

By-Laws
Churchwardens and Vestrymen of
St. Anne's Episcopal Church
Tifton, Georgia

ARTICLE I – Organization

Section 1: Name

The Churchwardens and Vestrymen of St. Anne's Episcopal Church, Tifton, Inc. (St. Anne's) is a parish organized as a Corporation pursuant to the Official Code of the State of Georgia under the Georgia Nonprofit Corporation Code (the Code), made as a part of the Episcopal Diocese of Georgia (the Diocese), and the Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America (the Episcopal Church).

Section 2: Not-for-Profit

St. Anne's is organized as a nonprofit corporation under the Code, qualified as Exempt Organization under the Internal Revenue Code of the United States of America.

No part of the net earnings of St. Anne's or its property shall inure to the benefit of, or be distributable to, its Members, Vestry officers, or other private persons except that St. Anne's shall be authorized and empowered to pay reasonable compensation for services. No substantial part of the activities of St. Anne's shall be the carrying on of propaganda, otherwise attempting to influence legislation, except to the extent permitted by the law, and St. Anne's shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, St. Anne's shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the internal Revenue Code of 1986 or the corresponding provision of any future federal tax code or (b) by a parish, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code of 1986 or any other corresponding provision of any future federal tax code.

ARTICLE II – Purpose

The purposes of this corporation are to acquire and afford to St. Anne's proper and appropriate church buildings and other properties, real and personal, needed and useful in the conduct of the services and affairs of the Parish, and in general to do any and all things necessary to promote the cause of Christian faith, to know Christ, and to make him known.

ARTICLE III – Acknowledgment

St. Anne's Episcopal Church, as a constituent part of the Episcopal Church and the Diocese, recognizes, adopts, accedes to and acknowledges the authority of the Constitution and Canons of both.

Any by-law in contravention of the Constitution and Canons of the Episcopal Church or the Diocese shall be null and void.

ARTICLE IV – Membership

All baptized persons 16 years of age or over who are communicants in good standing of St. Anne’s shall be members of this Parish.

A communicant in good standing is one who declares his or her intention to support the Parish by regular attendance at public worship and by subscribing identifiably to the expenses of this Parish in a structured manner.

ARTICLE V – Annual Parish Meeting of Members

Section 1: The Annual Parish Meeting

The Annual Parish Meeting of St. Anne’s shall be held prior to the 30th day of November each year at a place and date fixed by the Vestry for the purpose of electing Vestry members and for the transaction of such other business as may properly come before the meeting.

The Rector shall preside. If he or she is absent, the Senior Warden shall preside. In the absence of both, the Junior Warden shall preside. In the absence of the Rector and both Wardens, a Vestry member designated by the Vestry shall preside.

Reports shall be made by the Rector, the Vestry, and such other departments and ministry areas as the Rector or Vestry may request.

Section 2: Notice

At least 30 days prior to the Annual Parish Meeting a notice stating the place, day and hour of the meeting shall be communicated electronically or by mail to each member as his or her name appears upon the Parish records. This notice shall be the responsibility of the Clerk of the Vestry or some other person designated by him or her. The notice shall also be printed in the Sunday service bulletin on all Sundays falling within the 30 days prior to the meeting.

Section 3: Quorum

At all meetings of the members of the Parish, those present and entitled to vote, providing there are at least 30 members present, shall constitute a quorum for action on any matter, unless the Constitution or the Canons of the Episcopal Church or of the Diocese provide otherwise.

Section 4: Voting Rights

Each member shall be entitled to one vote. There shall be no vote by proxy. All matters excluding amendments to these By-Laws shall be decided by a majority vote of those present and entitled to vote.

Section 5: Special Meetings of the Parish

Special meetings of this Parish may be held at the call of the Rector or a majority of the Vestry, or upon the written request of 30 members of the Parish. Such special meetings may be held at such place and time as is designated in the call. The same prior notice is required as for the regular Annual Parish Meeting. Business at all special meetings shall be confined to the subject(s) stated in the call.

ARTICLE VI – Corporate Officers

Section 1: The Officers of the Corporation

Church officers shall be:

1. Rector
2. Senior Warden
3. Junior Warden
4. Clerk of the Vestry
5. Treasurer

Section 2: Qualifications and Responsibilities of Officers

A. The Rector

The Rector by virtue of office shall have the primary jurisdiction over the spiritual concerns of the Parish and shall at all times exercise control over the use of Parish facilities in accordance with the Canons.

Duties of the Rector with regard to Vestry administration and the Parish are:

1. Preside over all meetings of the Vestry and Parish.
2. Call all meetings of the Vestry and Parish as he or she deems necessary.
3. Vote only in the case of a tie, excluding matters regarding his or her compensation or benefits.
4. Appoint the Senior Warden.
5. Appoint Vestry members as liaisons to ministry areas.
6. Set up, review and terminate task forces as needed.
7. Appoint staff representatives to committees, as needed, to serve *ex officio*.
8. Make an annual report about the spiritual affairs of the Parish at the Annual Parish Meeting.
9. Have the authority and responsibility for the conduct of worship and the spiritual jurisdiction of the Parish.
10. Have the use and control of all Parish buildings with the appurtenances and furniture thereof.
11. Have exclusive authority to supervise, hire and fire staff and adjust their job responsibilities.

B. The Senior Warden

The Senior Warden shall be appointed annually by the Rector at the first Vestry meeting of the calendar year from among the duly elected members of the Vestry or by re-appointment of the immediately previous Senior Warden. The Rector may re-appoint a Senior Warden for only one consecutive term. After one year vacating the position, a person can be eligible again for consideration.

The duties of the Senior Warden shall include:

1. Preside at all Parish functions of a business nature when the Rector cannot attend.
2. Represent the Parish as the primary lay leader.
3. Serve on the Executive Committee and the Finance Committee.
4. Cause an annual report to be made, distributed and presented to the members of the Parish during the Annual Parish Meeting.
5. In the absence of the Rector, act as leader and responsible person for all temporal activities.
6. Perform all duties not delegated to the Junior Warden but provided by the Corporate Charter of the Church and the Constitution and Canons of the Episcopal Church and of the Diocese.

C. The Junior Warden

The Junior Warden shall be elected annually at the first Vestry meeting of the calendar year by majority vote of the Vestry from among the duly elected Vestry members. He or she may be re-elected to this position for only one consecutive term. After one year vacating the position, a person can be eligible again for consideration.

The duties of the Junior Warden shall include:

1. Cooperate with and understudy the Senior Warden.
2. Serve on the Executive Committee.
3. Maintain a comprehensive directory of Parish buildings and grounds and oversee their timely and continual care, repair and maintenance.
4. Present to the Vestry each month an accounting of repair and maintenance activities accomplished.
5. Present to the Vestry each month a projection of upcoming repair and maintenance needs, and anticipated costs.
6. Perform all duties and responsibilities of the Senior Warden in his or her absence.

D. The Clerk of the Vestry

The Vestry shall nominate and elect a Clerk for a term of three years. The Clerk may be re-elected to subsequent three-year terms. The Clerk may or may not be a member of the Vestry, but may not be the Senior or Junior Warden.

The duties of the Clerk shall include:

1. Attend all meetings of the Vestry including the Executive Committee.

2. Have a voice but no vote unless a duly elected member of the Vestry.
3. Keep the minutes of Parish meetings, all Vestry meetings and Executive Committee meetings.
4. Cause the most recently approved Vestry minutes to be submitted to the Parish records, posted on designated bulletin boards, and published electronically in a timely fashion.
5. Attest and seal as authorized by the Rector or Senior Warden any such instruments as contracts, deeds and mortgages, and official reports required by the Diocese and/or the Episcopal Church.

E. The Treasurer

The Treasurer shall be elected for a three year term at the first Vestry meeting of the calendar year. After one year vacating the position, a person can be eligible again for consideration. The Treasurer may or may not be a member of the Vestry, but may not be the Senior or Junior Warden.

The duties of the Treasurer shall include:

1. Serve as the fiscal officer of the Parish.
2. Review all expenditures to determine if they are appropriate within the annual Parish budget, all accounts and any special fund guidelines.
3. Serve on the Executive Committee.
4. Serve as chair of the Finance Committee, *ex officio* member of the Stewardship Committee and all other finance related committees, and coordinate reports from said committees to the Vestry in a timely fashion.
5. Present a detailed monthly financial statement to the Vestry in advance of each meeting and discuss significant details as a standing agenda item for each Vestry meeting.
6. Cause a summary of the most recently approved financial statement to be submitted to the Parish records, posted on designated bulletin boards, and published electronically in a timely fashion.
7. Recommend budget adjustments monthly to the Vestry, or report why none are needed.
8. With the Rector and Finance Committee, prepare and recommend the budget each year for Vestry approval.
9. Help prepare the financial information for the Annual Parish Meeting report.
10. Sign checks and, as needed, designate other officers to sign checks.
11. Monitor Parish adherence to all national and diocesan canons regarding required accounting practices and other guidelines affecting the financial practices of the Parish.

ARTICLE VII – Board of Directors (Vestry)

Section 1: Authority and Duties of the Vestry

The business and financial affairs of the Parish shall be managed by the Vestry.

In accordance with Title I, Canon 14 of the Canons of the Episcopal Church, 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, subject to the Canons and the authority of the Bishop. The authority of the Vestry is subject to the canonical authority and responsibility of the Rector.

At all times, the members of the Vestry are to conduct themselves in a Christian manner; to participate faithfully in weekly corporate worship, daily private prayer, and the spiritual life of the Parish; to live an examined life faithful to the Baptismal Covenant; to serve as godly examples to the Congregation; and when called upon by the Rector, to advise and assist in the oversight of spiritual matters of the Parish.

Section 2: Number and Terms

The Vestry, composed of the Rector and no less than twelve members of the Parish, shall be elected at the Annual Parish Meeting to staggered three-year terms. Regardless of the date of the Annual Parish Meeting, terms shall commence at the start of the calendar year.

Section 3: Selection of Rector

The Vestry shall elect and call the Rector provided they have obtained the consent of the Ecclesiastical Authority of the Diocese. No person shall be elected Rector who does not receive the affirmative vote of at least two-thirds of all the members of the Vestry.

Section 4: Vestry Declaration

Each person chosen Warden or Vestry member, before he or she acts as such, shall subscribe to the following declaration and promise.

“I do believe that the Holy Scriptures contain all Doctrine required as necessary for eternal salvation through faith in Jesus Christ; and I do yield my hearty assent and approbation to the doctrine, worship, and discipline of the Protestant Episcopal Church in the United States of America; and I promise that I will faithfully execute the office of Vestry Member (or Warden) of St. Anne’s Episcopal Church of Tifton, Tift County, Georgia, according to my best knowledge and skill.”

Section 5: Delegates

When notified by the Diocese, the Vestry shall select three delegates and one or more alternates to represent the Parish at the next Diocesan Convention.

Section 6: Warden Vacancy

Whenever the office of Warden becomes vacant for any reason other than the expiration of his or her term in office, a successor shall be selected for the unexpired term in the same manner as set forth in Article VI, Section 2 above.

Section 7: Vestry Vacancy

Whenever the office of a Vestry member becomes vacant for any reason other than the expiration of his or her term, a successor shall be elected by the Vestry to complete the unexpired term. The successor must meet all of the requirements for eligibility as described in Article VIII, Section 3.

ARTICLE VIII – Vestry Nominations

Section 1: Nominations

Nominations to fill the expiring terms on the Vestry shall be made and distributed to the members at least 30 days prior to the Annual Parish Meeting.

Section 2: Nominating Committee

The Rector, or Senior Warden in the Rector's absence, with advice and consent of the Vestry, shall appoint from members of the Parish a Nominating Committee and shall announce the members to the Parish. The Nominating Committee shall consist of the Rector (or Senior Warden in the Rector's absence) as an *ex officio* and non-voting member as well as vestry and non-vestry members in equal numbers, no less than two each. This Nominating Committee shall name nominees for Vestry and present a slate of nominees 30 days before the Annual Parish Meeting. If a member of the Nominating Committee is under consideration for nomination to the Vestry, that member shall be removed from the committee, and a new member shall be appointed by the above stated procedures.

Section 3: Eligibility

To be eligible for nomination to the Vestry, the nominee must:

1. be a confirmed member as defined in Article IV,
2. be 18 or more years of age,
3. have agreed to serve.

A profile of the nominee, giving his or her background relative to Parish involvement and interest, shall be distributed to the members at least 30 days prior to the Annual Parish Meeting.

Section 4: Additional Nominations

Further nominations may be made from the floor by any eligible member if said nomination is in compliance with the requirements of good standing, agreement to service and presentations of profile. To allow consistent assurance of compliance, the potential nominee's name shall be submitted to the Vestry two weeks in advance of the Annual Parish Meeting.

ARTICLE IX – Vestry Elections

Section 1: Annual Parish Meeting

Elections to fill the expiring terms on the Vestry shall be held each year at the Annual Parish Meeting.

Section 2: First Ballot

When the nominations have been closed, a ballot with the names of all nominees shall be distributed to each eligible voter present. There shall be no vote by proxy.

Each voter shall cast one ballot on which he or she shall vote for no more than four candidates.

Section 3: Majority

The nominees receiving the most votes shall be elected, except that no one candidate shall be elected unless he or she receives the vote of a majority of those present and entitled to vote.

Section 4: Second Ballot

If after the first ballot any of the four positions remain unfilled, a ballot containing the names of those nominees not elected shall be distributed to each voter, who then shall vote for no more than the number of vacancies remaining.

If on the first, or any following ballot, no nominee received a majority, then the nominee receiving the least votes shall be dropped from the next ballot. This procedure then shall be followed until each of the Vestry vacancies is filled by majority vote.

Section 5: Tie Ballot

If two or more nominees are tied for a lesser number of positions, a ballot shall be held to break the tie.

ARTICLE X – Vestry Meetings

Section 1: Regular Meetings

The regular meetings of the Vestry shall be held each month on such date and at such time as shall be agreed upon by the Vestry.

Regular meetings of the Vestry may be omitted in any month upon majority vote of the Vestry.

Section 2: Notice

Notice of each monthly meeting shall be given to each Vestry member in writing, by phone, by electronic communication, or in person at least one week before the date of such meeting. The members of the Parish shall be notified of each meeting by a notice published in the Parish newsletter at least one week before the date of each meeting.

Section 3: Special Meetings

The Rector shall have the power to call Vestry meetings, other than regular, at any time, given reasonable notice, specifying the business for which the meeting is called. Should the Rector decline to call a meeting of the Vestry at the request of four Vestry members, the Wardens shall call the meeting, provided that the Rector shall have notice of the same.

If the Parish is without a Rector, the Senior Warden or any two members of the Vestry shall have power to call special Vestry meetings, subject to the above provisions.

The notice of special meeting shall state the date, time, place, and purpose(s) of the meeting, and no other business than that specified in such notice shall be considered at the meeting without the unanimous consent of all present. The notice of such meeting shall be given to all Vestry members in writing, by phone, by electronic communication, or in person.

Section 4: Conduct of Meeting

In accordance with the Canons of the Episcopal Church and of the Diocese, the Rector or such other member of the Vestry designated by the Rector shall preside at all meetings of the Vestry. In his or her absence, the Senior Warden shall preside. If both are absent, the Junior Warden shall preside. In the absence of all three, the Vestry shall select one of its members to preside.

Section 5: Quorum

A quorum shall consist of a simple majority of the elected Vestry members. The act of the majority of the Vestry present at a meeting at which a quorum is present shall be the act of the Vestry.

Section 6: Open Meeting

Vestry meetings shall be open to all Parish members. The Rector, however, with the approval of a simple majority of the Vestry, may close any meeting when the matter to be discussed is of a confidential and/or personnel nature.

Any Parish member may request an item to be placed on the Vestry agenda. However, requests may be denied if not made at least forty-eight hours prior to the meeting. Only Vestry members have the right of voice at the meeting. Public comments may be solicited.

Section 7: Rules

Business at Vestry meetings shall be conducted according to a reasonable format approved by the Rector and unanimously adopted by the Vestry at the first Vestry meeting of the calendar year. In the absence of such a format, Roberts Rules of Order shall be the default.

Section 8: Removal

A member of the Vestry may be removed by a majority vote of the Vestry for malfeasance or from lack of attendance defined as missing two consecutive meetings without explanation or 50% of meetings in any six month period with or without explanation.

Section 9: Leave of Absence

Upon written application to the Vestry, for good and sufficient reason, leave of absence may be granted excusing the Vestry member from attending meetings of the Vestry for a specified length of time.

Section 10: Records

The records of the Vestry shall be made available to the members of the Parish upon request. The most recently approved minutes of the meetings of the Vestry shall be posted for a reasonable period of time on designated bulletin boards accessible to the members and shall be published electronically.

ARTICLE XI – Committees and Ministry Areas

The following committees and ministry areas of the Parish are hereby established.

Section 1: Executive Committee

The Executive Committee shall consist of the Rector, Senior Warden, Junior Warden, Clerk of the Vestry, and Treasurer. The Rector shall preside at the meetings of the Executive Committee and shall be entitled to cast the deciding vote in the case of a tie. The purpose of the Executive Committee shall be as follows:

1. To advise the Rector on any Parish or other related matters.
2. To make any decisions which otherwise could be made by the Vestry as a whole, provided, however, that any such decision shall be made only when time does not allow such decision to be made at a regular or specially called meeting of the entire Vestry.
3. To offer advice and consent regarding personnel decisions as brought to them by the Rector.
4. To establish the agenda for the Vestry meetings.

In the case of any advisory opinion from the Executive Committee, no meeting need be held in person, as the members of the Executive Committee may be polled by telephone or any other means.

In the event a decision of the Executive Committee is needed, a meeting shall be held and at least three of the four members of the Executive Committee shall be present. Any decision of the Executive Committee shall be binding only if a majority of those members present vote affirmatively for the decision.

Section 2: Finance Committee

The Finance Committee shall consist of the Treasurer, Senior Warden, one Vestry member at large serving a two-year term, and two non-vestry members serving staggered two-year terms. The Senior Warden and Treasurer will serve as non-voting members of the Finance Committee for one year after their respective terms of office have been completed. At large and non-vestry members of the Finance Committee shall be appointed by the Treasurer with the advice of the Vestry and consent of the Rector. The Treasurer shall serve as chair. The Rector shall serve *ex*

officio.

The purpose of the Finance Committee shall be as follows:

1. To maintain clear, detailed, disciplined and accessible records of all funds, investments, securities and accounts, including histories and guidelines on all restricted and designated funds.
2. To ensure conformity with all financial guidelines and regulations required by the Code, the Episcopal Church, and the Diocese.
3. To set forth policies, approved by the Vestry, for requisitions and funding requests by members, committees, and ministry areas.
4. To make recommendations to the Vestry and/or the Executive Committee regarding financial decisions beyond the scope of the budget.
5. To meet at least quarterly to monitor spending and income in all areas.
6. To assist the Treasurer and Rector in the construction of the annual Parish budget.
7. To monitor investments and securities regularly and to make investment recommendations to the Vestry based on thorough exploration of all risks and benefits.
8. To ensure the execution of an annual audit of Parish finances by an independent certified public accountant, or independent licensed public accountant, or such audit committee as authorized or required by the Canons of the Diocese or of the Episcopal Church.
9. To assist the Treasurer in other fiscal duties as recommended or assigned by the Rector and/or Vestry.

Section 3: Standing Ministry Areas, Liaisons & Committees

A. Standing Ministry Areas

Standing ministry areas of the Parish may include but are not limited to:

1. Buildings and Grounds
2. Adult Formation
3. Mission
4. Outreach
5. Parish Life
6. Pastoral Care
7. Stewardship
8. Youth Formation
9. Worship (advisory to Rector)

B. Vestry Liaisons

A Vestry member shall be appointed as liaison to each ministry area. The purpose of vestry liaisons shall be as follows:

1. To assist committees within their ministry areas with the cultivation of stable ministry systems, healthy leadership, adequate policies and procedures, and faithfulness to the mission of the Church.
2. To provide oversight of expenditures that fall within the scope of the annual Parish budget, and to facilitate requests for any expenditures that extend beyond the scope of the annual Parish budget.
3. To represent and communicate the needs and concerns of their ministry areas and the Vestry to one another.

C. Oversight Committees & Chairpersons

Each ministry area may each have an oversight committee, the purpose of which will be to facilitate, support, coordinate, and oversee the various ministries and committees within that area. The Vestry liaison for each area, in consultation with the Rector, shall ensure the appointment of a chairperson for the oversight committee under his or her appointed ministry area and shall serve *ex officio* to the oversight committee.

D. Meetings

The oversight committee under each ministry area shall meet to review the ministry in its charge and to conduct other business on a regular basis, but no less than quarterly. Minutes of oversight committee meetings shall be submitted to the Parish records, and copies shall be available upon request to the Rector, Vestry, and members of the Parish.

E. Membership

The members of each oversight committee shall be selected by the committee chairperson in consultation with the Vestry liaison for that ministry area. All members of the Parish shall be eligible to serve on any committees.

F. Quorum

A quorum shall be a simple majority of oversight committee members present.

G. Staff

The Rector may appoint a staff representative to each oversight committee to serve as *ex officio* member.

Section 4: Task Forces

Task Forces may be established from time to time by the Rector or Vestry for such special purposes and needs as may arise. Task Forces should serve a single purpose and be considered temporary. In general, they should not exceed one year in life.

ARTICLE XII – Amendments

Section 1: Power to Amend

The power to alter, amend, or repeal any or all of these By-Laws or to adopt a new code of By-Laws is reserved for the members of the Parish.

Section 2: Procedure for Amendment

These By-Laws may be amended, supplemented or repealed only at an Annual Parish Meeting or special meeting of the Parish. A positive vote of two-thirds of the members of the Parish present at that meeting is needed to approve any amendment or addition. Any proposed amendment or addition to these By-Laws must be submitted to the Vestry by any member of the Parish eligible to vote at a Parish meeting. Changes must be submitted at least one month prior to a Parish or Vestry meeting, and the Vestry must inform the members of the Parish of the proposed amendment at least two weeks prior to the meeting when the amendment will be considered. If any amendment or addition is approved, it must be communicated to all the members of the Parish in a timely manner.

Changes will be voted on at the Annual Parish Meeting or special meeting following submission to the Vestry.

Whenever a change in the Canons of the Episcopal Church or the Canons of the Diocese affects these By-Laws, the Vestry shall, without any further approval, bring these By-Laws into conformity with the canons and notify the Parish in a timely manner.

ARTICLE XIII – Repeal of Prior By-Laws

These By-Laws have been adopted this 19th day of November 2017 by a two-thirds vote of the voting members present at the Annual Parish Meeting and supersede any By-Laws in effect prior to this date.

ARTICLE XIV – Terminology Used in These By-Laws

Except as otherwise expressly provided or unless the context otherwise requires, as used in these By-Laws the following terms and phrases shall have the following meanings:

- Member is defined under Article IV and assumes good standing within the Parish, regular attendance at public worship, and identifiable subscription to the expenses of this Parish in a structured manner.
- Parish shall mean the legal corporation and/or the religious entity of St. Anne's Episcopal Church and all members thereof as defined in Article IV above.
- Congregation shall mean the full, collective body of persons on the rolls of the Parish, active and inactive, inclusive both of members as defined in Article IV above and those not in good standing.
- Diocese shall mean the Episcopal Diocese of Georgia.
- Church shall mean that portion of the universal Body of Christ represented by the members and ministry of the Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America.

Mike Collier
Senior Warden

David Fant
Junior Warden