

**EXEMPLAR**

**BYLAWS**

**OF**

*[Legal name]*

Adopted: \_\_\_\_\_

# BYLAWS

## OF

[*Legal Name*]

A [*Insert state corporate law designation*] Corporation

### ARTICLE I

#### General

**Section 1.01 Name.** The name of this corporation is [*Name*].

**Section 1.02 Ecclesiastical terminology.** The corporation is referred to in these bylaws as the “Congregation.” The Congregation has a board of directors, which is referred to in these bylaws as the “Vestry.” The Congregation shall have a president, who is referred to in these bylaws as the “Rector.” The Vestry shall have a first vice-president, who is referred to in these bylaws as the “Senior Warden.” The Vestry shall have a second vice-president, who is referred to in these bylaws as the “Junior Warden.”

**Section 1.03 Principal Office.** The principal office of the Corporation shall be located within the City of [*City*], County of [*County*], State of [*State*], at [*physical address of church office*]. The Board is granted full power and authority to change the principal office from one location to another. The Corporation may establish or maintain additional offices at such other places as the Board of Directors may determine.

**Section 1.04 Affiliation with Diocese of Western Anglicans.** The Congregation is a member of the Diocese of Western Anglicans, which is a diocese within the Anglican Church in North America. At all times during which the Congregation is a member within the Diocese of Western Anglicans, it shall be operated in conformity with the Constitution, Canons and Bylaws of the Diocese of Western Anglicans and the Anglican Church in North America.

### ARTICLE II

#### Membership

**Section 2.01 Member Qualifications.** The Corporation shall have a single class of members. To qualify for membership, a member shall be at least 16 years of age, a regular contributor of record known to the treasurer, a faithful participant in regular worship services, and active in the mission and ministry of the congregation. The Vestry may set additional qualifications for membership. The Rector shall determine whether an individual qualifies as a member under the qualifications set by these bylaws and the Vestry. A list of the members shall be maintained by the Congregation’s Secretary.

**Section 2.02 Authority of Members.** The members shall have the right to vote on the election of members to the Vestry.

**Section 2.03 Annual Meeting of Members.** There shall be an annual meeting of the members of the Congregation, held in the month of [*month*]. The meeting shall be held within the County of [*County*] at a date and time determined by the Vestry. Notice of the date, time and location of the annual meeting shall be given in the weekly bulletin distributed at principal worship services, shall be announced at a weekly worship service, and published in any Congregation newsletter, whether by mail or email, at least 60 days prior to the meeting. The business to be conducted at the annual meeting of the members shall consist of a report on the finances and operations of the Congregation for the past year, to present the budget and plans for the following fiscal year, to consider any matters which the Vestry may refer to the Membership for advice, and to vote on the election of members to the Vestry.

**Section 2.04 Quorum.** A quorum for the annual meeting of the members shall be one-third of the members.

**Section 2.05 Termination of Membership.** Membership in the Congregation may be terminated by the Rector upon the Rector's determination that the individual no longer meets the qualifications for membership, or if in the discretion of the Rector, membership should be terminated or suspended as a matter of spiritual discipline.

**Section 2.06 Discipline at Holy Communion.** "If the Priest knows that a person, who is living a notoriously evil life intends to come to Communion, the Priest shall speak to that person privately and tell him/her that he/she may not come to the Lord's Table until he/she has given clear proof of repentance and amendment of life. The Priest shall follow the same procedure with those who have done wrong to their neighbors and are a scandal to the other members of the congregation, not allowing such persons to receive Communion until they have made restitution for the wrong they have done.

When the Priest sees that there is enmity between members of the congregation, he/she shall speak privately to each of them, telling them that they may not receive Communion until they have forgiven each other. And if the person or persons on one side truly forgive the others and desire and promise to make up for their faults, but those on the other side refuse to forgive, the Priest shall allow those who are penitent to come to Communion, but not those who are obstinate.

In all such cases, the Priest is required to notify the Bishop, within fourteen days at the most, giving the reasons for refusing Communion. This is intended to give sufficient time for the repentance and reconciliation of the parties so involved." (ACNA Texts for Common Prayer)

### **ARTICLE III**

#### **The Vestry**

**Section 3.01 Powers and Duties of the Rector.** The Rector shall be the President of the Corporation Board and the Chief Executive of the Congregation and shall supervise, direct, and control the church's activities and affairs, and supervise employees and volunteers. The Rector shall have responsibility for the spiritual oversight of the Vestry and the Congregation. The Rector shall preside at all members' meetings and all Vestry meetings. The Rector shall have such additional powers and duties as the Vestry may delegate.

**Section 3.02 Powers and Duties of the Vestry.** The activities, business and affairs of the church shall be managed and conducted and all corporate powers shall be exercised by or under the direction of the Vestry, inclusive of the Rector. The Vestry may delegate the management of the activities of the church to any person or persons provided that the activities and affairs of the church shall be managed and all corporate powers shall be exercised under the ultimate direction of the Vestry.

The duties of the Vestry include but are not limited to: (1) managing the activities and conducting the affairs of the church in accordance with these bylaws and all other applicable laws; (2) preparing, approving and maintaining an annual operating budget; (3) approving significant non-budgeted expenses; (4) approving church planning initiatives and related commitments; (5) entering into and maintaining employment contracts, where specified herein; (6) borrowing money and incurring indebtedness on the church's behalf, and causing to be executed and delivered for the church's purposes, in the church's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; (7) adopting, amending, or repealing the Articles of Incorporation. The Vestry shall have primary responsibility for all temporal matters of the Congregation, while the Rector shall have primary responsibility for all spiritual matters.

**Section 3.03 Vestry Members.** The Vestry shall consist of [*number*] elected directors serving staggered three-year terms of as nearly equal size as possible. The Rector shall serve as an *ex officio* director. The Senior Warden, if not an elected director, shall also serve as an *ex officio* director. Only a member in good standing may qualify as a director. *Ex officio* directors are subject to no term limits, and shall be members of the Vestry as long as they hold the office entitling them to membership in the Vestry.

**Section 3.04 Vestry Qualifications.** The qualifications for Vestry members are: an established commitment to the Congregation and to its purposes and mission as evidenced through service, work experience and/or educational background, and demonstrate recognized spiritual maturity and active leadership in mission and ministry of the congregation. The Vestry may formulate specific, additional criteria for nomination to the Vestry. Vestry members are expected to attend meetings of the Vestry unless prevented by significant cause. Absence from one third of the meetings of the Vestry in one year may constitute grounds for removal from the Vestry by majority vote of the other members of the Vestry.

No Vestry member who has completed a term of more than two years is eligible for re-election to the Vestry until one year has elapsed.

**Section 3.05 Vestry Vacancies.** A vacancy or vacancies on the Vestry shall occur in the event of: (1) the death, removal, or resignation of any director; (2) the declaration by board resolution of a vacancy of the office of a director who has been convicted of a felony or declared of unsound mind by a court order; or (3) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at that meeting.

Vacancies on the Vestry may be filled by approval of a majority of the total remaining members of the Vestry. Such appointments to the Vestry shall be for a period to expire at the next annual meeting of the members of the congregation, at which time the vacancy shall be filled by election by the Membership. The individual who was temporarily appointed to fill the vacancy may be a candidate for election by the Membership to fill the vacancy for the balance of the term.

Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

**Section 3.06 Resignation of a Member of the Vestry.** Except as provided below, any director may resign by giving notice to the Rector or the Senior Warden. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. If the Vestry is unable to secure a written notice of resignation, the resignation shall be noted in the minutes of the next meeting of the Vestry.

No director may resign when the church would be left without a duly elected director or directors.

**Section 3.07 Vestry Meetings.** The Vestry shall hold regular meetings on the following schedule without notice: *[Insert scheduled dates, time and location]*. Any of these meetings may be canceled by a decision by the Vestry, recorded in the minutes. Any of these meetings may be canceled by the Rector and the Senior Warden, upon notice to the members of the Vestry. Any special meetings may be set by the Vestry when it is in session, with the date, time and location recorded in the minutes. Special meetings of the Vestry may also be called by the Rector or the Senior Warden. All special meetings shall be preceded by at least four days advance notice. Notice of the time and place of special meetings shall be given to each director by: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system of technology designed to record or communicate messages; (4) electronic mail; or (5) facsimile. The notice shall state the time of the meeting and the place, if other than the church's principal office. The notice need not specify the purpose of the meeting. The appointment of new subordinate officers shall take place at the first meeting of the Vestry following the annual meeting of the members of the Congregation.

The Rector presides at all meetings of the Vestry when in attendance. In the Rector's absence, the Senior Warden presides.

A majority of directors in office constitutes a quorum of the Vestry. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**Section 3.08 Reconsideration of Business from a Prior Meeting.** Vestry members who were absent from a meeting of the Vestry where business was conducted may move for reconsideration of matters raised at that meeting at the next meeting of the Vestry with a simple majority vote to reconsider the matter.

**Section 3.09 Vestry Action Taken without a Meeting.** An action required or permitted to be taken by the Vestry may be taken without a meeting if all directors individually or collectively consent in writing to that action. Such consent may be by electronic mail. The written consents shall be documented in the minutes of the next meeting of the Vestry.

**Section 3.10 Vestry Committees.** The Vestry may create one or more Vestry committees each consisting of two or more directors to serve at the pleasure of the Vestry. Appointments to such committees shall be confirmed by the Vestry. The Vestry may delegate authority to a Vestry Committee. No committee has the authority to fill vacancies on the Vestry, fix compensation, expend funds, or amend, adopt or repeal bylaws or articles of incorporation.

**Section 3.11 Advisory Committees.** The Vestry may create one or more advisory committees that consist of any combination of Vestry members and other individuals. Any advisory committee that includes individuals who are not members of the Vestry are advisory only, and have no authority to make decisions on behalf of the Vestry, although they may be delegated narrow operational responsibilities.

**Section 3.12 Participation in Meetings by Electronic Means.** Members of the Board of Directors may participate in a meeting through the use of conference telephone, video access or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 3.09 constitutes presence in person at such meeting.

**Section 3.13 Waiver of Notice.** A director waives any objection to defects in the notice of a vestry meeting if he or she gives written or emailed consent to the holding of the meeting, or attends the meeting without making a protest about notice at the beginning of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**Section 3.14 Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

## **ARTICLE IV**

### **Officers**

**Section 4.01 Titles.** The officers of the church shall be the President who shall have the title of “Rector,” a First Vice President who shall have the title of “Senior Warden,” a Second Vice President who shall have the title of “Junior Warden,” treasurer, secretary, and any other officers determined by the Vestry. The positions of treasurer and secretary may, but need not be, held by members of the Vestry.

**Section 4.02 Appointment, Selection and Election of Officers.** The Rector shall be selected and hired by the Vestry and employed by the church pursuant to a Memorandum of Understanding. In the event of a vacancy, the Senior Warden shall assume the function and duties as president until a new Rector is hired.

At the annual meeting of the Vestry, the Vestry shall appoint or elect officers other than the Rector for the following year. The Rector shall appoint a Senior Warden for a term of one year. The Senior Warden may, but need not, be an elected member of the Vestry. The Vestry shall elect a Junior Warden, Treasurer, Secretary and any other officers. At a time when there is a vacancy in any office, a replacement may be appointed or elected for the balance of the year by the same means as appointed or elected for full terms.

**Section 4.03 Principal Officer Responsibilities.** The Rector shall be the President of the Corporation Board and the Chief Executive of the Congregation and shall supervise, direct, and control the church’s activities and affairs, and supervise employees and volunteers. The Rector shall have responsibility for the spiritual oversight of the Vestry and the Congregation. The Rector shall preside at all members’ meetings and all Vestry meetings. The Rector shall have such additional powers and duties as the Vestry may delegate.

**Section 4.04. Subordinate Officer Responsibilities.** *Wardens.* If the Rector is absent or disabled, the Wardens, in order of their rank, shall perform all duties of the chief executive. When so acting, a Warden shall have all powers of and be subject to all restrictions of the chief executive. The Wardens shall have such other powers and duties as the Vestry may delegate.

*Treasurer.* The treasurer shall be responsible for: (1) keeping and maintaining full and correct records of financial accounts, leases, contracts, properties and business transactions of the Congregation; (2) preparing reports to facilitate a review of the financial status of the Congregation at each monthly Vestry meeting; (3) preparing for and assisting in periodic audits of the Congregation’s financial records; (4) depositing, or

causing to be deposited, all money and other valuables in the name and to the credit of the Congregation with such depositories as the Vestry may designate; (5) disbursing the church's funds as the Vestry may direct; (6) rendering to the Rector and the Vestry, when requested, an account of all transactions as treasurer and of the financial condition of the Congregation; and (7) have such other powers and perform such other duties as the Vestry may delegate.

*Secretary.* The secretary shall be responsible for: (1) keeping or causing to be kept, at the church's principal office or such other place as the Vestry may direct, the minutes of all regular and special meetings, proceedings and actions of the Vestry, of committees of the Vestry, and of members' meetings; (2) ensuring that all records of the church are maintained as required by law; (3) ensuring records are maintained of members of the church and Vestry; (4) ensuring that proper communications and notices of all meetings of members, of the Vestry, and of the committees of the Vestry are delivered concerning member, committee and Vestry meetings; and (5) performing such other duties as the Vestry or the bylaws may require.

**Section 4.05 Removal of Officers.** Subject to the rights, if any, of an officer under any contract of employment, a subordinate officer may be removed with or without cause by the Vestry. The Rector may only be removed in a manner set forth in the Diocesan Canons at Title IV, Canon 2, Section 2.03 Ending a Pastoral Relationship. An officer may resign at any time upon notice to the Rector or Wardens without prejudice to the rights, if any, of the Congregation under any contract to which the officer is a party.

## **ARTICLE V**

### **Indemnification and Insurance**

**Section 5.01 Indemnification.** To the fullest extent permitted by law, the Congregation shall have the power to indemnify its directors and officers, and may indemnify employees and other persons, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the Congregation, by reason of the fact that the person is or was a person described in that section.

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person may be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

On written request to the Vestry by any person seeking indemnification, the Vestry may promptly decide whether the applicable standard of conduct has been met and, if so, the Vestry may authorize indemnification. If the Vestry cannot authorize indemnification



because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Vestry may promptly call a meeting of congregation members. At that meeting, the members may determine whether the applicable standard of conduct has been met and, if so, the members present at the meeting may authorize indemnification.

To the fullest extent permitted by law and the specific determination of the Vestry, the Congregation may advance payment of expenses to individuals seeking indemnification for the defense of any proceedings covered by this Article. Such funds may be paid prior to final disposition of the proceeding. The Congregation may demand an undertaking conditioned on a promise that advances will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Congregation for those expenses.

**Section 5.02 Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article V, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of § 9246 of the California Corporations Code (or any successor provision thereto).

## **ARTICLE VI**

### **Miscellaneous**

**Section 6.01 Fiscal Year.** The fiscal year of the Corporation shall be from [*month*] through [*month*].

**Section 6.02 Amendment of Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of the Corporation may be adopted, amended or repealed in whole or in part a vote by a majority of the total members of the Vestry.

**Section 6.03 Local Church Dissolution.** When a member Local Church, having previously consulted with the bishop, desires to dissolve, or faces the prospect of involuntary dissolution, the Senior Warden shall inform the Bishop at the earliest opportunity. The Local Church must then immediately arrange to meet with the Bishop to discern how best to wind down and dispose of assets, in accordance with the “Bishop’s Protocol for Concluding the Mission and Ministry of a Local Church”, contained in the Rectors and Wardens Manual.

It is the expectation of the Diocese that all residual Local Church assets will be gifted to the member's Deanery or the Diocese of Western Anglicans, or otherwise gifted to further the missional work of the Anglican Church in North America.

## **CERTIFICATE OF SECRETARY**

I, the undersigned, the duly elected Secretary of [name of corporation here], a [State] religious nonprofit corporation, do hereby certify:

That the foregoing Bylaws, consisting of [number of pages here] pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on [date here], and the same do now constitute the Bylaws of said Corporation.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this [date here].

---

[Name], Secretary