

**BYLAWS**  
**of**  
**St. Michael's Episcopal Church**  
**Bon Air, Virginia**

**Preamble**

The foregoing, having association as a Parish with the Episcopal Church in America, adopts the Articles hereto attached as Bylaws of St. Michael's Episcopal Church, Bon Air, Virginia (The Parish).

**ARTICLE 1**

**Authority Acknowledged**

The Parish accedes to the doctrine, discipline and worship of the Constitutions and Canons of The Episcopal Church, and to the Constitution and Canons of The Episcopal Diocese of Southern Virginia, and acknowledges their authority.

**ARTICLE 2**

**Membership**

Any baptized person by declaring his or her intention of supporting this Parish by regular attendance at public worship, unless for good cause prevented, and by contributing time, talent or treasure to the financial well-being of the ongoing mission and ministry of this Parish shall be considered a member of the Parish. Any member sixteen years of age or older shall be considered an adult member.

**ARTICLE 3**

**Meetings of the Parish**

3.1. *Annual Meeting and Special Meetings.* The Annual Meeting is to be held preferably by January 31<sup>st</sup> of each year, but at a date and time and place appointed by the Vestry. The purpose of the meeting is to elect Vestry members to new and any unexpired terms, receive the budget and reports, and conduct such other business as may properly come before the meeting. Special meetings of the Parish may be called at any time by the Rector, Wardens, or Vestry. The Parish may transact only the business set forth in the notice of the meeting.

3.2. *Notice.* Written notice of all Parish meetings is to be given during all services held on the two Sundays preceding the meeting and may also be given by any other method deemed appropriate by the Vestry. The written notice shall include the purpose of the meeting and, in the case of the

Annual Meeting, the slate of candidates proposed by the nominating committee. No action shall be taken at any meeting of the Parish other than that set forth in the Notice for such meeting.

3.3. **Resolutions.** Except as these Bylaws and parliamentary authority may otherwise provide, resolutions shall be carried by the affirmative votes of a majority of those present and voting.

3.4. **Rules of Procedure.** In all matters of parliamentary procedure not governed by canon or these Bylaws, the latest edition of Robert's Rules of Order shall govern.

## **ARTICLE 4**

### **Election and Terms of Vestry, Officers and Delegates**

4.1. (a) **Expired Vestry Positions.** Vestrypersons shall be elected (with the exception of Youth positions as outlined below) at each Annual Meeting of the Parish from adult confirmed members of the Parish. All elections are to be by secret written ballot, unless the election is by acclamation. Each ballot shall contain the printed name of every nominated candidate and space for the names of candidates who may be nominated from the floor. Each voting member must vote for the total number of candidates equal to the number of expired Vestry positions to be filled on each ballot. The election judges appointed by the Vestry shall tally the votes. The four candidates receiving the highest number of votes shall be elected to the Vestry. In the event that a tie vote leaves an election unresolved with respect to an expired Vestry position or positions, additional ballots shall be cast to resolve the tie for that position or positions until an election is declared. The Register shall announce the names of the winning candidates at the Annual Meeting and then publish the names of the winning candidates subsequent to the Annual Meeting.

(b) **Unexpired Vestry Positions.** Vacancies on the Vestry may be filled at any meeting of the Parish from adult confirmed members of the Parish. Unless so filled, they may be filled by election of the Vestry until the next Annual Meeting. Election to an unexpired position will be conducted by separate nomination and ballot and shall apply only to the term of the unexpired Vestry position. All other conditions for an election apply.

(c) **Youth Vestry Positions.** The Youth Group nominates and elects annually up to three persons from among themselves who have been confirmed to occupy the Youth position on the Vestry. These persons must at least sixteen at the time they hold office and younger than eighteen at election. Any unexpired vacancies may be handled in like manner.

(d) **Qualifications of Electors.**

All adult members who are enrolled confirmed members shall be entitled to vote. Votes may be cast only by electors present in person at a meeting of the Parish.

(e) **Judges of Election.**

The Vestry shall appoint three persons, not more than two of whom shall be Vestry members, to serve as judges of the elections. The judges shall decide qualifications of electors and of those

elected to the Vestry prior to any vote. The judges of the election shall certify to the Register of the Vestry the results of the election and such certification shall be recorded in the minutes of the Vestry.

#### 4.2. *Terms.*

(a) Adult Vestry Members – Vestrypersons elected to expired positions shall hold office until the third Annual Meeting following their election; those elected at Parish Meetings to unexpired positions serve for the duration of the unexpired term; and all shall hold office until their successors are elected and have qualified. Any Vestryperson whose three-year term expires at any Annual Meeting shall not be eligible for reelection until the next succeeding Annual Meeting. Those who have fulfilled an unexpired vacancy are eligible for reelection.

(b) Youth Vestry Members – Youth Vestry members serve a one-year term and are eligible for reelection until their eighteenth birthday.

4.3. *Wardens.* Wardens are to be elected annually by the Vestry from among adult Vestrypersons. Wardens shall be elected to a term of one year at a Vestry meeting following the Annual Meeting. Wardens may not serve for more than three consecutive years unless three quarters of the Vestry votes to override this restriction.

4.4. *Treasurer.* The Treasurer shall be a confirmed member of the Parish, 18 years of age or older, and shall be elected by the Vestry to a term of one year. The Treasurer may or may not be an elected member of the Vestry. The Treasurer may be elected to no more than three consecutive years and shall be ineligible for one year before reelection to that office unless a majority of the Vestry votes to override this restriction.

4.5. *The Register.* The Register shall be a confirmed member of the Parish, 18 years of age or older, and shall be elected by the Vestry to a term of three years. The Register may or may not be an elected member of the Vestry. The Register may be elected to a no more than three consecutive years and shall be ineligible for one year before reelection to that office unless a majority of the Vestry votes to override this restriction.

4.6. *Delegates to Diocesan Council.* The Vestry shall annually elect the appropriate number of delegates and alternates to Diocesan Council as required by the Diocese.

## **ARTICLE 5**

### **The Rector**

5.1. *Election.* The Rector shall be elected by the Vestry at a meeting duly called for that purpose by the Vestry, provided that the Rector may be elected by the Vestry if so authorized. Such an election shall not take place, however, until all that is required by Diocesan canon has been taken. No person shall be eligible for the office of Rector unless he or she is a qualified ordained minister of The Episcopal Church and has been certified by the Bishop to be in good standing.

5.2. **Duties.** The Rector shall have jurisdiction over the spiritual affairs of the parish and direct the Parish staff. The Rector, or a Warden, shall preside at meetings of the Parish and the Vestry.

5.3. **Annual Parochial Reports.** The Parish prepares annually a report for the year ended December 31, in the form and with the content required by the Diocese. The preparation and delivery of this Annual Parochial Report is the joint duty of the Rector and the Vestry.

5.4. **Maintenance of Parish Registry and Other Records.** The Rector, or the Wardens if there is no Rector, shall maintain a Parish Registry, in the form adopted by the General Convention, to record all baptisms, confirmations, marriages and burials. The Rector is the custodian of the Parish Registry, and great care shall be taken to preserve the Registry and other church records.

5.5. **In the Absence of a Rector.** In the absence of a Rector, the Wardens shall preside according to seniority by title at all meetings of the Parish and the Vestry. Responsibility for maintaining parish records and reports is overseen by the Wardens if there is no Rector.

## **ARTICLE 6**

### **Officers**

6.1. **Officers.** The officers of the Vestry shall be the Rector, Senior Warden, Junior Warden, Treasurer and Register.

6.2. **Duties of Wardens, Register, and Treasurer.**

(a) **Wardens.** It is the duty of the Wardens to oversee church property and its use; to see that it is prepared for all occasions of public worship; to see that it is properly maintained and cleaned; to see that offerings are collected; to see that sacred vessels are cared for and safely kept; to see that, under Vestry direction, Parish Funds are used to provide the Eucharistic elements as well as an adequate supply of books and vestments for public worship; to assist in the seating of the congregation; and, to maintain order and decorum during worship.

(b) **Register.** It is the duty of the Register to care for the Parish Records, and to keep minutes of all Vestry proceedings. Where there is no Rector, it is the Register's duty to maintain the Church Registry, recording all baptisms, confirmations, marriages, deaths and funerals, and to keep all necessary membership records and the annual parochial report.

(c) **Treasurer.** It is the duty of the Treasurer to take charge of all offerings and other income, whether for operating expenses or designated for special purposes, except communion alms as outlined in the National Canons, and to disburse these funds under the Vestry's direction. The Treasurer shall make a report thereof to the Vestry.

## **ARTICLE 7**

### **Bonds**

The Treasurer and other custodians of funds as designated by the Vestry shall be bonded under a blanket bond maintained by the Diocese for that purpose. If such a blanket bond is at any time not available, adequate bonds shall be procured by the Parish and such bond shall be placed in the custody of some officer other than the person who is bonded.

## **ARTICLE 8**

### **Vestry**

8.1. *Composition.* The Vestry consists of the Rector, and twelve elected Vestry members, two of whom shall be identified as Wardens.

8.2. *Duties.*

(a) It shall be the duty of a Parish Vestry to elect a Rector. The Vestry shall cooperate with the member of the clergy in charge for the promotion of the spiritual welfare of the cure; shall see that the member of the clergy in charge is properly supported, and that salaries and pension fund premiums be paid with regularity and punctuality; and shall inform the Diocese on or before December 31st each year of the amount pledged toward the operating account of the Diocese and to see that the pledged sum is remitted to the Diocese in regular installments. Further, it shall be the duty of the Vestry to make and execute all contracts for the erection, furnishing and preservation of the church edifice and other church property; to regulate the use of the Parish Memorial Garden; to make proper provision for sacred music, subject to the control of the Rector; to provide for the appointment of trustees under the code of Virginia to hold the legal title to the Church property; and generally to act as agents of the Parish in its temporal business.

(b) It shall be the joint duty of the Rector and Vestry of a Parish to submit to the Bishop by the 1st of March the Annual Parochial Report for the preceding year and additional Parish data as required for the Journal of Council.

(c) It shall be the duty of the Vestry, when the position of Rector of a parish becomes vacant to give notice to the Bishop, or if there be no Bishop, to the President of the Standing Committee.

(d) It shall be the duty of the Vestry to provide all lay employees, who work a minimum of 1,000 hours annually, retirement benefits through participation in the Episcopal Church Lay Employees Retirement Plan (ECLERP), or an equivalent plan, the provisions of which are at least equal to those of ECLERP; and participation in such a plan shall commence no later than January 1, 1993.

8.3. *Meetings.*

(a) The Vestry should meet in regular session at least monthly. Vestry meetings are open to all members of the Parish, except when the Vestry votes to convene in executive session. Youth vestry

members may be asked to absent themselves from executive sessions of the Vestry. A majority of the members including the Rector, if there is one, shall constitute a quorum and a majority vote of those present, except otherwise noted in these by-laws, shall determine any matter presented. In votes in which youth Vestry members participate, the collective votes of the youth Vestry members shall count as only one vote and the majority vote of the youth Vestry members present controls. In the event of a tie among or between the youth Vestry members present, the youth must abstain. No member of the Vestry shall be permitted to vote by absentee ballot or proxy. The records of the Vestry shall be open to all members of the Parish.

(b) The Vestry need not give notice of regular meetings or specify a purpose. The Rector or any two members of the Vestry may call a meeting of the Vestry. The person or persons calling a special meeting must give notice to each Vestry member of the time, place (if any), date and purpose of the meeting. No business shall be transacted at a special meeting except that specified in the notice.

(c) The latest edition of Robert's Rules of Order shall govern all matters of parliamentary procedure not governed by canon or these Bylaws.

(d) A three quarters affirmative vote of the Vestry is required to approve any expenditures, contracts, projects or campaigns costing more than five thousand dollars (\$5,000.00). In such votes, no Vestry member is permitted to vote by absentee ballot or proxy.

8.4. **Resignations.** 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. The Vestry need not accept the resignation to be effective.

## **ARTICLE 9**

### **Organizations**

9.1. **Commissions/Committees.** The Vestry and Rector are supported by the work of commissions and committees, which are subject to the supervision and ultimate control of the Rector and the Vestry. The Vestry may create and charge commissions or committees to undertake specific tasks in the governance of the Parish. The Rector, with the advice and consent of the Vestry, appoints the committee members, including the chairs. Each such commission or committee dissolves upon completion of its work.

9.2. **Guilds and other Parish Organizations.** The Parish may support and encourage guilds and other Parish organizations to assist in its missions. These organizations report at least annually at the Parish's annual meeting and are subject to the supervision and ultimate control of the Rector and the Vestry.

## **ARTICLE 10**

### **Gifts and Memorials**

10.1. **Fiscal Year.** The fiscal year of the Parish is the calendar year.

## 10.2. *Funds.*

(a) The handling of any or all of the cash, funds and investments of the Parish, including the purchase, custody, sale and transfer of the same, may be delegated by the Vestry to the Wardens, the Treasurer, the Finance Commission, and/or to the Endowment Commission of the Parish, either generally or as to specific instances, but subject to the ultimate direction and control of the Vestry.

(b) Gifts made to specific designated funds outside of the general operating budget including, but not limited to, guilds, commissions or ministries, often have constraints or conditions imposed by the donor restricting their use and should be segregated in bookkeeping records. Similarly, monies that have been set aside for a specific use outside of the general operating budget by the Vestry are designated and should be segregated in the bookkeeping records.

Restricted and designated funds need not necessarily be held in separate accounts. Separate bookkeeping entries may be sufficient to maintain the segregation required of all restricted and designated funds. If restricted or designated funds are kept in a common interest-bearing account, care must be taken to allocate accrued interest properly among funds.

In the event that separate funds do share the same account, special care must be taken so as to assure that the proper trustees, guilds and/or Commissions of each of those funds remain the sole authority in the recommended use of their funds subject to all applicable procedures related to disbursements including that any recommended expenditures in excess of one thousand dollars (\$1,000.00) must be approved by the Vestry.

10.3. *Indebtedness.* The Parish shall have the authority to borrow money, provided that no indebtedness shall be incurred, renewed or extended by or on behalf of the Parish without the express approval of the Vestry; nor without the written assent of the Bishop in accordance with any of the canons of the Diocese of Southern Virginia. Any such indebtedness equal to or greater than five thousand dollars (\$5,000.00) requires an affirmative vote of three quarters of the Vestry.

10.4. *Books of Account.* The Treasurer keeps proper books of account for the Parish, prepares periodic interim financial statements at least [monthly] [quarterly], and prepares annual financial statements. The financial statements consist of a statement of financial position (balance sheet), a statement of activities (income statement) and a statement of cash flows. The financial accounts are to be maintained and the audit conducted either in accordance with generally accepted accounting principles or in accordance with the Standards Manual of Business Methods in Church Affairs, as promulgated by the Episcopal Church and/or the Diocese of Southern Virginia.

10.5. *Audits.* The Parish's financial statements are to be audited annually by an independent certified public accountant, or independent licensed public accountant or such audit committee as the Diocese of Southern Virginia may authorize. All audit reports, financial statements, footnotes and supplementary schedules, including memorandum issued regarding the sufficiency of internal controls or other accounting matters and a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, are to be filed with the Diocese in accordance with the Canons of the Diocese.

10.6. *Annual Reports.* An annual report of all business and financial matters of the Parish, including the complete, audited financial statements, shall be prepared by or under the direction of

the Treasurer, approved by the Vestry and distributed to the Parish at least ten days before each annual meeting of the Parish.

10.7. *Gifts and Memorials.* No object intended as a permanent addition to the property of the Parish, or to be used for public worship, shall be accepted as a gift or memorial without the approval of the Rector and the Vestry, subject to such conditions as they may prescribe. All objects so accepted may be altered, removed or disposed of when deemed necessary or appropriate by the Vestry. The names of the donors of and of the persons memorialized by such gifts and memorials, any terms and conditions of the gift and the dates of acceptance shall be preserved in the permanent records of the Parish.

10.8. *Real Property.* All buildings of the Parish and their contents shall be kept adequately insured. The Vestry may not encumber or alienate any real property of the Parish without the written consent of the Bishop in accordance with the Diocesan Canons; and any such action regarding an amount equal to or greater than five thousand dollars (\$5,000.00) requires an affirmative vote of three quarters of the Vestry.

## **ARTICLE 11**

### **Other Church Records; Agents**

11.3. *Agents of the Parish.* The Parish may delegate to the Rector, one or both Wardens or the Treasurer, generally or as to specific instances, or to any trustee or agent of the Parish as to specific instances, due authority to execute and deliver, on behalf of the Parish, such contracts, deeds, mortgages, notes, bonds, checks, drafts and other instruments and documents as the Vestry may deem necessary or proper. Without a general or specific delegation of authority, residual authority shall lie with the Rector, the Wardens or the Treasurer, or any of them. The Vestry may appoint such trustees, agents and representatives of the Parish (including legal counsel) and delegate to them due authority to perform such acts and duties for the Parish as the Vestry sees fit, consistent with these Bylaws and with the Church Canons and Diocesan Canons. Except as provided in these Bylaws or as specifically authorized by the Vestry, no Vestry member, officer or employee of the Parish or any other person shall have the power or authority to bind the Parish by any contract or transaction or to render it legally or financially liable for any purpose or in any amount.

## **ARTICLE 12**

### **Amendments to Bylaws**

The Vestry may take action to adopt, amend or repeal these Bylaws at any meeting. Any such amendment requires a first reading of the proposed amendment and an affirmative vote of three fifths of the Vestry present at the meeting to consider it for full adoption at the next meeting. No Vestry member may vote by absentee ballot or proxy. The Secretary shall record all amendments or repeals of these Bylaws by making the required changes on the Parish's copy of the Bylaws and either noting the effective time of the change (and all other changes following the last restatement of

the Bylaws) in a parenthetical following the amended or deleted Section or restating and certifying an amended and restated version of the then effective Bylaws.

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Bylaws of the Parish as adopted by the Vestry on [[Month/day/year].

Executed as of [Month/day/year]. \_\_\_\_\_ Secretary