



By-Laws of St. John's Episcopal Church Charlotte, North Carolina

Article I Identity

These are the By-Laws of St. John's Episcopal Church of Charlotte, North Carolina (referred to herein as the "Parish"); a Parish in the Diocese of North Carolina (referred to herein as the "Diocese") of the Protestant Episcopal Church in the United States of America (referred to herein as the "Church"). These By-Laws shall supplement the Constitution and Canons of the Episcopal Church and the Constitution and Canons of the Diocese of North Carolina. In the event of any conflict between the provisions of these By-Laws and the provisions of said Constitution or Canonical provision, the latter shall in all respects control.

Article II Parish Meeting

Section 1. Annual Parish Meeting. An annual Parish meeting shall be held in the parish hall or other suitable location on the fourth Sunday of January of each year. The Rector shall preside at that meeting and all Parish meetings. In his absence, the Senior Warden or the Junior Warden shall preside at that meeting, in that order.

Section 1A. Vestry Election Meeting. A parish meeting shall be held on the second Sunday of November of each year to elect Vestry members. Other parish business may also be taken up at this meeting, as necessary.

Section 2. Special Meeting. Special meetings of the Parish may be called when deemed necessary by the Rector or by a majority of the Vestry.

Section 3. Notice of Meeting. Notice of each Parish meeting, stating the date, time and place of the meeting shall be given either in the Parish newsletter or in a separate mailing to those persons whose names and addresses are on file in the Parish office at least ten (10) days prior to the meeting. Any business may be transacted at any Parish meeting, provided that the Notice of any Special Meeting of the Parish shall contain a summary of the business to be transacted at that meeting.

Section 4. Quorum. For purposes of conducting the business of the Parish at any Parish meeting, a quorum shall consist of those voting members of the Parish present at the Parish meeting.

Section 5. Purpose of the Annual Meeting. The purpose of the annual Parish meeting shall be:

1. To discuss any new or old business, which may be brought before the meeting by the Rector, Vestry or any voting members of the Parish then present.

2. To receive annual reports of the various activities of the Parish, including a Financial Report by the Chairman of the Finance Committee and a Parish Report by the Rector.

Section 6. Voting Requirements. A voting Member of the Parish may vote in any meeting of the Parish when that voting Member is present in person.

Section 7. Voter Eligibility. All members of the Parish who are sixteen (16) years of age or older, Communicants in good standing, (that is a Member who has been confirmed by the Bishop, faithful in corporate worship, who financially supports the Parish, and who has received the Holy Communion at least three (3) times during the preceding year) shall be eligible to vote for nomination and election of Vestry members and on all other matters coming before the Parish meeting for consideration. The criteria for voter eligibility shall be communicated to the members of the Parish at one or more times each year in a manner deemed appropriate by the Rector.

Section 8. Nominations for Vestry Members.

- A. Election Committee. Elections to the Vestry at the Vestry Election Meeting shall be conducted by an Election Committee composed of the retiring Vestry members, excluding any Vestry member eligible for re-election pursuant to the provisions of Section 4 of Article III of these By-Laws, with a Chairman to be appointed by the Rector. Additional members may be added to the Election Committee if nominated by the Rector and approved by the Vestry. It shall be the duty of the Election Committee to screen nominees for eligibility to serve as Vestry members and where appropriate, to solicit the active participation of qualified nominees in the election process.
- B. Nomination Form. Nomination of a member of the Parish for election to the Vestry shall be made by filing a nomination form, prepared by the Election Committee and approved by the Vestry. Nomination forms will set forth the purpose of the Vestry and shall request such information about the nominee as may be deemed necessary and appropriate by the election Committee and shall require the signature of the sponsor and the sponsor's nominee. The date of the deadline for filing such nomination forms shall also be included on the form.
- C. Teller Committee. The Teller Committee shall be composed of five (5) members whose Chairman shall be appointed by the Rector at or prior to the Election Meeting. The Chairman of the Committee shall select the members of the Committee. The duty of the Committee shall be to determine the eligibility of the voters, count the ballots, certify the results and take all other action necessary or desirable to conduct the election for Vestry members in accordance with the Canons of the Episcopal Church and the Diocese of North Carolina as well as these By-Laws.
- D. Nomination of Vestry Members. The Nomination form shall be made available by the Election Committee to the members of the Parish not less than six (6) weeks preceding the election Meeting of the Parish. The Election Committee shall also communicate to the members of the Parish the fact that it is accepting nominations for election to the Vestry by one or more reasonable and appropriate methods deemed satisfactory by the election Committee's Chairman, and shall do so not less than six (6) weeks prior to the Election meeting of the Parish. Nomination forms shall be considered properly filed with the election Committee when they have been filled out completely, bear all appropriate

signatures and have been received by the Election Committee no later than four (4) weeks prior to the Election meeting of the Parish. After screening the nominees for eligibility to serve as Vestry members, the Election Committee shall certify the names of those properly nominated. The Election Committee shall actively solicit additional qualified nominees and make nominations with the written consent of the person so nominated, and will use its best efforts to nominate a slate of eight (8) nominees. The Election Committee shall promptly, and in any event not less than three (3) weeks prior to the Election Meeting of the Parish, publish the names of all such nominees to the Parish, together with a brief resume of each of the nominees. Additional nominations may be made by members in good standing with St. John's Episcopal Church by filing of nomination forms, properly completed, duly executed and filed with the Election Committee not later than two (2) weeks prior to the Election Meeting of the Parish. The Parish shall be notified of any such nominees deemed to be qualified and the name of each such additional nominee shall be added to the ballot. To enable time for appropriate screening of each Nominee, nominations from the floor at the Election Meeting of the Parish will not be permitted.

- E. Election Ballot. Ballots for the election of Vestry members shall contain the names of all nominees and each voter must vote for four (4) of the nominees shown on the ballot or as many nominees as remain to be elected, as the case may be. In the first count, those nominees receiving a majority of the votes cast shall be declared elected. If additional ballots are required, the nominees to be voted on shall be limited to twice the number of positions remaining to be filled and, within that number, shall be those not elected on the previous ballot who received the highest number of votes. However, should there be a tie vote for the last position on any subsequent ballot, the number of nominees to be placed on that ballot shall be increased to include the two or more nominees whose votes were tied.

F. Absentee Ballots. Paper absentee ballots for Vestry elections may be made available to allow qualified voters who are not physically present at the Vestry Election Meeting an opportunity to vote. A time schedule and location for absentee voting will be communicated to the Parish in accordance with Article II, Section 3. Absentee ballots must be cast by the qualified voter, in person, and proxy voting shall not be permitted, in accordance with the Constitution and Canons of The Diocese of North Carolina, Canon 22, Section 2 (g) 4. Completed absentee ballots will be kept secured in the Parish safe until given to the Chairman of the Teller Committee at the Vestry Election meeting for inclusion in the counting of the ballots.

- FG. Prior to the Vestry Election Meeting, the wardens shall schedule a time for the parish to meet with the nominees and to ask questions.

Section 9. Induction into Office. Vestry members elected at the Vestry Election Meeting of the Parish shall take office as of January 1 of the upcoming year. Those elected are urged to attend the November and December meetings of the outgoing Vestry. A proper induction ceremony shall be conducted during a Sunday morning worship service, at the discretion of the Rector.

Section 10. Officers of the Parish Meeting. In addition to the Election Committee referred to herein and the Teller Committee, the Rector shall appoint a Secretary and Parliamentarian of each Parish Meeting. It shall be the duty of the Secretary to keep a record of the proceedings of

the Parish Meeting and to provide a draft of the Minutes of the Meeting to the Rector and the Vestry within thirty (30) days following the conclusion of the Parish Meeting. The Parliamentarian shall rule on all parliamentary procedure matters arising at the Parish Meeting in accordance with the provisions of Robert's Rules of Order.

Article III

Vestry

Section 1. Duties of the Vestry. Acting collectively, the Vestry shall be the Trustee of all Parish property and shall collect, invest, reinvest, and disburse all Parish funds and shall have general charge of all the financial affairs of the Parish. Subject to the provisions of Canon 26 of the Diocese of North Carolina, the Vestry shall call a Rector to fill any vacancy in that office. In the event the Parish has no Rector, the Senior Warden consistent with Vestry approval, shall have charge of the Parish buildings and shall see that the Parish buildings are kept from all uses inconsistent with the doctrine or discipline of the Church, and, so far as possible, in good repair, as becomes the House of God. The Wardens shall see that the Parish is prepared for public worship and that order is preserved during that worship; that suitable books are provided for the services, vestments for the clergy and, when necessary, the elements of the Holy Communion.

Section 2. Composition of the Vestry. The Vestry shall be made up of twelve (12) members of the Parish.

Section 3. Term of Office. In order to provide for continuity in the transaction of the business of the Vestry, four (4) members shall be elected each year for a three-year term of office according to the procedure hereinabove set forth. A Vestry member elected to fill a vacancy on the Vestry in accordance with the provisions of Section 9 of this Article shall serve until the end of the term of the Vestry member whose vacancy is thereby filled.

Section 4. Re-election. Retiring Vestry members shall not be eligible for re-election to a term of office beginning less than one (1) year after retirement from office; provided that this section shall not apply to any Vestry member who shall have served one (1) year or less by the expiration of the term for which he was chosen.

Section 5. Vestry Meeting. The Vestry shall meet monthly on the third Monday of each month. The Rector and Senior Warden may change the approved day or times of any meeting. The Rector shall preside at such meeting of the Vestry unless the Rector delegates that duty. Special meetings of the Vestry may be held upon call of the Rector, the Wardens or any three (3) members of the Vestry. The Rector shall be notified of the time and place for meetings called by anyone other than by the Rector. All meetings of the Vestry shall be open to any Parishioner unless a matter to be discussed is a personnel or pastoral matter in which case, the Vestry may vote to go into Executive Session. Vestry meeting attendance may be by teleconference, videoconference, or any other technology that allows all persons participating to hear each other at the same time and to participate in discussion.

Section 6. Quorum. A majority of the Vestry shall constitute a quorum for the transaction of official business.

Section 7. Resignation. Resignations of Vestry members and officers must be accepted by action of the Vestry.

Section 8. Action by the Vestry.

A. A majority vote of those members of the Vestry present at any meeting at which a quorum is present shall be required for the approval of any action.

A.B. Actions required or permitted to be taken by the Vestry may be taken without a meeting if (i) all members of the body consent to the action in writing or by authenticated electronic transmission, and (ii) such written or authenticated electronic transmissions are filed with the minutes of the proceedings.

Section 9. Vacancies. Vacancies on the Vestry shall be filled by a majority vote of the remaining Vestry members in attendance at a meeting called for that purpose and attended by a quorum of those in office. Candidates chosen to serve shall be eligible, per Section 10.

Section 10. Service Eligibility. In order to qualify for service or continue service in office, Vestry members shall be sixteen (16) years of age or older, who are communicants in good standing according to the requirements of the Canons of the Episcopal Church, that is, a Parish member who has been confirmed by the Bishop, who is faithful in corporate worship, who is in regular attendance in the Parish, who is in financial support of the Parish, and who has received Holy Communion at least three (3) times during the preceding year.

Article IV Officers of the Vestry

Section 1. Election. At the December meeting of the Vestry each year, the Vestry shall elect from its members a Senior Warden, Junior Warden and a Clerk, to serve during the following calendar year. The Vestry shall elect the Senior Warden upon the nomination by the Rector, unless there is no Rector, in which case the election shall proceed without the Rector's nomination.

Section 2. Duties.

A. Senior Warden. In the absence of the Rector, the Senior Warden shall preside at all meetings of the Parish and/or Vestry and shall assist the Rector in dispatching Parish business. In the event of the death, resignation or incapacitation of the Rector, the Senior Warden shall make provisions for the continuation of Church services.

B. Junior Warden. In the absence of the Rector and the Senior Warden, the Junior Warden shall preside at all meetings of the Parish and/or Vestry. The Junior Warden shall also be responsible for maintaining and repairing the Parish property.

C. Clerk. The Clerk shall be responsible for the records of Vestry proceedings and assist the rector and Wardens in reviewing and implementing the decisions of the Vestry.

The Vestry may appoint an Assistant Clerk to be present to transcribe the minutes of the meeting and the Clerk shall preserve the records thereof.

Article V Other Parish Officers

The Vestry shall appoint a Treasurer of the Parish and, if desired, an Assistant Treasurer. The Treasurer and Assistant Treasurer shall be members of the Finance Committee, but need not be members of the Vestry and shall perform duties as hereinafter set forth.

Section 1. Treasurer. The Treasurer shall see to the disbursement of Parish funds as may be certified by qualifying clergy or officers of the Parish, providing in such disbursement, it is included in the budget approved by the Vestry. Any disbursement of unbudgeted funds must have prior approval of the Chairman of the Finance Committee, and must ultimately have the approval of the Vestry. The Treasurer shall provide for and submit an audit of the financial records of the Parish for the preceding year to the office of the Diocese by July 1 of each year. The Treasurer shall also be responsible for the maintenance of financial records of the Parish and shall prepare monthly reports of the financial condition of the Parish to be submitted to and accepted by the Vestry at its monthly meetings.

Section 2. Assistant Treasurer. The Assistant Treasurer shall be responsible for (a) recording pledge receipts each week on individual pledge statements; (b) mailing quarterly statements to those pledging members who are in arrears and year end statements to all pledging members showing the amount pledged, the amount paid and the amount due, if any, and (c) delivering into the hands of each succeeding Assistant Treasurer all books, documents and funds relative or belonging to the Parish in the charge of the Assistant Treasurer. The Assistant Treasurer is responsible for maintaining strict confidentiality of information regarding the money pledged and paid by specific members of the Parish.

Article VI Vestry and Parish Committees

The Vestry may establish committees of the Vestry and shall appoint the Chair of such committees upon nomination of those chairs by the Rector and the Wardens. The Chair shall have the authority to nominate members to those committees. The Rector may establish committees of the Parish and appoint members of such committees as may be deemed necessary to insure the smooth operation of the Parish.

Article VII Finance

Section 1. Financial Management. The Vestry, according to Church Canons, has responsibility for the Parish finances. The Vestry may delegate the management of the Parish finances to a Finance Committee and the Parish staff. In discharging this responsibility, the Vestry shall:

- A. Prepare for and manage all stewardship/fundraising campaigns of the Parish.
- B. Present an annual operating budget for action at a Vestry meeting, using best efforts to present said budget no later than the December meeting prior to the new budget year, to be adopted no later than March 31st of that year.
- C. Count and record all collections and make periodic reports to all pledging units.
- D. Review monthly financial reports made to the Vestry.
- E. Make annual audits and reports as required by the Church Canons.
- F. Adequately insure the Parish property.
- G. Maintain the capital and other non-operating accounts. The Vestry shall have the authority to delegate the management of such accounts to Vestry or Parish Committees, but must maintain regular oversight and review of those accounts.

Section 2. Disbursement of Parish Funds. Funds of the Parish may be disbursed, invested, and reinvested, and Parish securities may be transferred upon the signature two authorized Parish members, to include the Senior Warden, the Junior Warden, the Treasurer, the Assistant Treasurer, the Chairman of the Finance Committee, and any other Vestry member of the Finance Committee deemed necessary and authorized by the Vestry. The two officers signing checks should not both be members of the same family nor owners or employees of the same business or have other business or financial ties which might impugn the integrity of having two signatures for such purposes. Vestry or Parish Committees delegated authority over non-operating accounts by the Vestry shall establish their own authorized disbursement officers, to be approved by the Vestry.

Article VIII Clergy

Section 1. The Rector. Subject to the authority of canonical superiors, the Rector shall have exclusive authority of and responsibility for the spiritual concerns of the Parish. The Rector is entitled, at all times, to have access to the Parish's buildings and properties, and to open the same for services or instructions. In addition to the foregoing general authority, the Rector shall:

- A. Call and preside at meetings of the Vestry and the Congregation. He shall vote only if his vote will be the deciding vote.
- B. Administer matters pertaining to parish music.
- C. Have authority of and responsibility for the worship and spiritual jurisdiction of the Parish, subject to the Rubrics of the Book of Common Prayer, the Canons of the Church and the counsel of the Bishop.
- D. Control the use of the Church and Parish buildings, together with furnishings and appurtenances thereto.
- E. Manage the register of official acts of and membership of the Parish.

- F. Call Assistant Ministers with the consent of the Vestry and the approval of the Bishop.
- G. Appoint salaried members of the Parish staff to be paid from funds approved by the Vestry.

Section 2. Assistant Clergy and Staff. Any assisting clergy and lay professional staff shall serve at the pleasure of the Rector and shall have such duties as are assigned from time to time by the Rector, subject however, to the terms of any employment agreement. Assisting clergy are authorized to attend and participate in meetings of the Vestry, but shall have no vote.

Article IX

Election of Delegates and Alternates to the Diocesan Convention

At the ~~September~~ meeting of the Vestry that is four months prior to the Diocesan Convention each year, a single election shall be held to elect Delegates to the Diocesan Convention in the following manner:

One-third of the total number of Delegates allocated to the Parish by the diocese will be elected annually for three-year terms and an Alternate for each of the total number of Delegates shall be elected at that time for a one-year term, provided however, that, in the event that the number of Delegates allocated to the Parish shall not be divisible by three, then the number of Delegates elected annually shall be established by Vestry resolution. In such election, the candidates receiving the largest number of votes shall be declared elected as Delegates for the number of positions to be filled. The candidates receiving the next highest number of votes shall be declared elected as Alternates in the order of their election for the total number of such vacancies to be filled. In the event an Delegate shall resign or otherwise be unable to act in that capacity, the Vestry at the next meeting shall elect a substitute Delegate to serve the remaining term of such resigning or incapacitated Delegate. A Delegate or an Alternate must be a voting Member of the Parish. Voting members of the Parish may nominate Delegates and Alternates for election by the Vestry in the foregoing manner. Notice of the election shall be given in the Parish newsletter and service bulletin at least fifteen (15) days prior to the meeting at which the election will be held to permit the nomination of one or more Delegates by voting members of the Parish.

Article X

Employment Contracts with Parish Employees

There may be employment contracts with the Parish Clergy. The terms of such contracts, if entered into, shall contain the amounts of salary and allowances, vacation and sick leaves, and other appropriate items. There also may be employment contracts with other Parish employees. All employment contracts are subject to the approval by vote of the Vestry, and by the Bishop where applicable.

Article XI
St. John's Episcopal Church Endowment

The Vestry authorizes the establishment of the St. John's Episcopal Church Endowment to replace the St. John's Foundation and to serve as the recipient and administrator of gifts, bequests, or other Vestry-designated funds. The Endowment shall be managed by a Board, elected by the Parish and accountable to the Vestry, and the Vestry shall proscribe its purpose. The Vestry shall establish and approve a Plan of Operation and the Plan of Operation shall govern the Endowment's activities. Any changes in the structure of the Endowment shall require Vestry approval.

Article XII
Amendments

These By-Laws may be amended by a majority vote of the voting members of the Parish attending any regular or special meeting of the Parish. A copy of any such Amendment, certified by the Clerk, shall be filed within thirty (30) days after its adoption with Ecclesiastical Authority of the Diocese for approval, as required by Canon XXII, Section 2(f) of the Diocese of North Carolina.