

BYLAWS OF
R. E. LEE MEMORIAL CHURCH

Lexington, Virginia

PREAMBLE

The mission of R. E. Lee Memorial Church, a Parish in the Episcopal Diocese of Southwestern Virginia, is to share in the redeeming work of God by proclaiming the Gospel of Christ, by worshipping Jesus as Lord, by growing in the knowledge of God and God's will for our parish, and by building the fellowship of Christ's body, the Church. We seek to share God's love in witness and service to one another and our community, our neighboring institutions of higher education, and through the diocese, to the nation and the world.

ARTICLE I

AUTHORITY ACKNOWLEDGED

This Parish accepts the doctrine, worship, discipline and Canons and Constitution of the Protestant Episcopal Church of the United States of America (hereafter referred to as "the National Church"), and the Canons and Constitution of the Diocese of the Episcopal Church of Southwestern Virginia (hereafter referred to as "the Diocese"), and acknowledges their authority over all the affairs of this Parish. These Bylaws govern the corporate, temporal affairs of R. E. Lee Memorial Church, subject to the laws of the Commonwealth of Virginia, and constitute the continuing official body of law governing the conduct of affairs within the Parish. In construing and applying these Bylaws and, in the event of an unintended conflict with the foregoing governing authorities, these Bylaws shall be construed to be consistent with the aforementioned governing authorities. The Bylaws shall be placed on public file, together with Church Canons, applicable public laws and pertinent Vestry documents, and the Clerk shall make such documents available, when requested, to the members of the Parish.

ARTICLE II

MEMBERSHIP

Section 1. Members. All baptized persons who are active in the life and worship of R. E. Lee Memorial Church are members.

Section 2. Duties of Members. In accordance with Canon 12 of the Diocese, the members of this church should conform to its teachings and to the creed upon which it is founded; should, as far as in them lies, live in the exercise of those Christian principles and duties prescribed in the Holy Scriptures and illustrated in the Book of Common Prayer; and should further instruct their families and those dependent upon them in the like duties and principles, both by example and precept. They should use all sober and godly conversation, should daily exercise family worship, be charitable in act and word, and celebrate and keep holy the Lord's Day, giving all due attention to the services of the church and to public worship.

Section 3. Qualified Voting Members. All confirmed communicants and adult baptized members who acknowledge the authority of the Church's and the Parish's Bylaws, and who have been regular worshippers in the Parish and regular contributors to its financial support by pledge, subscription, or some other method by which they shall be known to the Treasurer, shall be entitled to vote on matters of the Parish where Parish-wide decisions are required by these Bylaws. Any member who meets the above criteria for a period of three months prior to the vote in question will be deemed to be a "qualified voting member" of the Church. In accordance with National Episcopal Church Canon 17, Section 1(a), members 16 years of age and over are considered adult members.

ARTICLE III

MEETINGS OF THE PARISH

Section 1. Annual Meetings. The annual and fiscal year of the Parish shall be from January 1 to December 31. The Annual Parish Meeting shall be held on the second Sunday in February.

Section 2. Special Meetings. Special Parish meetings may be called at any time by (1) the Rector, or (2) the Wardens with the consent of the Rector, or (3) five members of the Vestry with the consent of the Rector, whether including or other than the Wardens, or (4) whenever so requested in writing by no fewer than ten members of the Parish, whether including members of the Vestry or qualified voting members other than members of the Vestry, with the consent of the Rector or the Vestry. The purpose of any special meeting shall be set forth in the notice of said special meeting and no business shall be transacted at such special meetings except as related to the stated purposes of the special meeting as given in the motion passed for the calling of such special meeting.

Section 3. Notice of Meetings. Annual Parish Meetings shall be announced in any regular publication of the Parish and as an announcement at the regular Sunday worship services at least fourteen (14) days before the date fixed for the Annual Meeting. Special Parish meetings shall be announced in a similar manner at least ten (10) days before the date for a special meeting unless an emergency nature of the special meeting precludes ten (10) day notice.

Section 4. Presiding Officer. The Rector will preside at each Parish Meeting. However, at the request of the Rector one of the Wardens may preside. In the absence of the Rector, the Senior Warden will preside.

Section 5. Quorum. At least twenty (20) percent of the members of the Parish who are qualified voting members under Article II above must be present at a Parish Meeting to constitute a quorum. The number of qualified voting members will be determined by the total number of communicants in good standing, age 16 or over, counted in the most recent parochial report.

ARTICLE IV

NOMINATIONS, QUALIFICATIONS, AND ELECTION OF VESTRY MEMBERS

Section 1. Nominating Committee. Prior to sixty (60) days before the election of new Vestry members, the Warden shall appoint from the Vestry a Nominating Committee consisting of at least three members who are completing the final year of their three-year term. The Nominating Committee's duties include overseeing the Vestry nomination process and making certain that each candidate for election to the Vestry is a qualified voting member of the Parish according to Article II and qualified to serve on the Vestry in accordance with Article IV, Section 3.

Section 2. Nominations. The Nominating Committee shall present to the Parish a slate of qualified nominees to fill vacancies on the Vestry. Additional nominations for Vestry may be made by any qualified voting member of the Parish until the closing date of nominations, after securing the consent of the nominee.

Section 3. Qualifications of Candidates. A candidate for the Vestry shall be all of the following:

- a. an adult confirmed communicant of the Parish, with the exception that the candidate shall be 18 years of age and older;
- b. one who has made a current pledge to the church;
- c. A regular worshipper in the Parish for at least twelve (12) months.

Section 4. Record of Voting Members. It is the duty of the Clerk of the Vestry to provide the Parish with an accurate accounting of the qualified voting members of the Parish in accordance with Article II, Section 3 of these Bylaws. This information shall be made available, on request, to members of the Parish at least thirty (30) days in advance of the election.

Section 5. Voting. In accordance with Canon 14, Section 3, of the Diocese, voting for candidates for Vestry will take place on the second Sunday in October, by written ballot, at the Church. In the event of a tie vote on the first ballot, further ballots shall be cast among the tied candidates until the proper number of candidates is elected.

Section 6. Absentee Ballots.

- a. Parishioners may vote by absentee ballot in any election in which the member is qualified to vote under Article II and either anticipates that he or she will, in the regular and orderly course of his or her business, profession, or occupation, or while on vacation, be absent on the day and at the time that the election is held, or is ill or physically unable to attend the election.
- b. Any qualified voting member wishing to cast an absentee ballot shall first notify the Parish Administrator, who will confirm the individual's qualification to vote by absentee ballot, and then if such member is qualified to vote, the Parish Administrator shall provide an absentee ballot to such member. All absentee ballots shall be made in writing, sealed in a signed envelope and delivered to the Parish Administrator no later than twenty-four (24) hours prior to the date of the election.

ARTICLE V

VESTRY

Section 1. Members. The voting members of the Vestry are the fifteen (15) persons duly elected by the Parish. The Rector is a non-voting member of the Vestry.

Section 2. Authority and Duties. The Vestry shall exercise all its powers in accordance with usage and discipline of the Canons of the National Church and of the Diocese, in compliance with the Statutes of the Commonwealth of Virginia and the provisions of these Bylaws. It shall be the duty of the members of the Vestry to do the following:

- a. issue calls, by majority vote, to the Rectorship of the Parish in accordance with the provisions and requirements of Canon 15, Section 2, of the Diocese, and fix the compensation of the Rector;
- b. cooperate with the Rector or clergy member in charge of the Parish for the promotion of the spiritual welfare of the Parish;
- c. participate in the life of the Parish, which includes attendance at Sunday worship service on a regular basis;
- d. manage prudently the financial affairs and care of the property of the Parish, and inform the Trustees on all major property matters, including those that involve the invasion of principal of the church endowments, even though the ultimate decision-making authority rests with the Vestry.
- e. make certain that any restrictions by a donor in legal documents that created or currently govern a trust or endowment are being followed as directed;

- f. provide that all buildings and personal property belonging to the Parish are adequately insured;
- g. provide for the furniture, books, vestments and all things necessary for the celebration of the public worship;
- h. supervise the investment of funds of the Parish or oversee a committee assigned this duty;
- i. upon the advice of and in cooperation with the Trustees, authorize and direct such purchases and sales of personal property, services, and real property as the Vestry may from time to time deem wise and prudent, and execute and complete all legal and validly authorized transfers, assignments, contracts, deeds and mortgages as permitted by Article XIII of these Bylaws and by the laws of the Commonwealth of Virginia, leases, bonds, notes, checks and other instruments which may be necessary and proper in this connection;
- j. supervise and direct the officers in the discharge of their duties;
- k. in consultation with the Rector, authorize staff positions and the terms of employment;
- l. attend all Vestry meetings, with the understanding that failure to attend three consecutive, or a total of six duly called meetings of the Vestry during a calendar year, will cause that member's Vestry seat automatically and immediately to become vacant;
- m. elect a temporary replacement Vestry member in case of a vacancy in mid-term, the newly elected member to serve until the next regularly scheduled Vestry election, at which time the Parish shall elect a replacement member to serve the remainder of the unexpired term;
- n. provide that the Rector and each staff employee of the Parish is properly supported and that his or her salary and fringe benefits are paid regularly and punctually;
- o. report to the Diocese, prior to Diocesan Council each year, the amount which the Parish will contribute to the Diocese for the support of the work of the Diocese and for the general church for the next calendar year and provide that such amount will be paid in regular installments no less frequently than quarterly;
- p. sustain and further the church's mission;
- q. present annually to the Diocesan Council a full statement of the financial condition of the Parish;
- r. appoint trustees authorized to hold the legal title of the church property, under the laws of the Commonwealth of Virginia;
- s. annually review the membership roll of the Parish pursuant to Article II, calling upon the Rector, Clerk, and/or such other Officers or members of the Vestry or of the Parish to supply pertinent information for maintaining an accurate roll of church members who are qualified to vote in Parish matters pursuant to Article II of these Bylaws;
- t. periodically review the Rector's relationship to the Parish, including the Rector's performance of his call and duties to the Parish;
- u. make an annual report summarizing the major activities and events of the past year to the Parish at the Annual Parish Meeting.
- v. with the Trustees, provide oversight of the Gadsden Trust and appoint members, determined by the most current version of the "Board of Trustees – Vestry Agreement

of the R.E.Lee Memorial Church on the subject of The Gadsden Endowment” to serve on the Gadsden Committee.

Section 3. Delegation of Authority and Duties. The Vestry may delegate to the Rector, Wardens, and/or Treasurer generally, or in particular cases, the authority to execute contracts, deeds and mortgages as permitted by these Bylaws and by the laws of the Commonwealth of Virginia, leases, bonds, notes, checks and other instruments which may be deemed necessary or proper and in accordance with these Bylaws. With the concurrence of the Rector, the Vestry may appoint or authorize the appointment of any standing committee or ad hoc committee or advisory group that it deems desirable. Any such standing or ad hoc committee or advisory group shall be accountable to the Rector and the Vestry.

Section 4. Financial Reviews. The Vestry shall periodically review the financial status of the Parish, calling on the Treasurer and Finance Committee Chair to provide any and all pertinent information to the Vestry. The Vestry shall cause to be made an annual audit or formal review of finances of the Parish, in accordance with Section 5 below.

Section 5. Fiscal Year/Audit. The fiscal year of the church shall be the calendar year (January 1 - December 31). The financial books and records of the Parish shall be audited or formally reviewed annually by a certified public accountant. The auditor shall be chosen by the Vestry. Such audit or formal review shall be authorized by the Vestry by the end of the fiscal year and shall be submitted to the Vestry within six (6) months following the close of the fiscal year and shall be filed with the records of the Church.

Section 6. Regular and Special Meetings of the Vestry. Regular meetings of the Vestry shall be held monthly, except as designated otherwise by the majority vote of the Vestry. Special meetings may be called by (1) the Rector, or (2) the Wardens with the consent of the Rector, or (3) four or more members of the Vestry, whether or not including the Wardens, after consultation with the Rector. All Vestry meetings, except during Executive Sessions, are open to members of the Parish who are qualified voting members of the Parish. During all open Vestry meetings, persons who are not Vestry members may not participate in discussion except at the invitation of the presiding officer. The Vestry may extend the privilege of seat and voice without vote to designated persons who are not members of the Vestry. A majority of the Vestry shall constitute a quorum for a regular or special meeting of the Vestry. Except as may otherwise be required in other parts of these Bylaws, a majority vote of those present shall determine any matter presented, providing that if more than one-third ($\frac{1}{3}$) of the members were absent at a meeting, the Vestry, by majority vote at the next meeting, may exercise a recall and reconsideration of any decision made at the previous meeting.

Section 7. Executive Sessions. The Rector, the Wardens, or at least two (2) other members of the Vestry may call for an Executive Session to be attended by only the Vestry and Rector. An Executive Session may be requested in order to permit Vestry members to engage in frank and free discussion among themselves and/or for the protection of sensitive or confidential information. The resolution for an Executive Session must state the purpose of the Executive Session and discussion at the Executive Session must be limited to that purpose. No formal

action may be taken in Executive Session; rather, recommendations for formal action forthcoming from Executive Session may be brought before the Vestry for vote in open session.

Section 8. Presiding Officer. The Rector, or in his absence or at his concurrence, one of the Wardens, shall preside at each Vestry meeting. In the absence of all three, a moderator shall be chosen by majority vote of the remaining Vestry members to preside over said meeting.

Section 9. Vacancies. In accordance with Article V, Section 2(1), should vacancies occur on the Vestry by reason of death, resignation, or removal under the Canons of the Diocese prior to the end of a three-year term to which such Vestry member was elected, the remaining members of the Vestry shall elect a person qualified in accordance with Article IV, Section 3, to fill the vacancy temporarily until the next regularly scheduled Vestry election, at which time the Parish shall elect a replacement Vestry member to serve for the remainder of the unexpired three-year term.

ARTICLE VI

THE RECTOR

Section 1. Election. Express power is conferred upon the Vestry, by majority vote, to issue calls to the Rectorship of the Parish, in accordance with the provisions and requirements of Canon 15, Section 2, of the Diocese, and to fix the compensation for the Rector. A Search Committee, broadly representative of the Parish, recommended by the Wardens and approved by the Vestry, shall recommend a new Rector to the Vestry, after consultation with the Parish at large.

The Rector shall be elected by majority vote of the Vestry at a meeting duly called for that purpose. Such election shall not take place, however, until all steps required in Section 1 of Diocesan Canon 15 have been taken. No person shall be eligible for the office of Rector unless he or she is a qualified ordained minister of The Protestant Episcopal Church and has been certified by the Bishop of the Diocese in good standing.

Section 2. Term of Service. Unless otherwise provided in the terms of the call, the Rector shall continue to serve until resignation, retirement or death, or until the pastoral relationship is severed by mutual consent of the Rector and Vestry and approved by the Bishop of the Diocese.

Section 3. Duties. The Rector is the principal spiritual and administrative officer of the Parish with specific responsibilities, which include but are not limited to the following:

- a. preside at all meetings of the Vestry. The Vestry may give voice but not vote to other Clergy of the Parish;
- b. with the advice and consent of the Vestry, the Rector is empowered to hire such assistant clergy and lay employees as are required for the administration of the Parish within the limits approved by the Vestry. The Rector is further empowered to set the tenure and duties of said assistant clergy and lay employees, and to supervise and direct the Parish staff;

- c. with the concurrence of the Vestry, exercise authority over the use of the Parish buildings and equipment;
- d. serve as an *ex officio* member of all committees;
- e. at his or her and the Vestry's discretion, appoint a youth *ex officio* member of the Vestry, with the advice and consent of the Vestry (See Article VII, Section 3.e.);
- f. borrow money in the name of the Parish in such amounts as may be authorized by the majority of the Vestry;
- g. execute, together with the Treasurer and Parish Administrator, all contract liens, deeds and mortgages as permitted by Article XIII of these Bylaws and the laws of the Commonwealth of Virginia, and such other contracts and other legal instruments when directed by the Vestry; and
- h. maintain a current list of communicants in good standing and the Parish Register of all baptisms, confirmations, marriages and deaths.

Section 4. Vacancy. If the office of Rector becomes vacant or the Rector is incapacitated, the Vestry shall in a reasonable period of time appoint an Interim Rector, after consultation with the Bishop of the Diocese, until such time as a new Rector is elected, as provided under Article VI, or the incapacitated Rector is able to resume his or her duties.

ARTICLE VII

OFFICERS, DELEGATES AND ELECTIONS

Section 1. Officers. The officers of the Parish shall include a Senior and Junior Warden, a Treasurer and a Clerk. Officers shall be qualified voting members of the Parish in good standing, in accordance with Article II, Section 3 and Article IV, Section 3, of these Bylaws. The Vestry shall elect the Wardens, Treasurer and Clerk in accordance with Articles VIII, IX, and X, respectively, of these Bylaws. Other officers may be designated by the Vestry from time to time and such other officers shall perform such duties as may be assigned to them by the Vestry. Officers who are not members of the Vestry shall be invited to attend all meetings of the Vestry to offer advice and counsel but shall not be entitled to vote at Vestry meetings.

Section 2. Delegates. The Vestry shall elect such Delegates, and alternates, to the Diocesan Council and to the other appropriate diocesan gatherings as the parish may be entitled to send under Canon 2 of the Diocese for this Parish.

- a. Delegates and alternates shall be communicants of the parish who meet the eligibility requirements for vestry election set forth in Diocesan Canon 14, Section 1(b) and Article 4, Section 3 of these Bylaws.
- b. In accordance with Canon 2, Section 7, the reasonable expenses of lay delegates and alternates to Council shall be paid by the parish whom they represent.

Section 3. Elections.

- a. Vestry elections for all officers shall be by written ballot and, in the event of a tie vote on the first ballot, further ballots will be cast among the tied candidates until sufficient candidates are elected.
- b. Two (2) Wardens (Senior and Junior) and the Treasurer and the Clerk shall be elected by the Vestry at its first meeting of the year.
- c. The Wardens, Treasurer, and Clerk shall hold office for one year, starting with the first Vestry meeting in January and until the election of their successors the following January, at which time their term of office shall expire. See Articles VIII, IX and X for eligibility for re-election of the Wardens, Treasurer, and Clerk.
- d. Vestry members shall serve for one three (3) year term after which they will be ineligible for re-election for a minimum of one year. Prior service on the Vestry in filling a vacancy shall not be disqualification for election to a full three-year term.
- e. The Rector may appoint a youth representative to the Vestry as *ex officio* without vote, subject to the concurrence of the Vestry.
- f. The appropriate number of delegates and alternates, as determined by the Diocese for this Parish, shall be elected by the Vestry.

ARTICLE VIII

WARDENS

The Parish shall have, as chief lay officers, a Senior and a Junior Warden who shall be qualified voting members of the Parish in accordance with Article II and Article IV of these Bylaws. The authority of the Wardens is limited to Canon Law of the Diocese, the Bylaws of this Parish and the concurrence of the majority vote of the Vestry.

Section 1. Elections of Wardens. At least three members of the Vestry with a minimum of one year remaining of their three-year terms shall be appointed by the outgoing Senior Warden to serve on a Committee to nominate the two Wardens to the Vestry for the coming year. The nominating committee shall nominate the Wardens from the remaining Vestry members who have at least one year of service remaining on their current terms. In addition to recommendations from the Vestry Nominating Committee, nominations from Vestry members at the time of the election at the first Vestry meeting in January shall be permitted. Elections shall be by written ballot. In the event of a tie vote on the first ballot for any Warden, further ballots shall be cast among the tied candidates.

Section 2. Term of Office. The Wardens may be elected or re-elected to a one-year term by majority vote of the Vestry.

Section 3. Duties of the Wardens. In accordance with Canon 16, Section 1, of the Diocese, *It shall be the duty of the wardens to keep watch over all church property; to make proper provision for every occasion of public worship; to collect the offerings of the people; to take charge of the font and communion plate; to*

provide, out of the funds of the parish under the direction of the vestry, a sufficient supply of vestments and books to be used in public worship, and also the elements for the celebration of the Holy communion; to attend to the accommodation of the congregation with seats; and to maintain order and decorum during the time of public worship; and to assure that the vestry annually review the salary and allowances received by the rector, assistants and/or clergy member in charge.

The division of duties between the Wardens shall be determined by the Senior Warden with the concurrence of the Junior Warden and the Rector. Specifically, the combined duties of the Wardens shall include the following:

- a. provide guidance and counsel to the Rector;
- b. in concert with the Rector, provide supervision and maintenance of all Church property, real or personal (other than securities and cash);
- c. at the request of or in concurrence with the Rector, or in the absence of the rector, to preside at meetings of the Parish and the Vestry;
- d. with the concurrence of at least four (4) other members of the Vestry and with the consultation of the Rector, to call special meetings of the Parish when deemed advisable or when requested by ten (10) or more non-Vestry members of the Parish who are qualified voting members under Article II;
- e. with the concurrence of the Rector or one (1) other member of the Vestry, call special meetings of the Vestry;
- f. together with the concurrence of the Trustees, the Rector and with the majority vote of the Vestry, give consent to sell, alienate, or transfer any estates of property belonging to the Parish, subject to Article XIII of these Bylaws and the laws of the Commonwealth of Virginia;
- g. with the Treasurer, Parish Administrator and any other Vestry members authorized by the Vestry, sign any instruments which the Vestry shall have authorized to be executed on behalf of the Parish.
- h. provide for the temporary performance of the Rector's duties when the Parish is without a Rector;
- i. report to the Bishop when a vacancy occurs in the Rectorship and act as principal Parish executive officer while a Rector is being elected;
- j. maintain close liaison with the Bishop in the search for an Interim or full-time Rector;
- k. nominate a Search Committee; to be approved by the Vestry, to conduct a search for an Interim or full-time Rector; and
- l. in the absence or incapacity of either Warden, or of a vacancy in a Warden's position, the powers and duties of the Wardens shall devolve upon the remaining Warden.

ARTICLE IX

TREASURER

Section 1. Election of Treasurer. The Treasurer will be elected by majority vote of the Vestry at its first meeting of the year in January. The Treasurer shall be a qualified voting member of the Parish. The Treasurer will have seat and voice on the Vestry but not a vote unless the Treasurer is otherwise a member of the Vestry.

Section 2. Term of Office. The term of office for the Treasurer will be one year. The Treasurer may be re-elected by majority vote of the Vestry for five consecutive one-year terms; thereafter, he or she shall be ineligible to be elected to another term except by unanimous vote of the Vestry.

Section 3. Duties. The Treasurer is the lay officer of the Parish directly charged with the custody and disbursement of all funds of the Parish. Specific responsibilities follow:

- a. monitor the Financial Secretary, as needed, in the keeping of a true record of receipts and disbursements;
- b. present a full statement of the receipts and disbursements and the accurate financial condition of the Parish at Annual Meetings and at other times required by the Vestry.
- c. maintain the record of all trusts and permanent funds belonging to the Parish, listing the source and date of such trusts and funds, the terms governing the use of principal and income, to whom and how often accounts are to be made and how the trusts and funds are invested;
- d. serve as an *ex officio* member of the Finance Committee, the Stewardship Committee, the Endowments and Investment Committee, and the Planned Giving Committee, if the Treasurer is not otherwise a member of such committees; and
- e. work closely with the Financial Secretary in the preparation and presentation of the following:
 - 1) a quarterly financial statement to the Vestry, or more frequently if desired by the majority of the Vestry; and
 - 2) financial information for the annual Parish report;
- f. assist the Finance Committee in preparation of the proposed budget each year; and
- g. sign checks or make sure the Financial Secretary is notified who is available and authorized to perform this function.

Section 4. Assistant Treasurer. The Vestry may appoint an Assistant Treasurer whose term shall be concurrent with that of the Treasurer, who shall have seat and voice on the Vestry but not a vote (unless the Assistant Treasurer is otherwise a member of the Vestry), and whose duties shall be such as may be assigned by the Vestry or the Treasurer.

Section 5. Voting of Securities. Except as the Vestry and/or Trustees may otherwise designate, the Treasurer may act or appoint any member of the Vestry (with or without power of substitution) to act as proxy or Attorney-in-Fact for the Parish at any meeting of the stockholders of any corporation, the securities of which may be held by the Parish.

Section 6. Fidelity Bond. The Treasurer and also such other officers or employees or other persons handling Church funds, whether salaried or non-salaried, as the Vestry may direct from time to time, shall be bonded for the faithful performance of their duties at the expense of the parish, unless provided by the Diocese, in such amounts and by such surety companies as the Vestry may determine.

Section 7. Audit. The Treasurer will receive the annual audits and/or formal reviews of the funds of all committees or groups that obtain such funds from fund-raising sources or by allocation from the church budget.

ARTICLE X

CLERK

Section 1. Election. The Clerk shall be elected by majority vote of the Vestry at its first meeting of the year in January. For purposes of the Canons of the Diocese, the Clerk shall be deemed to be the same as the Secretary of the Parish and the Clerk shall therefore perform the duties of the Secretary of the Parish as set forth in the Canons. The Clerk shall be a qualified voting member of the Parish. The Clerk will have seat and voice on the Vestry but not a vote unless the Clerk is otherwise a member of the Vestry.

Section 2. Term of Office. The Clerk shall be elected by majority vote of the Vestry for a one-year term. The Clerk may be re-elected by majority vote of the Vestry.

Section 3. Duties. The following shall be the duty of the Clerk:

- a. take the minutes at Vestry meetings and of Executive Sessions and distribute in draft form to the vestry within ten (10) days following each Vestry meeting;
- b. make certain that accurate records of Vestry actions, decisions and minutes, signed by the Clerk, are maintained in the church office in a suitable manner once approved by the Vestry, and made available for the entire Parish;
- c. assist the Rector in keeping an accurate roll of the qualified voting members of the Parish and make the list available to qualified voting members of the Parish at least thirty (30) days in advance of Vestry elections;
- d. make available the membership list for any member to inspect as long as the purpose of the inspection is related to the general affairs of the Parish;
- e. assist the Rector in the safekeeping of the corporate seal of the church;
- f. keep two copies of the Diocesan Canons and up-to-date church Bylaws, one for the Rector and one available for inspection in the church office by any qualified voting member of the Parish as long as the inspection is directly related to the affairs of the church.
- g. make available a copy of the Bylaws to each newly elected member of the Vestry immediately following their elections;
- h. perform other duties that may be assigned by the Wardens and the Vestry;

- i. assist the Rector in maintaining the safekeeping of the Parish Register of baptisms, confirmations, marriages, transfers in and out of the Parish, and deaths; and
- j. execute, in conjunction with the Treasurer and Rector, all liens, deeds, contracts, transfers and other legal instruments, when directed by the Vestry and as provided by the Bylaws.

ARTICLE XI

STANDING COMMITTEES OF THE VESTRY

Section 1. Establishment. The Vestry has responsibility for the formation and approval of standing committees, as it may deem appropriate and useful. A standing committee, once formed, shall remain in existence to perform its function until dissolved by the Vestry. The functions, organization, membership, and summary of activities and finances of all standing committees shall be published in the Annual Parish Report and shall be maintained by the Clerk.

Section 2. Authority and Dissolution of Standing Committees. All standing committees of the Parish shall be accountable to the Vestry and the Rector. The funds of any committee connected to the Parish that has not met for three (3) consecutive years shall be turned over to the Treasurer of the Parish to be used as the Vestry may direct.

Section 3. Chairperson. The Wardens and Rector shall appoint the chairperson of each standing committee, whose term shall be for two years, but standing committee chairpersons shall be eligible to serve for two additional consecutive two-year terms if so appointed by the Rector and approved by the Vestry.

Section 4. Membership. The members of all standing committees shall be appointed by the committee or group chairperson, with the concurrence of the Rector and Wardens.

Section 5. Terms of Service. A term of service for members of standing committees is three consecutive years. Any committee member may be eligible for appointment to an additional consecutive three-year term, after which the member would be ineligible for a third term without having a break of at least one year from the committee. A member who completes two three-year terms may, with the consent of the Rector and the Wardens, serve for one year as advisor to the committee before becoming eligible for reappointment to a three-year term.

Section 6. Subcommittees. Subcommittees may be established by chairpersons of standing committees, based on need with a specified purpose, term of service and frequency of reports on activities. Subcommittees shall be responsible to the committee chairpersons who appointed them.

Section 7. Meetings. All standing committees shall meet to review the ministry in their charge and to conduct other business on a regular basis. All committee meetings shall be open to all members of the parish. Minutes of committee meetings shall be kept by the Committee or group

chairperson with copies on file in the church office for a minimum of one year and made available to members of the Parish upon request.

ARTICLE XII

ADVISORY AND AD HOC COMMITTEES, AND ACTIVITY GROUPS

Section 1. Activity Groups. Organized activity groups operate in coordination with the Rector and Vestry and in accordance with their own specific set of guidelines. Information on each group is available in the church office or from the group chair. All activity groups shall comply with all established provisions in the Bylaws regarding financial review and reporting of activities.

Section 2. Ad Hoc Committees and Advisory Groups. With the consent of the Vestry, the Rector may from time to time establish ad hoc committees and advisory groups. Such committees and groups shall meet as necessary for their purposes and shall be dissolved on completion of their work or purpose. All advisory groups and ad hoc committees shall comply with all established provisions in the Bylaws regarding financial review and reporting of activities. All committee meetings shall be open to all members of the parish. Minutes of committee meetings shall be kept by the Committee or group chairperson with copies on file in the church office for a minimum of one year and made available to members of the Parish upon request.

ARTICLE XIII

TRUSTEES

Section 1. Authority and Duties. In accordance with Canon 17 of the Diocese, *“it shall be the duty of the Vestry of each parish holding real property to elect trustees to be the holders of said property, and to report to the Bishop of the Diocese the names of the trustees in whom is vested the legal title to any and all real property owned by said parish...together with reference to the court order book wherein said order is entered.”* Therefore, the Trustees of the Parish shall be the official holders of all real property of the Parish and, together with the Vestry, shall oversee the care and maintenance of such property. The Trustees shall be authorized to accept or receive additional real property on behalf of the Parish, in consultation with the Vestry. The Trustees, with the Vestry, also provide oversight of the Gadsden Trust and appoint members, determined by the most current version of the “Board of Trustees – Vestry Agreement of the R.E. Lee Memorial Church on the subject of The Gadsden Endowment,” to serve on The Gadsden Committee.

Section 2. Election. The Vestry shall elect five (5) members of the Parish who are qualified voting members of the parish according to Article II to serve as Trustees of the Parish.

Section 3. Term of Office. Trustees are elected by majority vote of the Vestry to serve a term of six years. A trustee may be reelected by majority vote of the Vestry for one additional six-year term.

Section 4. Chairperson. The Chair of the Trustees will be elected by majority vote of the Trustees for a term of three years with the option to reappoint for a second three-year term.

Section 5. Vacancies. In accordance with Diocesan Canon 17, in the event of a vacancy it shall be the duty of the Vestry to elect a successor trustee to fill the unexpired term and to report to the Bishop the name of the successor trustee within thirty days after the election, together with the date of the entry of said order of appointment and reference to the court order book where the names of said trustees are recorded. When the unexpired term is completed a successor trustee shall be eligible for election to a full six-year term by majority vote of the Vestry. If the successor trustee served fewer than three years in the unexpired term, he/she shall be eligible for reelection by the Vestry to a second six-year term.

ARTICLE XIV

PROPERTY

Section 1. Contracts. It is the shared responsibility of the Vestry and the Trustees to oversee the care and maintenance of the property of the Parish. In accordance with Canon 15, Section 4, of the Diocese, it shall be the duty of the Vestry to make and execute all contracts for the repair, erection, furnishing, and preservation of the Parish edifice and other Parish property.

Section 2. Alienation of Property. In accordance with Canon 21 of the Diocese, the Trustees of the Parish, in whom is vested the title to any real property of the Parish, shall not encumber, alienate, or lease such property for more than three years except with the majority vote of the Vestry and also with written consent of the Bishop of the Diocese acting with the advice and consent of the Diocesan Standing Committee.

ARTICLE XV

GIFTS AND MEMORIALS

No object intended as a permanent addition to the Parish or Parish property, or to be used therein during public worship, shall be accepted as a gift or memorial without the approval of the Rector, the Vestry, and the Memorial Gifts Committee. The names of all donors of such gifts and memorials, any terms and conditions of the gift or memorial, and the dates of acceptance shall be recorded in the permanent records of the Parish. Any questions that may arise in the review and acceptance of gifts and memorials shall be referred to the Memorial Gifts Committee to make a recommendation on the acceptance or rejection of the gift or memorial to the Vestry, with a copy

being provided to the Rector. The final decision on the acceptance or rejection of any gift or memorial lies with the Vestry. The Vestry and the Rector, in consultation with the donor and/or the family of the person memorialized, may determine that the display or use of such in-kind gifts or memorials is no longer needed or appropriate.

ARTICLE XVI

EFFECTIVE DATE AND AMENDMENTS

Section 1. The effective date of these Bylaws shall be January 1, 2010.

Section 2. Proposals to amend, supplement, or repeal the Bylaws shall be made to the Vestry in any of the following manners:

- a. upon recommendation of the Rector, and with the concurrence of two-thirds of the Vestry;
- b. upon written petition, submitted to the Wardens, by at least thirty (30) members who are qualified voting members of the Parish;
- c. upon request of two-thirds of the Vestry.

Any proposed changes in the Bylaws shall be given a first reading at a meeting of the Vestry, with a vote on the changes at a subsequent meeting of the Vestry no sooner than four (4) weeks following the first reading. Notice of the Vestry vote shall be made to the Parish a minimum of three (3) weeks prior to the meeting. The Bylaws changes proposed shall be specified in the notice given for both meetings.

Proposals to amend, supplement, or repeal the Bylaws shall be approved by a two-thirds ($\frac{2}{3}$) vote of the Vestry.

ARTICLE XVII

INDEMNIFICATION OF PARISH OFFICERS

The Parish may, to the extent legally permissible, indemnify any person who may serve or who has served at any time as an agent of the Parish against expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, in which he or she may become involved by reasons of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Vestry). However, no indemnification shall be provided for any such person with

respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Parish; and further provided, if indemnification is extended, that any compromise or settlement payment shall be approved by the Vestry in the same manner as provided in the authorization of indemnification.

ARTICLE XVIII

ADOPTION OF BYLAWS

These Bylaws shall be submitted to and approved by a two-thirds ($\frac{2}{3}$) majority vote of the Vestry. Copies of the Bylaws shall be reproduced and made available to Vestry members for their inspection at least seven (7) days prior to the meeting at which they are first read at a regular meeting of the Vestry. A vote for approval of the Bylaws shall be held on the subsequent regular meeting of the Vestry.

The proposed Bylaws shall be made available to members of the Parish and notice shall be given regarding the Vestry meetings at which the first reading will be given and the subsequent meeting at which a vote will be taken.

These By-Laws were adopted by the Vestry of R. E. Lee Memorial Church on Feb. 15, 2010.