

# BY-LAWS OF CHRIST EPISCOPAL CHURCH

## PONTE VEDRA BEACH, FLORIDA

### PREAMBLE

This Parish, in association with The Episcopal Church in the Diocese of Florida, Inc., (hereinafter Diocese of Florida) and the Episcopal Church (hereinafter TEC), adopts the following Articles as the By-Laws of Christ Episcopal Church, Ponte Vedra Beach, Florida (hereinafter Church). The Parish accedes to the doctrines and worship of the Constitution and Canons of the Diocese of Florida and TEC.

These By-Laws are adopted to provide for the orderly administration of the affairs of the Rector, Wardens, and Vestry of Christ Episcopal Church, Ponte Vedra Beach, Florida, (the Parish) and to inform the congregation as to how the business of the Parish is conducted.

### ARTICLE I – PARISH MEMBERSHIP

**Parish Member.** Any baptized person, by declaring his or her intention of supporting the Parish by regular attendance at public worship and contribution of time, talent, and treasure to the well-being of the Parish, and who has been enrolled as a member in the Parish Registry, shall be considered a member.

### ARTICLE II – MEETINGS

1. **Weekly Worship.** The time and location of weekly worship, Sundays, weekday, and special services shall be publicized on the Parish website, email, and service bulletins. Other appropriate means of communication may also be used.
2. **Vestry Meetings.** The Vestry shall meet monthly unless otherwise determined by the Rector and the Vestry. Meetings of the Vestry are open for attendance, as an observer, by any Parish member, unless a personnel matter or other sensitive matter is to be discussed in Executive Session. Approved minutes of the meetings shall be available to the Parish membership.
3. **Special Vestry Meetings.** The Rector or Senior Warden may call a special meeting of the Vestry at any time, or a special meeting may be called upon the request of one-half of the members of the Vestry.
4. **Annual Parish Meetings.** There shall be an Annual Parish Meeting of the congregation within thirty (30) days following the Annual Diocesan Convention, at a time and place designated by the Rector.
5. **Special Parish Meetings.** Special Parish Meetings may be called by the Rector, or the Senior Warden, or by a majority vote of the Vestry.

6. **Notice of Meetings.** Notice of all Parish meetings, unless emergency in nature, will be publicized on the church website, email, and service bulletin within a reasonable period before the meeting.

7. **Conduct of Meetings.** The Rector, or his/her designee, shall preside at all Parish or Vestry Meetings, and in his or her absence, the Senior Warden or Junior Warden, in succession, shall preside. Unless waived by a majority vote of the Vestry, Robert's Rules of Order, shall be observed on all matters of Parliamentary procedure.

8. **Quorum.** A majority of the Vestry membership shall constitute a quorum for any action taken by the Vestry.

### **ARTICLE III - VESTRY**

1. **Membership.** The Vestry shall consist of the Rector and twelve (12) members of the Parish (unless determined otherwise by a majority vote of the Vestry and be in accordance with the Canons of TEC), who must meet the qualifications set forth in paragraph two (2.) below and serve in accordance with the Canons of the Diocese of Florida, TEC, and these By-Laws.

2. **Qualifications.** In addition to the qualifications contained in the Canons of TEC and the Diocese of Florida, a member of the Vestry shall:

a. Be a confirmed member of the Episcopal Church;

a. Accept the principle of proportionate giving, with the Biblical tithe being the goal for that giving, have made and completed a pledge in the year prior to their election, maintain a pledge throughout their term, and be willing to commend this principle to the rest of the congregation;

b. Accept active leadership, including responsibility for decision-making that represents the entire congregation;

c. Invest the time necessary in the ministry of leadership, including attendance at worship, Vestry meetings, committees, special events, etc., and;

d. Serve on Parish Committees, as needed.

3. **Role of the Vestry.** The Vestry's role is primarily the temporal concerns of the Parish and to work with the clergy and laity of the Parish for the furtherance of the Church's mission. The Vestry shall execute all duties imposed by any General Convention, the Constitution and the Canons of the Episcopal Church, any Convention of the Diocese, and the Canons of the Diocese of Florida. The Vestry shall represent the congregation in the affairs of the Parish. The Vestry and the Rector have the responsibility and oversight of all church activities, and for assuming a fiduciary role in the development and fiscal management of an annual budget that provides for the stewardship and expenditure of all church and pre-school funds.

4. **New Rector Selection.** In the event of a vacancy in the position of Rector, the Vestry shall select members of a Search Committee. A new Rector may not be called by less than a two-thirds vote of the Vestry and approval by the Diocesan Bishop. The Vestry will appoint a Search

Committee (see Section V.3.) and work with the Diocese to select an outside search consultant and an Interim Rector, as needed.

5. **Election and Term of Service.** Notice of upcoming Vestry vacancies shall be announced in Parish media 60 days prior to the Annual Parish Meeting. Nominations shall be submitted to the Rector and the Senior Warden no later than 30 days prior to the Annual Parish Meeting. The Rector and the Senior Warden shall determine which nominees best meet the requirements/qualifications for Vestry service, develop a slate, and present it to the Vestry. New members of the Vestry shall be presented and affirmed by members present at the Annual Parish Meeting for a term of three years, after which they must be listed as ineligible for re-election for one year. Terms of the Vestry shall be staggered so that four (4) members shall be elected each year.

6. **Vacancies on the Vestry.** The Rector will appoint, and the Vestry will affirm, a replacement when any Vestry vacancies occur. The appointee will serve until the next Annual Parish Meeting, at which time they may be affirmed to serve the remainder of the unexpired term or replaced.

#### **ARTICLE IV – PARISH OFFICERS**

1. **Officers.** The officers of the Parish shall consist of the Rector, Senior (Rector's) Warden, Junior (People's) Warden, Secretary, and Treasurer.

2. **Rector.** The Rector's basic duties are contained in the Diocese of Florida's Canon 21 and include: ensuring authorization to officiate; recording and reporting on services and official acts performed; maintaining a list of members or communicants; and patterning their lives in accordance with the teachings of Christ. The nature and scope of the Rector's duties are contained in the Rector's position description. In broad terms the Rector is expected to lead the Vestry and the Parish with vision, craft a strategy for mission, and provide a viable and transparent plan for the Parish's operation and growth. The Rector shall be compensated as provided in the Letter of Agreement between the Rector and the Vestry.

Also, per TEC Canon III.9.6a Sec. 6. Rectors and Priests-in-Charge and Their Duties

Authority and responsibility.

(a) (1) The Rector or Priest-in-Charge shall have full authority and responsibility for the conduct of the worship and the spiritual jurisdiction of the Parish, subject to the Rubrics of the Book of Common Prayer, the Constitution and Canons of this Church, and the pastoral direction of the Diocesan Bishop.

Control of buildings.

(2) For the purposes of the office and for the full and free discharge of all functions and duties pertaining thereto, the Rector or Priest-in-Charge, shall at all times, be entitled to the use and control of the Church and Parish buildings together with all appurtenances and furniture, and access to all records and registers maintained by or on behalf of the congregation.

3. **Senior (Rector's) Warden.** A member of the Vestry shall be appointed by the Rector at the first meeting following the Parish Annual Meeting who shall preside at all meetings of the Vestry in the absence of or when designated by the Rector, assist the Rector for the good of the Parish, and perform such additional duties as prescribed by the Rector.

4. **Junior (People's) Warden.** Nominations for Junior Warden may be submitted to the Rector and the Senior Warden following the first meeting of the Vestry after the Annual Parish Meeting. The Rector and the Senior Warden will review the slate of nominees and present the name of one nominee for acclamation by a majority of the Vestry at its second meeting. The Junior Warden has general responsibility for the supervision and maintenance of all Parish property. He or she shall also perform other duties as assigned by the Rector and Senior Warden.

5. **Secretary.** The Secretary shall be a member of the Parish or a Parish Staff Member (and may be a member of the Vestry) and shall be selected by a majority vote of the Vestry at the first scheduled meeting of the Vestry after the Annual Parish Meeting. The Secretary shall have the duty of accurately recording and maintaining minutes of all Vestry and Parish meetings and performing such additional duties as may be prescribed from time to time by the Vestry.

6. **Treasurer.** The Treasurer shall be a member of the Parish and shall be nominated by the Rector to the Vestry at the first scheduled meeting of the Vestry after the Annual Parish Meeting. The Treasurer shall have the oversight of all Parish funds and securities, shall keep, or cause to be kept, accurate accounts of the properties and financial transactions of the Parish, and shall submit to the Vestry a monthly statement of receipts, disbursements, and cash on hand in such form as the Vestry shall direct. The Treasurer shall also prepare, or cause to be prepared, a statement of the financial condition of the Parish for the Annual Parish Meeting; shall prepare, or cause to be prepared, an annual audit of all books and records concerning the financial affairs of the Parish by a Certified Public Accountant licensed by the State of Florida, and designated by the Vestry; and perform such additional duties as may be prescribed from time to time by the Vestry.

7. **Term of Office.** The term of all Parish officers, except the Rector and the Treasurer, shall be one year, subject to renewal up to three years. The Treasurer's term shall be three years and upon approval of the Vestry, may be extended an additional three years.

8. **Absence at Meetings: Removal for Cause.** If any Vestry member exhibits a pattern of absences for any reason, counsel shall be given to the member by the Rector, who with the Senior Warden will determine if any action should be taken. Unexcused absences for three consecutive Vestry meetings may be cause for removal upon a majority vote of the remaining Vestry. Other grounds may exist resulting in cause for removal, including but not limited to, adjudication of a crime, misappropriation of church funds, etc. Any such removal will be on a majority vote of the remaining Vestry.

## ARTICLE V – COMMITTEES

1. **Authorization**. The Rector and Vestry are supported by the work of committees, which are subject to the supervision and ultimate control of the Rector and the Vestry. The Rector, or his/her designated representative, is an ex-officio member of all standing committees.

2. **Finance Committee**. The purpose of the Finance Committee is to consult with and advise the Vestry on all matters relating to the financial affairs of the Parish, and to provide policy recommendations in cooperation with the Treasurer. The Finance Committee is further charged with reviewing the proposed annual budget for the consideration and approval by the Vestry. The Finance Committee shall be composed of the Treasurer, Senior and Junior Wardens, and at least six members of the Parish, who are not on the Vestry. These additional members will be nominated by the Treasurer and confirmed by the Vestry. The Chairperson of the Finance Committee shall be the Treasurer. Terms for members of the Finance Committee will be three years and may be extended for up to an additional three years upon recommendation by the Treasurer and approval by the Vestry. Meetings of the Finance Committee will be announced in Parish media and members of the Parish are welcome to attend as observers.

3. **Search Committee**. When there is a vacancy in the position of Rector of the Parish, the Vestry shall appoint a Search Committee for the purpose of selecting, in coordination with the Diocesan Bishop, a new Rector. The Search Committee shall consist of a number of members of the congregation as decided by the Vestry. One member of the Vestry will serve as a member of the committee. The additional qualifications are that the members of the Search Committee must meet the requirements set forth in Article III of these By-Laws. The Search Committee will be responsible for discerning and recommending candidates to be presented to the Vestry for the position of Rector.

4. **Investment Committee**. The purpose of the Investment Committee is to provide oversight of the church's investment portfolio which is managed by a financial services professional. The Investment Committee is chaired by the Treasurer, meets on a quarterly basis, and reports its results and recommendations to the Finance Committee, which will report progress and any issues to the Vestry.

5. **Other Committees**. Based on the needs of the Parish, the Rector and Vestry shall determine the number and duties of other committees. The Chair and members of the committees shall be appointed annually by the Rector and Senior Warden with the advice and consent of the Vestry.

5. **Other Parish Organizations**. The Parish and the Vestry shall support and encourage other Parish organizations to assist the church in its various services, functions, and mission. These organizations are subject to the supervision and control of the Rector and the Vestry.

## ARTICLE VI- PARISH ADMINISTRATION

1. **Legal Representatives of the Parish.** The Rector, Wardens, and Vestry shall be the authorized agent of the Parish in all matters concerning its corporate property, subject to the Constitution and Canons of the Diocese of Florida and TEC and the laws of the state of Florida. The Vestry shall, with church funds, provide oversight regarding the care for and maintenance of the buildings, furnishings, and all other property of the Parish and provide adequate insurance thereon. The Vestry shall be responsible for oversight of the finances of the parish, participation in raising of money to support its programs, and the prudent care of all church trust funds, church endowments, and church bequests, including the sale, purchase and transfer of securities and other assets, as well as oversight as to the expenditure of church funds, and adoption of an annual budget based upon anticipated church funds from giving or other sources. All money received and distributed shall be entered in the records of the Parish Treasurer and included in the Annual Parish Report to the Diocese of Florida and TEC. All money raised by the Parish organizations must be entered in the records of the Parish Treasurer and included in the Annual Parish Report to the Diocese of Florida and TEC. The Vestry is also primarily responsible for oversight on the temporal concerns of the Parish.

2. **Funds.** Funds held in trust, endowment and other permanent funds, and securities represented by physical evidence of ownership or indebtedness, shall be deposited with a Federal or State Bank, or a Diocesan Corporation, or with some other agency, approved in writing by the Diocesan Council, under a Deed of Trust, Agency, or other Depository Agreement providing for a least two signatures on any order of withdrawal of such funds or securities. All real property, endowments or other foundation holdings shall be held in trust for the use of the Diocese of Florida.

3. **Administrator.** The Rector is the chief executive officer and is responsible for supervising Parish employees. The Rector has the right for selection and termination of employees as administrative needs and other causes require, in consultation with the Vestry.

4. **Annual Budget.** The Rector and Parish staff is charged with developing the annual operating budget for the parish. The budget will include compensation for employees and contractors. The budget shall be submitted to the Finance Committee for review and recommendation to the Vestry for approval, disapproval, or approval with modification.

5. **Employee Compensation.** The Rector and the Personnel Committee shall be charged, in each budget year, with developing a recommendation to the Vestry for a compensation budget covering staff for the following year for its approval, disapproval, or approval with modification.

## **ARTICLE VII – CHRIST EPISCOPAL CHURCH (CEC) PRE-SCHOOL**

1. **Operation of the Pre-School.** Christ Episcopal Church operates the CEC Pre-School, which provides childhood educational programs, and is a primary mission of the Parish. The operation of the pre-school, its facilities and budget are subject to the direction and control of the Rector and Vestry and according to the Pre-School by-laws.
2. **Oversight.** The day-to-day operations of the CEC Pre-School shall be overseen by the Director, who is selected by, and serves at the pleasure and under the supervision of the Rector, with the consent of the Vestry. There shall be a CEC Pre-School Board that shall be constituted and whose affairs shall be conducted in accordance with separate Pre-School By-Laws, which are approved by the Vestry, and are incorporated herein by reference. The Pre-School By-Laws may be amended only upon approval of a majority of the Vestry.
3. **Conflict Resolution.** In the event of any conflict between the By-Laws of Christ Episcopal Church and the By-Laws of the Pre-School, the CEC By-Laws shall prevail.

## **ARTICLE VIII – ADOPTION OF BY-LAWS AND AMENDMENTS**

1. **Adoption.** These By-Laws may be approved by majority vote of the Rector, Wardens, and Vestry.
2. **Amendments.** These By-Laws may be amended by majority vote of the Vestry.

THE FOREGOING BY-LAWS, being Articles I through VIII, having been approved by a majority vote of the Rector, Wardens, and Vestry, were ratified on the 20<sup>th</sup> day of April, 2022.



Secretary of the Vestry

