which is a diocese with the Anglican Church in North America. The Congregation adopts and recognizes the authority of the Constitution and Canons of the Diocese of Churches for the Sake of Others, and commits to upholding and propagating the historic Faith and Order as set forth in the Book of Common Prayer. The Congregation will not adopt or revise these bylaws in any way that contradicts the Constitution and Canons of the Diocese of Churches for the Sake of Others.

### ARTICLE II

Membership

**Section 2.01 Member Qualifications.** The Congregation shall have a single class of members. To qualify for membership, a member shall be at least 16 years of age, a regular contributor of record known to the treasurer, a faithful participant in regular worship services, and active in the mission and ministry of the congregation. The Vestry may set additional qualifications for membership. The Rector shall determine whether an individual qualifies as a member under the qualifications set by these bylaws and the Vestry. A list of the members shall be maintained by the Congregation’s Secretary.

**Section 2.02 Authority of Members.** The members shall have the right to vote on the election of members to the Vestry.

**Section 2.03 Annual Meeting of Members.** There shall be an annual meeting of the members of the Congregation, held in the month of [month]. The meeting shall be held within the County of [County] at a date and time determined by the Vestry. Notice of the date, time and location of the annual meeting shall be given in the weekly bulletin distributed at principal worship services, shall be announced at a weekly worship service, and published in any Congregation newsletter, whether by mail or email, at least 60 days prior to the meeting. The business to be conducted at the annual meeting of the members shall consist of a report on the finances and operations of the Congregation for the past year, to present the budget and plans for the following fiscal year, to consider any matters which the Vestry may refer to the Membership for advice, and to vote on the election of members to the Vestry.

**Section 2.04 Quorum.** A quorum for the annual meeting of the members shall be one-third of the members.

**Section 2.05 Termination of Membership.** Membership in the Congregation may be terminated by the Rector upon the Rector's determination that the individual no longer meets the qualifications for membership, or if in the discretion of the Rector, membership should be terminated or suspended as a matter of spiritual discipline.

### ARTICLE III The Vestry

**Section 3.01 Powers and Duties of the Rector.** The Rector shall be the President of the Corporation and the Chief Executive of the Congregation and shall supervise, direct, and control the church's activities and affairs, and supervise the hiring and work of all employees and volunteers. The Rector shall have responsibility for the spiritual oversight of the Vestry and the Congregation. The Rector shall preside at all members' meetings and all Vestry meetings. The Rector shall have such additional powers and duties as the Vestry may delegate.

**Section 3.02 Powers and Duties of the Vestry.** Subject to any limitations in the Articles of Incorporation, the temporal activities and affairs of the Corporation shall be conducted and all temporal corporate powers shall be exercised by or under the direction of the Vestry. The Vestry may delegate the management of the temporal activities of the Corporation to any person or persons, management company, or committee or committees however composed, provided that the temporal activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Vestry.

While the Vestry shall have responsibility for all temporal matters of the Congregation, the Rector shall have responsibility for all spiritual matters of the Congregation.

**Section 3.03 Vestry Members.** The Vestry shall consist of [number] elected directors serving staggered three-year terms of as nearly equal size as possible. In addition, the

Rector shall serve as an *ex officio* director. The Senior Warden, if not an elected director, shall also serve as an *ex officio* director. Only a member in good standing may qualify as a director. *Ex officio* directors are subject to no term limits, and shall be members of the Vestry as long as they hold the office entitling them to membership in the Vestry.

**Section 3.04 Vestry Qualifications.** The qualifications for Vestry members are: being a baptized member of the Congregation, having an established commitment to the Congregation and to its purposes and mission as evidenced through service, work experience and/or educational background, and demonstrating recognized spiritual maturity and active leadership in mission and ministry of the congregation. The Vestry may formulate specific, additional criteria for nomination to the Vestry. Vestry members are expected to attend meetings of the Vestry unless prevented by significant cause. No Vestry member who has completed a term of more than two years is eligible for re-election to the Vestry until one year has elapsed.

**Section 3.05 Resignation and Vacancies.** Any Vestry member may resign effective upon giving written notice to the Vestry unless the notice specifies a later time for the effectiveness of such resignation. A Vestry member may give oral notice of resignation to an officer, but the resignation will not take effect until the Secretary provides written confirmation of the resignation by letter, email or text, to which the resigning director makes no objection within one week. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

A vacancy in the Vestry shall be deemed to exist on the occurrence of the death, resignation or removal of any Vestry member or if the authorized number of Vestry members is increased.

The Vestry may declare vacant the office of a Vestry member who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any legal duty arising under the Corporation Law or fails to attend three consecutive meetings of the Board

No reduction of the authorized number of Vestry members shall have the effect of removing any Vestry member prior to the expiration of that member's term of office. A vacancy or vacancies on the Vestry shall occur when: (1) a director dies, is removed or resigns from the Vestry; (2) the Vestry declares a vacancy of the office of any director who has been convicted of a felony or declared of unsound mind by a court order; or (3) the members fail to elect the number of directors up for election at a meeting of the members.

Vacancies on the Vestry may be filled by approval of a majority of the total remaining members of the Vestry. Such appointments to the Vestry shall be for a period to expire at the next annual meeting of the members of the congregation, at which time the vacancy shall be filled by election by the Membership. The individual who was temporarily appointed to fill the vacancy may be a candidate for election by the Membership to fill the vacancy for the balance of the term.

**Section 3.05 Vestry Meetings.** The Vestry shall hold regular meetings on the following schedule without notice: *[Insert scheduled dates, time and location]*. Any of these meetings may be canceled by a decision by the Vestry, so long as the decision is recorded in the minutes. Any of these meetings may also be canceled by a joint decision of the Rector and the Senior Warden, upon notice to the members of the Vestry. Any special meetings may be set by the Vestry when it is in session, with the date, time and location recorded in the minutes. Special meetings of the Vestry may also be called by the Rector or the Senior Warden. All special meetings shall be preceded by at least four days advance notice. Notice of the time and place of special meetings shall be given to each director by: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system of technology designed to record or communicate messages; (4) electronic mail; or (5) facsimile. The notice shall state the time of the meeting and the place, if other than the church's principal office. The notice need not specify the purpose of the meeting. The appointment of new subordinate officers shall take place at the first meeting of the Vestry following the annual meeting of the members of the Congregation.

The Rector presides at all meetings of the Vestry when in attendance. In the Rector's absence, the Senior Warden presides.

A majority of directors in office constitutes a quorum of the Vestry. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**Section 3.06 Vestry Action Taken without a Meeting.** An action required or permitted to be taken by the Vestry may be taken without a meeting if all directors individually or collectively consent in writing to that action. Such consent may be by electronic mail. The written consents shall be documents in the minutes of the next meeting of the Vestry.

**Section 3.07 Vestry Committees.** The Vestry may create one or more Vestry committees each consisting of two or more directors to serve at the pleasure of the Vestry. Appointments to such committees shall be confirmed by Vestry. The Vestry may delegate authority to a Vestry Committee. No committee has authority to fill vacancies on the Vestry, fix compensation, amend, adopt or repeal bylaws or articles of incorporation, or to expend funds.

**Section 3.08 Participation in Meetings by Electronic Means.** Members of the Vestry may participate in a meeting through the use of conference telephone, video access or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

**Section 3.09 Waiver of Notice.** Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting. A director who approved of the minutes of a prior meeting, or who attends a meeting without protesting the lack of notice shall be deemed to have waived the requirement to notice. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**Section 3.10 Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjourned meeting shall be given to any director not present at the time of the adjournment.

#### ARTICLE IV Officers

**Section 4.01 Titles.** The officers of the church shall be a President who shall have the title of “Rector,” a First Vice President who shall have the title of “Senior Warden,” a Second Vice President who shall have the title of “Junior Warden,” treasurer, secretary, and any other officers determined by the Vestry. The positions of treasurer and secretary may, but need not be, held by members of the Vestry.

**Section 4.02 Appointment, Selection and Election of Officers.** The Rector shall be selected and hired by the Vestry and employed by the church pursuant to a written agreement. In the event of a vacancy, the Senior Warden shall assume the function and duties as president until a new Rector is hired.

At the annual meeting of the Vestry, the Vestry shall appoint or elect a Junior Warden, Secretary, Treasurer, and any other officers for the following year. The Rector shall appoint a Senior Warden for a term of one year. The Senior Warden may, but need not, be an elected member of the Vestry. At a time when there is a vacancy in any office, a replacement may be appointed or elected for the balance of the year by the same means as appointed or elected for full terms.

**Section 4.03. Subordinate Officer Responsibilities.**

*Wardens.* If the Rector is absent or disabled, the Wardens, in order of their rank, shall perform all temporal duties of the chief executive. When so acting, a Warden shall have all powers of and be subject to all restrictions of the chief executive. The Wardens shall have such other powers and duties as the Vestry may delegate. The Wardens’ duties shall not extend to spiritual matters, which will be directed by the Bishop or his delegate if the Rector’s absence or disability is sustained for more than a month.

*Treasurer.* The treasurer shall be responsible for: (1) keeping and maintaining full and correct records of financial accounts, leases, contracts, properties and business transactions of the Congregation; (2) preparing reports to facilitate a review of the financial status of the Congregation at each monthly Vestry meeting; (3) preparing for

and assisting in periodic audits of the Congregation's financial records; (4) depositing, or causing to be deposited, all money and other valuables in the name and to the credit of the Congregation with such depositories as the Vestry may designate; (5) disbursing the church's funds as the Vestry may direct; (6) rendering to the Rector and the Vestry, when requested, an account of all transactions as treasurer and of the financial condition of the Congregation; and (7) have such other powers and perform such other duties as the Vestry may delegate.

*Secretary.* The secretary shall be responsible for: (1) keeping or causing to be kept, at the church's principal office or such other place as the Vestry may direct, the minutes of all regular and special meetings, proceedings and actions of the Vestry, of committees of the Vestry, and of members' meetings; (2) ensuring that all records of the church are maintained as required by law; (3) ensuring records are maintained of members of the church and Vestry; (4) ensuring proper communications and notices of all meetings of members, of the Vestry, and of committees of the Vestry as required by these bylaws; and (5) performing such other duties as the Vestry or the bylaws may require.

**Section 4.04 Removal of Officers.** Subject to the rights, if any, of an officer under any contract of employment, a subordinate officer other than the Senior Warden may be removed with or without cause by the Vestry. The Rector may remove and replace the Senior Warden with or without cause at any time. The Rector may only be removed in a manner set forth in the Diocesan Canons at Canon 8, regarding Disruption of Pastoral Relationship. An officer may resign at any time upon notice to the Rector or Wardens without prejudice to the rights, if any, of the Congregation under any contract to which the officer is a party.

## ARTICLE V Emergency Powers

**Section 4.0 Emergency Powers.** In anticipation of or during an emergency, the Vestry may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

During an emergency, (1) notice of a meeting of the Vestry need be given only to those Vestry-members it is practicable to reach and may be given in any practicable manner; (2) those Vestry-members who participate in a meeting of the Vestry shall constitute a quorum; and (3) one or more officers present at a meeting of the Vestry may be deemed to be Vestry-members for the meeting, in order to constitute the minimum size of the Vestry as set forth in Section 2.02 herein. Such officers shall be added as available in order of rank and within the same rank in order of seniority.

Corporate action taken in good faith during an emergency to further the ordinary activities and affairs of the Congregation: (1) binds the Congregation; and (2) may not be used to impose liability on a Vestry-member, officer, employee, or agent.

“Emergency” means any of the following events or circumstances as a result of which, and only so long as, a quorum of the Vestry cannot be readily convened for action: (1) a natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion; (2) an attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent; (3) an act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations; or (4) a state of emergency proclaimed by a governor or by the President of the United States.

## ARTICLE VI Indemnification and Insurance

**Section 6.01 Indemnification.** This Congregation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Vestry-member, or agent of this Corporation, or is or was serving at the request of this Corporation as a Vestry-member, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under law, upon approval by the Board.

In determining whether indemnification is available to the Vestry-member, Officer, or agent of this Corporation, the determination as to whether the applicable standard of conduct has been met shall be made by a majority vote of a quorum of Vestry-members who are not parties to the proceeding. If the number of Vestry-members who are not parties to the proceeding is less than two-thirds of the total number of Vestry-members seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 6.02 Insurance.** The Vestry has the power and must use its best efforts to purchase and maintain insurance on behalf of any Vestry-member, Officer, or agent of the Congregation, against any liability asserted against or incurred by the Vestry-member, Officer, or agent in any such capacity or arising out of the Vestry-member's, Officer's, or agent's status as such, whether or not the Congregation would have the power to indemnify the agent against such liability under Section 5.01 of these Bylaws;

provided, however, that the Congregation may not purchase and maintain such insurance to indemnify any Vestry-member, Officer, or agent of the Congregation for any self-dealing transaction

ARTICLE VII  
Miscellaneous

**Section 7.01 Fiscal Year.** The fiscal year of the Corporation shall be from [*month*] through [*month*].

**Section 7.02 Amendment of Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of the Congregation may be adopted, amended or repealed in whole or in part by a majority vote of the total members of the Vestry.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of [*name of corporation here*], do hereby certify:

That the foregoing Bylaws, consisting of [*number of pages here*] pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on [*date here*], and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this [*date here*].

---

, Secretary