

**BYLAWS OF
ST. THOMAS EPISCOPAL CHURCH
GREENVILLE, ALABAMA**

These Bylaws of St. Thomas Episcopal Church, Greenville, Alabama (“the Church”), a member of The Protestant Episcopal Church in the Diocese of Central Gulf Coast, Inc. (“the Diocese”), adopted at the Annual Parish Meeting held on December 4, 2011.

ARTICLE I – OFFICES

Section 1. Principal Offices. The Church is located at 210 Church Street, Greenville, Alabama. Until otherwise ordered by the Vestry, the principal office the Church shall be located at that address.

Section 2. Other Offices. The Church may also have other offices at such places as the Vestry may from time to time direct.

ARTICLE II – MEMBERS AND COMMUNICANTS

Section 1. Definitions.

(A) *Members* shall be all baptized persons registered in this Parish.

(B) *Communicants In Good Standing* shall be all persons registered in this Parish through confirmation, reception from another Communion or Letter of Transfer, as defined by the Canons of The Protestant Episcopal Church in the Diocese of Central Gulf Coast, Inc.

Section 2. Letters of Transfer.

(A) The Rector or Senior Warden receiving a Letter of Transfer showing such person to be a communicant from another congregation, shall thereupon place the name of such person on the register of the Church as a Communicant in Good Standing.

(B) The Rector or Senior Warden shall give a Communicant in Good Standing a Letter of Transfer when requested, and upon issuance such person’s membership in this Parish shall cease.

ARTICLE III – MEETINGS

Section 1. Annual Meeting. The Annual Meeting shall be held on the first Sunday in December of each year, or a date that complies with the Diocesan canons, or as soon thereafter as practicable after due notice has been given, to elect successors to the Vestry members and Lay Delegates to the Convention of the Diocese whose terms of office have expired, and to transact such other business as may be brought before the Meeting.

Section 2. Special Meetings. Special Meetings may be called by the Rector or Senior Warden or when directed to do so by a majority of the Vestry, or at the written request of one-third of the Communicants in good Standing.

Section 3. Place of Meetings. Annual and Special Meetings shall be held at the principal office unless otherwise directed in the notice of such Meeting.

Section 4. Notices of Meetings. Notice of the time and place of the Annual Meeting shall be given publicly on an occasion of Divine Worship at a principal service on Sunday and at least two weeks in advance of the date of said meeting. Notice of the time, place and purpose of Special Meetings shall be given at two occasions of Divine Worship not less than fourteen days apart.

Section 5. Quorum. A quorum at all Meetings shall be the presence of not less than 12 percent of the Communicants in Good Standing over the age of sixteen.

Section 6. Officers of the Meeting. The Presiding Officer at all Annual and Special Meetings shall be the Rector or some other qualified Communicant in Good Standing designated by the Rector to act for and in place of the Rector. In the absence of a Rector, the Senior Warden shall preside. The secretary of the Meeting shall be the Secretary of the Vestry, or absent such person, a qualified Communicant in Good Standing designated by the Presiding Officer.

Section 7. Election Procedures. Voting for Vestry Members and Lay Delegates to the Convention of the Diocese shall be by ballot of those Communicants in Good Standing over the age of sixteen who are present at the meeting. No proxies shall be permitted. Where more than one Vestry Member or Lay Delegate is to be elected, each voter shall be entitled to one vote for each office. No voter shall be allowed to cumulate his or her vote. A majority of qualified votes cast at the Meeting shall be necessary to elect, and in case of a tie or a failure to elect, further ballots shall forthwith be taken until an election is had. After two ballots, if all positions are not filled by a majority vote, then the number of names on the ballot will reduce to twice the number of positions to be filled and the highest vote totals will be retained on the ballot and the lowest will be removed.

ARTICLE IV – VESTRY

Section 1. Number of Members. The Vestry shall consist of nine (9) Communicants in Good Standing, plus ex-officio members provided for in these Bylaws.

Section 2. Qualifications. All Members who have been Communicants in Good Standing for at least two years, have served on a parish committee or organization and make a financial commitment are eligible to serve on the Vestry.

Section 3. Term of Office. The term of each Member serving on the Vestry shall be three years, and until a successor has been elected or appointed, unless such person resigns, dies, transfers membership away from the Church, or is removed. No Vestry Member who has served three successive years shall be eligible for reelection until the expiration of one (1) year following service; provided that, in the absence of a Rector and by concurring resolution of the Vestry, a Senior Warden may at the completion of his or her regular term of service on the Vestry be reappointed to the office of Senior Warden for one additional year, subject to his or her being re-elected to the Vestry for a one-year term.

Section 4. Election. Communicants in Good Standing at each Annual Meeting shall elect to the Vestry the required number of Vestry Members, who together with those Vestry Members whose terms of office shall not have expired, shall constitute the Vestry. There shall be three classes of Vestry members, having staggered three-year terms, with each class having a number of members as equal in number to the other classes as possible.

Section 5. Vacancy. Any vacancy happening on the Vestry may be filled by the majority vote of the remaining Vestry Members until the next Annual Meeting. Election to fill the unexpired term of a Vestry Member shall be held at the next Annual Meeting. The person(s) elected to the unexpired term(s) shall be the person(s) listed on the slate of nominees receiving the highest number of votes after the full terms have been filled.

Section 6. Nominations. Candidates for election to the Vestry shall be chosen by:

(A) A Nominating Committee, consisting of the Vestry Members whose terms will expire as of the Annual Meeting and with the Rector as an ex officio member, shall recommend candidates to the Vestry not later than the October regular meeting of the Vestry; and

(B) Nominations made from the floor at the Annual Meeting with the prior consent of the nominee.

Section 7. Ex Officio Members. The Rector and other clergy on staff shall be members ex officio of the Vestry, with right of notice and voice. The Rector is

entitled to vote in case of a tie except on matters which under the Canons of the Diocese are reserved to elected Vestry Members.

Section 8. Meetings. As soon as practicable following the adjournment of the Annual Meeting, the Vestry shall meet for the purpose of organization, the election of officers and for the transaction of such other business as may be brought before the Vestry. Such meeting may be held without prior notice. Thereafter, regular meetings of the Vestry shall be held at least ten times each year at a time and place decided by the Vestry. Special meetings of the Vestry may be called by the Rector or the Senior Warden, or at the written request of any three members of the Vestry after proper notice. All vestry meetings, unless otherwise stated, are open to Communicants in Good Standing.

Section 9. Notice of Vestry Meetings. Regular meetings of the Vestry may be held without notice if held at the normal time and place. All other Vestry Meetings shall be held only upon notice to the Vestry Members and to the Rector not less than three days prior to the meeting so called, but such notice may be waived by the Vestry Members.

Section 10. Presiding Officer. The Rector shall preside at all meetings of the Vestry, except that the Rector may designate the Senior Warden as presiding officer, or if the Senior Warden is absent, the Junior Warden. If the Rector and both Wardens are absent, the Vestry shall elect its Presiding Officer from among its Members.

Section 11. Quorum of the Vestry. A quorum of the Vestry for transaction of business shall be a majority of all Members thereof, except that less than a majority may adjourn such meeting from time to time until a quorum is present. If less than a quorum is present, the meeting may be opened only to hear reports and have discussion.

Section 12. Voting Requirements. A vote of a majority of the Vestry present at any valid meeting shall be the act of the Vestry, except as may be otherwise herein provided. Voting shall be done by any appropriate means as shall be decided by the Vestry, however no vote may be made by proxy at any time or for any reason. The Rector shall not vote except that he or she may vote to break a tie vote.

Section 13. Executive Summary Report. The Vestry shall submit to the Annual Meeting of the Congregation an executive summary of all revenue and expenses for the preceding fiscal year, together with such other reports as the Vestry shall deem appropriate.

Section 14. Executive Session. Upon a motion that is seconded and approved, the Vestry may convene in executive session. All those present who are not Vestry members, or essential to the matter to be considered, may be excluded from the

meeting and must be invited to attend the Executive Session. All discussion during Executive Session is confidential. The Secretary records all pertinent information regarding decisions and actions to be taken; these minutes shall be made as a separate set of minutes and will remain confidential. The Vestry may decide what aspect(s), if any, of the discussion and actions taken during Executive Session to be made public.

Section 15. Resignation and Removal. Any member of the Vestry may resign by giving written notice of resignation to the Presiding Officer of the Vestry. Unexcused absences from three successive regular meetings by a member of the Vestry shall be considered by the Vestry as cause for removal.

Section 16. Selection of Officers. The newly elected Vestry shall, promptly following the Annual Meeting, elect from the Vestry a Senior Warden and a Junior Warden for the succeeding year. The Rector may nominate a Member of the Vestry as Senior Warden and, except for just cause, his or her nomination shall be accepted. The Vestry shall also elect from the Communicants in Good Standing a Secretary and a Treasurer

Section 17. Duties of Officers.

(A) The Senior Warden shall be the senior lay officer of the Church and shall have general charge and supervision of all matters concerning the Church appropriate to the laity or the Vestry, and such other duties as the Rector or Vestry may assign or delegate.

(B) The Junior Warden shall assist the Senior Warden and Rector, and shall perform the duties of the Senior Warden in the absence of the Senior Warden. The Junior Warden shall have the responsibility of the general appearance, maintenance and repair of all Church buildings and shall have such other duties as the Rector or Vestry may assign or delegate.

(C) The Secretary shall record the minutes of all meetings of the Vestry and all meetings of the Members; have charge and custody of all books, documents and papers of the Vestry; have and perform all duties incident to the office of Secretary; and, have such other duties as are assigned and delegated by the Rector or Vestry.

(D) The Treasurer shall perform all those duties incident to the office of Treasurer and as assigned or delegated by the Rector or Vestry, which shall include keeping a full and accurate account of all monies and obligations received, paid or incurred for or on account of the Church; having custody of all funds, property and securities of the Church; endorsing or causing to be endorsed for collection checks, notes and other obligations, and depositing the same to the credit of the Church in such bank, banks or depositories as the Vestry shall designate; signing all

receipts, vouchers, checks and all similar bills of exchange and promissory notes; and, to do all similar acts of the office of Treasurer as shall be directed by the Vestry.

Section 18. Vestry Authority, Duties and Powers.

- (A) The Vestry shall be the authorized agents of St. Thomas for the purpose of conducting Church business, and shall be charged with the supervision of its temporal affairs and with ensuring that the ministries of the Church and support of the clergy are aligned with the Church's mission and vision.
- (B) The Vestry shall transact all business of the Church and shall hold, manage or administer all Church property, including real and personal property, which they shall have power to sell, lease, encumber, or otherwise deal with and dispose of by Deed or other documents and instruments executed by the Senior Warden and Junior Warden, or by either the Senior Warden or Junior Warden and the Secretary.
- (C) The Vestry shall be responsible for and shall oversee all financial activities of the Church, including, but not limited to, the operating income and expense budget, fund raising of all types, all funds placed in trust with the Church, and all special funds, reserving, however, the right and authority to delegate such operating responsibility as the Vestry shall deem appropriate. The Vestry shall be responsible for the reasonable fiscal management of the Church's financial resources and other property and assets. All revenues and income of the Church shall be distributed by the Vestry or its designee in the manner and for the purposes prescribed by the Vestry; provided, however, that legacies, bequests and property and assets otherwise given to the Church for specific purposes shall be applied for the purposes for which such funds or property may have been given so long as the Vestry deems that such use is consistent with the mission and vision of St. Thomas.
- (D) The Vestry shall provide that all buildings and their contents owned by St. Thomas be adequately insured as in their judgment may deem necessary.
- (E) In addition to those duties and powers specifically enumerated herein or elsewhere in these Bylaws, the Vestry shall have the authority to do all things necessary or convenient, not inconsistent with law, to further the temporal activities and affairs of St. Thomas.

Section 19. Employees and Agents. The Vestry may hire and retain, with the advice of the Rector, such employees, agents, servants, accountants, auditors and attorneys as deemed necessary from time to time, upon such terms and conditions of employment as it deems appropriate.

Section 20. Committees or Commissions. The Vestry, with the advice of the Rector, may appoint from time to time and for any duration not to exceed three years, any Committees or Commissions with specified duties which may be necessary and expedient. All such Committees shall serve under the authority of the Vestry. Committees and Commissions that have an expectancy to last more than three years shall have members appointed by the Vestry for rotating terms on a three year basis. Members that serve less than two years will be eligible for reappointment. Members who serve a complete three year term must rotate off for one year.

Section 21. Action Without Meeting. To the fullest extent permitted by law, the Vestry may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by law. Any such written consent shall be signed by all voting members of the Vestry and included in the minutes filed with the Church records reflecting the action taken. Any consent signed under this Section has the effect of a meeting vote and may be described as such in any documents. Votes taken between meetings by email or similar methods must be ratified at the next Vestry meeting.

ARTICLE V – CLERGY

Section 1. The Rector. The Rector shall be elected by a majority of the elected Vestry members at a meeting duly convened for that purpose, or at a regular meeting of the Vestry, provided that at least two-thirds of the elected Vestry members are present.

Section 2. Other Clergy. The Rector, with the consent of a majority of the Vestry, may appoint Associate and Assistant clergy, whose duties shall be those directed by the Rector consistent with ecclesiastical authority.

Section 3. Resignation of Rector. Except as provided in the Canons of the General Convention from time to time adopted, the Rector may not resign without the consent of the Vestry; nor may the Rector be removed against his or her own will.

Section 4. Duties.

- (A) The authority of and responsibility for the conduct of worship and the spiritual jurisdiction of the Parish is vested with the Rector.
- (B) The Rector shall perform such other duties as provided in these Bylaws and such other religious matters consistent with the vows of a Clergyman and with the Canons of the Diocese.
- (C) The Rector shall be an ex officio member of the Vestry and the Presiding Officer of the Church.

- (D) The Rector shall keep a Parish Register as is required by the Canons of the General Convention, which Parish Register shall contain such information as is required by the Canons of the Diocese.
- (E) Whenever requested by a Communicant in Good Standing, the Rector shall give such Communicant in Good Standing a Letter of Transfer, in accordance with the Canons of the Diocese.
- (F) Following Notice of Resignation by the Rector, the Rector shall not be involved in or with the work of the Church Committees or of the Vestry in the search for and selection of his or her replacement.

ARTICLE VI – PROPERTY AND FUNDS

Section 1. Depositories. All investment funds, trust funds, permanent funds, and all securities of every kind belonging to the Church shall be deposited with a federally insured bank, or Trust Company, or a Diocesan Corporation under either a deed of trust or an agency or custodian agreement, not to be withdrawn therefrom, in whole or in part, without the written consent of two persons authorized by the Vestry; or deposited in a safe deposit vault, access to which shall only be had by two persons so authorized by the Vestry.

Section 2. Real Estate. The real property of the Church shall not be conveyed or mortgaged except as provided in Article IV, Section 18(B) hereof.

Section 3. Church Funds and Securities.

(A) **General Fund.** All monies received by or on behalf of the Church shall be deposited in one or more bank or trust accounts as shall be directed by the Vestry, and any general funds not currently needed shall be invested from time to time as directed by the Vestry on the advice of the Treasurer.

(B) **Investment Funds.** As directed by the Vestry, all gifts and bequests of money and securities not made and received as an endowment or for a specific purpose, shall be deposited and invested and reinvested in one or more bank or trust accounts. Any income therefrom and principal thereof may be withdrawn and securities therein withdrawn and sold by or at the direction of the Vestry, and used for Church purposes at the direction of the Vestry. Decisions to buy and sell securities (not made by an authorized investment account manager), must be approved by one person from each of the following groups: 1) Rector or Senior Warden, 2) Treasurer or Finance Committee Chairman, and 3) Investment Committee member (appointed by Vestry).

(C) Endowment Funds. All gifts and bequests of money and securities made and received by the Church as an endowment or for any specific purpose shall be considered an Endowment Fund, and shall be deposited for investment and reinvestment in one or more bank or trust accounts as directed by the Vestry, and the income therefrom withdrawn and used by the Vestry as may be declared by such gift or bequest and for no other purpose. If the gift or bequest by which such securities and money were received does not prohibit the expenditure of the principal of such gift or bequest, the principal thereof, or so much as may be needed, may be withdrawn and used for the purpose or purposes specified in such gift or bequest, as directed by the Vestry.

Section 4. Audits. All financial accounts shall be reviewed annually by an accountant or committee of Communicants in Good Standing appointed by the Vestry at least thirty days before the end of the fiscal year. Vestry Members shall not serve on this committee.

Section 5. Fiscal Year. The fiscal year for all of the Church funds shall be the same as the calendar year, beginning on January 1 and ending on December 31 of each year.

Section 6. Bonding. The Treasurer and all other custodians of the Church funds, as identified by the Vestry, shall be adequately bonded, if and to the extent required by the Vestry and the Diocese.

ARTICLE VII – LAY DELEGATES TO CONVENTION

Section 1. Delegates. At each Annual Meeting the Parish shall elect lay delegates to the Convention of the Diocese (“Lay Delegates”), who shall be Communicants in Good Standing. If the number of Lay Delegates required by the Diocese should change, the next Annual Meeting shall elect the appropriate number of Lay Delegates to reflect the change.

Section 2. Alternate Delegates. There shall be elected at each Annual Meeting two Communicants in Good Standing as alternate delegates (“Alternate Delegates”), one or more of whom shall serve as Delegate if the elected Lay Delegates cannot.

Section 3. Credentials. It shall be the duty of the Secretary of the Vestry to send to the Secretary of the Convention of the Diocese a statement of the election of Lay Delegates and the Alternate Delegate by name as soon as practicable after the election at the Annual Meeting.

Section 4. Duties of Lay Delegates. The Lay Delegates and Alternate Delegate shall represent the Church in all matters concerning the Convention of the Diocese.

ARTICLE VIII – MISCELLANEOUS

Section 1. Amendments. The Vestry shall have the power to make, alter, amend and repeal, in whole or in part, these Bylaws, by (1) affirmative vote of two-thirds of the Vestry, and (2) the approval of two-thirds of the Communicants in Good Standing present at any Annual or Special Meeting called for that purpose.

Section 2. Conflicts. In the event of any conflict or inconsistency between the organizational documents of this Parish and the Constitution and Canons of the Episcopal Church or of the Diocese, as may hereafter be amended from time to time, the said Constitution and Canons shall control and govern. This section may not be altered or deleted without the written consent of the ecclesiastical authority of the Diocese.

Section 3. Terminology. These Bylaws shall be broadly construed to include the singular and plural, and masculine and feminine as to the interpretation of any words used herein.

Approved by Members November ____, 2011

Secretary of Annual Parish Meeting

Approved by Vestry _____, 2011

Secretary of the Vestry

Reid T. McCormick, Rector